

INTEVAC INC
Form 4
October 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
Drapkin Matthew A

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 230

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEVAC INC [IVAC]

3. Date of Earliest Transaction (Month/Day/Year)
10/10/2014

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/10/2014		P		18,821 (1)	A	\$ 6.88	2,261,313	I	See Foototes (2) (3)
Common Stock	10/13/2014		P		1,659 (1)	A	\$ 6.91	2,262,972	I	See Foototes (2) (3)

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drapkin Matthew A 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201		X		

Signatures

/s/ Richard J. Birns,
attorney-in-fact
Date: 10/15/2014

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) Represents common stock ("Common Stock"), par value \$0.001 per share, of Intevac, Inc. (the "Issuer") purchased pursuant to a 10b5-1 plan.
- (2) Represents Common Stock directly beneficially owned by Becker Drapkin Partners (QP), L.P. ("Becker Drapkin QP") (1,652,022 shares), Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.") (256,384 shares) and Common Stock directly held by a managed account on behalf of an investment advisory client (the "Managed Account") of Becker Drapkin Management, L.P. ("BD Management") (354,566 shares). (continued in Footnote 3).
- (3) Mr. Drapkin may be deemed to beneficially own such Common Stock as he is a co-managing member of BC Advisors, LLC, which is the general partner of BD Management (of which Mr. Drapkin is a limited partner), and BD Management is the general partner of, and investment manager for, each of Becker Drapkin QP and Becker Drapkin, L.P., and the investment manager of the Managed Account. Mr. Drapkin disclaims beneficial ownership in such Common Stock except to the extent of his pecuniary interest therein.

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.