

AXCELIS TECHNOLOGIES INC

Form 4

February 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
Bintz William J

2. Issuer Name and Ticker or Trading Symbol
AXCELIS TECHNOLOGIES INC
[ACLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
108 CHERRY HILL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Product Development

BEVERLY, MA 01915

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Price			
Common Stock	02/15/2017		D	2,727 D \$ 0 ⁽¹⁾	44,476	D	
Common Stock	02/15/2017		F	1,309 D \$ 0 ⁽²⁾	43,167 ⁽³⁾	D	
Common Stock	02/16/2017		M	18,000 A \$ 4.64	61,167	D	
Common Stock	02/16/2017		S	18,000 D \$ 16	43,167	D	
Common Stock	02/16/2017		M	2,250 A \$ 6.4	45,417	D	

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Common Stock 02/16/2017 S 2,250 D \$ 16.05 43,167 ⁽⁴⁾ D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.64	02/16/2017		M	18,000	11/16/2013	11/16/2019	Common Stock	18,000
Stock option (right to buy)	\$ 6.4	02/16/2017		M	2,250	07/15/2014	07/15/2020	Common Stock	2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bintz William J 108 CHERRY HILL DRIVE BEVERLY, MA 01915			EVP, Product Development	

Signatures

Lynnette C. Fallon, as attorney in fact for William Bintz

02/17/2017

**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) These shares were issuable on restricted stock units which forfeited on February 15, 2017 as a result of the non-achievement of 2016 performance goals.
- (2) These shares were withheld by the Company to cover the tax withholding obligations of the executive on the vesting of restricted stock units on February 15, 2017.

On February 15, 2017, restricted stock units with performance vesting terms granted in May 2016 were determined to have vested as to 60% of the units. The remaining units forfeited. The shares issued to the executive on the vested units were reduced by shares having a value equal to the executive's tax withholding obligation. After these events, of the shares held by the executive as of February 15, 2017, 20,455 were issuable on vesting of other restricted stock units which remain subject to forfeiture.

- (3) Of the shares held as of February 15, 2017, 20,455 were issuable on vesting of restricted stock units which remain subject to forfeiture.
- (4) Of the shares held as of February 16, 2017, 20,455 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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