

INTEVAC INC  
Form 8-K  
May 10, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The**

**Securities Exchange Act of 1934**

**May 8, 2012**

**Date of Report (date of earliest event reported)**

**INTEVAC, INC.**

**(Exact name of Registrant as specified in its charter)**

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|   |  |   |
|---|--|---|
| (State or other jurisdiction<br>of incorporation or organization) | (Commission<br>File Number)<br>3560 Bassett Street<br>Santa Clara, CA 95054<br>(Address of principal executive offices)<br>(408) 986-9888<br>(Registrant's telephone number, including area code)<br>N/A<br>(Former name or former address if changed since last report) | (IRS Employer<br>Identification Number) |
|---|--|---|

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

At Intevac, Inc.'s (Intevac) Meeting of Stockholders (Annual Meeting) held on May 8, 2012, Intevac's stockholders, upon the recommendation of Intevac's board of directors, approved an amendment to the Intevac 2003 Employee Stock Purchase Plan (as amended, the ESPP) to increase the number of shares of common stock reserved for issuance thereunder by 300,000 shares and approved the Intevac 2012 Equity Incentive Plan (the Plan).

A brief summary of the ESPP is included as part of Proposal Two and a brief summary of the Plan is included as part of Proposal Three in Intevac's definitive proxy statement filed with the Securities and Exchange Commission on April 2, 2012 (the Proxy Statement). The summaries of the ESPP and the Plan contained in the Proxy Statement are qualified by and subject to the full texts of the ESPP and the Plan, which are incorporated by reference to this filing.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The matters voted upon at Intevac's Annual Meeting held on May 8, 2012 and the results of such voting are set forth below:

|  | <b>Affirmative<br/>Votes</b> | <b>Negative<br/>Votes</b> | <b>Votes<br/>Withheld</b> | <b>Abstentions<br/>and Broker<br/>Non-Votes</b> |
|--|------------------------------|---------------------------|---------------------------|---|
| <b>Proposal 1: Election of Directors</b> |                              |                           |                           |   |
| Norman H. Pond                           | 19,468,737                   | N/A                       | 162,146                   | 2,870,726                                       |
| Kevin Fairbairn                          | 19,580,284                   | N/A                       | 50,599                    | 2,870,726                                       |
| David S. Dury                            | 19,577,283                   | N/A                       | 53,600                    | 2,870,726                                       |
| Stanley J. Hill                          | 19,401,239                   | N/A                       | 229,644                   | 2,870,726                                       |
| Thomas M. Rohrs                          | 19,353,404                   | N/A                       | 277,479                   | 2,870,726                                       |
| John F. Schaefer                         | 19,400,612                   | N/A                       | 230,271                   | 2,870,726                                       |
| Ping Yang                                | 19,571,532                   | N/A                       | 59,351                    | 2,870,726                                       |

All director nominees were duly elected.

|  | <b>Affirmative<br/>Votes</b> | <b>Negative<br/>Votes</b> | <b>Votes<br/>Withheld</b> | <b>Abstentions<br/>and Broker<br/>Non-Votes</b> |
|--|------------------------------|---------------------------|---------------------------|---|
| <b>Proposal 2: Proposal to approve an amendment to the Intevac 2003 Employee Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by 300,000 shares</b> | 18,984,062                   | 76,172                    |                           | 3,441,375                                       |

Proposal 2 was approved.

|   | <b>Affirmative<br/>Votes</b> | <b>Negative<br/>Votes</b> | <b>Votes<br/>Withheld</b> | <b>Abstentions<br/>and Broker<br/>Non-Votes</b> |
|---|------------------------------|---------------------------|---------------------------|---|
| <b>Proposal 3: Proposal to approve the Intevac 2012 Equity Incentive Plan</b> | 17,283,441                   | 1,775,993                 |                           | 3,442,175                                       |

Proposal 3 was approved.

|  | Affirmative<br>Votes | Negative<br>Votes | Votes<br>Withheld | Abstentions<br>and<br>Broker<br>Non-Votes |
|--|----------------------|-------------------|-------------------|---|
| <b>Proposal 4:</b> Ratification of Grant Thornton LLP as independent public accountants for the fiscal year ending December 31, 2012 | 22,363,561           | 96,806            |                   | 41,242                                    |
| Proposal 4 was approved.   |                      |                   |                   |   |

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit | Description                                       |
|---------|---|
| 10.1    | 2003 Employee Stock Purchase Plan, as amended (*) |
| 10.2    | 2012 Equity Incentive Plan (*)                    |

\* Previously filed as an exhibit to the Company's Form 10-Q filed May 1, 2012

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEVAC, INC.

Date: May 10, 2012

/s/ JEFFREY ANDRESON  
Jeffrey Andreson  
Executive Vice President, Finance and Administration,  
Chief Financial Officer, Treasurer and Secretary