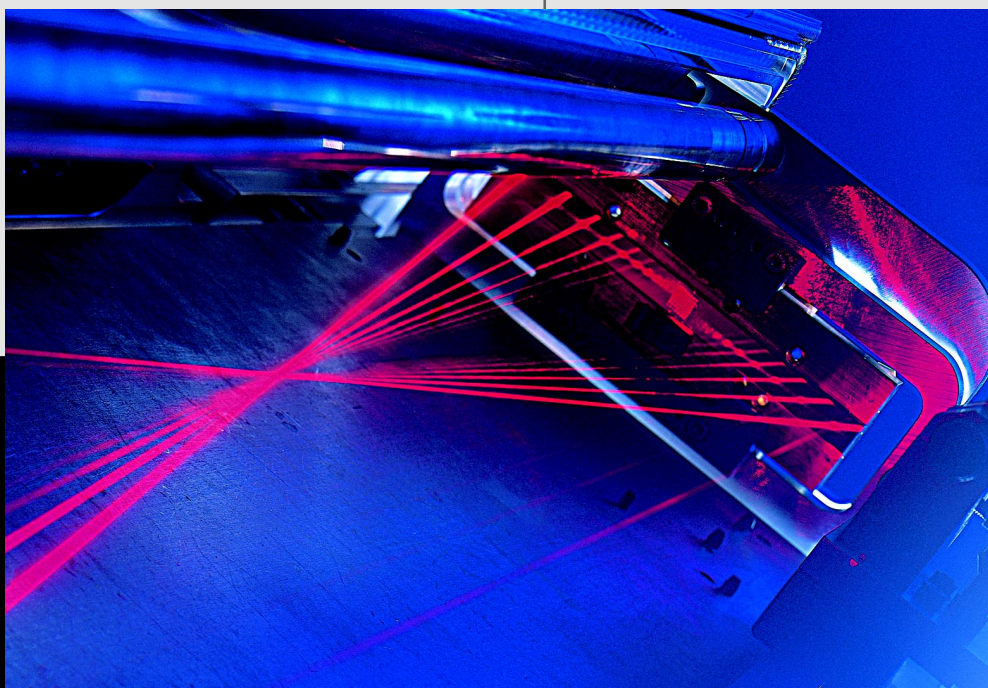


Quarterly Report

3rd Quarter 2001

April 1, 2001 - June 30, 2001



ROFIN-SINAR Technologies, Inc.

NASDAQ:

RSTI

Neuer Markt:

902757

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (D) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2001

Commission file number: 000-21377

ROFIN-SINAR TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of other jurisdiction of
incorporation or organization)

38-3306461

(I.R.S. Employer
Identification No.)

45701 Mast Street, Plymouth, MI

(Address of principal executive offices)

48170

(Zip Code)

(734) 455-5400

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year,
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes / No

11,542,700 shares of the registrant's common stock, par value \$0.01 per share, were outstanding as of August 14, 2001.

ROFIN-SINAR TECHNOLOGIES INC.

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PART I. FINANCIAL INFORMATION
 Refin-Sinar Technologies Inc. and Subsidiaries
 Condensed Consolidated Balance Sheets
 (dollars in thousands)

	June 30, 2001 (Unaudited)	September 30, 2000 (Audited)
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 11,153	\$ 28,973
Accounts receivable, trade, net	52,483	51,302
Inventories (Note 3)	65,247	56,584
Deferred income tax assets - current	5,193	5,673
Other current assets and prepaid expenses	4,004	2,606
Total current assets	138,080	145,138
Property and equipment, net	21,153	20,580
Goodwill, net	48,707	50,343
Deferred income tax assets - noncurrent	3,171	1,769
Other noncurrent assets	498	584
Total assets	\$ 211,609	\$ 218,414
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Line of credit	\$ 25,130	\$ 34,749
Accounts payable, trade	11,670	10,760
Income tax payable	7,731	4,580
Accrued liabilities	30,832	32,401
Total current liabilities	75,363	82,490
Long-term debt	33,650	40,172
Pension obligations	4,568	4,180
Minority interests	1,166	844
Other long-term liabilities	170	9
Total liabilities	114,917	127,695
Stockholders' equity		
Preferred stock, 5,000,000 shares authorized, none issued or outstanding	0	0
Common stock, \$0.01 par value, 50,000,000 shares authorized, 11,542,700 (11,538,200 at September 30, 2000) issued and outstanding	115	115
Additional paid-in-capital	76,092	76,049
Retained earnings	35,701	27,145
Accumulated other comprehensive loss (Note 6)	(15,216)	(12,590)
Total stockholders' equity	96,692	90,719
Total liabilities and stockholders' equity	\$ 211,609	\$ 218,414

