

AXCELIS TECHNOLOGIES INC

Form 4

May 11, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bintz William J

2. Issuer Name and Ticker or Trading Symbol
AXCELIS TECHNOLOGIES INC
[ACLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, Product Development

108 CHERRY HILL DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BEVERLY, MA 01915

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/09/2017 | | M | 35,250 A \$ 6.4 | 78,417 ⁽¹⁾ | D | |
| Common Stock | 05/09/2017 | | M | 25,992 A \$ 6.4 | 104,409 | D | |
| Common Stock | 05/09/2017 | | M | 2,331 A \$ 7.2 | 106,740 | D | |
| Common Stock | 05/09/2017 | | S | 63,573 D \$ 21.07 ⁽²⁾ | 43,167 ⁽¹⁾ | D | |
| Common Stock | 05/10/2017 | | M | 22,669 A \$ 7.2 | 65,836 | D | |

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Common Stock 05/10/2017 S 22,669 D \$ 21 43,167 ⁽¹⁾ D

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 6.4 | 05/09/2017 | | M | 35,250 | 07/15/2014 07/15/2020 | Common Stock 35,250 |
| Stock option (right to buy) | \$ 6.4 | 05/09/2017 | | M | 25,992 | 07/15/2015 07/15/2021 | Common Stock 25,992 |
| Stock option (right to buy) | \$ 7.2 | 05/09/2017 | | M | 2,331 | 07/15/2016 07/15/2021 | Common Stock 2,331 |
| Stock option (right to buy) | \$ 7.2 | 05/10/2017 | | M | 22,669 | 07/15/2016 07/15/2021 | Common Stock 22,669 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bintz William J
108 CHERRY HILL DRIVE
BEVERLY, MA 01915

EVP, Product Development

Signatures

Lynnette C. Fallon, as attorney in fact for William
Bintz

05/11/2017

__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) Of the shares held as of May 9 and May 10, 2017, 20,455 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.65, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.
 - (2) 50,000 options were granted on July 15, 2014 and were vested as to 50% of the options as of May 9, 2017. Of the remaining 47,669 options held by the executive after the sales on that date, 22,669 were vested, and 12,500 will vest on each of July 15, 2017 and July 15, 2018, if the officer remains in the service of the Company on such vesting dates.
 - (3) 50,000 options were granted on July 15, 2014 and were vested as to 50% of the options as of May 10, 2017. Of the remaining 25,000 options held by the executive after the sales on that date, 12,500 will vest on each of July 15, 2017 and July 15, 2018, if the officer remains in the service of the Company on such vesting dates.
 - (4)

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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