
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 10-Q

(MARK ONE)

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

For the quarterly period ended April 2, 2022

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)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3125814
(IRS Employer
Identification No.)

3560 Bassett Street
Santa Clara, California 95054
(Address of principal executive office, including Zip Code)

Registrant's telephone number, including area code: (408) 986-9888

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (\$0.001 par value)	IVAC	The Nasdaq Stock Market LLC (Nasdaq) Global Select

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 No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

On May 10, 2022, 25,059,237 shares of the registrant's Common Stock, \$0.001 par value, were outstanding.

[Table of Contents](#)

INTEVAC, INC.

INDEX

<u>No.</u>		<u>Page</u>
	<u>PART I. FINANCIAL INFORMATION</u>	
Item 1.	Financial Statements (unaudited)	
	Condensed Consolidated Balance Sheets	3
	Condensed Consolidated Statements of Operations	4
	Condensed Consolidated Statements of Comprehensive Loss	5
	Condensed Consolidated Statements of Cash Flows	6
	Notes to Condensed Consolidated Financial Statements	7
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	20
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	27
Item 4.	Controls and Procedures	27
	<u>PART II. OTHER INFORMATION</u>	
Item 1.	Legal Proceedings	28
Item 1A.	Risk Factors	28
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	34
Item 3.	Defaults Upon Senior Securities	34
Item 4.	Mine Safety Disclosures	34
Item 5.	Other Information	34
Item 6.	Exhibits	35
	<u>SIGNATURES</u>	36

PART I. FINANCIAL INFORMATION

Item 1. *Financial Statements*

INTEVAC, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	April 2, 2022	January 1, 2022
	(Unaudited)	
	(In thousands, except par value)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 98,034	\$ 102,728
Short-term investments	8,941	10,221
Trade and other accounts receivable, net of allowances of \$0 at both April 2, 2022 and January 1, 2022	17,054	14,261
Inventories	8,908	5,791
Prepaid expenses and other current assets	1,778	1,827
Total current assets	134,715	134,828
Long-term investments	9,407	7,427
Restricted cash	786	786
Property, plant and equipment, net	3,372	4,759
Operating lease right-of-use-assets	3,966	4,520
Deferred income taxes and other long-term assets	5,406	5,449
Total assets	<u>\$ 157,652</u>	<u>\$ 157,769</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current operating lease liabilities	\$ 3,188	\$ 3,119
Accounts payable	3,915	5,320
Accrued payroll and related liabilities	3,319	5,505
Other accrued liabilities	2,971	3,665
Customer advances	15,320	2,107
Total current liabilities	28,713	19,716
Noncurrent liabilities:		
Noncurrent operating lease liabilities	2,854	3,675
Other long-term liabilities	270	363
Total noncurrent liabilities	3,124	4,038
Stockholders' equity:		
Common stock, \$0.001 par value	25	25
Additional paid-in capital	198,935	199,073
Treasury stock, 5,087 shares at both April 2, 2022 and at January 1, 2022	(29,551)	(29,551)
Accumulated other comprehensive income	371	578
Accumulated deficit	(43,965)	(36,110)
Total stockholders' equity	125,815	134,015
Total liabilities and stockholders' equity	<u>\$ 157,652</u>	<u>\$ 157,769</u>

Note: Amounts as of January 1, 2022 are derived from the January 1, 2022 audited consolidated financial statements.

See accompanying notes.

INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(Unaudited)	
	(In thousands, except per share amounts)	
Net revenues	\$ 4,445	\$ 9,238
Cost of net revenues	3,722	7,104
Gross profit	723	2,134
Operating expenses:		
Research and development	4,160	3,365
Selling, general and administrative	4,249	4,334
Total operating expenses	8,409	7,699
Loss from operations	(7,686)	(5,565)
Interest income and other income (expense), net	(8)	29
Loss from continuing operations before provision for income taxes	(7,694)	(5,536)
Provision for income taxes	26	32
Net loss from continuing operations	(7,720)	(5,568)
Net loss from discontinued operations, net of taxes	(135)	(936)
Net loss	(7,855)	(6,504)
Net loss per share:		
Basic and diluted – continuing operations	\$ (0.31)	\$ (0.23)
Basic and diluted – discontinued operations	\$ (0.01)	\$ (0.04)
Basic and diluted – net loss	\$ (0.32)	\$ (0.27)
Weighted average common shares outstanding:		
Basic and diluted	24,800	24,033

See accompanying notes.

INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	<u>Three Months Ended</u>	
	<u>April 2,</u>	<u>April 3,</u>
	<u>2022</u>	<u>2021</u>
	<u>(Unaudited)</u>	
	<u>(In thousands)</u>	
Net loss	<u>\$ (7,855)</u>	<u>\$ (6,504)</u>
Other comprehensive loss, before tax:		
Change in unrealized net gain (loss) on available-for-sale investments	(174)	(20)
Foreign currency translation losses	(33)	(68)
Other comprehensive loss, before tax	<u>(207)</u>	<u>(88)</u>
Income tax provision related to items in other comprehensive loss	—	—
Other comprehensive loss, net of tax	<u>(207)</u>	<u>(88)</u>
Comprehensive loss	<u>\$ (8,062)</u>	<u>\$ (6,592)</u>

See accompanying notes.

INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	<u>Three Months Ended</u>	
	<u>April 2,</u>	<u>April 3,</u>
	<u>2022</u>	<u>2021</u>
	<u>(Unaudited)</u>	
	<u>(In thousands)</u>	
Operating activities		
Net loss	\$ (7,855)	\$ (6,504)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	445	791
Net amortization (accretion) of investment premiums and discounts	17	33
Equity-based compensation	(1,036)	968
Straight-line rent adjustment and amortization of lease incentives	(198)	(115)
Loss on disposal of fixed assets	1,453	—
Deferred income taxes	(6)	(40)
Changes in operating assets and liabilities	3,130	7,399
Total adjustments	<u>3,805</u>	<u>9,036</u>
Net cash provided by (used in) operating activities	(4,050)	2,532
Investing activities		
Purchases of investments	(6,525)	(5,962)
Proceeds from sales and maturities of investments	5,634	6,140
Purchases of leasehold improvements and equipment	(618)	(243)
Net cash used in investing activities	(1,509)	(65)
Financing activities		
Proceeds from issuance of common stock	1,033	1,096
Taxes paid related to net share settlement	(135)	(20)
Net cash provided by financing activities	<u>898</u>	<u>1,076</u>
Effect of exchange rate changes on cash and cash equivalents	(33)	(68)
Net increase (decrease) in cash, cash equivalents and restricted cash	(4,694)	3,475
Cash, cash equivalents and restricted cash at beginning of period	<u>103,514</u>	<u>30,128</u>
Cash, cash equivalents and restricted cash at end of period	<u>\$ 98,820</u>	<u>\$33,603</u>

See accompanying notes.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Description of Business and Basis of Presentation

Description of Business

Intevac, Inc. (together with its subsidiaries, “Intevac”, the “Company” or “we”) is a leader in the design and development of high-productivity, thin-film processing systems. Intevac’s production-proven platforms are designed for high-volume manufacturing of substrates with precise thin-film properties, such as for the hard disk drive (“HDD”) and display cover panel (“DCP”) markets.

Principles of Consolidation and Basis of Presentation

The condensed consolidated financial statements include the accounts of Intevac, Inc. and its subsidiaries after elimination of inter-company balances and transactions.

In the opinion of management, the unaudited interim condensed consolidated financial statements of Intevac included herein have been prepared on a basis consistent with the January 1, 2022 audited consolidated financial statements and include all material adjustments, consisting of normal recurring adjustments, necessary to fairly present the information set forth therein.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

Reportable Segment

During fiscal 2021, we sold the business of one of our reporting segments, Photonics. Therefore, we have one reportable segment remaining. See Note 2 for additional disclosure related to discontinued operations.

