

Edgar Filing: II-VI INC - Form SC 13G/A

II-VI INC  
Form SC 13G/A  
October 08, 2008

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

SCHEDULE 13G

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

NAME OF ISSUER: II-VI Incorporated

TITLE OF CLASS OF SECURITIES: Common Stock

CUSIP NUMBER: 902104108

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT: December 31, 2007

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. 902104108

(1) Names of Reporting Persons The Bank of New York Mellon Corporation  
IRS Identification Nos. Of Above Person IRS No. 13-2614959

(2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )

(3) SEC use only

(4) Citizenship or Place of Organization New York

Number of Shares (5) Sole Voting Power 2,287,782  
Beneficially

Owned by Each (6) Shared Voting Power 2,300  
Reporting Person

With (7) Sole Dispositive Power 2,450,846

(8) Shared Dispositive Power 13,440

(9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 2,464,286

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- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ( )
- (11) Percent of Class Represented by Amount in Row (9) 8.31%
- (12) Type of Reporting Person (See Instructions) HC

CUSIP NO. 902104108

- (1) Names of Reporting Persons MBC Investments Corporation  
IRS Identification Nos. Of Above Person IRS No. 51-0301132
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization Delaware
- Number of Shares (5) Sole Voting Power 990,327  
Beneficially  
Owned by Each (6) Shared Voting Power 0  
Reporting Person  
With (7) Sole Dispositive Power 1,147,130  
(8) Shared Dispositive Power 0
- (9) Aggregate Amount Beneficially Owned  
by Each Reporting Person 1,147,130
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions) ( )
- (11) Percent of Class Represented by Amount in Row (9) 3.86%
- (12) Type of Reporting Person (See Instructions) HC

CUSIP NO. 902104108

- (1) Names of Reporting Persons Mellon Capital Management Corporation  
IRS Identification Nos. Of Above Person IRS No. 25-1442864
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a) ( ) (b) ( )
- (3) SEC use only
- (4) Citizenship or Place of Organization Delaware
- Number of Shares (5) Sole Voting Power 990,327  
Beneficially  
Owned by Each (6) Shared Voting Power 0  
Reporting Person  
With (7) Sole Dispositive Power 1,147,130  
(8) Shared Dispositive Power 0
- (9) Aggregate Amount Beneficially Owned



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as to each reporting person.

The amount beneficially owned includes, where appropriate, securities not outstanding which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days. The securities reported herein as beneficially owned may exclude securities of the issuer with respect to which voting and/or dispositive power is exercised by subsidiaries of The Bank of New York Mellon Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein. See SEC Release No. 34-39538 (January 12, 1998). The filing of this Schedule 13G shall not be construed as an admission that The Bank of New York Mellon Corporation, or its direct or indirect subsidiaries, including The Bank of New York and Mellon Bank, N.A., are for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owners of any securities covered by this Schedule 13G.

The following information applies if checked: ( ) Mellon Bank, N.A. and/or ( ) The Bank of New York Trust Company is/are the trustee of the issuer's employee benefit plan (the "Plan"), which is subject to ERISA. The securities reported include all shares held of record by such reporting person(s) as trustee of the Plan which have not been allocated to the individual accounts of employee participants in the Plan. The reporting person, however, disclaims beneficial ownership of all shares that have been allocated to the individual accounts of employee participants in the Plan for which directions have been received and followed.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ( )

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by The Bank of New York Mellon Corporation and its direct or indirect subsidiaries in their various fiduciary capacities. As a result, another entity in every instance is entitled to dividends or proceeds of sale. The number of individual accounts holding an interest of 5% or more is ( )

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company:  
See Exhibit I.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

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 and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,

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I certify that the information set forth in this statement is true, complete and correct. This filing is signed by The Bank of New York Mellon Corporation on behalf of all reporting entities pursuant to Rule 13d-1(k) (1) promulgated under the Securities and Exchange Act of 1934, as amended.