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Condensed Consolidated Statements of Operations (Unaudited)
Periods Ended June 30, 2001 and 2000
(dollars in thousands, except per share amounts)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2001	2000	2001	2000
Net sales	\$ 54,124	\$ 45,482	\$ 166,200	\$ 113,250
Cost of goods sold	33,145	27,815	101,182	71,473
Gross profit	20,979	17,667	65,018	41,777
Selling, general, and administrative expenses	10,689	9,117	30,463	21,058
Research and development expenses	3,530	3,457	11,215	9,158
Special charge (Note 2)	700	2,812	700	2,812
Goodwill amortization	899	526	2,700	696
Income from operations	5,161	1,755	19,940	8,053
Other expense (income):				
Interest income	(317)	(204)	(999)	(1,261)
Interest expense	1,023	490	3,426	1,018
Minority interest	161	248	690	472
Other expenses (income)	564	(382)	319	(600)
Income before income taxes	3,730	1,603	16,504	8,424
Income tax expense	1,298	1,066	7,948	4,401
Net income	\$ 2,432	\$ 537	\$ 8,556	\$ 4,023
Net income per common share (Note 4):				
Basic	\$ 0.21	\$ 0.05	\$ 0.74	\$ 0.35
Diluted	\$ 0.21	\$ 0.05	\$ 0.74	\$ 0.35
Weighted average shares used in computing net income per share (Note 4):				
Basic	11,542,700	11,538,200	11,542,700	11,538,200
Diluted	11,657,712	11,699,010	11,596,340	11,619,732

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Condensed Consolidated Statements Of Stockholders' Equity and Comprehensive Income
Nine months ended June 30, 2001
(dollars in thousands)

	Common Stock Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income(loss)	Total Stockholders' Equity
	-----	-----	-----	-----	-----
BALANCES at September 30, 2000	\$ 115	\$ 76,049	\$ 27,145	\$(12,590)	\$ 90,719
Comprehensive income:					
Foreign currency translation adjustment	--	--	--	(1,752)	(1,752)
Fair value of interest rate swap agreements	--	--	--	(874)	(874)
Net income	--	--	8,556	--	8,556

Total comprehensive income					5,930
Common stock issued	--	43	--	--	43
	-----	-----	-----	-----	-----
BALANCES at July 31, 2001	\$ 115	\$ 76,092	\$ 35,701	\$(15,216)	\$ 96,692
	=====	=====	=====	=====	=====

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)
Nine Months Ended June 30, 2001 and 2000
(dollars in thousands)

	Nine Months Ended June 30,	
	2001	2000
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 8,556	\$ 4,023
Adjustments to reconcile net income to net cash provided (used) by operating activities:		
Changes in operating assets and liabilities	(9,607)	(5,619)
Other adjustments	5,242	2,700
	4,191	1,104
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from the sale of property and equipment	92	75
Additions to property and equipment	(3,378)	(1,998)
Acquisition of business, net of cash acquired	(2,565)	(40,275)
	(5,851)	(42,198)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings from banks	52,852	--
Repayments to banks	(53,555)	--
Net repayments on line of credit	(13,812)	35,058
Other	(565)	(329)
	(15,080)	34,729
Effect of foreign currency translation on cash	(1,080)	80
Net decrease in cash and cash equivalents	(17,820)	(6,285)
Cash and cash equivalents at beginning of period	28,973	36,805
Cash and cash equivalents at end of period	\$ 11,153	\$ 30,520

See accompanying notes to condensed consolidated financial statements

Rofin-Sinar Technologies Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)
(dollars in thousands)

1. Summary of Accounting Policies

The accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, consistent with those reflected in the Company's annual report to stockholders for the year ended September 30, 2000. All adjustments necessary for a fair presentation have been made which comprise only normal recurring adjustments; however, interim results of operations are not necessarily indicative of results to be expected for the year. September 30, 2000 balances are derived from audited financial statements, however, all interim period amounts have not been audited.

