

VICOR CORP
Form 4/A
October 27, 2014

FORM 4

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

OMB APPROVAL

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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 *
KELLEHER BARRY

(Last) (First) (Middle)

25 FRONTAGE ROAD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VICOR CORP [vicr]

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
06/19/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Brick Business Unit

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount |
|----------------------------|------------------------------|------------------|-----------------|-----------------|------------|------------------|-----------------|--------------|---------|
| | | | | (A) | (D) | | | | |
| Non Qualified Stock Option | \$ 11.8 | 06/17/2013 | D | | 20,000 | <u>(1)</u> | 03/12/2020 | Common Stock | 20,000 |
| Non Qualified Stock Option | \$ 11.7 | 06/17/2013 | D | | 4,274 | <u>(2)</u> | 06/24/2013 | Common Stock | 4,274 |
| Non Qualified Stock Option | \$ 15.64 | 06/17/2013 | D | | 3,197 | <u>(3)</u> | 06/23/2014 | Common Stock | 3,197 |
| Non Qualified Stock Option | \$ 6.08 | 06/17/2013 | D | | 8,224 | <u>(4)</u> | 06/21/2015 | Common Stock | 8,224 |
| Non Qualified Stock Option | \$ 13.73 | 06/17/2013 | D | | 100,000 | <u>(5)</u> | 08/27/2020 | Common Stock | 100,000 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 20,000 | | <u>(6)</u> | 06/17/2023 | Common Stock | 20,000 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 4,274 | | <u>(6)</u> | 06/17/2023 | Common Stock | 4,274 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 3,197 | | <u>(6)</u> | 06/17/2023 | Common Stock | 3,197 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 8,224 | | <u>(6)</u> | 06/17/2023 | Common Stock | 8,224 |
| Non Qualified Stock Option | \$ 6.29 | 06/17/2013 | A | 20,000 | <u>(8)</u> | <u>(7)</u> | 06/17/2023 | Common Stock | 20,000 |

| | | | | | | | | |
|-------------------------------------|----------|------------|---|---------------|------|------------|-----------------|----|
| Non Qualified Stock Option | \$ 7.34 | 06/17/2013 | A | 17,541 (9) | (7) | 06/17/2023 | Common Stock | 17 |
| Non Qualified Stock Option | \$ 8.38 | 06/17/2013 | A | 0 (10) | (10) | (10) | Common Stock | |
| Non Qualified Stock Option | \$ 9.43 | 06/17/2013 | A | 0 (11) | (11) | (11) | Common Stock | |
| Non Qualified Stock Option | \$ 10.48 | 06/17/2013 | A | 0 (12) | (12) | (12) | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KELLEHER BARRY 25 FRONTAGE ROAD ANDOVER, MA 01810 | X | | President, Brick Business Unit | |

Signatures

/s/Kemble D. Morrison, Attorney in fact for Barry
Kelleher

10/27/2014

**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) Granted 3/1/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan (the "Plan"), vesting over a five year period.
- (2) Granted 6/24/2010 under the Plan, vesting over a two year period.
- (3) Granted 6/23/2011 under the Plan, vesting over a two year period.
- (4) Granted 6/21/2012 under the Plan, vesting over a two year period.
- (5) Granted 8/27/2010 under the Plan, vesting when certain defined performance milestones for the Company's Brick Business Unit are achieved.
- (6) The replacement options vest over a five year period in equal installments.

Pursuant to the Exchange Offer, Replacement Options granted on 6/17/2013 in exchange for certain options with vesting tied to the performance of the Brick Business Unit were awarded with five escalating exercise prices, as shown above in Table II, each with a separate vesting schedule: those with an exercise price of \$6.29 fully vest on the first anniversary of grant, those with an exercise price of \$7.34 fully vest on the second anniversary, those with an exercise price of \$8.38 fully vest on the third anniversary, those with an exercise price of \$9.43 fully vest on the fourth anniversary, and those with an exercise price of \$10.48 fully vest on the fifth anniversary.

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- The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 2013. The Form 4/A filed on October 20, 2014, amended the original Form 4 of June 19, 2013, which reflected the acquisition, pursuant to Exchange Offer and in accord with the Plan, of options to purchase 20,000 shares at a price of \$7.34, 20,000 shares at a price of \$8.38, 20,000 shares at a price of \$9.43, and 20,000 shares at a price of \$10.48. As disclosed on the Form 4/A filed on October 20, 2014 the Company determined,
- (8) subsequent to the grants associated with the Exchange Offer, an aggregate amount of options to purchase 69,514 shares was not validly granted during 2013 pursuant to the Plan, because the amount exceeded the Plan's limit on the number of options that may be granted to any individual within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and the options were never granted to the reporting person.
- The Form 4/A filed on October 20, 2014 amended the original Form 4 of June 25, 2013, indicating that options to purchase 695 shares at a strike price of \$7.34 were not validly granted. However, the Company subsequently determined options to purchase 2,459 shares at a price of \$7.34 were not validly granted. As such, the revised 17,541 figure shown above in Table II reflects the correct amount of options validly granted under the provisions of the Plan
- (9)
- (10) The Form 4/A filed on October 20, 2014 amended the original Form 4 of June 25, 2013, indicating that the originally reported grant of 20,000 options to purchase shares at a strike price of \$8.38 was not validly granted under the provisions of the Plan.
- (11) The Form 4/A filed on October 20, 2014 amended the original Form 4 of June 25, 2013, indicating that the originally reported grant of 20,000 options to purchase shares at a strike price of \$9.43 was not validly granted under the provisions of the Plan
- (12) The Form 4/A filed on October 20, 2014 amended the original Form 4 of June 25, 2013, indicating that the originally reported grant of 20,000 options to purchase shares at a strike price of \$10.48 was not validly granted under the provisions of the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.