

II-VI INC
Form 424B3
February 08, 2019
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Registration No. 333-229052

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

February 7, 2019

Dear Shareholders of II-VI Incorporated and Stockholders of Finisar Corporation:

II-VI Incorporated ("II-VI") and Finisar Corporation ("Finisar") have entered into an Agreement and Plan of Merger, dated as of November 8, 2018 (the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, Mutation Merger Sub Inc., a Delaware corporation and wholly owned subsidiary of II-VI, will be merged with and into Finisar, and Finisar will continue as the surviving corporation in the merger and a wholly owned subsidiary of II-VI (the "Merger").

If the Merger is consummated as described in the accompanying joint proxy statement/prospectus, Finisar stockholders will be entitled to receive, at their election, consideration per share of common stock of Finisar (the "Finisar Common Stock") consisting of (i) \$26.00 in cash, without interest (subject to the proration adjustment procedures described in the accompanying joint proxy statement/prospectus, the "Cash Election Consideration"), (ii) 0.5546 validly issued, fully paid and nonassessable shares of II-VI common stock (the shares, the "II-VI Common Stock," and the consideration, subject to the proration adjustment procedures described in the accompanying joint proxy statement/prospectus, the "Stock Election Consideration," respectively), or (iii) a combination of \$15.60 in cash, without interest, and 0.2218 validly issued, fully paid and nonassessable shares of II-VI Common Stock (the "Mixed Election Consideration," and, together with the Cash Election Consideration and the Stock Election Consideration, the "Merger Consideration"). If no election is made as to a share of Finisar Common Stock, the holder of that share will receive the Mixed Election Consideration. The Cash Election Consideration and the Stock Election Consideration are subject to proration adjustment pursuant to the terms of the Merger Agreement such that the aggregate Merger Consideration will consist of approximately 60% cash and approximately 40% II-VI Common Stock (with the II-VI Common Stock valued at the closing price as of November 8, 2018), as further described under the heading "The Merger Agreement Merger Consideration" beginning on page 140 of the accompanying joint proxy statement/prospectus.

Based on the closing price for II-VI Common Stock on the Nasdaq Global Select Market on February 7, 2019, the most recent practicable date for which such information was available, the Stock Election Consideration represented approximately \$20.26 in value per share of Finisar Common Stock (before giving effect to any proration adjustment), and the Mixed Election Consideration represented approximately \$23.70 in value per share of Finisar Common Stock. The Cash Election Consideration represents a premium of approximately 37.7% over the closing price for Finisar

Common Stock on the Nasdaq Global Select Market on November 8, 2018 (before giving effect to any proration adjustment). The value of the Stock Election Consideration and Mixed Election Consideration will fluctuate based on the market price of II-VI Common Stock until the completion of the Merger. Shares of II-VI Common Stock are traded on the Nasdaq Global Select Market under the ticker symbol **IIVI**, and shares of Finisar Common Stock are traded on the Nasdaq Global Select Market under the ticker symbol **FNSR**. We urge you to obtain current market quotations for the shares of II-VI Common Stock and Finisar Common Stock.

Based on the number of shares of Finisar Common Stock outstanding as of February 5, 2019, and the treatment of shares of Finisar Common Stock and Finisar equity awards in the Merger, and assuming no conversions of the Finisar Convertible Notes, II-VI expects to issue approximately 26.38 million shares of II-VI Common Stock to holders of Finisar Common Stock and Finisar equity awards upon completion of the Merger. The actual number of shares of II-VI Common Stock to be issued upon completion of the Merger will be determined at the completion of the Merger based on, among other things, the number of shares of Finisar

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Common Stock outstanding at that time. Based on the number of shares of Finisar Common Stock outstanding as of February 5, 2019, and the number of shares of II-VI Common Stock outstanding as of February 5, 2019, it is expected that, immediately after completion of the Merger, former holders of Finisar Common Stock and Finisar equity awards will own approximately 29.27% of the outstanding shares of II-VI Common Stock.