The remaining segment, Thin Film Equipment (“TFE”), designs, develops and markets vacuum process equipment solutions for high-volume manufacturing of small substrates with precise thin-film properties, such as for the HDD, and DCP markets, as well as other adjacent thin-film markets. The TFE segment also previously designed, developed and marketed manufacturing equipment for the photovoltaic (“PV”) solar cell and advanced semiconductor packaging industries.

In March 2022, the Company’s management approved a restructuring plan to realign the Company’s operational focus, scale the business and improve costs. The restructuring program includes (i) reducing the Company’s headcount and (ii) eliminating several research and development (“R&D”) programs and product offerings. As part of this realignment effort, the Company will no longer be pursuing several DCP projects, including the coating of the backside covers of smartphones, PV solar ion implantation (also known as ENERGI®), and advanced semiconductor packaging.

Reclassification of Prior Periods

On December 30, 2021, the Company completed the sale of its Photonics business to EOTECH, LLC, a Michigan limited liability company (“EOTECH” or the “Buyer”). Due to the sale of the Photonics business during the fourth quarter of 2021, we have classified the results of the Photonics business as discontinued operations in our condensed consolidated statements of operations for all periods presented. See Note 2 for additional disclosure related to discontinued operations. All amounts included in the Notes to Condensed Consolidated Financial Statements relate to continuing operations unless otherwise noted.

2. Divestiture and Discontinued Operations

Sale of Photonics

On December 30, 2021, the Company entered into an asset purchase agreement (the “Purchase Agreement”) with EOTECH, governing the sale of the Company’s Photonics business to EOTECH in exchange for (i) \$70.0 million in cash consideration (as may be increased or decreased by certain closing net working capital adjustments), (ii) up to \$30.0 million in earnout payments and (iii) the assumption by EOTECH of certain liabilities of the Photonics business as specified in the Purchase Agreement. The transaction closed

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

on December 30, 2021. Under the Purchase Agreement, EOTECH has also agreed to pay to the Company, if earned, earnout payments of up to an aggregate of \$30.0 million based on achievement of fiscal year 2023, 2024 and 2025 Photonics segment revenue targets for the Integrated Visual Augmentation System (“IVAS”) program as specified in the Purchase Agreement. At any time prior to December 31, 2024, EOTECH may elect to pay to the Company \$14.0 million, which would terminate EOTECH’s obligations with respect to any remaining earnout payments. The cash proceeds do not include any estimated future payments from the revenue earnout as the Company has elected to record the proceeds when the consideration is deemed realizable. The Company believes this disposition will allow it to benefit from a streamlined business model, simplified operating structure, and enhanced management focus.

In connection with the Photonics sale, the Company and EOTECH have entered into a Transition Service Agreement (“TSA”) and a Lease Assignment Agreement. The TSA outlines the information technology, people, and facility support the parties will provide to each other for a period anticipated to be up to six months after the closing of the sale. The Lease Assignment Agreement assigns the lease obligation for two buildings in the Company’s California campus to EOTECH. As part of the assignment, the Company has agreed to subsidize a portion of EOTECH’s lease payments through the remainder of the lease term which expires in March 2024.

TSA fees earned since the divestiture were \$787,000 for the three months ended April 2, 2022. The agreed-upon charges for such services are generally intended to allow the service provider to recover all costs and expenses of providing such services. The TSA fees were included in selling, general and administrative expenses and cost of sales, respectively, in the Company’s condensed consolidated statement of operations. Additionally, during the three months ended April 2, 2022, the Company sold inventory in the amount of \$117,000 to EOTECH. As of April 2, 2022, accounts receivable from EOTECH of \$370,000 were included in trade and other accounts receivable in the Company’s condensed consolidated balance sheets.

Based on its magnitude and because the Company exited certain markets, the sale of the Photonics segment represents a significant strategic shift that has a material effect on the Company’s operations and financial results, and the Company has separately reported the results of its Photonics segment as discontinued operations in the condensed consolidated statements of operations for the three months ended April 2, 2022 and April 3, 2021.

