

JOHNSON CARL J
Form SC 13D/A
April 16, 2010

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

II-VI Incorporated

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

902104 10 8

(Cusip Number)

Carl J. Johnson

375 Saxonburg Blvd.

Saxonburg, PA 16056

(412) 352-4455

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 16, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSON:

1 I.R.S. Identification Nos. of above persons (entities only):

Carl J. Johnson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

USA

SOLE VOTING POWER:

7

NUMBER OF

2,615,015*

SHARES
BENEFICIALLY
OWNED BY

8

SHARED VOTING POWER:

1,569,569 (See Item 5)

EACH
REPORTING

9

SOLE DISPOSITIVE POWER:

PERSON 2,615,015*

WITH SHARED DISPOSITIVE POWER:

10

1,569,569 (See Item 5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

4,184,584*

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

13.57 %

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

IN

* Includes 89,555 shares subject to stock options held by Dr. Johnson and exercisable within sixty (60) days of April 16, 2010.

CUSIP No. 902104 10 8

13D

Page 3 of 5

Item 1. Security and Issuer

This statement on Schedule 13D (this Schedule) relates to shares of common stock, no par value (the Common Stock), of II-VI Incorporated, a Pennsylvania corporation (the Company). The address and principal office of the Company is 375 Saxonburg Boulevard, Saxonburg, Pennsylvania 16056.

Item 2. Identity and Background.

(a) This Schedule 13D is being filed by Carl J. Johnson.

(b), (c) Carl J. Johnson is the Chairman of the Company. The address of Carl J. Johnson and the Company is 375 Saxonburg Boulevard, Saxonburg, Pennsylvania 16056.

(d), (e) During the past five years, Carl J. Johnson has not (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was, or is, subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

(f) U.S.A.

Item 3. Source and Amount of Funds or Other Consideration.

No funds have been utilized to acquire Company Common Stock in the open market by Carl J. Johnson since the filing of his last Schedule 13D amendment. The shares of Company Common Stock covered by this filing include shares purchased by Carl J. Johnson from the Company from personal funds, shares acquired by him from the Company pursuant to stock splits and dividends, shares issued to him by the Company as bonuses or compensation, and shares sold in the open market or transferred by Carl J. Johnson to certain charitable trusts and nonprofit corporations over which Carl J. Johnson has shared voting and dispositive power as a trustee (see Item 4 for additional discussion).

Item 4. Purpose of the Transaction

Carl J. Johnson has no plans or proposals which relate to or would result in any of the matters listed in Item 4 of Schedule 13D except that, from time to time, Carl J. Johnson may acquire shares of the Company Common Stock pursuant to options granted to him by the Company or, for investment purposes, Carl J. Johnson may acquire or dispose of shares of Company Common Stock through open market transactions or otherwise, and may gift shares of Company Common Stock to the Johnson Family Foundation, a charitable family trust in which Carl J. Johnson is co-trustee with his wife (the Johnson Foundation), the II-VI Incorporated Foundation, a Pennsylvania nonprofit corporation for which Carl J. Johnson serves as a trustee (the II-VI Foundation), or other charitable organizations.

The original Schedule 13D was filed to report the acquisition of beneficial ownership of shares of Company Common Stock by Carl J. Johnson resulting from the acquisition by him (pursuant to a Voting Trust Agreement entered into in connection with the settlement of divorce proceedings) of certain rights of first refusal and option rights with respect to shares of the Company Common Stock held by the Voting Trust and his former spouse. Each of Amendments No. 1, No. 2, No. 3 and No. 4 was filed to report that Carl J. Johnson then beneficially held more than 1% less of the outstanding Company Common Stock than reported in the prior Schedule 13D as a result of the disposition of shares by his former spouse and/or the Voting Trust, which shares were reported on the original Schedule 13D as beneficially owned by Carl J. Johnson due to certain rights of first refusal, voting rights and option rights over such shares. This current Amendment No. 5 is being filed to report that Carl J. Johnson beneficially holds more than 1% less of the outstanding Company Common Stock than reported in Amendment No. 4 as a result of different transactions of varying sizes that have taken place since the filing of Amendment No. 4, including a disposition of all shares held by the Voting Trust to the former spouse of Carl J. Johnson.

Item 5. Interest in Securities of the Issuer.

CUSIP No. 902104 10 8

13D

Page 4 of 5

(a) - (b) Carl J. Johnson has the sole voting and dispositive power over 2,615,015 shares (8.48% of the outstanding Company Common Stock) owned by him (including 89,555 shares, 0.29% of the outstanding Company Common Stock, over which he has the right to acquire ownership within 60 days pursuant to the exercise of vested options). In addition, Carl J. Johnson has shared voting and dispositive power over (i) 727,064 shares (2.37% of the outstanding Company Common Stock) held by Margot A. Johnson, Carl J. Johnson's wife (over which shares he disclaims beneficial ownership), (ii) 291,910 shares (0.95% of the outstanding Company Common Stock) held by the Johnson Foundation (over which shares he disclaims beneficial ownership), and (iii) 550,595 shares (1.79% of the outstanding Company Common Stock) held by the II-VI Foundation (over which shares he disclaims beneficial ownership).

In the aggregate, Carl J. Johnson has the beneficial ownership of 4,184,584 shares (or 13.57%) of the Company Common Stock, including the right to acquire (pursuant to Company options) 89,555 shares (or 0.29%) of Company Common Stock.

The above calculations are based upon the number of outstanding shares of the Company's common stock reported in the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2009.

(c) - (d) Since the filing of Amendment No. 4, various transactions have occurred, none of which individually constituted an increase or decrease in excess of 1% of the outstanding class of Company Common Stock beneficially owned by Carl J. Johnson, with the exception of the transfer by the Voting Trust of 251,650 shares in February 2001 to the former spouse of Carl J. Johnson. In addition, Carl J. Johnson gifted 333,556 and 287,439 shares of Company Common Stock to the II-VI Foundation in May 2007 and May 2008, respectively, but maintains shared voting and dispositive power over such shares as a trustee of the II-VI Foundation, along with the other trustees of the II-VI Foundation.

(e) N/A

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information set forth, or incorporated by reference, in Items 3, 4 and 5 is incorporated by reference to this Item 6. Except as otherwise described in this Schedule, Carl J. Johnson does not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any persons with respect to any securities of the Company, including but not limited to the transfer or voting of any securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

None.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 16, 2010

By: /s/ Carl J. Johnson

Name: Carl J. Johnson