INTEVAC INC

FORM 10-Q
(Quarterly Report)

Filed 11/03/99 for the Period Ending 09/25/99

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

INTEVAC INC

FORM 10-Q
(Quarterly Report)

Filed 11/3/1999 For Period Ending 9/25/1999

Address	356O BASSETT ST
	SANTA CLARA, California 95054
Telephone	408-986-9888
CIK	0001001902
Industry	Computer Storage Devices
Sector	Technology
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(MARK ONE)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 25, 1999

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM ____________ TO ____________ .

COMMISSION FILE NUMBER 0-26946

INTEVAC, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

CALIFORNIA (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	94-3125814 (IRS EMPLOYER IDENTIFICATION NO.)

3550 BASSETT STREET
SANTA CLARA, CALIFORNIA 95054
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICE, INCLUDING ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (408) 986-9888

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS:

On September 25, 1999 approximately 11,708,525 shares of the Registrant's Common Stock, no par value, were outstanding.

INTEVAC, INC.

INDEX

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

INTEVAC, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS)

	SEPTEMBER 25, 1999	DECEMBER 31, 1998
	(UNAUDITED)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 3,899	$ 3,991
Short-term investments	38,490	56,925
Accounts receivable, net of allowances of $1,698 and $1,629 at September 25, 1999 and December 31, 1998, respectively	8,808	10,169
Inventories	19,695	22,102
Prepaid expenses and other current assets	533	658
Deferred tax asset	7,008	7,008
Total current assets	78,433	100,853
Property, plant, and equipment, net	9,699	13,131
Investment in 601 California Avenue LLC	2,431	2,431
Goodwill and other intangibles	2,522	3,543
Debt issuance costs	1,076	1,700
Deferred tax assets and other assets	1,352	1,318
Total assets	$95,513	$122,976
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 1,320	$ 2,034
Accrued payroll and related liabilities	1,457	1,880
Other accrued liabilities	8,013	7,535
Customer advances	8,147	11,630
Total current liabilities	18,937	23,079
Convertible notes	41,245	57,500
Long-term notes payable	1,943	1,961
Shareholders' equity:		
Common stock, no par value	17,050	17,917
Accumulated other comprehensive income	--	122
Retained earnings	16,338	22,397
Total shareholders' equity	33,388	40,436
Total liabilities and shareholders' equity	$95,513	$122,976

See accompanying notes.

INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

(UNAUDITED)

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998
Net revenues	$13,822	$14,657	$ 35,841	$84,693
Cost of net revenues	12,323	10,693	33,169	61,025
Gross profit	1,499	3,964	2,672	23,668
Operating expenses:				
Research and development	3,283	2,157	11,135	9,117
Selling, general and administrative	1,615	2,458	5,602	8,509
Restructuring	2,224	71	2,202	1,235
Total operating expenses	7,122	4,686	18,939	18,861
Operating income (loss)	(5,623)	(722)	(16,267)	4,807
Interest expense	(911)	(1,027)	(2,919)	(3,100)
Interest income and other, net	1,281	1,059	3,213	2,789
Income (loss) from continuing operations before income taxes	(5,253)	(690)	(15,973)	4,496
Provision for (benefit from) income taxes	(1,996)	(227)	(6,070)	1,485
Income (loss) from continuing operations	(3,257)	(463)	(9,903)	3,011
Gain from discontinued operations, net of applicable income taxes	--	--	--	1,005
Gain from repurchase of convertible notes, net of applicable income taxes	2,881	--	3,844	--
Net income (loss)	$ (376)	$ (463)	$ (6,059)	$ 4,016
Other comprehensive income (loss):				
Unrealized foreign currency translation adjustment	--	66	(122)	66
Total adjustments	--	66	(122)	66
Total comprehensive income (loss)	$ (376)	$ (397)	$ (6,181)	$ 4,082
Basic earnings per share:				
Income (loss) from continuing operations	$ (0.28)	$ (0.04)	$ (0.84)	$ 0.25
Net income (loss)	$ (0.03)	$ (0.04)	$ (0.51)	$ 0.33
Shares used in per share amounts	11,706	11,994	11,799	12,098
Diluted earnings per share:				
Income (loss) from continuing operations	$ (0.28)	$ (0.04)	$ (0.84)	$ 0.24
Net income (loss)	$ (0.03)	$ (0.04)	$ (0.51)	$ 0.32
Shares used in per share amounts	11,706	11,994	11,799	12,414

See accompanying notes.

INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(IN THOUSANDS)

(UNAUDITED)

	NINE MONTHS ENDED	
	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998
OPERATING ACTIVITIES		
Net income (loss)	$ (6,059)	$ 4,016
Adjustments to reconcile net income to net cash and cash equivalents used in operating activities:		
Depreciation and amortization	4,079	5,865
Gain on foreign exchange contracts	(659)	--
Gain on sale of Chorus investment	--	(395)
Gain on sale of discontinued operations	--	(794)
Gain on purchase of convertible notes	(6,201)	--
Foreign currency loss	4	71
(Gain) loss on IMAT investment	(35)	132
Restructuring charge -- non-cash portion	--	194
Loss on disposal of equipment	107	95
Changes in assets and liabilities	1,997	(14,437)
Total adjustments	(708)	(9,269)
Net cash and cash equivalents used in operating activities	(6,767)	(5,253)
INVESTING ACTIVITIES		
Purchase of investments	(28,291)	(54,211)
Proceeds from sale of investments	46,726	42,331
Proceeds from sale of Chorus investment	--	395
Purchase of leasehold improvements and equipment	(1,143)	(2,482)
Net cash and cash equivalents provided by (used in) investing activities	17,292	(13,967)
FINANCING ACTIVITIES		
Proceeds from issuance of common stock	712	1,118
Repurchase of convertible notes	(9,664)	--
Repurchase of common stock	(1,665)	(3,000)
Net cash and cash equivalents used in financing activities	(10,617)	(1,882)
Net decrease in cash and cash equivalents	(92)	(21,102)
Cash and cash equivalents at beginning of period	3,991	24,431
Cash and cash equivalents at end of period	$ 3,899	$ 3,329
SUPPLEMENTAL SCHEDULE OF CASH FLOW INFORMATION		
Cash paid (received) for:		
Interest	$ 3,474	$ 3,838
Income taxes	--	4,065
Income tax refund	(1,382)	--
Other non-cash changes:		
Inventories transferred from property, plant and equipment	$ (1,641)	$ --

See accompanying notes.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS ACTIVITIES AND BASIS OF PRESENTATION

Intevac, Inc.'s ("Intevac" or the "Company") primary business is the design, manufacture and sale of complex capital equipment that is used to manufacture products such as thin-film disks for computer disk drives and flat panel displays (the "Equipment Business"). The Company also develops highly sensitive electro-optical devices under government sponsored R&D contracts (the "Photonics Business").