2. Acquisitions

On February 28, 2001, the Company acquired 80% of the share capital of Z-Laser S.A. through its wholly owned subsidiary Rofin-Baasel Espana, S.A., Barcelona, Spain for \$3.3 million in cash. Rofin-Sinar Technologies Inc. (RSTI) has followed the purchase method of accounting for the acquisition. Goodwill and other intangibles, resulting from the acquisition, were \$2.1 million and are being amortized over a period of 15 years. At the end of June 2001, Z-Laser S.A. was merged into Rofin-Baasel Espana S.L.. As a result of this merger, the minority shareholder owns 17% of the total stock of the new Spanish subsidiary.

On May 10, 2000, the Company acquired 90.01% of the share capital of Carl Baasel Lasertechnik GmbH (Baasel Lasertech) through its wholly owned subsidiary Rofin-Sinar Laser GmbH, Hamburg, Germany for 44.3 million Euro in cash. Additionally, RSTI refinanced 23.4 million Euro of the then outstanding debt of Baasel Lasertech. RSTI has followed the purchase method in accounting for the acquisition. The fair value of tangible assets acquired and liabilities assumed approximated \$34.5 million and \$39.1 million, respectively. Goodwill and other intangibles, resulting from the acquisition, were \$46.5 million and are being amortized over a period aggregating approximately 15 years.

3. Inventories:

Inventories are stated at the lower of cost or market, after provisions for excess and obsolete inventory salable at prices below cost. Costs are determined using the first in, first out and weighted average cost methods and are summarized as follows:

	June 30, 2001	September 30, 2000
	-----	-----
Raw materials and supplies	\$ 18,439	\$ 17,783
Work in progress	20,017	17,302
Service parts	12,883	7,894
Finished goods	9,563	7,630
Demonstration inventory	4,345	5,975
	-----	-----
Total inventories, net	\$ 65,247	\$ 56,584
	=====	=====

4. Net Income Per Common Share

Basic EPS is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution from common stock equivalents (stock options). The calculation of the weighted average number of common shares outstanding for each period is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	-----	-----	-----	-----
	2001	2000	2001	2000
	-----	-----	-----	-----
Weighted average number of shares for BASIC net income per common share	11,542,700	11,538,200	11,542,700	11,538,200
Potential additional shares due to outstanding dilutive stock options	115,012	130,810	53,640	81,532
	-----	-----	-----	-----
Weighted average number of shares for DILUTED net income per common share	11,657,712	11,669,010	11,596,340	11,619,732
	=====	=====	=====	=====

Excluded from the calculation of diluted EPS for the nine months ended June 30, 2001, and June 30, 2000, were 213,000 and 165,000 outstanding stock options, respectively. These could potentially dilute future EPS calculations but were not included in the current period because their effect was antidilutive.

5. Derivative Instruments and Hedging Activities

The Company currently utilizes interest rate swap agreements to limit its exposure to changes in interest rates related to its outstanding variable rate debt.

In June 1998 the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Certain Hedging Activities", which was subsequently amended by SFAS No. 138. SFAS No. 133 and SFAS No. 138 require that all derivative instruments be recorded on the balance sheet at their respective fair values.

SFAS No. 133 and SFAS No. 138 are effective for all fiscal quarters of all fiscal years beginning after June 30, 2000, and were adopted by the Company as of October 1, 2000. In accordance with the transition provisions of SFAS No. 133, the Company recorded a cumulative-effect-type adjustment of (\$188) in accumulated other comprehensive income to recognize at fair value the interest rate swap agreements which are designated as cash-flow hedging instruments. Subsequent changes in fair value of these swaps, which are highly effective and designated as cash flow hedges are recorded in other comprehensive income. At June 30, 2001, the fair value of these interest rate swap agreements was (\$874), which is recorded as other long-term liabilities in the condensed consolidated balance sheet.

6. Comprehensive Income

Comprehensive income consists of net income and all other changes in a company's equity other than from transactions with the company's owners. For the three months and the nine months ended June 30, 2001 and 2000 comprehensive income was comprised of the following:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2001	2000	2001	2000
Net income	\$ 2,432	\$ 537	\$ 8,556	\$ 4,023
Foreign currency translation adjustment	(1,264)	543	(1,752)	(3,917)
Fair value of interest rate swap agreements	245	--	(874)	--
Total comprehensive income (loss)	\$ 1,413	\$ 1,080	\$ 5,930	\$ 106