Date: October 7, 2008

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ DAVID BELSTERLING

-----  
David Belsterling  
First Vice President  
Attorney-In-Fact for  
The Bank of New York Mellon Corporation

### EXHIBIT I

The shares reported on the attached Schedule 13G are beneficially owned by the following direct or indirect subsidiaries of The Bank of New York Mellon Corporation, as marked (X):

- (A) The Item 3 classification of each of the subsidiaries listed below is "Item 3(b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c)"
- (X) The Bank of New York (parent holding company of Estabrook Capital Management LLC; Gannett, Welsh & Kotler LLC)
  - ( ) The Bank of New York Trust Company, N.A.
  - ( ) The Dreyfus Trust Company
  - (X) Mellon Bank, N.A. (parent holding company of The Dreyfus Corporation; Laurel Capital Advisors LLP; Mellon Trust of Delaware, N.A.)
  - (X) Mellon Private Trust Company, N.A.
  - ( ) Mellon Trust of California
  - ( ) Mellon Trust of Delaware, N.A.
  - (X) Mellon Trust of New England, N.A.
  - ( ) Mellon Trust of New York LLC
  - ( ) Mellon Trust of Washington
- (B) The Item 3 classification of each of the subsidiaries listed below is "Item 3(e) An Investment Adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)"
- (X) The Boston Company Asset Management LLC
  - ( ) Boston Safe Advisors, Inc.
  - ( ) The Dreyfus Corporation (parent holding company of MBSC Securities Corporation)
  - ( ) Estabrook Capital Management LLC
  - ( ) Founders Asset Management LLC
  - ( ) Franklin Portfolio Associates LLC
  - (X) Gannett, Welsh & Kotler LLC
  - ( ) Laurel Capital Advisors LLP
  - ( ) Lockwood Capital Management, Inc.
  - ( ) MBSC Securities Corporation (parent holding company of Founders Asset Management LLC)
  - (X) Mellon Capital Management Corporation
  - ( ) Mellon Global Investments Limited
  - ( ) Newton Capital Management Limited
  - ( ) Newton Investment Management Limited
  - ( ) Standish Mellon Asset Management Company LLC

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- ( ) Urdang Securities Management, Inc.
- ( ) Walter Scott & Partners Limited

(C) The Item 3 classification of each of the subsidiaries listed below is "Item 3(g) A Parent Holding Company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G) "

- (X) The Bank of New York Mellon Corporation
- ( ) BNY Separate Account Services, Inc. (parent holding company of Lockwood Capital Management, Inc.)
- (X) The Boston Company Holding LLC (parent holding company of Mellon Private Trust Company, N.A.; Mellon Trust of California; Mellon Trust of New York LLC; Mellon Trust of Washington)
- (X) MAM (DE) Trust (parent holding company of MAM (MA) Holding Trust)
- (X) MAM (MA) Holding Trust (parent holding company of Boston Safe Advisors, Inc.; Franklin Portfolio Associates LLC; Mellon Equity Associates LLP; Standish Mellon Asset Management Company LLC; The Boston Company Asset Management LLC)
- (X) MBC Investments Corporation (parent holding company of The Dreyfus Trust Company; Mellon Capital Management Corporation; Neptune LLC)
- ( ) Mellon International Holding S.AR.L (parent holding company of Mellon International Limited)
- ( ) Mellon International Limited (parent holding company of Newton Management Limited; Walter Scott & Partners Limited)
- ( ) MMIP, LLC (parent holding company of Laurel Capital Advisors LLP)
- ( ) Neptune LLC (parent holding company of Mellon International Holding S.AR.L)
- ( ) Newton Management Limited (parent holding company of Newton Capital Management Limited; Newton Investment Management Limited)
- ( ) Pershing Group LLC (parent holding company of BNY Separate Account Services, Inc.)

NOTE: ALL OF THE LEGAL ENTITIES LISTED UNDER (A) AND (B) ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF THE BANK OF NEW YORK MELLON CORPORATION. BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS BY ANY ONE OF THE SUBSIDIARIES OR INTERMEDIATE PARENT HOLDING COMPANIES LISTED ABOVE IS REPORTED ON A JOINT REPORTING PERSON PAGE FOR THAT SUBSIDIARY ON THE ATTACHED SCHEDULE 13G AND IS INCORPORATED IN THE TOTAL PERCENT OF CLASS REPORTED ON THE BANK OF NEW YORK MELLON CORPORATION'S REPORTING PERSON PAGE. (DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH JOINT REPORTING PERSON PAGE ON THE ATTACHED SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS FOR THE BANK OF NEW YORK MELLON CORPORATION).

