

INTEVAC INC

FORM S-3MEF

(Registration of Additional Securities (up to 20%))

Filed 02/05/04

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

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

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

INTEVAC, INC.

(Exact name of Registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

5999
(Primary Standard Industrial
Classification Code Number)

94-3125814
(I.R.S. Employer
Identification Number)

**3560 Bassett Street
Santa Clara, California 95054
(408) 986-9888**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Kevin Fairbairn
President and Chief Executive Officer
Intevac, Inc.
3560 Bassett Street
Santa Clara, CA 95054
(408) 986-9888**

(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Copies to:

**Herbert P. Fockler, Esq
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
(650) 493-9300**

**Scott M. Stanton, Esq
Marty B. Lorenzo, Esq
Gray Cary Ware & Freidenrich LLP
4365 Executive Drive, Suite 1100
San Diego, California 92121
(858) 677-1400**

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
333-111342

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Calculation of Registration Fee

Title of each class of securities to be registered	Amount to be Registered (1)	Offering price per share	Aggregate offering price (2)	Amount of registration fee (2)
Common Stock, no par value	862,500	\$15.00	\$12,937,500	\$1,640

(1) Including 112,500 shares subject to the underwriters' over-allotment option.

(2) 4,600,000 shares were registered under Securities Act Registration Statement No. 333-111342, with respect to which a filing fee of \$5,528.14 was previously paid with the earlier registration statement.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This Registration Statement is being filed by Intevac, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) to register an additional 862,500 shares of the Company’s common stock, no par value per share, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. Of the additional shares to be registered, the Company is offering 469,000 shares, the selling shareholder is offering 281,000 shares, and the underwriters have an option to purchase up to an aggregate of an additional 112,500 shares from the Company and the selling shareholder solely to cover over-allotments, if any. The Company hereby incorporates by reference into this Registration Statement the contents, in their entirety, of the Company’s Registration Statement on Form S-3 (file no. 333-111342), that was declared effective by the Commission on February 4, 2004, including each of the documents the Company filed with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission’s account at Mellon Bank as soon as practicable (but no later than the close of business on February 5, 2004), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank’s regular business hours no later than February 5, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Intevac, Inc. has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on the 5th day of February, 2004.

Intevac, Inc.

By: /s/ KEVIN FAIRBAIRN

 Kevin Fairbairn
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ KEVIN FAIRBAIRN</u> (Kevin Fairbairn)	President, Chief Executive Officer and Director (Principal Executive Officer)	February 5, 2004
<u>*NORMAN H. POND</u> (Norman H. Pond)	Chairman of the Board	February 5, 2004
<u>/s/ CHARLES B. EDDY</u> (Charles B. Eddy)	Vice President, Finance and Administration, Chief Financial Officer Treasurer and Secretary (Principal Financial and Accounting Officer)	February 5, 2004
<u>*DAVID DURY</u> (David Dury)	Director	February 5, 2004
<u>*DAVID N. LAMBETH</u> (David N. Lambeth)	Director	February 5, 2004
<u>*ROBERT LEMOS</u> (Robert Lemos)	Director	February 5, 2004
<u>*ARTHUR L. MONEY</u> (Arthur L. Money)	Director	February 5, 2004
<u>By: /s/CHARLES B. EDDY III</u> Charles B. Eddy III (Attorney-in-Fact)	Director	February 5, 2004

INDEX TO EXHIBITS

Exhibit Number	Exhibit Table
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Counsel (included in Exhibit 5.1)
23.2	Consent of Grant Thornton, LLP, independent auditors
24.1*	Power of Attorney

* Incorporated by reference to Registration Statement on Form S-3 (File No. 333-111342)

EXHIBIT 5.1

February 5, 2004

Intevac, Inc.
3560 Bassett Street
Santa Clara, California 95054

RE: REGISTRATION STATEMENT ON FORM S-3

Ladies and Gentlemen:

We are acting as counsel to Intevac, Inc., a California corporation (the "Company"), in connection with the registration of 862,500 shares of Common Stock of the Company (the "Shares"), pursuant to a Registration Statement on Form S-3 (the "Registration Statement") to be filed on or about February 5, 2004 with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The Shares, which include 469,000 shares of Common Stock to be sold by the Company, 281,000 shares of Common Stock to be sold by the Selling Shareholder and an aggregate of 112,500 shares of Common Stock subject to an over-allotment option granted to the underwriters by the Company and the Selling Shareholder, are to be sold to the underwriters for sale to the public as described in the Registration Statement, as amended (file no. 333-111342), filed by the Company with the Commission and declared effective on February 4, 2004 (the "Initial Registration Statement" and together with the Registration Statement, the "Registration Statements").

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares to be registered for sale have been duly authorized by the Company and, when issued, delivered and paid for in accordance with the terms of the underwriting agreement referred to in the Registration Statements and in accordance with the resolutions adopted by the Board of Directors of the Company, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statements, and we consent to the reference to our name under the caption "Legal Matters" in the Prospectus forming a part of the Registration Statements.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ WILSON SONSINI GOODRICH & ROSATI

EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We have issued our report dated January 29, 2003, accompanying the December 31, 2002 consolidated financial statements of Intevac, Inc., contained in the Registration Statement and Prospectus, and also contained in the 2002 Annual Report on Form 10-K incorporated by reference in the Registration Statement and Prospectus. We consent to the use of the aforementioned report in the Registration Statement and Prospectus, the incorporation by reference of the aforementioned report in the Registration Statement and Prospectus and to the use of our name as it appears under the caption "Experts".

/s/ Grant Thornton LLP

*San Jose, California
February 3, 2004*