

# **INTEVAC INC**

Reported by  
**DRAPKIN MATTHEW A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 07/30/14 for the Period Ending 07/28/14

Address	3560 BASSETT STREET SANTA CLARA, CA, 95054
Telephone	4089869888
CIK	0001001902
Symbol	IVAC
SIC Code	3559 - Special Industry Machinery, Not Elsewhere Classified
Industry	Industrial Machinery & Equipment
Sector	Industrials
Fiscal Year	12/31

# 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Drapkin Matthew A</b> <small>(Last) (First) (Middle)</small>  <b>500 CRESCENT COURT, SUITE 230</b> <small>(Street)</small>  <b>DALLAS, TX 75201</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>INTEVAC INC [ IVAC ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/28/2014</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	7/28/2014		P		32337 <a href="#">(1)</a>	A	\$6.75	1316315	I	See Footnotes <a href="#">(2)</a> <a href="#">(3)</a>
Common Stock	7/29/2014		P		23147 <a href="#">(1)</a>	A	\$6.44	1339462	I	See Footnotes <a href="#">(2)</a> <a href="#">(3)</a>
Common Stock	7/30/2014		P		33018 <a href="#">(1)</a>	A	\$6.30	1372480	I	See Footnotes <a href="#">(2)</a> <a href="#">(3)</a>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (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") (1,004,291 shares), Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.") (183,042 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") (185,147 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.

**Remarks:**

List of Exhibits  
Exhibit 24.2 - Power of Attorney

**Reporting Owners**

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

**Signatures**

/s/ Richard J. Birns, attorney-in-fact

7/30/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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.

Power of Attorney

July 28, 2014

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

This letter confirms that Richard J. Birns, Andrew Kaplan, and Adam J. Brunk are authorized and designated to sign all securities related filings with the Securities and Exchange Commission, including Forms 3, 4 and 5, on my behalf and on behalf of each entity for which I may sign such filings. This authorization and designation shall be valid until either revoked in writing by the undersigned or until three years from the date of this letter.

Very truly yours,

/s/ Steven R. Becker

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Steven R. Becker

Power of Attorney

July 28, 2014

Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

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Very truly yours,

/s/ Matthew A. Drapkin

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Matthew A. Drapkin