

NEWPORT CORP  
Form 4  
May 02, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Werth Dennis L

(Last) (First) (Middle)  
1791 DEERE AVENUE  
(Street)

IRVINE, CA 92606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NEWPORT CORP [NEWP]

3. Date of Earliest Transaction (Month/Day/Year)  
04/29/2016

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)  
Former SVP/GM, Photonics Group

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	04/29/2016		D	58,638 D \$ 23 (1)	0	D	
Common Stock	04/29/2016		D	4,810 (2) D (2)	0	D	
Common Stock	04/29/2016		D	8,000 (3) D (3)	0	D	

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 12.47	04/29/2016		D	9,510	<u>(4)</u> 03/31/2017	Common Stock	9,510	
Stock Appreciation Right	\$ 17.06	04/29/2016		D	6,840	<u>(5)</u> 05/17/2018	Common Stock	6,840	
Stock Appreciation Right	\$ 17.12	04/29/2016		D	9,630	<u>(6)</u> 04/12/2019	Common Stock	9,630	
Stock Appreciation Right	\$ 13.74	04/29/2016		D	16,800	<u>(7)</u> 05/20/2020	Common Stock	16,800	
Stock Appreciation Right	\$ 18.29	04/29/2016		D	14,430	<u>(8)</u> 05/19/2021	Common Stock	14,430	
Stock Appreciation Right	\$ 19.11	04/29/2016		D	12,000	<u>(9)</u> 05/19/2022	Common Stock	12,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Werth Dennis L 1791 DEERE AVENUE IRVINE, CA 92606				Former SVP/GM, Photonics Group

## Signatures

/s/ Jeffrey B. Coyne, as attorney-in-fact for reporting person 05/02/2016

\*\*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) On April 29, 2016, pursuant to the Agreement and Plan of Merger between the issuer, MKS Instruments, Inc. ("MKS") and MKS' wholly owned subsidiary, PSI Equipment, Inc. ("Merger Sub"), dated February 22, 2016 (the "Merger Agreement"), Merger Sub merged with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of MKS. Pursuant to the Merger Agreement, at the effective time of the Merger, the shares were automatically converted into a right to receive \$23.00 per share in cash.

(2) Restricted stock units representing the right to receive a total of 4,810 shares of the issuer's common stock, which vest on March 31, 2017, were assumed by MKS in connection with the Merger and were converted into restricted stock units representing the right to receive a total of 2,952 shares of MKS' common stock.

(3) Restricted stock units representing the right to receive a total of 8,000 shares of the issuer's common stock, which vest in two equal installments on March 31, 2017 and March 31, 2018, were assumed by MKS in connection with the Merger and were converted into restricted stock units representing the right to receive a total of 4,911 shares of MKS' common stock.

(4) Stock appreciation right, which became fully vested on March 31, 2013, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 5,838 shares of MKS' common stock having a base value of \$20.32 per share.

(5) Stock appreciation right, which became fully vested on March 31, 2014, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 4,199 shares of MKS' common stock having a base value of \$27.79 per share.

(6) Stock appreciation right, which became fully vested on March 31, 2015, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 5,911 shares of MKS' common stock having a base value of \$27.89 per share.

(7) Stock appreciation right, which became fully vested on March 31, 2016, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 10,313 shares of MKS' common stock having a base value of \$22.39 per share.

(8) Stock appreciation right, which vests in equal 1/3rd installments on March 31, 2015, 2016 and 2017, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 8,858 shares of MKS' common stock having a base value of \$29.80 per share.

(9) Stock appreciation right, which vests in equal 1/3rd installments on March 31, 2016, 2017 and 2018, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 7,366 shares of MKS' common stock having a base value of \$31.13 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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