

II-VI INC
Form 4/A
August 26, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MISTLER THOMAS E

(Last) (First) (Middle)

375 SAXONBURG BLVD

(Street)

SAXONBURG, PA 16056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

II-VI INC [IIVI]

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

08/20/2016

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

08/23/2016

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)
Common Stock	08/20/2016		A	984 ⁽¹⁾ A	\$ 21.67	19,634	D
Common Stock	08/23/2016		P	4,310 D	\$ 21.55	23,944 ⁽²⁾	D
Common Stock						1,269,772	I
							By Limited Partnerships ⁽³⁾
Common Stock						346,512	I
							By Trusts ⁽³⁾

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

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(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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Option (Right to Buy) ⁽⁴⁾	\$ 21.67	08/20/2016		A	2,460	⁽⁵⁾ 08/20/2026	Common Stock	2,460 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MISTLER THOMAS E 375 SAXONBURG BLVD SAXONBURG, PA 16056		X		

Signatures

/s/ Jeffrey W. Acre,
Attorney-in-Fact

08/26/2016

 **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).

- Restricted stock award granted to reporting person under the Issuer's Second Amended and Restated 2012 Omnibus Incentive Plan. The
- (1) award will vest in three equal annual installments beginning on August 20, 2017. The original Form 4 filing inadvertently overstated the number of shares of restricted stock granted to the reporting person.
 - (2) Reflects the correct amount of shares of common stock beneficially owned directly by the reporting person following this transaction, which otherwise was reported accurately in the original Form 4 filing.
 - (3) Represents interests in trusts and limited partnerships held for the benefit of members of the reporting person's immediate family and others. The reporting person disclaims beneficial ownership of stock in the trusts and limited partnerships except to the extent of his pecuniary interest therein. This indirect beneficial ownership was reported accurately in the original Form 4 filing.

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- (4) The original Form 4 filing inadvertently omitted information with respect to this grant of options to the reporting person.
- (5) These options vest in four equal annual installments beginning on August 20, 2017.

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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