7. Recently Issued Accounting Standards

In December 1999, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 101 (SAB 101), "Revenue Recognition in Financial Statements", which provides guidance on the recognition, presentation and disclosure of revenue in financials filed with the SEC. SAB 101 outlines the basic criteria that must be met to recognize revenue and provides guidance for disclosures related to revenue recognition policies. The Company is required to adopt SAB 101 in the fourth quarter of fiscal 2001. The Company is in the process of evaluating SAB 101 but believes that the implementation of SAB 101 will not have a material effect on the financial position or results of operations of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this Quarterly Report on Form 10-Q constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as "may", "believe", "will", "expect", "project", "anticipate", "estimate", "plan" or "continue". These forward looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition. In making these forward-looking statements, the Company claims the protection of the safe-harbor for forward-looking statements contained in the Reform Act. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

Overview

Rofin-Sinar Technologies, Inc. (herein also referred to as "Rofin-Sinar", or the "Company" or "we" "us" or "our") is a leader in the design, development, engineering, manufacture and marketing of laser-based products used for cutting, welding and marking a wide range of materials.

During the third quarters of fiscal years 2001 and 2000, respectively, approximately 51% and 53% of the Company's revenues were from sales and servicing of laser products for cutting and welding applications and approximately 49% and 47% were from sales and servicing of laser products for marking and micro-machining applications.

Through its global manufacturing, distribution, and service network, the Company provides a comprehensive range of laser sources and laser based system solutions to three principal target markets: the machine tool, automotive and semiconductor/electronics industries. The Company sells directly to end-users, to original equipment manufacturers ("OEMs") (principally in the machine tool industry), that integrate Rofin-Sinar's laser sources with other system components, and to distributors. Many of Rofin-Sinar's customers are among the largest global participants in their respective industries.

On May 10, 2000, the Company acquired 90.01% of the share capital of Carl Baasel Lasertechnik GmbH (Baasel Lasertech) through its wholly owned subsidiary Rofin-Sinar Laser GmbH, Hamburg, Germany for 44.3 million euros cash. Additionally, RSTI refinanced 23.4 million euros of the then outstanding debt of Baasel Lasertech. RSTI has followed the purchase method in accounting for the acquisition.

On February 28, 2001, the Company acquired 80% of the share capital of Z-Laser S.A. through its wholly owned subsidiary Rofin-Baasel Espana, S.A., Barcelona, Spain for \$3.3 million in cash. As of June 2001, Z-Laser S.A. was merged into Rofin-Baasel España S.L.. As a result of this merger, the minority shareholder owns 17% of the total stock of the new Spanish subsidiary.

On June 29, 2001, the shares of common stock of Rofin-Sinar Technologies, Inc. were approved for trading on the Neuer Markt of the Frankfurt Stock Exchange in Germany.

At June 30, 2001, Rofin had 1,132 employees compared to 972 employees at June 30, 2000.

Results of Operations

For the periods indicated, the following table sets forth the percentage of net sales represented by the respective line items in the Company's consolidated statements of operations.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2001	2000	2001	2000
Net sales	100%	100%	100%	100%
Cost of goods sold	61%	61%	61%	63%
Gross profit	39%	39%	39%	37%
Selling, general and administrative expenses	20%	20%	18%	19%
Research and development expenses	7%	8%	7%	8%
Special charge	1%	6%	--	2%
Goodwill amortization	2%	1%	2%	1%
Income from operations	9%	4%	12%	7%
Income before income taxes	7%	4%	10%	7%
Net income	4%	1%	5%	4%

Net Sales - Net sales of \$54.1 million and \$166.2 million represent increases of \$8.6 million (19%) and \$53.0 million (47%) for the three months and nine months ended June 30, 2001, as compared to the corresponding periods of fiscal 2000. The increase resulted from a net sales increase of \$47.6 million, or 56%, in Europe/Asia and an increase of \$5.3 million, or 19%, in the United States, for the corresponding nine month periods as compared to the prior year. The increase in the three month period as compared to the prior year is a result of a net sales increase of \$6.2 million, or 18%, in Europe/Asia and An increase of \$2.4 million, or 22%, in the United States. The U.S. dollar strengthened against foreign currencies which had an unfavorable effect on net sales of \$3.3 million and \$14.4 million for the three and nine month periods. Net sales of laser products for cutting and welding applications for the three month periods increased by 14% to \$27.5 million and for the nine month periods net sales increased by 15% to \$78.2 million as compared to the same periods of fiscal 2000.