At the special meeting of II-VI shareholders described in the accompanying joint proxy statement/prospectus (the II-VI Special Meeting), II-VI shareholders will be asked to consider and vote on the following matters:

a proposal to approve the issuance of II-VI Common Stock in connection with the Merger (the Share Issuance Proposal); and

a proposal to approve adjournments of the II-VI Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes to approve the Share Issuance Proposal (the II-VI Adjournment Proposal).

Approval of the Share Issuance Proposal requires the affirmative vote of at least a majority of the votes that all II-VI shareholders present at the II-VI Special Meeting, in person or by proxy, are entitled to cast (assuming a quorum is present). This vote will satisfy the vote requirements of Listing Rule 5635(d) of the Nasdaq Stock Market with respect to the Share Issuance Proposal. Approval of the II-VI Adjournment Proposal requires the affirmative vote of at least a majority of the votes that all II-VI shareholders present at the II-VI Special Meeting, in person or by proxy, are entitled to cast, whether or not a quorum is present.

At the special meeting of Finisar stockholders described in the accompanying joint proxy statement/prospectus (the Finisar Special Meeting), Finisar stockholders will be asked to consider and vote on the following matters:

a proposal to adopt the Merger Agreement (the Merger Proposal);

a proposal to approve adjournments of the Finisar Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are insufficient votes at the time of the Finisar Special Meeting to approve the Merger Proposal (the Finisar Adjournment Proposal); and

a proposal to approve, by non-binding, advisory vote, certain compensation that may be paid or become payable to Finisar's named executive officers in connection with the Merger contemplated by the Merger Agreement and the agreements and understandings pursuant to which such compensation may be paid or become payable (the Compensation Proposal).

Approval of the Merger Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Finisar Common Stock. Approval of the Finisar Adjournment Proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Finisar Special Meeting. Approval of the Compensation Proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Finisar Special Meeting.

The Merger cannot be completed unless, among other things, II-VI shareholders approve the Share Issuance Proposal and Finisar stockholders approve the Merger Proposal. **Your vote is very important, regardless of the number of**

shares you own. Even if you plan to attend the II-VI Special Meeting or the Finisar Special Meeting, as applicable, in person, please complete, sign, date and return, as promptly as possible, the enclosed proxy or voting instruction card in the accompanying prepaid reply envelope or submit your proxy by telephone or the Internet prior to the II-VI Special Meeting or Finisar Special Meeting, as applicable, to ensure that your shares will be represented at the II-VI Special Meeting or the Finisar Special Meeting, as applicable, if you are unable to attend. If you hold your shares in street name through a bank, brokerage firm or other nominee, you should follow the procedures provided by your bank, brokerage firm or other nominee to vote your shares.

After careful consideration, the II-VI board of directors unanimously approved and declared advisable the Merger Agreement and the other transactions contemplated thereby, including the Merger

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and the issuance of shares of II-VI Common Stock issuable in connection with the Merger, and determined that the terms of the Merger Agreement, the Merger and the other transactions contemplated thereby are fair to and in the best interests of II-VI and its shareholders. The II-VI board of directors accordingly unanimously recommends that II-VI shareholders vote **FOR** each of the Share Issuance Proposal and the II-VI Adjournment Proposal.

After careful consideration, the Finisar board of directors, by unanimous vote, approved and declared advisable the Merger Agreement and the other transactions contemplated thereby, including the Merger, and determined that the terms of the Merger Agreement, the Merger and the other transactions contemplated thereby are fair to and in the best interests of Finisar and its stockholders. The Finisar board of directors accordingly recommends that Finisar stockholders vote **FOR** each of the Merger Proposal, the Finisar Adjournment Proposal and the Compensation Proposal. In considering the recommendation of the Finisar board of directors, you should be aware that directors and executive officers of Finisar have certain interests in the Merger that may be different from, or in addition to, the interests of Finisar stockholders generally. See the sections entitled **Finisar Proposal No. 3 Non-Binding, Advisory Vote on Merger-Related Compensation for Finisar's Named Executive Officers** beginning on page 189 of the accompanying joint proxy statement/prospectus and **Interests of Finisar's Directors and Executive Officers in the Merger** beginning on page 166 of the accompanying joint proxy statement/prospectus for a more detailed description of these interests.