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned (each a 'Company') does hereby make, constitute and appoint each of David M. Belsterling and Andrew M. Kresl (and any other employee of The Bank of New York Mellon Corporation, or one of its affiliates, designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), with respect to securities which may be deemed to be beneficially owned by the Company or under the Company's investment discretion under the Exchange Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by a Company or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Bank of New York Mellon Corporation or one of its affiliates.

THIS POWER OF ATTORNEY may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, each of the undersigned has duly subscribed these presents effective as of August 1, 2007.

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ Ronald P. O'Hanley  
-----  
Ronald P. O'Hanley  
Vice Chairman

THE BANK OF NEW YORK

By: /s/ Bruce W. Van Saun  
-----  
Bruce W. Van Saun  
Vice Chairman & Chief Financial Officer

By: /s/ John Dowd  
-----  
John Dowd  
Executive Vice President

THE BANK OF NEW YORK TRUST COMPANY, N.A.

By: /s/ Michael K. Klugman  
-----  
Michael K. Klugman  
President

ESTABROOK CAPITAL MANAGEMENT LLC

By: /s/ William C. McClean III  
-----  
William C. McClean III  
President

GANNETT, WELSH & KOTLER LLC

By: /s/ Thomas Williams Roberts III  
-----  
Thomas Williams Roberts III  
Co-President &  
Chief Compliance Officer

URDANG SECURITIES MANAGEMENT, INC.

By: /s/ Richard J. Ferst  
-----  
Richard J. Ferst  
President & Chief Operating Officer

IN WITNESS WHEREOF, each of the undersigned has duly subscribed these presents effective as of August 27, 2007.

BNY SEPARATE ACCOUNT SERVICES, INC. COMPANY, N.A.

By: /s/ Lisa Detwiler  
-----  
Lisa Detwiler  
Managing Counsel / Asst. Secretary

LOCKWOOD CAPITAL MANAGEMENT, INC.

By: /s/ Lisa Detwiler  
-----  
Lisa Detwiler  
Managing Counsel / Asst. Secretary

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the 'Exchange Act'), each undersigned entity (each a 'Company') hereby agrees to any and all joint filings required to be made on the Company's behalf on Schedule 13G (including amendments thereto) under the Exchange Act, with respect to securities which may be deemed to be beneficially owned by the

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Company under the Exchange Act, and that this Agreement be included as an Exhibit to any such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective this 1st day of August, 2007.

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ Ronald P. O'Hanley  
-----  
Ronald P. O'Hanley  
Vice Chairman

THE BANK OF NEW YORK

By: /s/ Bruce W. Van Saun  
-----  
Bruce W. Van Saun  
Vice Chairman & Chief Financial Officer

THE BANK OF NEW YORK TRUST COMPANY, N.A.

By: /s/ Michael K. Klugman  
-----  
Michael K. Klugman  
President

ESTABROOK CAPITAL MANAGEMENT LLC

By: /s/ William C. McClean III  
-----  
William C. McClean III  
President

GANNETT, WELSH & KOTLER LLC

By: /s/ Thomas Williams Roberts III  
-----  
Thomas Williams Roberts III  
Co-President &  
Chief Compliance Officer

URDANG SECURITIES MANAGEMENT, INC.

By: /s/ Richard J. Ferst  
-----  
Richard J. Ferst  
President & Chief Operating Officer

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective this 27th day of August, 2007.

BNY SEPARATE ACCOUNT SERVICES, INC. COMPANY, N.A.

By: /s/ Lisa Detwiler  
-----  
Lisa Detwiler  
Managing Counsel / Asst. Secretary

LOCKWOOD CAPITAL MANAGEMENT, INC.

By: /s/ Lisa Detwiler  
-----  
Lisa Detwiler  
Managing Counsel / Asst. Secretary