Net sales of lasers for marking and micro-machining applications for the three month and nine month periods increased by 24% to \$26.6 million and by 94% to \$88.0 million as compared to fiscal 2000, primarily due to the Baasel Lasertech acquisition.

Gross Profit - The Company's gross profit of \$21.0 million and \$65.0 million for the three months and nine months ended June 30, 2001, represent increases of \$3.3 million (19%) and \$23.2 million (56%) from the same periods of the prior year. As a percentage of sales over the corresponding nine month periods gross profit increased from 37% to 39%. The main cause of the higher percentage margin, for the nine month period, was primarily a result of the favorable product mix towards marking and micro-machining products. As a percentage of sales over the corresponding three month periods, gross profit remained consistent at 39%. Gross profit was unfavorably affected by \$1.2 million and \$5.0 million for the three month and nine month periods in fiscal 2001 due to the strengthening of the U.S. dollar.

Selling, General and Administrative Expenses - Selling, general and administrative expenses increased \$1.6 million (17%) and \$9.4 million (45%) for the three months and nine months ended June 30, 2001, compared to the corresponding periods of fiscal 2000 primarily due to Baasel Lasertech being included. SG&A was favorably affected by \$0.6 million and \$2.2 million for the three month and nine month periods in fiscal 2001 due to the strengthening of the U.S. dollar.

Research and Development - The Company spent net \$3.5 million and \$11.2 million on research and development during the three month and nine month periods of the current year. The increase of 2% and 22%, for the three month and nine month periods, compared to the corresponding periods of the prior year, is primarily due to the Baasel Lasertech expenses. Gross research and development expenses for the three month periods ended June 30, 2001 and 2000 were \$3.9 million and \$3.7 million, respectively, and were reduced by \$0.4 million and \$0.2 million of government grants during each respective period. Gross research and development expenses for the nine month periods ended June 30, 2001 and 2000 were \$12.1 million and \$10.0 million, respectively, and were reduced by \$0.9 million and \$0.8 million of government grants during each respective period. R&D was favorably affected by \$0.2 million and \$1.1 million for the three month and nine month periods in fiscal 2001 due to the strengthening of the U.S. dollar.

Special Charge - During the three and nine months ended June 30, 2001, \$0.7 million were spent on expenses related to the secondary listing of the Company's shares of common stock at the German Neuer Markt of the Frankfurt Stock Exchange. During the third quarter of 2000, in connection with the acquisition of Baasel Lasertech, the companies consolidated certain product lines. As a result, \$2.8 million of certain inventories related to product lines which were to be discontinued, were written off.

Goodwill amortization - The Company recorded \$0.9 million and \$2.7 million during the three month and nine month periods of the current fiscal year as goodwill amortization, \$0.4 million and \$2.0 million higher compared to the corresponding periods in 2000. The increase relates primarily to the Baasel Lasertech and the Z-Laser S.A. acquisitions.

Other (Income) Expense- Other (Income) Expense of \$1.4 million and \$3.4 million for the three month and nine month periods ended June 30, 2001 represents a decrease in income of \$1.3 million and \$3.8 million for each of the corresponding prior year periods. The main cause of this decrease was related to interest expense on the debt used to finance the acquisition of Baasel Lasertech and currency exchange losses generated by the strengthening of the U.S. dollar in relation to the European currencies.

Income Tax Expense - Income tax expense of \$1.3 million and \$7.9 million for the three months and nine months ended June 30, 2001 represents effective tax rates of 35% and 48% in each respective period, compared to a prior year corresponding effective tax rates of 67% and 52%. This change in the effective tax rate is primarily due to deductible goodwill amortization in Spain and a normalized worldwide income structure.

Net Income - In light of the foregoing factors, the Company realized a consolidated net income of \$2.4 million and \$8.6 million for the three and nine months ended June 30, 2001, which represents increases of \$1.9 million and \$4.5 million from the comparable prior year periods. For the nine months ended June 30, 2001 both basic and diluted earnings per share equaled \$0.74 based upon 11.5 million and 11.6 million common shares outstanding, respectively, as compared to basic and diluted earnings per share of \$0.35 for the same period in fiscal 2000, based on 11.5 million and 11.6 million common shares outstanding. For the three months ended June 30, 2001 both basic and diluted earnings per share equaled \$0.21 based upon 11.5 million and 11.7 million common shares outstanding, respectively, as compared to basic and diluted earnings per share of \$0.05 for the same period in fiscal 2000, based on 11.5 million and 11.7 million common shares outstanding.

