INTEVAC INC Form 4 June 08, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

OMB APPROVAL

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Washington, D.C. 20549

Number:

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Section 16. Form 4 or Form 5 obligations may continue.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

See Instruction

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Middle)

INTEVAC INC [IVAC] 3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

500 CRESCENT COURT, SUITE

(First)

(Street)

230

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

(Month/Day/Year)

06/04/2015

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

below)

DALLAS, TX 75201

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amor Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(Instr. 8) Acquire or Disp (D) (Instr. 3 and 5)		osed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option	\$ 5.62	06/04/2015		A		13,000		06/04/2016	06/04/2022	Common Stock	13

Reporting Owners

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

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).
- 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)
- 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.

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