

Edgar Filing: INTEVAC INC - Form SC 13G/A

INTEVAC INC  
Form SC 13G/A  
February 14, 2008

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

-----  
SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

INTEVAC, INC.

-----  
(Name of Issuer)

Common Stock, \$.01 par value per share

-----  
(Title of Class of Securities)

461148108

-----  
(CUSIP Number)

December 31, 2007

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 461148108

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1. Names of Reporting Persons.

DCM Partners LLC

I.R.S. Identification Nos. of above persons (entities only):  
13-4068276

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware, United States

|   |    |                          |           |
|---|----|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power        | 1,240,233 |
|   | 6. | Shared Voting Power      | 865,697   |
|   | 7. | Sole Dispositive Power   | 1,240,233 |
|   | 8. | Shared Dispositive Power | 865,697   |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,105,930

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

9.76% based on 21,574,832 shares of common stock outstanding as of November 2, 2007

12. Type of Reporting Person:

OO

CUSIP No. 461148108

1. Names of Reporting Persons.

DCM Partners L.P.

I.R.S. Identification Nos. of above persons (entities only):  
13-4068276

2. Check the Appropriate Box if a Member of a Group

(a)

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(b) | |

.....

3. SEC Use Only

.....

4. Citizenship or Place of Organization

Delaware, United States

.....

|           |       |                   |           |
|-----------|-------|-------------------|-----------|
| Number of | 5.    | Sole Voting Power | 1,240,233 |
| Shares    | ..... |                   |           |

|               |       |                     |         |
|---------------|-------|---------------------|---------|
| Beneficially  | 6.    | Shared Voting Power | 865,697 |
| Owned by Each | ..... |                     |         |

|             |       |                        |           |
|-------------|-------|------------------------|-----------|
| Reporting   | 7.    | Sole Dispositive Power | 1,240,233 |
| Person With | ..... |                        |           |

|       |    |                          |         |
|-------|----|--------------------------|---------|
|       | 8. | Shared Dispositive Power | 865,697 |
| ..... |    |                          |         |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,105,930

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

| |

.....

11. Percent of Class Represented by Amount in Row (9)

9.76% based on 21,574,832 shares of common stock outstanding as of November 2, 2007

.....

12. Type of Reporting Person:

PN

CUSIP No. 461148108

.....

1. Names of Reporting Persons.

Erik Diamond

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

.....

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

.....

3. SEC Use Only

4. Citizenship or Place of Organization United States

.....

|           |       |                   |           |
|-----------|-------|-------------------|-----------|
| Number of | 5.    | Sole Voting Power | 1,240,233 |
| Shares    | ..... |                   |           |

|              |    |                     |         |
|--------------|----|---------------------|---------|
| Beneficially | 6. | Shared Voting Power | 865,697 |
|--------------|----|---------------------|---------|

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|                                     |   |           |
|-------------------------------------|---|-----------|
| Owned by Each Reporting Person With | .....   |           |
| 7.                                  | Sole Dispositive Power  | 1,240,233 |
| 8.                                  | Shared Dispositive Power  | 865,697   |
| 9.                                  | Aggregate Amount Beneficially Owned by Each Reporting Person                        |           |
|                                     |   | 2,105,930 |
| 10.                                 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares                    | [ ]       |
| 11.                                 | Percent of Class Represented by Amount in Row (9)                                   |           |
|                                     | 9.76% based on 21,574,832 shares of common stock outstanding as of November 2, 2007 |           |
| 12.                                 | Type of Reporting Person  | IN        |

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- Item 1(a). Name of Issuer:  
Intevac, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:  
3560 Bassett Street  
Santa Clara, CA 95054
- Item 2(a). Name of Person Filing  
DCM Partners LLC  
DCM Partners L.P.  
Erik Diamond
- Item 2(b). Address of Principal Business Office or, if None, Residence  
  
The address of the principal business office of each of DCM Partners LLC and DCM Partners L.P. is 909 Third Avenue, 30th Floor, New York, NY 10022.
- Item 2(c). Citizenship  
  
DCM Partners LLC is a Limited Liability Company formed under laws of State of Delaware.  
  
DCM Partners L.P. is a Limited Partnership formed under the laws of the State of Delaware.  
  
Erik Diamond is a United States citizen.
- Item 2(d). Title of Class of Securities:  
Common Stock, \$.01 par value per share
- Item 2(e). CUSIP Number:  
461148108
- Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or

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13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

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- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4.

Ownership:

DCM Partners LLC  
DCM Partners L.P.  
Landmark Select Master Fund, Ltd.  
Erik Diamond

a. Amount beneficially owned: DCM Partners L.P. beneficially owns 1,240,233 shares of common stock; and Landmark Select Master Fund, Ltd. beneficially owns 865,697 shares of common stock (through an account managed by DCM Partners LLC) for an aggregate total of 2,105,930 shares of common stock. Erik Diamond is General Partner of DCM Partners LP and Managing Member of DCM Partners LLC.

b. Percent of Class: 9.76% based upon information provided by Intevac, Inc. in its most recently filed quarterly report on Form 10-Q which stated that there were approximately 21,574,832 shares of common stock outstanding as of November 2, 2007.

Item 5.

Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable

Item 6.

Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

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This Item 7 is not applicable.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Date: February 14, 2008

DCM PARTNERS LLC

By: /s/ Erik Diamond

-----  
Erik Diamond, Managing Member

Date: February 14, 2008

DCM PARTNERS L.P.

By: DCM Partners LLC, its general partner

By: /s/ Erik Diamond

-----  
Erik Diamond, Managing Member

Date: February 14, 2008

ERIK DIAMOND

By: /s/ Erik Diamond

EXHIBIT INDEX

Ex.

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- A. Joint Filing Agreement, dated February 14, 2008 by and among DCM Partners LLC and DCM Partners L.P.

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the common stock of Intevac, Inc., dated as of February 14, 2008 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: February 14, 2008

DCM Partners LLC

By: /s/ Erik Diamond

-----

Name: Erik Diamond

Title: Managing Member

Date: February 14, 2008

DCM Partners L.P.

By: DCM Partners LLC, its general partner

By: /s/ Erik Diamond

-----

Name: Erik Diamond

Title: Managing Member

Date: February 14, 2008

ERIK DIAMOND

By: /s/ Erik Diamond

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