We urge you to read the accompanying joint proxy statement/prospectus, including the annexes and the documents incorporated by reference, carefully and in its entirety. **In particular, we urge you to read carefully the section entitled Risk Factors beginning on page 48 of the accompanying joint proxy statement/prospectus.**

On behalf of the respective boards of directors of II-VI and Finisar, thank you for your consideration and continued support.

Sincerely,

Francis J. Kramer
Chairman of the Board
II-VI Incorporated

Robert N. Stephens
Chairman of the Board
Finisar Corporation

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE TRANSACTIONS DESCRIBED IN THE ATTACHED JOINT PROXY STATEMENT/PROSPECTUS OR THE SECURITIES TO BE ISSUED IN CONNECTION WITH THE MERGER DESCRIBED UNDER THE ATTACHED JOINT PROXY STATEMENT/PROSPECTUS NOR HAVE THEY DETERMINED IF THE ATTACHED JOINT PROXY STATEMENT/PROSPECTUS IS ACCURATE OR ADEQUATE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The accompanying joint proxy statement/prospectus is dated February 7, 2019 and is first being mailed to II-VI shareholders and Finisar stockholders on or about February 14, 2019.

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Dear Shareholders of II-VI Incorporated:

You are cordially invited to attend a special meeting of II-VI Incorporated (**II-VI**) shareholders. The special meeting, as described in the accompanying joint proxy statement/prospectus (the **II-VI Special Meeting**), will be held on March 26, 2019, at 2:00 p.m. local time, at 5000 Ericsson Drive, Warrendale, Pennsylvania 15086, to consider and vote on the following matters:

1. a proposal to approve the issuance of II-VI common stock, no par value (**II-VI Common Stock**), in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of November 8, 2018, as may be amended from time to time (the **Merger Agreement**), by and among II-VI, a Pennsylvania corporation, Mutation Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of II-VI, and Finisar Corporation (**Finisar**), a Delaware corporation (the **Share Issuance Proposal**); and
2. a proposal to approve adjournments of the II-VI Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes to approve the Share Issuance Proposal (the **II-VI Adjournment Proposal**).

The record date for the II-VI Special Meeting is February 5, 2019 (the **II-VI Record Date**). Only shareholders of record of II-VI as of the close of business on the II-VI Record Date are entitled to notice of, and to vote at, the II-VI Special Meeting and any adjournments or postponements thereof. The merger contemplated by the Merger Agreement (the **Merger**) cannot be completed unless the Share Issuance Proposal receives the affirmative vote of at least a majority of the votes that all II-VI shareholders present at the II-VI Special Meeting, in person or by proxy, are entitled to cast (assuming a quorum is present). Approval of the II-VI Adjournment Proposal requires the affirmative vote of at least a majority of the votes that all II-VI shareholders present at the II-VI Special Meeting, in person or by proxy, are entitled to cast, whether or not a quorum is present. **Your vote is very important, regardless of the number of shares of II-VI Common Stock that you own.**

The II-VI board of directors unanimously recommends that you vote **FOR each of the Share Issuance Proposal and the II-VI Adjournment Proposal.**

EVEN IF YOU PLAN TO ATTEND THE II-VI SPECIAL MEETING IN PERSON, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD OR VOTING INSTRUCTION CARD IN THE ACCOMPANYING PREPAID REPLY ENVELOPE, OR SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET PRIOR TO THE II-VI SPECIAL MEETING TO ENSURE THAT YOUR SHARES OF II-VI COMMON STOCK WILL BE REPRESENTED AT THE II-VI SPECIAL MEETING IF YOU ARE UNABLE TO ATTEND. IF YOU HOLD YOUR SHARES IN **STREET NAME THROUGH A BANK, BROKERAGE FIRM OR OTHER NOMINEE, YOU SHOULD FOLLOW THE PROCEDURES PROVIDED BY YOUR BANK, BROKERAGE FIRM OR OTHER NOMINEE TO**

VOTE YOUR SHARES. IF YOU ATTEND THE II-VI SPECIAL MEETING AND VOTE IN PERSON, YOUR VOTE BY BALLOT WILL REVOKE ANY PROXY PREVIOUSLY SUBMITTED.