The Equipment Business is a leading supplier of sputtering systems used to manufacture thin-film disks for computer hard disk drives. Sputtering is a vacuum deposition process used to deposit multiple thin-film layers on a disk. The Equipment Business also realizes revenues from the sales of disk lubrication equipment, contact stop-start ("CSS") test equipment, flat panel display ("FPD") manufacturing equipment and electron beam processing equipment. Spare parts and after-sale service are also sold to purchasers of the Company's equipment, and sales of components are made to other manufacturers of vacuum equipment.

The Photonics Business began in 1995 when the Company's night vision business was sold. The terms of the sale permitted Intevac to utilize the night vision technology for non-competitive products. The majority of Photonics Business revenues are from government sponsored R&D contracts. The Photonics Business has been developing technology that permits highly sensitive detection in the short-wave infrared spectrum in electron sources with very precise characteristics. This development work is aimed at creating new products for both military and industrial applications.

The financial information at September 25, 1999 and for the three- and nine-month periods ended September 25, 1999 and September 26, 1998 is unaudited, but includes all adjustments (consisting only of normal recurring accruals) that the Company considers necessary for a fair presentation of the financial information set forth herein, in accordance with generally accepted accounting principles for interim financial information, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, it does not include all of the information and footnotes required by generally accepted accounting principles for annual financial statements. For further information, refer to the Consolidated Financial Statements and footnotes thereto included or incorporated by reference in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The results for the three- and nine-month periods ended September 25, 1999 are not considered indicative of the results to be expected for any future period or for the entire year.

2. INVENTORIES

The components of inventory consist of the following:

	SEPTEMBER 25, 1999	DECEMBER 31, 1998
	(IN THOUSANDS)	
Raw materials	$ 3,675	$ 6,907
Work-in-progress	14,504	11,653
Finished goods	1,516	3,542
	$19,695	$22,102

A significant portion of the finished goods is represented by inventory at customer sites undergoing installation and acceptance testing.

3. INCOME TAXES

The effective tax rates used for the three- and nine-month periods ending September 25, 1999 and September 26, 1998 were 38% and 33% of pretax income (loss), respectively. These rates are based on the estimated annual tax rate complying with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes".

4. REPURCHASE OF CONVERTIBLE NOTES

During the quarter, the Company repurchased $12,250,000, face value, of its outstanding 6 1/2% Convertible Subordinated Notes (the "Convertible Notes"). The repurchase resulted in a gain of $2,881,000 (net of income taxes).

During the nine-month period ended September 25, 1999, the Company repurchased $16,255,000, face value, of its Convertible Notes. The repurchase resulted in a gain of $3,844,000 (net of income taxes).

5. NET INCOME (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998
	(IN THOUSANDS)			
Numerator:				
Income (loss) from continuing operations	$(3,257)	$ (463)	$(9,903)	$ 3,011
Net income (loss)	$ (376)	$ (463)	$(6,059)	$ 4,016
Numerator for basic earnings per share -- income (loss) available to common stockholders	(376)	(463)	(6,059)	4,016
Effect of dilutive securities:				
6 1/2% convertible notes(1)	--	--	--	--
Numerator for diluted earnings per share -- income available to common stockholders after assumed conversions	$ (376)	$ (463)	$(6,059)	$ 4,016
Denominator:				
Denominator for basic earnings per share -- weighted-average shares	11,706	11,994	11,799	12,098
Effect of dilutive securities:				
Employee stock options(2)	--	--	--	316
6 1/2% convertible notes(1)	--	--	--	--
Dilutive potential common shares	--	--	--	316
Denominator for diluted earnings per share -- adjusted weighted-average shares and assumed conversions	11,706	11,994	11,799	12,414

(1) Diluted EPS for the three- and nine-month periods ended September 25, 1999 and September 26, 1998 excludes "as converted" treatment of the Convertible Notes as their inclusion would be anti-dilutive.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(2) Diluted EPS for the three- and nine-month periods ended September 25, 1999 and for the three-month period ended September 26, 1998 excludes the effect of employee stock options as their inclusion would be anti-dilutive.

6. SEGMENT REPORTING

Segment Description

Intevac, Inc. has two reportable segments: equipment and photonics. The Company's equipment business sells complex capital equipment used in the manufacturing of thin-film disks, flat panel displays, shrink-wrap films and for in-line sterilization. The Company's photonics business is developing products utilizing electron sources that permit highly sensitive detection in the short-wave infrared spectrum.

Included in corporate activities are general corporate expenses, elimination of inter-segment revenues, the equity in net loss of equity investee, amortization expenses related to certain intangible assets and a restructuring reserve established in September 1999, less an allocation of corporate expenses to operating units equal to 1% of net revenues.

Business Segment Net Revenues

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998
	(IN THOUSANDS)			
Equipment				
Trade	$11,751	$13,117	$ 30,205	$80,711
Inter-Segment	--	11	--	39
	11,751	13,128	30,205	80,750
Photonics				
Trade	2,071	1,540	5,636	3,982
Corporate Activities	--	(11)	--	(39)
Total	$13,822	$14,657	$ 35,841	$84,693

Business Segment Profit & Loss

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998	SEPTEMBER 25, 1999	SEPTEMBER 26, 1998
	(IN THOUSANDS)			
Equipment	$(2,658)	$ 229	$(11,824)	$ 6,321
Photonics	(221)	(7)	(481)	51
Corporate activities	(2,744)	(944)	(3,962)	(1,565)
Operating income (loss)	$(5,623)	$ (722)	$(16,267)	$ 4,807
Interest expense	(911)	(1,027)	(2,919)	(3,100)
Interest income	582	656	1,650	2,189
Other income and expense, net	699	403	1,563	600
Income (loss) from continuing operations before income taxes	$(5,253)	$ (690)	$(15,973)	$ 4,496

7. RESTRUCTURING

On September 24, 1999, as a result of continued weak demand for its disk equipment, the Company's management adopted a plan to reduce expenses. The expense reduction plan includes closing one of the buildings at its Santa Clara facility and a reduction in force of 7 employees out of the Company's staff of contract and regular personnel. The reductions took place at the Company's facilities in Santa Clara, CA.

In the third quarter of 1999, the Company incurred a restructuring charge of $2,225,000 related to the expense reduction plan. The significant components of this charge include $873,000 for future rent due on the lease of the building (net of expected sublease income), $160,000 for costs associated with operating the building through May 2000, $580,000 for the write-off of leasehold improvements and $584,000 for moving out of the building. Closure of the facility is expected to be complete by May 31, 2000.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q contains forward-looking statements, which involve risks and uncertainties. Words such as "believes", "expects", "anticipates" and the like indicate forward-looking statements. The Company's actual results may differ materially from those discussed in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, the risk factors set forth elsewhere in this Quarterly Report on Form 10-Q under "Certain Factors Which May Affect Future Operating Results" and in other documents the Company files from time to time with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K filed in March 1999, Form 10-Q's and Form 8-K's.

RESULTS OF OPERATIONS

Three Months Ended September 25, 1999 and September 26, 1998

Net revenues. Net revenues consist primarily of sales of the Company's disk sputtering systems and related equipment used to manufacture thin-film disks for computer hard disk drives, system components, electron beam processing equipment, flat panel display manufacturing equipment and related equipment and components ("Equipment") and contract research and development related to the development of highly sensitive electro-optical devices under government sponsored R&D contracts and sales of derivative products ("Photonics"). Net revenues from system sales are recognized upon customer acceptance. Net revenues from sales of related equipment and system components are recognized upon product shipment. Contract research and development revenue is recognized in accordance with contract terms, typically as costs are incurred. Net revenues decreased by 6% to $13.8 million for the three months ended September 25, 1999 from $14.7 million for the three months ended September 26, 1998. Net revenues from Equipment sales declined to $11.8 million for the three months ended September 25, 1999 from $13.1 million for the three months ended September 26, 1998. The decrease in net revenues from Equipment was due to decreases in sales of disk manufacturing equipment and electron beam processing equipment, which was partially offset by an increase in sales of flat panel manufacturing equipment. Net revenues from Photonics increased to $2.1 million for the three months ended September 25, 1999 from $1.5 million for the three months ended September 26, 1998. The increase in net revenues from Photonics was due primarily to an increase in revenue from contract research and development. The Company expects that total revenues will continue in the $5 million to $10 million range for each of the next two quarters.

International sales increased by 326% to $9.0 million for the three months ended September 25, 1999 from $2.1 million for the three months ended September 26, 1998. The increase in international sales was primarily due to an increase in net revenues from disk manufacturing equipment and to a lesser extent from an increase in flat panel manufacturing equipment. International sales constituted 65% of net revenues for the three months ended September 25, 1999 and 14% of net revenues for the three months ended September 26, 1998.

Backlog. The Company's backlog of orders for its products was $17.9 million at September 25, 1999 and $26.1 million at September 26, 1998. The reduction in backlog was primarily the result of a lower backlog of orders for disk and flat panel manufacturing equipment, which was partially offset by an higher backlog of orders for electron beam processing equipment. The Company includes in backlog the value of purchase orders for its products that have scheduled delivery dates.

Gross margin. Cost of net revenues consists primarily of purchased materials, royalties, fabrication, assembly, test, installation, warranty costs, scrap and costs attributable to contract research and development. Gross margin was 10.9% for the three months ended September 25, 1999 as compared to 27.1% for the three months ended September 26, 1998. Gross margin declined as the result of a high costs incurred on the delivery of the first MDP-250K disk sputtering system and from under-absorption of manufacturing overhead due to low manufacturing volume.

Research and development. Research and development expense consists primarily of prototype materials, salaries and related costs of employees engaged in ongoing research, design and development activities for disk manufacturing equipment, flat panel manufacturing equipment, electron beam processing equipment and research by the Photonics Division. Company funded research and development expense increased by 52% to $3.3 million for the three months ended September 25, 1999 from $2.2 million for the three months ended September 26, 1998, representing 23.8% and 14.7%, respectively, of net revenue. This increase was primarily the result of a lower level of cost sharing reimbursements from the Company's flat panel equipment development partner in the three month period ended September 25, 1999 relative to the prior year period. The reimbursements were unusually high in the three months ended September 26, 1998 because they represented a catch up of cost sharing credits related to approximately one year of flat panel development expense.

Research and development expenses do not include costs of $1.8 million and $1.4 million for the three-month periods ended September 25, 1999 and September 26, 1998 related to contract research and development. These expenses are included in cost of goods sold.

Research and development expenses also do not include costs of $0.4 million and $1.2 million for the three month periods ended September 25, 1999 and September 26, 1998, reimbursed under the terms of a research and development cost sharing agreement with the Company's Japanese flat panel manufacturing equipment development partner. Since 1993 the Company has received $9.5 million of funds under this cost sharing agreement.

Selling, general and administrative. Selling, general and administrative expense consists primarily of selling, marketing, customer support, financial, travel, management, legal and professional services. Domestic sales are made by the Company's direct sales force, whereas international sales are made by distributors that typically provide sales, installation, warranty and ongoing customer support. The Company also has a subsidiary in Singapore to support customers in Southeast Asia. The Company markets its flat panel manufacturing equipment to the Far East through its Japanese joint venture, IMAT. Selling, general and administrative expense decreased by 34% to $1.6 million for the three months ended September 25, 1999 from $2.5 million for the three months ended September 26, 1998, representing 11.7% and 16.8%, respectively, of net revenue. The lower level of expense was primarily due to a decline in selling, general and administrative headcount to 39 employees at September 25, 1999 from 84 employees at September 26, 1998 as the result of reductions in force in the Company's staff of contract and regular employees implemented in August 1998 and March 1999, attrition and the reallocation of certain administrative employees to operations.

Restructuring expense. In September 1999 the Company adopted a plan to reduce expenses. The expense reduction plan included closure of one of the buildings at its Santa Clara facility and a reduction in force of seven employees at the Company's facilities in Santa Clara, CA. The Company incurred a restructuring charge of $2.2 million related to the expense reduction plan. The significant components of this charge include $0.9 million for future rent due on the lease of the building (net of expected sublease income), $0.1 million for costs associated with operating the building through May 2000, $0.6 million for the write-off of leasehold improvements and $0.6 million for moving out of the building. Closure of the facility is expected to be complete by May 31, 2000.

Interest expense. Interest expense consists primarily of interest on the Company's convertible notes, and, to a lesser extent, interest on approximately $2.0 million of long-term debt related to the purchase of Cathode Technology in 1996. Interest expense declined to $0.9 million in the three-month period ended September 25, 1999 from $1.0 million in the three month period ended September 26, 1998. The decline in interest expense was primarily the result of the repurchase by the Company of $16.3 million of its 6.5% Convertible Notes Due 2004 (the "Convertible Notes") during 1999. The repurchase reduced the balance of 6 1/2% Convertible Subordinated Notes Due 2004 outstanding to $41.2 million at September 25, 1999 from $57.5 million at September 26, 1998.

Interest income and other, net. Interest income and other, net consists primarily of interest income on the Company's investments, foreign currency hedging gains and losses, early payment discounts on the purchase of inventories, goods and services and the Company's 49% share of the loss incurred by IMAT. Interest income and other, net increased by 21% to $1.3 million for the three months ended September 25, 1999 from $1.1 million for the three months ended September 26, 1998. Interest income and other, net for the three months ended September 25, 1999 included approximately $1.0 million of dividend income on the Preferred Share the Company owns in 601 California Avenue LLC and approximately $0.6 million of interest income which was partially offset by approximately $0.3 million of foreign currency hedging losses. The $1.0 million payment from 601 California Avenue LLC was equivalent to approximately two and one half years of accumulated dividends in arrears. Dividends on the Preferred Share are now current. Interest income and other, net for the three months ended September 26, 1998 included approximately $0.6 million of interest income and approximately $0.4 million of income related to the Company's interest in the capital stock of Chorus Corporation.

6 1/2% Convertible Subordinated Notes Due 2004. In July 1998, the Company's Board of Directors approved the repurchase in the open market of up to $19.0 of the Convertible Notes. The Company repurchased $12.3 million of these notes during the three months ended September 25, 1999 from which it recognized a gain of $2.9 million, net of applicable taxes.

Provision for (benefit from) income taxes. The Company's estimated effective tax rate for the three months ended September 25, 1999 was a benefit rate of 38% compared to a 33% effective tax rate for the three months ended September 26, 1998. The Company's estimated effective tax rates are based on estimated effective tax rates for the respective years. The Company's projected annual effective tax rates for 1999 and 1998 differ from the applicable statutory rates primarily due to benefits from the Company's foreign sales corporation and tax exempt interest income partially offset by nondeductible goodwill amortization.

Nine Months Ended September 25, 1999 and September 26, 1998

Net revenues. Net revenues decreased by 58% to $35.8 million for the nine months ended September 25, 1999 from $84.7 million for the nine months ended September 26, 1998. Net revenues from Equipment sales declined to $30.2 million for the nine months ended September 25, 1999 from $80.8 million for the nine months ended September 26, 1998. The decrease in net revenues from Equipment was due primarily to a decrease in sales of disk manufacturing equipment, and to a lesser extent, a decrease in sales of flat panel manufacturing equipment and electron beam processing equipment. Net revenues from Photonics increased to $5.6 million for the nine months ended September 25, 1999 from $4.0 million for the nine months ended September 26, 1998. The increase in net revenues from Photonics was due primarily to a increase in revenue from contract research and development, and to a lesser extent, sales of prototype LIVAR camera systems.

International sales decreased by 50% to $23.3 million for the nine months ended September 25, 1999 from $46.3 million for the nine months ended September 26, 1998. The decrease in international sales was primarily due to a decrease in net revenues from disk manufacturing equipment, and to a lesser extent, a decrease in net revenues from the sale of electron beam processing equipment. International sales constituted 65% of net revenues for the nine months ended September 25, 1999 and 55% of net revenues for the nine months ended September 26, 1998.

Gross margin. Gross margin was 7.5% for the nine months ended September 25, 1999 as compared to 27.9% for the nine months ended September 26, 1998. Gross margin declined as the result of the sale of three used disk sputtering systems at heavily discounted prices, establishment of a $0.4 million cost to market reserve on a used MDP-250B disk sputtering system remaining in inventory, high initial costs to complete the Company's first production rapid thermal processing system and first MDP-250K disk sputtering system, payment of $0.5M as part of the settlement of the patent claim with CVC Products, Inc. and under-absorption of manufacturing overhead due to low manufacturing volume.

Research and development. Company funded research and development expense increased by 22% to $11.1 million for the nine months ended September 25, 1999 from $9.1 million for the nine months ended September 26, 1998, representing 31.1% and 10.8%, respectively, of net revenue. This increase was primarily the result of increased expense for the development of rapid thermal processing flat panel manufacturing equipment, Photonics products and disk sputtering equipment.

Research and development expenses do not include costs of $4.5 million and $3.3 million for the nine-month periods ended September 25, 1999 and September 26, 1998 related to contract research and development. These expenses are included in cost of goods sold.

Research and development expenses also do not include costs of $0.7 million and $1.2 million in the nine month periods ended September 25, 1999 and September 26, 1998, reimbursed under the terms of a research and development cost sharing agreement with the Company's Japanese flat panel manufacturing equipment development partner.

Selling, general and administrative. Selling, general and administrative expense decreased by 34% to $5.6 million for the nine months ended September 25, 1999 from $8.5 million for the nine months ended September 26, 1998, representing 15.6% and 10.0%, respectively, of net revenue. The primary reason for the decrease was a lower level of selling, general and administrative expense in the Equipment Business. The lower level of expense was primarily due to a decline in selling, general and administrative headcount to 39 employees at September 25, 1999 from 84 employees at September 26, 1998 as the result of reductions in force in the Company's staff of contract and regular employees implemented in March 1998, August 1998 and March 1999 and the reallocation of certain administrative employees to operations.

Restructuring expense. Restructuring expense was $2.2 million and $1.2 million in the nine-month periods ended September 25, 1999 and September 26, 1998, respectively.

In September 1999 the Company adopted a plan to reduce expenses. The expense reduction plan included closure of one of the buildings at it's Santa Clara facility and a reduction in force of seven employees at the Company's facilities in Santa Clara, CA. The Company incurred a restructuring charge of $2.2 million related to the expense reduction plan. The significant components of this charge include $0.9 million for future rent due on the lease of the building (net of expected sublease income), $0.1 million for costs associated with operating the building through May 2000, $0.6 million for the write-off of leasehold improvements and $0.6 million for moving out of the building. Closure of the facility is expected to be complete by May 31, 2000.

In March 1999 the Company completed a reduction in force of approximately 10% of its worldwide staff and incurred employee severance costs of approximately $0.1 million. In March 1999 the Company also negotiated an early termination to its lease commitment in Rocklin, California which resulted in a $0.1 million reduction to previously expensed closure costs. This $0.1 million credit to restructuring costs was partially offset by the $0.1 million of restructuring costs related to the Company's March 1999 reduction in force.

In March 1998, the Company's management adopted a restructuring plan to relocate its Rapid Thermal Processing Operation from Rocklin to the Company's Santa Clara, California headquarters and to close the Rocklin facility. The restructuring plan also included an approximate 20% reduction in the worldwide staff of the Company's contract and regular employees. As a result of this plan, the Company expensed approximately $1.2 million of restructuring expense in the nine months ended September 26, 1998. The restructuring expense included approximately $0.8 million related to closure of the Rocklin facility and approximately $0.4 million of severance pay for terminated employees.

Interest expense. Interest expense declined to $2.9 million in the nine months ended September 25, 1999 from $3.1 million in the nine months ended September 26, 1998. The decline in interest expense was primarily the result of the repurchase by the Company of $16.3 million of its Convertible Notes during 1999.

Interest income and other, net. Interest income and other, net increased to $3.2 million for the nine months ended September 25, 1999 from $2.8 million for the nine months ended September 26, 1998.

Interest income and other, net for the nine months ended September 25, 1999 included approximately $1.0 million of dividend income on the Preferred Share the Company owns in 601 California Avenue LLC, approximately $1.7 million of interest income and approximately $0.5 million of foreign currency hedging gains.

Interest income and other, net for the nine months ended September 26, 1998 included approximately $2.2 million of interest income and approximately $0.4 million of income related to the Company's interest in the capital stock of Chorus Corporation

Discontinued operations. In the nine months ended September 26, 1998 the Company recorded a gain from discontinued operations of $1.0 million, net of applicable taxes, resulting from the reimbursement and reversal of excess warranty reserves related to the sale of the Company's night vision business in 1995.

6 1/2% Convertible Subordinated Notes Due 2004. The Company repurchased $16.3 million of its Convertible Notes during the nine months ended September 25, 1999 from which it recognized a gain of $3.8 million, net of applicable taxes.

Provision for (benefit from) income taxes. The Company's estimated effective tax rate for the nine months ended September 25, 1999 was a benefit rate of 38% compared to a 33% effective tax rate for the nine months ended September 26, 1998. The Company's estimated effective tax rates are based on estimated effective tax rates for the respective years. The Company's projected annual effective tax rates for 1999 and 1998 differ from the applicable statutory rates primarily due to benefits from the Company's foreign sales corporation and tax exempt interest income partially offset by nondeductible goodwill amortization.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operating activities used cash of $6.8 million for the nine months ended September 25, 1999. The cash used was due primarily to the net loss incurred by the Company, the non-cash gain on the purchase of Convertible Notes and a reduction in customer advances which were partially offset by a reduction in inventory and depreciation and amortization

The Company's investing activities provided cash of $17.3 million for the nine months ended September 25, 1999 as a result of the net sale of investments, which was partially offset by the purchase of fixed assets.

The Company's financing activities used cash of $10.6 million for the nine months ended September 25, 1999 as the result of the repurchase of the Company's Convertible Notes and the Company's common stock which was partially offset by the sale of the Company's common stock to its employees through the Company's employee benefit plans.

YEAR 2000

The Company is preparing for the impact of the arrival of the Year 2000 on its business, as well as on the business of its customers, suppliers and business partners. The "Year 2000 Issue" is a term used to describe the problems created by systems that are unable to accurately interpret dates after December 31, 1999. These problems are derived predominately from the fact that many software programs have historically categorized "years" in a two-digit format. The Year 2000 Issue creates potential risks for the Company, including potential problems in the Company's products as well as in the Information Technology ("IT") and non-IT systems that the Company uses in its business operations. The Company may also be exposed to risks from third parties with which the Company interacts who fail to adequately address their own Year 2000 Issues.

Intevac has nearly completed its efforts to address Year 2000 Issues both within and outside the Company. In addressing the Year 2000 issues and risks, the Company has focused its efforts on the Company's enterprise-wide and departmental operations, products, critical suppliers (including service providers) and key customers. Within Intevac, these efforts encompassed all major categories of computer systems in use by the Company, including those utilized in manufacturing, engineering, sales, finance and human resources. The Company's risk assessment includes understanding the Year 2000 readiness of its critical suppliers. The Company's risk assessment process associated with critical suppliers includes soliciting and analyzing responses to questionnaires, and, where necessary, follow-up with the supplier.

The Company has utilized a phased approach to identifying and remediating Year 2000 Issues. The first phase, compiling an inventory of all systems that face risks from Year 2000 Issues, was substantially completed by year-end 1998. The evaluation and remediation phases have been essentially completed. The majority of the validation and implementation work is now complete. The Company has acted to remedy issues as they are identified, while simultaneously completing its assessment of Year 2000 risks.

Corrective actions completed to internal systems include the implementation of system upgrades to the Company's materials and financial software, upgrades to file server operating systems, replacement of payroll and human resource software, patching of all major desktop software applications and testing of all desktop hardware. The Company has issued Product Information Bulletins and has sent other correspondence to its customers outlining the Year 2000 Issues faced by the Company's products and, where necessary, proposed fixes. The Company has received notice from most of its major suppliers and service providers that they are fully compliant.

Cost incurred to date in addressing Year 2000 Issues have not been, and are not expected to be, material. As the Company's risk assessment and correction activities continue, these cost estimates may change. In addition, the Company's total cost estimate does not include potential costs related to any customer or other claims resulting from the Company's failure to adequately correct Year 2000 issues.

The Company is taking all steps it believes are appropriate to identify and resolve any Year 2000 Issues. Although the Company does not expect any significant disruption to its operations or operating results as a result of Year 2000 Issues, there can be no assurance that the Company will be able to identify, assess and correct all Year 2000 Issues in a timely or successful manner. The Company's failure to identify, assess and correct Year 2000 Issues in a timely manner could have a material, adverse effect on the Company's business, financial condition and results of operations.

The Company believes that its most reasonably likely worst case Year 2000 scenario would relate to problems with systems of third parties which would create the greatest risks with infrastructure, including water and sewer services, electricity, transportation, telecommunications and critical suppliers of materials and supplies. The Company is assessing various scenarios and is preparing any necessary contingency plans.

The foregoing statements regarding the Company's Year 2000 plans and the Company's expectation for resolving these issues and costs associated therewith are forward-looking statements and actual results could vary. The Company's success in addressing Year 2000 Issues could be impacted by the severity of the problems to be resolved within the Company, by Year 2000 Issues affecting its suppliers and service providers and by the costs associated with third party consultants and software necessary to address these issues.

CERTAIN FACTORS WHICH MAY AFFECT FUTURE OPERATING RESULTS

Prolonged Downturn in the Disk Drive Industry

The disk drive industry has historically been cyclical and experienced periods of under- and over-supply of product. The industry's current downturn began in 1997 and has been particularly severe and long-lived. Most manufacturers of hard disk drives and their suppliers have reported substantial losses during this period. Many of these manufacturers attribute their problems to an excess supply of hard drives, or in the case of component suppliers, an excess supply of components for hard drives (including thin-film disks) and extremely competitive pricing.

The rapid increase in areal density of thin-film disks used in hard disk drives, combined with the increasing shift to low cost computers, has resulted in a rapid reduction in both the average selling price of hard disk drives and in the average number of disks required per hard disk drive. The result is that the overall unit demand for thin-film disks has been approximately flat since 1997 despite the continuing growth in unit shipments of personal computers and hard disk drives. This prolonged period of relatively flat demand for thin-film disks, combined with poor industry financial performance and the high cost of adding new capacity, has significantly reduced demand for new capital equipment used to manufacture thin-film disks used in disk drives, including the systems manufactured and marketed by the Company. The Company is not able to accurately predict when industry conditions will become more favorable to the sale of the Company's equipment.

Rapid Technical Change

The Company's ability to remain competitive requires substantial investments in research and development to advance its technologies. The failure to develop, manufacture and market new systems, or to enhance existing systems, would have a material adverse effect on the Company's business, financial condition and results of operations. In the past, the Company has experienced delays from time to time in the introduction of, and certain technical difficulties with, certain of its systems and enhancements. In addition, the Company's competitors can be expected to continue to develop and introduce new and enhanced products, any of which could cause a decline in market demand for the Company's systems or a reduction in the Company's margins as a result of intensified price competition.

The Company's success in developing and selling equipment depends upon a variety of factors, including accurate prediction of future customer requirements, technology advances, cost of ownership, introduction of new products on schedule, cost-effective manufacturing and product performance in the field. The Company's new product decisions and development commitments must anticipate continuously evolving industry requirements significantly in advance of sales. Any failure to accurately predict customer requirements and to develop new generations of products to meet those requirements would have a sustained material adverse effect on the Company's business, financial condition and results of operations. New product transitions could adversely affect sales of existing systems, and product introductions could contribute to quarterly fluctuations in operating results as orders for new products commence and orders for existing products decline. There can be no assurance that the Company will be successful in selecting, developing, manufacturing and marketing new products or enhancements of existing products.

For example, changes in the manufacturing processes for thin-film disks could have a material adverse effect on the Company's business, financial condition and results of operations. The Company anticipates continued rapid changes in the requirements of the disk drive industry and thin-film disk manufacturing technologies. There can be no assurance that the Company will be able to develop, manufacture and sell systems that respond adequately to such changes. In addition, the computer disk drive industry is subject to constantly evolving technological standards. There can be no assurance that future technological innovations will not reduce demand for thin-film disks. The Company's business, financial condition and results of operations could be materially adversely affected by any trend toward technology that would replace thin-film disks as a storage medium.

Competition

The Company experiences intense competition in the Equipment Business. For example, the Company's disk sputtering business experiences competition worldwide from two principal competitors, Balzers A.G. ("Balzers") and Anelva Corporation ("Anelva"), each of which is a large manufacturer of complex vacuum equipment and thin-film disk manufacturing systems and has sold a substantial number of thin-film disk sputtering machines worldwide. Both Balzers and Anelva have substantially greater financial, technical, marketing, manufacturing and other resources than the Company. There can be no assurance that the Company's competitors will not develop enhancements to, or future generations of, competitive products that will offer superior price or performance features or that new competitors will not enter the Company's markets and develop such enhanced products.

Given the lengthy sales cycle and the significant investment required to integrate equipment into the manufacturing process, the Company believes that once a manufacturer has selected a particular supplier's equipment for a specific application, that manufacturer generally relies upon that supplier's equipment and frequently will continue to purchase any additional equipment for that application from the same supplier. Accordingly, competition for customers in the equipment industry is intense, and suppliers of equipment may offer substantial pricing concessions and incentives to attract new customers or retain existing customers.

International Operations and Foreign Exchange Exposure

Sales and operating activities outside of the United States are subject to certain inherent risks, including fluctuations in the value of the United States dollar relative to foreign currencies, tariffs, quotas, taxes and other market barriers, political and economic instability, restrictions on the export or import of technology, potentially limited intellectual property protection, difficulties in staffing and managing international operations and potentially adverse tax consequences. The Company earns a significant portion of its revenue from international sales, and these sales have included the installation of the Company's products in European countries and Far Eastern countries such as Japan, Singapore, Malaysia, Korea, Thailand, and Taiwan. All of the Far Eastern countries with which the Company does business have banking systems and foreign currencies that have experienced serious troubles and therefore subject the Company's customers to substantial business risks. There can be no assurance that any of these factors will not have a material adverse effect on the Company's business, financial condition or results of operations. In particular, although the Company's international sales have historically been denominated in United States dollars, such sales will not all be denominated in dollars in the future, and currency exchange fluctuations in countries where the Company does business could materially adversely the Company's business, financial condition and results of operations.

The Company's two principal competitors for disk sputtering equipment are based in foreign countries and have cost structures based on foreign currencies. Accordingly, currency fluctuations could cause the Company's products to be more, or less, competitive than its competitors' products. Currency fluctuations will decrease, or increase, the Company's cost structure relative to those of its competitors, which could impact the Company's gross margins. For example, during 1998 the exchange rate for Japanese Yen fluctuated between approximately 113 Yen/$ and 147 Yen/$. The Company generally quotes and sells its products in US dollars. However, for certain Japanese customers, the Company quotes and sells its products in Japanese Yen. The Company, from time to time, enters into foreign currency contracts in an effort to reduce the overall risk of currency fluctuations to the Company's business. However, there can be no assurance that the offer and sale of products in foreign denominated currencies, and the related foreign currency hedging activities will not materially adversely affect the Company's financial condition and results of operations.

Fluctuation in Operating Results

Over the last eleven quarters the Company's operating income or (loss) as a percentage of net revenues has fluctuated between approximately (55%) to 16% of net revenues. The Company anticipates that its operating margin will continue to fluctuate. As a result, the Company believes that period-to-period comparisons of its results of operations are not necessarily meaningful and should not be relied upon as indications of future performance.

Diversification and Potential Acquisitions

The Company routinely evaluates acquisition candidates and other diversification strategies. There can be no assurance that the Company's efforts in these areas will be successful. The Company completed one acquisition in 1997 and three acquisitions in 1996. Any future acquisition may result in potentially dilutive issuance of equity securities, the write-off of in-process research and development and the assumption of debt and contingent liabilities, any of which could materially adversely affect the Company's business, financial condition and results of operations. Additionally, as a result of the Company's ongoing repurchase of its stock in the open market, the Company may not be able to use the "pooling of interests" method of accounting in some acquisitions, and the Company may therefore be required to amortize any intangible assets acquired in connection with any acquisition.

Additionally, unanticipated expenses may be incurred relating to the integration of technologies, research and development, and administrative functions. Any acquisition will involve numerous risks, including difficulties in the assimilation of the acquired company's employees, operations and products, uncertainties associated with operating in new markets and working with new customers, and the potential loss of the acquired company's key employees.

Manufacturing

The Company's Equipment products have a large number of components and are highly complex systems. The Company's Photonics products are complex devices that require highly sophisticated manufacturing techniques utilizing advanced materials science and vacuum processing. The Company may experience delays and technical and manufacturing difficulties in future introductions or volume production of new systems and devices. In addition, some of the systems built by the Company must be customized to meet individual customer site or operating requirements. The Company has limited manufacturing capacity and may be unable to complete the development or meet the technical specifications of its new systems and devices or to manufacture and ship these systems and devices in a timely manner. Such an occurrence would materially adversely affect the Company's business, financial condition and results of operations as well as its relationships with customers. In addition, the Company may incur substantial unanticipated costs early in a product's life cycle, such as increased cost of materials due to expediting charges, other purchasing inefficiencies and greater than expected installation and support costs which cannot be passed on to the customer. In certain instances, the Company is dependent upon a sole supplier or a limited number of suppliers, or has qualified only a single or limited number of suppliers, for certain complex components or sub-assemblies utilized in its products. Any of such events could materially adversely affect the Company's business, financial condition and results of operations.

Intellectual Property

There can be no assurance that any of the Company's patent applications will be allowed or that any of the allowed applications will be issued as patents. There can be no assurance that any patent owned by the Company will not be invalidated, deemed unenforceable, circumvented or challenged, that the rights granted thereunder will provide competitive advantages to the Company or that any of the Company's pending or future patent applications will be issued with claims of the scope sought by the Company, if at all. Furthermore, there can be no assurance that others will not develop similar products, duplicate the Company's products or design around the patents owned by the Company. In addition, there can be no assurance that foreign patent rights, intellectual property laws or the Company's agreements will protect the Company's intellectual property rights. Failure to protect the Company's intellectual property rights could have a material adverse effect upon the Company's business, financial condition and results of operations.

There has been substantial litigation in the technology industry regarding intellectual property rights. The Company has from time to time received claims that it is infringing third parties' intellectual property rights. In August 1993, Rockwell International Corporation ("Rockwell") sued the Federal government alleging infringement of certain patent rights with respect to the contracts the Federal government has had with a number of companies, including Intevac. The Federal government has notified Intevac that it may be liable in connection with contracts for certain products in the Company's discontinued night vision business. In January 1999, a settlement was negotiated between the Federal government and Rockwell and approved by the court. Under the settlement, all of Intevac's exposure related to government sales is eliminated. Rockwell has not pursued any claims related to non-governmental sales of the products in question.

There can be no assurance that third parties will not in the future claim infringement by the Company with respect to current or future patents, trademarks, or other proprietary rights relating to the Company's disk sputtering systems, flat panel manufacturing equipment or other products. Any present or future claims, with or without merit, could be time-consuming, result in costly litigation, cause product shipment delays or require the Company to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to the Company, or at all. Any of the foregoing could have a material adverse effect upon the Company's business, operating results and financial condition.

In addition, the Company believes that one of its competitors may be infringing the Company's patent rights in connection with products currently being offered by this competitor. Although the Company has not undertaken formal legal proceedings, the Company has informed this competitor that the Company believes its patent rights are being infringed and that the Company may undertake litigation to protect its patent rights if necessary. If undertaken, such litigation could be costly, time-consuming and result in legal claims being made against the Company. This could have a material adverse effect on the Company's business, operating results and financial condition, and, in addition, there could be no assurance that the Company would ultimately prevail in any such litigation.

Leverage

In connection with the sale of $57.5 million of its 6 1/2% Convertible Subordinated Notes Due 2004 in February 1997, the Company incurred a substantial increase in the ratio of long-term debt to total capitalization (shareholders' equity plus long-term debt). The ratio at December 31, 1998 and 1997 was approximately 59.5% and 58.4%, respectively. As a result of this indebtedness, the Company incurred substantial principal and interest obligations. The degree to which the Company is leveraged could have a material adverse effect on the Company's ability to obtain additional financing for working capital, acquisitions or other purposes and could make it more vulnerable to industry downturns and competitive pressures. The Company's ability to meet its debt service obligations will be dependent on the Company's future performance, which will be subject to financial, business and other factors affecting the operations of the Company, many of which are beyond its control.

Retention of Employees

The Company believes that it has good relations with its employees. None of the Company's employees is represented by a labor union, and the Company has never experienced a work stoppage. The Company's operating results will depend in significant part upon its ability to retain and attract qualified management, engineering, marketing, manufacturing, customer support, sales and administrative personnel. Competition in northern California for such personnel is intense and there can be no assurance that the Company will be successful in attracting and retaining such personnel. The failure to attract and retain such personnel could make it difficult to undertake or could significantly delay the Company's research and development efforts and any necessary expansion of its manufacturing capabilities or other activities, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Possible Volatility of Stock Price

The Company believes that factors such as announcements of developments related to the Company's business, fluctuations in the Company's operating results, failure to meet securities analysts' expectations, general conditions in the disk drive and thin-film media manufacturing industries and the worldwide economy, announcements of technological innovations, new systems or product enhancements by the Company or its competitors, fluctuations in the level of cooperative development funding, acquisitions, changes in governmental regulations, developments in patents or other intellectual property rights and changes in the Company's relationships with customers and suppliers could cause the price of the Company's Common Stock to fluctuate substantially. In addition, in recent years the stock market in general, and the market for small capitalization and high technology stocks in particular, has experienced extreme price fluctuations which have often been unrelated to the operating performance of affected companies. Such fluctuations could adversely affect the market price of the Company's Common Stock.

Concentration of Stock Ownership

Based on the shares outstanding on December 31, 1998, the present directors and their affiliates and executive officers, in the aggregate, own beneficially approximately 56.7% of the Company's outstanding shares of Common Stock. As a result, these shareholders, acting together, are able to effectively control all matters requiring approval by the shareholders of the Company, including the election of a majority of the directors and approval of significant corporate transactions.

Environmental Regulations

The Company is subject to a variety of governmental regulations relating to the use, storage, discharge, handling, emission, generation, manufacture, treatment and disposal of toxic or other hazardous substances, chemicals, materials or waste. Any failure to comply with current or future regulations could result in substantial civil penalties or criminal fines being imposed on the Company or its officers, directors or employees, suspension of production, alteration of its manufacturing process or cessation of operations. Such regulations could require the Company to acquire expensive remediation or abatement equipment or to incur substantial expenses to comply with environmental regulations. Any failure by the Company to properly manage the use, disposal or storage of, or adequately restrict the release of, hazardous or toxic substances could subject the Company to significant liabilities.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Reference is made to Part III, Item 7, Quantitative and Qualitative Disclosures About Market Risk, in the Registrant's Annual Report on Form 10-K for the year ended December 31, 1998.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On June 12, 1996 two Australian Army Black Hawk Helicopters collided in midair during nighttime maneuvers. Eighteen Australian servicemen perished and twelve were injured. The Company was named as a defendant in a lawsuit related to this crash. The lawsuit was filed in Stamford, Connecticut Superior Court on June 10, 1999 by Mark Durkin, the administrator of the estates of the deceased crew members, the injured crew members and the spouses of the deceased and/or injured crew members. Included in the suit's allegations are assertions that the crash was caused by defective night vision goggles. The suit names three US manufacturers of military night vision goggles, of which Intevac was one. The suit also names the manufacturer of the pilot's helmets, two manufacturers of night vision system test equipment and the manufacturer of the helicopter. The suit claims damages for 13 personnel killed in the crash, 5 personnel injured in the crash and spouses of those killed or injured.

It is known that the Australian Army established a Board of Inquiry to investigate the accident and that the Board of Inquiry concluded that the accident was not caused by defective night vision goggles. Preliminary investigations lead the Company to believe that it has meritorious defenses against the Durkin suit. However, there can be no assurance that the resolution of the suit will not have a material adverse effect on the Company's business, operating results and financial condition.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY-HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) The following exhibits are filed herewith:

EXHIBIT NUMBER	DESCRIPTION
27.1..	Financial Data Schedule

(b) Reports on Form 8-K:

None.

SIGNATURES

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 thereunto duly authorized.

INTEVAC, INC.

Date: November 3, 1999	*By: /s/ NORMAN H. POND* ------------------------------------ *Norman H. Pond* *Chairman of the Board, President and Chief Executive Officer* *(Principal Executive Officer)*
Date: November 3, 1999	*By: /s/ CHARLES B. EDDY III* ------------------------------------ *Charles B. Eddy III* *Vice President, Finance and Administration,* *Chief Financial Officer,* *Treasurer and Secretary* *(Principal Financial and Accounting Officer)*

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
27.1..	Financial Data Schedule

ARTICLE 5

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONDENSED CONSOLIDATED BALANCE SHEET AT SEPTEMBER 25, 1999 (UNAUDITED) AND THE CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (UNAUDITED) FOR THE NINE MONTHS ENDED SEPTEMBER 25, 1999 AND QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

MULTIPLIER: 1000

PERIOD TYPE	9 MOS
FISCAL YEAR END	DEC 31 1999
PERIOD START	JAN 01 1999
PERIOD END	SEP 25 1999
CASH	3,899
SECURITIES	38,490
RECEIVABLES	10,506
ALLOWANCES	1,698
INVENTORY	19,695
CURRENT ASSETS	78,433
PP&E	22,009
DEPRECIATION	12,310
TOTAL ASSETS	95,513
CURRENT LIABILITIES	18,937
BONDS	43,163
PREFERRED MANDATORY	0
PREFERRED	0
COMMON	17,050
OTHER SE	16,338
TOTAL LIABILITY AND EQUITY	95,513
SALES	35,841
TOTAL REVENUES	35,841
CGS	33,169
TOTAL COSTS	33,169
OTHER EXPENSES	18,812
LOSS PROVISION	127
INTEREST EXPENSE	2,919
INCOME PRETAX	(15,973)
INCOME TAX	(6,070)
INCOME CONTINUING	(9,903)
DISCONTINUED	0
EXTRAORDINARY	3,844
CHANGES	0
NET INCOME	(6,059)
EPS BASIC	(0.51)
EPS DILUTED	(0.51)

End of Filing