

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-C

REPORT BY ISSUER OF SECURITIES QUOTED ON NASDAQ

INTERDEALER QUOTATION SYSTEM

FILED PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 AND RULE 13a-17

OR 15d-17 THEREUNDER

KLA Instruments Corporation

(Exact name of issuer as specified in charter)

160 Rio Robles, San Jose, California, 95161

(Address of principal executive offices)

Issuer's telephone number, including area code (408) 434-4200

I. CHANGE IN NUMBER OF SHARES OUTSTANDING

Indicate any change (increase or decrease) of five percent or more in the number of shares outstanding:

- 1. Title of security Common Stock
- 2. Number of shares outstanding before the change 22,999,000
- 3. Number of shares outstanding after the change 24,724,000
- 4. Effective date of change April 26, 1995
- 5. Method of change:

Specify method (such as merger, acquisition, exchange, distribution, stock split, reverse split, acquisition of stock for treasury, etc.)

Common Stock Offering

Give brief description of transaction On May 3, 1995, KLA Instruments Corporation ("KLA") commenced an underwritten public offering of its Common Stock. Pursuant to the offering, KLA issued an aggregate of 1,725,000 shares of Common Stock.

II. CHANGE IN NAME OF ISSUER

- 1. Name prior to change Not applicable
- 2. Name after change

- 3. Effective date of charter amendment changing name

4. Date of shareholder approval, if required

Date: May 3, 1995

/s/ PAUL KREUTZ

Paul Kreutz, Secretary