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We urge you to read the accompanying joint proxy statement/prospectus, including all documents incorporated by reference into the accompanying joint proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the Merger Agreement, the Merger or the other transactions contemplated thereby, the II-VI Special Meeting or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus, or need help submitting a proxy to vote, please contact II-VI:

II-VI Incorporated

375 Saxonburg Boulevard

Saxonburg, PA 16056

Attention: Mark Lourie

(724) 352-4455

By Order of the Board of Directors,

JO ANNE SCHWENDINGER
Chief Legal and Compliance Officer and
Secretary

February 7, 2019

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FINISAR CORPORATION

1389 Moffett Park Drive

Sunnyvale, California 94089

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Dear Stockholders of Finisar Corporation:

You are cordially invited to attend a special meeting of Finisar Corporation (Finisar) stockholders. The special meeting, as described in the accompanying joint proxy statement/prospectus (the Finisar Special Meeting), will be held on March 26, 2019, at 11:00 a.m. local time, at 2765 Sand Hill Road, Menlo Park, California 94025, to consider and vote on the following matters:

1. a proposal to adopt the Agreement and Plan of Merger, dated as of November 8, 2018, as may be amended from time to time (the Merger Agreement), by and among II-VI Incorporated, a Pennsylvania corporation (II-VI), Mutation Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of II-VI, and Finisar, a Delaware corporation (the Merger Proposal);
2. a proposal to approve adjournments of the Finisar Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are insufficient votes at the time of the Finisar Special Meeting to approve the Merger Proposal (the Finisar Adjournment Proposal); and
3. a proposal to approve, by non-binding, advisory vote, certain compensation that may be paid or become payable to Finisar's named executive officers in connection with the merger contemplated by the Merger Agreement and the agreements and understandings pursuant to which such compensation may be paid or become payable (the Compensation Proposal).

The record date for the Finisar Special Meeting is February 5, 2019 (the Finisar Record Date). Only stockholders of record of Finisar as of the close of business on the Finisar Record Date are entitled to notice of, and to vote at, the Finisar Special Meeting and any adjournments or postponements thereof. The merger contemplated by the Merger Agreement (the Merger) cannot be completed unless the Merger Proposal receives the affirmative vote of holders of a majority of the outstanding shares of Finisar common stock. Approval of the Finisar Adjournment Proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Finisar Special Meeting. Approval of the Compensation Proposal requires the affirmative vote of a majority of the votes cast on such proposal at the Finisar Special Meeting. **Your vote is very important, regardless of the number of shares of Finisar common stock that you own.**

The Finisar board of directors unanimously recommends that you vote FOR each of the Merger Proposal, the Finisar Adjournment Proposal and the Compensation Proposal. In considering the recommendation of the Finisar board of directors, you should be aware that directors and executive officers of Finisar have certain interests in the Merger that may be different from, or in addition to, the interests of Finisar stockholders generally. See the sections entitled Finisar Proposal No. 3 Non-Binding, Advisory Vote on Merger-Related

Compensation for Finisar's Named Executive Officers beginning on page 189 of the accompanying joint proxy statement/prospectus and **Interests of Finisar's Directors and Executive Officers in the Merger** beginning on page 166 of the accompanying joint proxy statement/prospectus for a more detailed description of these interests.

EVEN IF YOU PLAN TO ATTEND THE FINISAR SPECIAL MEETING IN PERSON, PLEASE COMPLETE, DATE, SIGN AND RETURN, AS PROMPTLY AS POSSIBLE, THE ENCLOSED PROXY CARD OR VOTING INSTRUCTION CARD IN THE ACCOMPANYING PREPAID REPLY ENVELOPE, OR SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET PRIOR TO THE FINISAR SPECIAL MEETING TO ENSURE THAT YOUR SHARES OF FINISAR COMMON STOCK

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WILL BE REPRESENTED AT THE FINISAR SPECIAL MEETING IF YOU ARE UNABLE TO ATTEND. IF YOU HOLD YOUR SHARES IN STREET NAME THROUGH A BANK, BROKERAGE FIRM OR OTHER NOMINEE, YOU SHOULD FOLLOW THE PROCEDURES PROVIDED BY YOUR BANK, BROKERAGE FIRM OR OTHER NOMINEE TO VOTE YOUR SHARES. IF YOU ATTEND THE FINISAR SPECIAL MEETING AND VOTE IN PERSON, YOUR VOTE BY BALLOT WILL REVOKE ANY PROXY PREVIOUSLY SUBMITTED.

