

INTEVAC INC
Form 4
May 13, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(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)

05/09/2014

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2014		P		21,700	A	\$ 6.7617	1,104,065	I	See Footnotes (1) (2)
Common Stock	05/12/2014		P		59,200	A	\$ 6.8147	1,163,265	I	See Footnotes (1) (2)
Common Stock	05/13/2014		P		26,901	A	\$ 6.857	1,190,166	I	See Footnotes (1) (2)

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

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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ Andrew S. McLelland,
attorney-in-fact

05/13/2014

**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) Represents common stock ("Common Stock"), par value \$0.001 per share, of Intevac, Inc. (the "Issuer") directly beneficially owned by Becker Drapkin Partners (QP), L.P. ("Becker Drapkin QP") (871,906 shares), Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.") (167,799 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") (150,461 shares). (continued in Footnote 2).

(2) Mr. Drapkin may be deemed to beneficially own such Common Stock 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 such Common Stock except to the extent of his pecuniary interest therein.

Remarks:

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

* 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.

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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