The operating results of the discontinued operations only reflect revenues and expenses that are directly attributable to the Photonics segment that have been eliminated from continuing operations. Previously reported expenses for the Photonics segment have been recast to exclude certain allocated expenses that are not directly attributable to the Photonics segment. The key components from discontinued operations related to the Photonics segment are as follows:

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(in thousands)	
Net revenues:		
Systems and components	\$ —	\$3,822
Technology development	—	3,181
Total net revenues	—	7,003
Cost of net revenues:		
Systems and components	—	2,860
Technology development	—	3,223
Total cost of net revenues	—	6,083
Gross profit	—	920
Operating expenses:		
Research and development	—	260
Selling, general and administrative	135	1,596
Total operating expenses	135	1,856
Operating loss – discontinued operations	(135)	(936)
Other income (expense) – discontinued operations	—	—
Loss from discontinued operations before provision for (benefit from) income taxes	(135)	(936)
Provision for (benefit from) income taxes	—	—
Net loss from discontinued operations net of taxes	<u>\$ (135)</u>	<u>\$ (936)</u>

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The cash flows related to discontinued operations have not been segregated and are included in the condensed consolidated statements of cash flows. The following table presents cash flow and non-cash information related to discontinued operations for the three months ended April 2, 2022 and April 3, 2021:

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(in thousands)	
Depreciation and amortization	\$ —	\$ 285
Equity-based compensation	\$ (330)	\$ 272
Purchase of leasehold improvements and equipment	\$ —	\$ 73

3. Revenue

The following tables represent a disaggregation of revenue from contracts with customers for the three months ended April 2, 2022 and April 3, 2021.

Major Products and Service Lines

	Three Months Ended April 2, 2022				Three Months Ended April 3, 2021					
	HDD	DCP	PV	Total	(in thousands)					
	HDD	DCP	PV	ASP	Total	HDD	DCP	PV	ASP	Total
Systems, upgrades and spare parts	\$3,123	\$—	\$53	\$3,176	\$3,585	\$—	\$111	\$3,850	\$7,546	
Field service	1,263	—	6	1,269	1,636	14	42	—	1,692	
Total TFE net revenues	<u>\$4,386</u>	<u>\$—</u>	<u>\$59</u>	<u>\$4,445</u>	<u>\$5,221</u>	<u>\$ 14</u>	<u>\$153</u>	<u>\$3,850</u>	<u>\$9,238</u>	

Revenue by Geographic Region

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(in thousands)	
United States	\$ 294	\$ 367
Asia	4,151	5,021
Europe	—	3,850
Total net revenues	<u>\$ 4,445</u>	<u>\$ 9,238</u>

Timing of Revenue Recognition

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(in thousands)	
Products transferred at a point in time	\$ 4,445	\$ 9,238
Products and services transferred over time	—	—
Total net revenues	<u>\$ 4,445</u>	<u>\$ 9,238</u>

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The following table reflects the changes in our contract assets, which we classify as accounts receivable, unbilled, and our contract liabilities, which we classify as deferred revenue and customer advances, for the three months ended April 2 2022.

	<u>April 2, 2022</u>	<u>January 1, 2022</u> (in thousands)	<u>Three Months Change</u>
Contract assets:			
Accounts receivable, unbilled	\$ —	\$ 99	\$ (99)
Contract liabilities:			
Deferred revenue	\$ 55	\$ 65	\$ (10)
Customer advances	15,320	2,107	13,213
	<u>\$15,375</u>	<u>\$ 2,172</u>	<u>\$ 13,203</u>

Accounts receivable, unbilled represents a contract asset for revenue that has been recognized in advance of billing the customer. For our system and certain upgrade sales, our customers generally pay in three installments, with a portion of the system price billed upon receipt of an order, a portion of the price billed upon shipment, and the balance of the price due upon completion of installation and acceptance of the system at the customer's factory. Accounts receivable, unbilled generally represents the balance of the system price that is due upon completion of installation and acceptance, less, the amount that has been deferred as revenue for the performance of the installation tasks. During the three months ended April 2, 2022, contract assets decreased by \$99,000 primarily due to the billing of accrued revenue related to spare parts sold to a customer as of January 1, 2022.

Customer advances generally represent a contract liability for amounts billed to the customer prior to transferring goods. The Company has elected to use the practical expedient to disregard the effect of the time value of money in a significant financing component when its payment terms are less than one year. These contract advances are liquidated when revenue is recognized. Deferred revenue generally represents a contract liability for amounts billed to a customer for completed systems at the customer site that are undergoing installation and acceptance testing where transfer of control has not yet occurred as Intevac does not yet have a demonstrated history of meeting the acceptance criteria upon the customer's receipt of product. During the three months ended April 2, 2022, we recognized revenue of \$59,000 and \$10,000 that was included in customer advances and deferred revenue, respectively, at the beginning of the period.

On April 2, 2022, we had \$87.2 million of remaining performance obligations, which we also refer to as total backlog. We expect to recognize approximately 36% of our remaining performance obligations as revenue in 2022 and 64% in 2023.

4. Inventories

Inventories are stated at the lower of average cost or net realizable value and consist of the following:

	<u>April 2, 2022</u>	<u>January 1, 2022</u> (in thousands)
Raw materials	\$6,346	\$ 5,323
Work-in-progress	2,562	468
	<u>\$8,908</u>	<u>\$ 5,791</u>

5. Equity-Based Compensation

At April 2, 2022, Intevac had equity-based awards outstanding under the 2020 Equity Incentive Plan, the 2012 Equity Incentive Plan, the 2022 Inducement Equity Incentive Plan (the "Inducement Plan") (together, the "Plans") and the 2003 Employee Stock Purchase Plan (the "ESPP"). Intevac's stockholders approved the 2020 Equity Incentive Plan, the 2012 Equity Incentive Plan and the ESPP. The Plans permit the grant of incentive or non-statutory stock options, performance-based stock options ("PSOs"), restricted stock, stock appreciation rights, restricted stock units ("RSUs"), performance-based restricted stock units ("PRSUs") and performance shares.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

On January 19, 2022, Intevac's Board of Directors adopted the Inducement Plan and, subject to the adjustment provisions of the Inducement Plan, reserved 1,200,000 shares of the Company's common stock for issuance pursuant to equity awards granted under the Inducement Plan. The Inducement Plan provides for the grant of equity-based awards, including nonstatutory stock options, restricted stock units, restricted stock, stock appreciation rights, performance shares and performance units, and its terms are substantially similar to the Company's 2020 Equity Incentive Plan. The Inducement Plan was adopted without stockholder approval pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules. In accordance with that rule, awards under the Inducement Plan may only be made to individuals not previously employees or non-employee directors of the Company (or following such individuals' bona fide period of non-employment with the Company), as an inducement material to the individuals' entry into employment with the Company.

The ESPP provides that eligible employees may purchase Intevac's common stock through payroll deductions at a price equal to 85% of the lower of the fair market value at the entry date of the applicable offering period or at the end of each applicable purchase interval. Offering periods are generally two years in length and consist of a series of six-month purchase intervals. Eligible employees may join the ESPP at the beginning of any six-month purchase interval. Under the terms of the ESPP, employees can choose to have up to 50% of their base earnings withheld to purchase Intevac common stock (not to exceed \$25,000 per year).

Compensation Expense

The effect of recording equity-based compensation for the three-month periods ended April 2, 2022 and April 3, 2021 was as follows:

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(In thousands)	
Equity-based compensation by type of award:		
Stock options	\$ (171)	\$ 75
RSUs	(728)	543
ESPP purchase rights	(137)	350
Total equity-based compensation	<u>\$ (1,036)</u>	<u>\$ 968</u>

Included in the table above are:

- (a) A reversal of \$1.3 million in equity-based compensation expense related to forfeitures of awards due to our reduction in workforce and a \$37,000 benefit related to the modification of certain stock-based awards for the three months ended April 2, 2022. (See Note 13. Restructuring and Other Costs, Net.); and
- (b) Equity-based compensation reported in discontinued operations of (\$330,000) and \$272,000 for the three months ended April 2, 2022 and April 3, 2021, respectively. Equity-based compensation expense allocated to discontinued operations for the three months ended April 2, 2022 includes \$75,000 related to the modification of certain stock-based awards and is net of a divestiture-related forfeiture benefit of \$446,000 that was recognized when employees were conveyed to the Buyer upon closing. (See Note 2. Divestiture and Discontinued Operations.)

Stock Options and ESPP

The fair value of stock options and ESPP awards is estimated at the grant date using the Black-Scholes option valuation model. The determination of the fair value of stock options and ESPP awards on the date of grant using an option-pricing model is affected by Intevac's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, our expected stock price volatility over the term of the awards, and actual employee stock option exercise behavior.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

Option activity as of April 2, 2022 and changes during the three months ended April 2, 2022 were as follows:

	Shares	Weighted-Average Exercise Price
Options outstanding at January 1, 2022	1,457,587	\$ 6.55
Options granted	—	\$ —
Options cancelled and forfeited	(102,152)	\$ 5.43
Options exercised	(65,563)	\$ 5.06
Options outstanding at April 2, 2022	<u>1,289,872</u>	<u>\$ 6.72</u>
Options exercisable at April 2, 2022	1,223,472	\$ 6.79

Intevac issued 146,344 shares of common stock under the ESPP during the three months ended April 2, 2022.

Intevac estimated the weighted-average fair value of ESPP purchase rights using the following weighted-average assumptions:

	Three Months Ended	
	April 2, 2022	April 3, 2021
ESPP Purchase Rights:		
Weighted-average fair value of grants per share	\$ 1.85	\$ 2.69
Expected volatility	60.36%	58.56%
Risk-free interest rate	0.98%	0.08%
Expected term of purchase rights (in years)	1.2	1.0
Dividend yield	None	None

The computation of the expected volatility assumptions used in the Black-Scholes calculations for ESPP purchase rights is based on the historical volatility of Intevac's stock price, measured over a period equal to the expected term of purchase right. The risk-free interest rate is based on the yield available on U.S. Treasury Strips with an equivalent remaining term. The expected term of purchase rights represents the period of time remaining in the current offering period. The dividend yield assumption is based on Intevac's history of not paying dividends and the assumption of not paying dividends in the future. Intevac accounts for forfeitures as they occur, rather than by estimating expected forfeitures.

RSUs

A summary of the RSU activity is as follows:

	Shares	Weighted-Average Grant Date Fair Value
Non-vested RSUs at January 1, 2022	1,033,436	\$ 5.59
Granted	300,928	\$ 5.11
Vested	(66,704)	\$ 5.45
Cancelled and forfeited	(533,199)	\$ 5.65
Non-vested RSUs at April 2, 2022	<u>734,461</u>	<u>\$ 5.37</u>

Time-based RSUs are converted into shares of Intevac common stock upon vesting on a one-for-one basis. Time-based RSUs typically are scheduled to vest over four years. Vesting of time-based RSUs is subject to the grantee's continued service with Intevac. The compensation expense related to these awards is determined using the fair market value of Intevac common stock on the date of the grant, and the compensation expense is recognized over the vesting period.

6. Warranty

Intevac provides for the estimated cost of warranty when revenue is recognized. Intevac's warranty is subject to contract terms and, for its HDD manufacturing DCP manufacturing, solar cell manufacturing and advanced semiconductor packaging systems, the warranty typically ranges between 12 and 24 months from customer acceptance. During this warranty period any defective non-consumable parts are replaced and installed at no charge to the customer. Intevac uses estimated repair or replacement costs along with its historical warranty experience to determine its warranty obligation. The provision for the estimated future costs of warranty is based upon historical cost and product performance experience. Intevac exercises judgment in determining the underlying estimates.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

On the condensed consolidated balance sheets, the short-term portion of the warranty provision is included in other accrued liabilities, while the long-term portion is included in other long-term liabilities. The expense associated with product warranties issued or adjusted is included in cost of net revenues on the condensed consolidated statements of operations.

The following table displays the activity in the warranty provision account for the three-month periods ended April 2, 2022 and April 3, 2021.

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(in thousands)	
Opening balance	\$ 346	\$ 480
Expenditures incurred under warranties	(171)	(153)
Expenditures incurred under warranties included in discontinued operations	—	(46)
Accruals for product warranties issued during the reporting period	36	255
Accruals for product warranties issued during the reporting period included in discontinued operations	—	20
Adjustments to previously existing warranty accruals	38	(10)
Adjustments to previously existing warranty accruals included in discontinued operations	—	44
Closing balance	<u>\$ 249</u>	<u>\$ 590</u>

The following table displays the balance sheet classification of the warranty provision account at April 2, 2022 and at January 1, 2022.

	April 2 2022	January 1 2022
		(in thousands)
Other accrued liabilities	\$ 219	\$ 301
Other long-term liabilities	30	45
Total warranty provision	<u>\$ 249</u>	<u>\$ 346</u>

7. Guarantees***Officer and Director Indemnifications***

As permitted or required under Delaware law and to the maximum extent allowable under that law, Intevac has certain obligations to indemnify its current and former officers and directors for certain events or occurrences while the officer or director is, or was, serving at Intevac's request in such capacity. These indemnification obligations are valid as long as the director or officer acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The maximum potential amount of future payments Intevac could be required to make under these indemnification obligations is unlimited; however, Intevac has a director and officer insurance policy that mitigates Intevac's exposure and enables Intevac to recover a portion of any future amounts paid. As a result of Intevac's insurance policy coverage, Intevac believes the estimated fair value of these indemnification obligations is not material.

Other Indemnifications

As is customary in Intevac's industry, many of Intevac's contracts provide remedies to certain third parties such as defense, settlement, or payment of judgments for intellectual property claims related to the use of its products. Such indemnification obligations may not be subject to maximum loss clauses. Historically, payments made related to these indemnifications have been immaterial.

Letters of Credit

As of April 2, 2022, we had letters of credit and bank guarantees outstanding totaling \$786,000, including the standby letter of credit outstanding under the Santa Clara, California facility lease and various other guarantees with our bank. These letters of credit and bank guarantees are collateralized by \$786,000 of restricted cash.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

8. Cash, Cash Equivalents and Investments

Cash and cash equivalents, short-term investments and long-term investments consist of:

	April 2, 2022			
	Amortized Cost	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value
	(in thousands)			
Cash and cash equivalents:				
Cash	\$ 93,662	\$ —	\$ —	\$ 93,662
Money market funds	3,042	—	—	3,042
Certificates of deposit	500	—	—	500
Commercial paper	300	—	—	300
U.S. treasury securities	530	—	—	530
Total cash and cash equivalents	\$ 98,034	\$ —	\$ —	\$ 98,034
Short-term investments:				
Certificates of deposit	\$ 2,750	\$ —	\$ 11	\$ 2,739
Commercial paper	898	—	—	898
Corporate bonds and medium-term notes	3,293	—	27	3,266
Municipal bonds	145	—	2	143
U.S. treasury securities	1,909	—	14	1,895
Total short-term investments	\$ 8,995	\$ —	\$ 54	\$ 8,941
Long-term investments:				
Asset backed securities	\$ 3,745	\$ —	\$ 30	\$ 3,715
Corporate bonds and medium-term notes	1,718	—	22	1,696
Municipal bonds	347	—	2	345
U.S. treasury securities	3,747	—	96	3,651
Total long-term investments	\$ 9,557	\$ —	\$ 150	\$ 9,407
Total cash, cash equivalents, and investments	\$ 116,586	\$ —	\$ 204	\$ 116,382

