

INTEVAC INC
Form 4
June 08, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Drapkin Matthew A

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 230

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEVAC INC [IVAC]

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option <u>(1)</u>	\$ 5.62	06/04/2015	A	13,000					06/04/2016	06/04/2022	Common Stock	13

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drapkin Matthew A 500 CRESCENT COURT SUITE 230 DALLAS, TX 75201	X			

Signatures

/s/ Adam J. Brunk,
attorney-in-fact
06/08/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In connection with Mr. Drapkin's reelection to the Board of Directors of Intevac, Inc. (the "Issuer"), the Issuer has granted these options to Mr. Drapkin. This option grant will vest in full on June 4, 2016.
- Represents the transaction reported in this Form 4, such option grant being held directly by Mr. Drapkin (the "Drapkin Shares"), as well as Common Stock of the Issuer directly beneficially owned by Becker Drapkin Partners (QP), L.P. ("Becker Drapkin QP") (1,652,022 shares) and Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.") (256,384 shares), and Common Stock directly held by a managed account on behalf of an investment advisory client (the "Managed Account") of Becker Drapkin Management, L.P. ("BD Management") (354,566 shares) (all shares held by Becker Drapkin QP, Becker Drapkin, L.P., the Managed Account and BD Management, collectively, the "BD Shares"). (Continued in Footnote 3)
- (3) Mr. Drapkin may be deemed to beneficially own the BD Shares as he is a co-managing member of BC Advisors, LLC, which is the general partner of BD Management (of which Mr. Drapkin is a limited partner), and BD Management is the general partner of, and investment manager for, each of Becker Drapkin QP and Becker Drapkin, L.P., and the investment manager of the Managed Account. Mr. Drapkin disclaims beneficial ownership in the BD Shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.