

KRAMER FRANCIS J
Form 4
August 30, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
KRAMER FRANCIS J

(Last) (First) (Middle)

C/O II-VI INCORPORATED, 375
SAXONBURG BLVD

(Street)

SAXONBURG, PA 16056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
II-VI INC [IIVI]

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

08/28/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) | Price | | |
| Common Stock | 08/28/2018 | | M | 900 | A \$ 12.075 | 225,790 | D |
| Common Stock | 08/28/2018 | | S ⁽¹⁾ | 900 | D \$ 50 | 224,890 | D |
| Common Stock | 08/28/2018 | | A | 1,608 ⁽²⁾ | A \$ 0 | 226,498 | D |
| Common Stock | 08/29/2018 | | M | 10 | A \$ 12.075 | 226,508 | D |
| Common Stock | 08/29/2018 | | S ⁽¹⁾ | 10 | D \$ 50 | 226,498 | D |

| | | | |
|--------------|---------|---|------------------------------------------------|
| Common Stock | 285,401 | I | By Spousal Limited Access Trust ⁽³⁾ |
| Common Stock | 89,657 | I | By GRAT ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option (Right to Buy) | \$ 12.075 ⁽⁴⁾ | 08/28/2018 | | M | 900 ⁽⁴⁾ | ⁽⁵⁾ 08/15/2019 | Common Stock | 900 ⁽⁴⁾ |
| Option (Right to Buy) | \$ 49.9 | 08/28/2018 | | A | 4,020 | ⁽⁶⁾ 08/28/2028 | Common Stock | 4,020 |
| Option (Right to Buy) | \$ 12.075 ⁽⁴⁾ | 08/29/2018 | | M | 10 ⁽⁴⁾ | ⁽⁵⁾ 08/15/2019 | Common Stock | 10 ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRAMER FRANCIS J C/O II-VI INCORPORATED 375 SAXONBURG BLVD SAXONBURG, PA 16056 | X | | | |

Signatures

/s/ Jeffrey W. Acre,
Attorney-in-Fact

08/30/2018

__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) The sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2018.
- (2) These shares represent a restricted stock award granted to the reporting person pursuant to the II-VI Incorporated Amended and Restated 2012 Omnibus Incentive Plan. The award will vest in three equal annual installments beginning on August 28, 2019.
The reporting person disclaims beneficial ownership of these securities, other than to the extent of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3) The grant of these options previously was reported as covering 34,100 shares at an exercise price of \$24.15 per share. These options were adjusted to reflect a 2-for-1 stock split that occurred on June 27, 2011.
- (4) These options vested on August 15, 2012.
- (5) These options will vest in four equal annual installments beginning on August 28, 2019.

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.