We urge you to read the accompanying joint proxy statement/prospectus, including all documents incorporated by reference into the accompanying joint proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the Merger Agreement, the Merger or the other transactions contemplated thereby, the Finisar Special Meeting or the accompanying joint proxy statement/prospectus, would like additional copies of the accompanying joint proxy statement/prospectus, or need help submitting a proxy to vote, please contact:

Finisar Corporation

1389 Moffett Park Drive

Sunnyvale, CA 94089

Attention: Investor Relations

(408) 548-1000

OR

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, NY 10005

Banks and Brokers, call collect: (212) 269-5550

All others, call toll free: (866) 356-7813

Email: FNSR@dfking.com

By Order of the Board of Directors,

CHRISTOPHER E. BROWN

Executive Vice President, Chief Counsel and
Secretary

February 7, 2019

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REFERENCES TO ADDITIONAL INFORMATION

The accompanying joint proxy statement/prospectus incorporates important business and financial information about II-VI and Finisar from other documents that II-VI Incorporated (II-VI) and Finisar Corporation (Finisar) have filed with the U.S. Securities and Exchange Commission (the SEC) that are not included in or delivered with the accompanying joint proxy statement/prospectus. For a listing of documents incorporated by reference into the accompanying joint proxy statement/prospectus, please see the section entitled Where You Can Find More Information beginning on page 223 of the accompanying joint proxy statement/prospectus. This information is available for you to review through the SEC's website at www.sec.gov.

You may request copies of the accompanying joint proxy statement/prospectus and any of the documents incorporated by reference into the accompanying joint proxy statement/prospectus or other information concerning II-VI, without charge, by written or telephonic request directed to II-VI Incorporated, 375 Saxonburg Boulevard, Saxonburg, PA 16056, Attention: Mark Lourie, Telephone (724) 352-4455.

You may also request a copy of the accompanying joint proxy statement/prospectus and any of the documents incorporated by reference into the accompanying joint proxy statement/prospectus or other information concerning Finisar, without charge, by written or telephonic request directed to Finisar Corporation, 1389 Moffett Park Drive, Sunnyvale, CA 94089, Attention: Investor Relations, Telephone (408) 548-1000.

In order for you to receive timely delivery of the documents in advance of the special meeting of II-VI shareholders or Finisar stockholders, as applicable, you must request the information no later than five business days prior to the date of the applicable special meeting (i.e., by March 19, 2019).

ABOUT THE ACCOMPANYING JOINT PROXY STATEMENT/PROSPECTUS

The accompanying document, which forms part of a registration statement on Form S-4 filed with the SEC by II-VI (File No. 333-229052), constitutes a prospectus of II-VI under Section 5 of the Securities Act of 1933, as amended (the Securities Act), with respect to the shares of common stock, no par value, of II-VI (II-VI Common Stock) to be issued pursuant to the Agreement and Plan of Merger, dated as of November 8, 2018, as it may be amended from time to time (the Merger Agreement), by and among II-VI, Mutation Merger Sub Inc. (Merger Sub) and Finisar. The accompanying document also constitutes a joint proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended. It also constitutes a notice of meeting with respect to the special meeting of II-VI shareholders described in the accompanying joint proxy statement/prospectus and a notice of meeting with respect to the special meeting of Finisar stockholders described in the accompanying joint proxy statement/prospectus.

II-VI has supplied all information contained or incorporated by reference into the accompanying joint proxy statement/prospectus relating to II-VI and Merger Sub, as well as all pro forma financial information, and Finisar has supplied all such information relating to Finisar.

II-VI and Finisar have not authorized anyone to provide you with information other than the information that is contained in, or incorporated by reference into, the accompanying joint proxy statement/prospectus. II-VI and Finisar take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give you. The accompanying joint proxy statement/prospectus is dated February 7, 2019, and you should not assume that the information contained in the accompanying joint proxy statement/prospectus is accurate as of any date other than such date. Further, you should not assume that the information incorporated by reference into the accompanying joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this joint proxy statement/prospectus to II-VI shareholders or Finisar stockholders, nor the issuance by

II-VI of shares of II-VI Common Stock in connection with the Merger Agreement will create any implication to the contrary.