Liquidity and Capital Resources

The Company's primary sources of liquidity at June 30, 2001 were cash and cash equivalents of \$11.2 million, a \$25.0 million line of credit with Deutsche Bank AG, and several other lines of credit, totaling \$11.6 million, to support foreign subsidiaries in their local currencies. As of June 30, 2001, \$13.0 million was borrowed against the Deutsche Bank facility and \$8.3 million from other lines of credit (including borrowings on both short and long term borrowings), therefore \$12.0 million and \$3.3 million is unused and available, respectively.

On December 15, 2000, the Company refinanced certain short-term credit facilities, originally obtained to fund the acquisition and refinance the existing debt of Baasel Lasertech, with short-term borrowings of \$17.0 million and long-term borrowings of \$33.1 million. During the third quarter of 2001, the company repaid \$12.5 million of these short-term borrowings and refinanced \$4.6 million.

Cash and cash equivalents decreased by \$17.8 million during the nine months ended June 30, 2001. Approximately \$4.2 million in cash and cash equivalents were provided by operating activities, primarily as the result of the increase in net income and the reduction of income taxes payable, but offset by an increase in inventory.

Uses of cash from investing activities totaled \$5.9 million for the nine months ended June 30, 2001 and related primarily to the acquisition of various additions to property and equipment for general business expansion and the acquisition of the net assets of Z-Laser S.A.

Net cash used in financing activities totaled \$15.1 million, which was primarily related to a net reduction in borrowings from banks of \$0.7 million, and net repayments on the lines of credit of \$13.8 million.

Management believes that the cash flow from operations, along with existing cash and cash equivalents and credit facilities, will provide adequate resources to meet its capital requirements and operational needs for the foreseeable future.

Currency Exchange Rate Fluctuations

Although we report our results in U.S. dollars, approximately 80% of our sales are denominated in other currencies, including the Euro, German marks, French francs, Italian lire, British pounds, Singapore dollars, Dutch guilders, and Japanese yen. Net sales and costs and related assets and liabilities are generally denominated in the functional currencies of the operations, thereby serving to reduce our exposure to exchange gains and losses.

Exchange differences upon translation from each operation's functional currency to U.S. dollars are accumulated as a separate component of equity. The currency translation adjustment component of stockholders' equity had the effect of decreasing total equity by \$14.3 million at June 30, 2001 as compared to \$12.6 million at September 30, 2000.

The fluctuation of the German mark and the other relevant functional currencies against the U.S. dollar has had the effect of increasing and decreasing (as applicable) reported net sales as well as cost of goods sold and gross margin and selling, general and administrative expenses, denominated in such foreign currencies when translated into U.S. dollars as compared to prior periods.

Ownership of Common Stock By Directors

The following table sets forth information as of June 30, 2001, with respect to beneficial ownership of the Company's Common Stock and exercisable options by each director.

Name	Number of Shares of Common Stock Beneficially Owned	Total Number of Stock Options Owned at June 30, 2001	Number of Exercisable Stock Options Owned at June 30, 2001
Peter Wirth	3,300	172,000	73,600
Gunther Braun	6,000	106,000	44,800
Carl F. Baasel	42,000	10,000	--
William R. Hoover (1)	37,500	--	--
Ralph E. Reins (1)	12,500	--	--
Gary K. Willis (1)	11,000	--	--

(1) Outside, non-executive directors

Item 3. Quantitative and Qualitative Disclosures about Market Risk

For the period ended June 30, 2001, we did not experience any material change in market risk exposures affecting the quantitative and qualitative disclosures as presented in our Annual Report on Form 10-K for the year ended September 30, 2000.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

27.1 Financial data schedule for nine month period ended
June 30, 2001.

(b) Reports on Form 8-K

The Registrant filed a report 8-K on June 29, 2001, announcing that the Deutsche Borse admitted the shares of common stock of Rofin-Sinar Technologies, Inc. to be traded on the regulated market segment (Geregelter Markt) of the Frankfurt Stock Exchange with trading on the Neuer Markt based on a listing report ("Unternehmensbericht") submitted in accordance with applicable German law and Neuer Markt rules and regulations.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Rofin-Sinar Technologies Inc.

(Registrant)

Date: August 14, 2001

/S/ Gunther Braun

Gunther Braun
Executive Vice President,
Finance and Administration, and
Chief Financial Officer