

IPG PHOTONICS CORP
Form 8-K
December 17, 2014

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

November 11, 2014
Date of Report (Date of earliest event reported)

IPG PHOTONICS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-33155	04-3444218
(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(IRS Employer Identification No.)

50 Old Webster Road
Oxford, Massachusetts 01540
(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (508) 373-1100

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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 8.01 Other Events

Certain directors and officers of IPG Photonics Corporation (the “Company”) adopt from time to time pre-arranged trading plans (each, a “Plan”) designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and the Company’s policies regarding stock transactions. Under Rule 10b5-1, directors, officers and other persons who are not in possession of material non-public information may adopt a plan or contract for pre-arranged sales of Company securities under specified conditions and at specified times. Using these Plans, insiders can gradually diversify their investment portfolios, spread stock trades out over an extended period of time to reduce market impact and avoid concerns about transactions occurring at a time when they might possess inside information.

The Plan adopted by William Shiner, Vice President - Industrial Markets, in March 2014 was modified in November 2014. The modified plan provides for the sale of up to 42,038 shares over a period ending April 2015, unless terminated sooner in certain circumstances, an increase from the 34,376 shares covered under his original plan. Of these shares, 39,862 shares would be acquired through the exercise of stock options. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by Dr. Eugene Scherbakov, Managing Director, IPG Laser GmbH, Senior Vice President - Europe and member of the Board of Directors of the Company, provides for the sale of up to 5,688 shares over a period ending July 2015, unless terminated sooner in certain circumstances. Of these shares, 5,688 shares would be acquired through the exercise of stock options. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by Thomas Burgomaster, Vice President, Corporate Controller, provides for the sale of up to 12,732 shares over a period ending January 2016, unless terminated sooner in certain circumstances. Of these shares, 12,363 shares would be acquired through the exercise of stock options. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by Igor Samartsev, Senior Vice President and Chief Technical Officer, and a member of the Board of Directors of the Company, provides for the sale of up to 15,456 shares over a period ending January 2016, unless terminated sooner in certain circumstances. None of these shares would be acquired through the exercise of stock options. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by The Valentin Gapontsev Trust I, provides for the sale of up to 25,000 shares over a period ending December 2015, unless terminated sooner in certain circumstances. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by The Valentin Gapontsev Trust II, provides for the sale of up to 2,000 shares over a period ending December 2015, unless terminated sooner in certain circumstances. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by The Valentin Gapontsev Trust III, provides for the sale of up to 12,000 shares over a period ending December 2015, unless terminated sooner in certain circumstances.

Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

Dr. Eugene Scherbakov, Dr. Alexander Ovtchinnikov and Mr. Angelo Lopresti, executive officers of the Company, are trustees of the three Trusts named above. Dr. Eugene Scherbakov is also a member of the Board of Directors of the Company. Dr. Nikolai Platonov, an employee of the Company, is a trustee of The Valentin Gapontsev Trust I and The Valentin Gapontsev Trust II.

The Company does not undertake to report Plans that may be adopted by any directors or officers of the Company in the future, or to report any modification or termination of any Plan, except to the extent required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned thereunto duly authorized.

IPG PHOTONICS CORPORATION

December 17, 2014

/s/ Angelo P. Lopresti
Angelo P. Lopresti
Vice President, General Counsel & Secretary