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Unless otherwise indicated or as the context otherwise requires, all references in the accompanying joint proxy statement/prospectus to:

2033 Notes means the outstanding 0.50% Convertible Senior Notes due 2033 of Finisar;

2036 Notes means the outstanding 0.50% Convertible Senior Notes due 2036 of Finisar;

Compensation Proposal means the proposal to approve, by non-binding, advisory vote, certain compensation that may be paid or become payable to Finisar's named executive officers in connection with the Merger contemplated by the Merger Agreement and the agreements and understandings pursuant to which such compensation may be paid or become payable;

DGCL means the General Corporation Law of the State of Delaware;

Exchange Act means the Securities Exchange Act of 1934, as amended;

Exchange Agent means American Stock Transfer and Trust Company;

Finisar means Finisar Corporation, a Delaware corporation;

Finisar Adjournment Proposal means the proposal to approve adjournments of the Finisar Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are insufficient votes at the time of the Finisar Special Meeting to approve the Merger Proposal;

Finisar Convertible Notes means the 2033 Notes and the 2036 Notes, together;

Finisar Board means the Board of Directors of Finisar;

Finisar Bylaws means the Amended and Restated Bylaws of Finisar;

Finisar Charter means the Restated Certificate of Incorporation of Finisar;

Finisar Common Stock means the common stock, \$0.001 par value, of Finisar;

Finisar Special Meeting means the special meeting of Finisar's stockholders described in the accompanying joint proxy statement/prospectus;

II-VI means II-VI Incorporated, a Pennsylvania corporation;

II-VI Adjournment Proposal means the proposal to approve adjournments of the II-VI Special Meeting, if necessary or appropriate, including to solicit additional proxies if there are not sufficient votes to approve the Share Issuance Proposal;

II-VI Board means the Board of Directors of II-VI;

II-VI By-Laws means the Amended and Restated By-Laws of II-VI;

II-VI Charter means the Amended and Restated Articles of Incorporation of II-VI;

II-VI Common Stock means the common stock, no par value, of II-VI;

II-VI Special Meeting means the special meeting of II-VI's shareholders described in the accompanying joint proxy statement/prospectus;

Merger means the merger of Merger Sub with and into Finisar in accordance with the terms of the Merger Agreement, with Finisar surviving the merger and becoming a wholly owned subsidiary of II-VI;

Merger Agreement means the Agreement and Plan of Merger, dated as of November 8, 2018, as it may be amended from time to time, by among II-VI, Merger Sub and Finisar, a copy of which is attached as Annex A to the accompanying joint proxy statement/prospectus;

Merger Proposal means the proposal that Finisar stockholders adopt the Merger Agreement;

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Merger Sub means Mutation Merger Sub Inc., a Delaware corporation and a wholly owned subsidiary of II-VI;

Securities Act means the Securities Act of 1933, as amended;

Share Issuance Proposal means the proposal that II-VI shareholders approve the issuance of II-VI Common Stock in connection with the Merger;

Special Meetings means the II-VI Special Meeting and the Finisar Special Meeting, collectively; and

Surviving Corporation means Finisar, as the surviving corporation in the Merger.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS

The following questions and answers are intended to briefly address some commonly asked questions regarding the Merger and matters to be addressed at the Special Meetings. These questions and answers may not address all questions that may be important to II-VI shareholders and Finisar stockholders. Please refer to the section entitled **Summary** beginning on page 20 of this joint proxy statement/prospectus and the more detailed information contained elsewhere in this joint proxy statement/prospectus, the annexes to this joint proxy statement/prospectus and the documents referred to in this joint proxy statement/prospectus, which you should read carefully and in their entirety. You may obtain the information incorporated by reference into this joint proxy statement/prospectus without charge by following the instructions under the section entitled **Where You Can Find More Information** beginning on page 223 of this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus and what am I being asked to vote on?

A: