

INTEVAC INC
Form 8-K
May 19, 2011

**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**

May 18, 2011

Date of Report (date of earliest event reported)

INTEVAC, INC.

(Exact name of Registrant as specified in its charter)

State of Delaware

(State or other jurisdiction
of incorporation or organization)

0-26946

(Commission File Number)

94-3125814

(IRS Employer
Identification Number)

3560 Bassett Street

Santa Clara, CA 95054

(Address of principal executive offices)

(408) 986-9888

(Registrant's telephone number, including area code)

N/A

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

At Intevac, Inc.'s (Intevac) Meeting of Stockholders (Annual Meeting) held on May 18, 2011, Intevac's stockholders, upon the recommendation of Intevac's board of directors, approved an amendment to the Intevac 2003 Employee Stock Purchase Plan (as amended, the ESPP) to increase the number of shares of common stock reserved for issuance thereunder by 300,000 shares and approved an amendment to the Intevac 2004 Equity Incentive Plan (as amended, the Plan) to increase the number of shares of common stock reserved for issuance thereunder by 500,000 shares and approve the material terms of the Plan.

A brief summary of the ESPP is included as part of Proposal Two and a brief summary of the Plan is included as part of Proposal Three in Intevac's definitive proxy statement filed with the Securities and Exchange Commission on April 5, 2011 (the Proxy Statement). The summaries of the ESPP and the Plan contained in the Proxy Statement are qualified by and subject to the full texts of the ESPP and the Plan, which are incorporated by reference to this filing.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The matters voted upon at Intevac's Annual Meeting held on May 18, 2011 and the results of such voting are set forth below:

| | Affirmative Votes | Negative Votes | Votes Withheld | Abstentions and Broker Non-Votes |
|--|------------------------------|---------------------------|---------------------------|---|
| Proposal 1: Election of Directors | | | | |
| Norman H. Pond | 18,999,895 | N/A | 146,007 | 2,398,027 |
| Kevin Fairbairn | 19,088,700 | N/A | 57,202 | 2,398,027 |
| David S. Dury | 19,093,396 | N/A | 52,506 | 2,398,027 |
| Stanley J. Hill | 18,897,608 | N/A | 248,294 | 2,398,027 |
| Thomas M. Rohrs | 19,036,779 | N/A | 109,123 | 2,398,027 |
| John F. Schaefer | 19,094,396 | N/A | 51,506 | 2,398,027 |
| Ping Yang | 19,093,574 | N/A | 52,328 | 2,398,027 |
| All director nominees were duly elected. | | | | |

| | Affirmative Votes | Negative Votes | Votes Withheld | Abstentions and Broker Non-Votes |
|--|------------------------------|---------------------------|---------------------------|---|
| Proposal 2: Proposal to approve an amendment to the Intevac 2003 Employee Stock Purchase Plan to increase the number of shares reserved for issuance thereunder by 300,000 shares | 18,351,432 | 104,763 | | 3,087,734 |
| Proposal 2 was approved. | | | | |

| | Affirmative Votes | Negative Votes | Votes Withheld | Abstentions and Broker Non-Votes |
|---|------------------------------|---------------------------|---------------------------|---|
| Proposal 3: Proposal to approve an amendment to the Intevac 2004 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 500,000 shares | 17,384,101 | 1,071,216 | | 3,088,612 |
| Proposal 3 was approved. | | | | |

| | Affirmative Votes | Negative Votes | Votes Withheld | and Broker Non-Votes |
|--|------------------------------|---------------------------|---------------------------|-------------------------------------|
| Proposal 4: Ratification of Grant Thornton LLP as independent public accountants for the fiscal year ending December 31, 2011 Proposal 4 was approved. | 21,442,373 | 70,965 | | 30,591 |

| | Affirmative Votes | Negative Votes | Votes Withheld | Abstentions and Broker Non-Votes |
|--|------------------------------|---------------------------|---------------------------|---|
| Proposal 5: An Advisory Vote on Executive Compensation The compensation of the named executive officers as disclosed in the Proxy Statement was approved on an advisory basis. | 18,117,143 | 299,876 | | 3,126,910 |

| | One Year | Two Years | Three Years | Votes Withheld | Abstentions and Broker Non-Votes |
|---|---------------------|----------------------|------------------------|---------------------------|---|
| Proposal 6: An Advisory Vote on the Frequency of Holding an Advisory Vote on Executive Compensation The option of holding the advisory vote on executive compensation every three years was approved on an advisory basis by a majority of the votes cast on the proposal. Consistent with the stated preference of a majority of the Company's stockholders and the recommendation of management, the Board of Directors determined that it will include an advisory stockholder vote on executive compensation in its proxy materials every three years until the next required advisory vote on the frequency of stockholder votes on executive compensation. | 7,979,517 | 935,102 | 9,501,221 | | 3,128,089 |

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit | Description |
|---------|---|
| 10.1 | 2003 Employee Stock Purchase Plan, as amended (*) |
| 10.2 | 2004 Equity Incentive Plan, as amended (*) |

* Previously filed as an exhibit to the Company's Form 10-Q filed May 3, 2011

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEVAC, INC.

Date: May 19, 2011

/s/ JEFFREY ANDRESON
Jeffrey Andreson
Executive Vice President, Finance and
Administration,
Chief Financial Officer, Treasurer and
Secretary