	January 1, 2022			
	Amortized Cost	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value
	(in thousands)			
Cash and cash equivalents:				
Cash	\$ 102,494	\$ —	\$ —	\$ 102,494
Money market funds	234	—	—	234
Total cash and cash equivalents	\$ 102,728	\$ —	\$ —	\$ 102,728
Short-term investments:				
Certificates of deposit	\$ 4,300	\$ —	\$ —	\$ 4,300
Commercial paper	400	—	—	400
Corporate bonds and medium-term notes	2,916	—	3	2,913
Municipal bonds	700	—	—	700
U.S. treasury securities	1,910	—	2	1,908
Total short-term investments	\$ 10,226	\$ —	\$ 5	\$ 10,221
Long-term investments:				
Asset backed securities	\$ 2,040	\$ —	\$ 3	\$ 2,037
Certificates of deposit	500	—	3	497
Corporate bonds and medium-term notes	1,521	—	6	1,515
Municipal bonds	145	—	1	144
U.S. treasury securities	3,246	—	12	3,234
Total long-term investments	\$ 7,452	\$ —	\$ 25	\$ 7,427
Total cash, cash equivalents, and investments	\$ 120,406	\$ —	\$ 30	\$ 120,376

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The contractual maturities of investment securities at April 2, 2022 are presented in the following table.

	<u>Amortized Cost</u> <u>(in thousands)</u>	<u>Fair Value</u>
Due in one year or less	\$ 13,367	\$ 13,313
Due after one through five years	9,557	9,407
	<u>\$ 22,924</u>	<u>\$ 22,720</u>

The following table provides the fair market value of Intevac's investments with unrealized losses that are not deemed to be other-than temporarily impaired as of April 2, 2022.

	April 2, 2022			
	<u>In Loss Position for</u> <u>Less than 12 Months</u>		<u>In Loss Position for</u> <u>Greater than 12 Months</u>	
	<u>Fair Value</u>	<u>Gross</u> <u>Unrealized</u> <u>Losses</u> <u>(in thousands)</u>	<u>Fair Value</u>	<u>Gross</u> <u>Unrealized</u> <u>Losses</u>
Asset backed securities	\$ 3,715	\$ 30	\$ —	\$ —
Certificates of deposit	2,739	11	—	—
Corporate bonds and medium-term notes	4,460	44	502	5
Municipal bonds	488	4	—	—
U.S. treasury securities	5,546	110	—	—
	<u>\$ 16,948</u>	<u>\$ 199</u>	<u>\$ 502</u>	<u>\$ 5</u>

All prices for the fixed maturity securities including U.S. treasury and agency securities, certificates of deposit, commercial paper, corporate bonds, asset backed securities and municipal bonds are received from independent pricing services utilized by Intevac's outside investment manager. This investment manager performs a review of the pricing methodologies and inputs utilized by the independent pricing services for each asset type priced by the vendor. In addition, on at least an annual basis, the investment manager conducts due diligence visits and interviews with each pricing vendor to verify the inputs utilized for each asset class. The due diligence visits include a review of the procedures performed by each vendor to ensure that pricing evaluations are representative of the price that would be received if a security were sold in an orderly transaction. Any pricing where the input is based solely on a broker price is deemed to be a Level 3 price. Intevac uses the pricing data obtained from its outside investment manager as the primary input to make its assessments and determinations as to the ultimate valuation of the above-mentioned securities and has not made, during the periods presented, any material adjustments to such inputs.

The following table represents the fair value hierarchy of Intevac's investment securities measured at fair value on a recurring basis as of April 2, 2022.

	Fair Value Measurements at April 2, 2022		
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>
	<u>(in thousands)</u>		
Recurring fair value measurements:			
Investment securities			
Money market funds	\$ 3,042	\$3,042	\$ —
U.S. treasury securities	6,076	6,076	—
Asset backed securities	3,715	—	3,715
Certificates of deposit	3,239	—	3,239
Commercial paper	1,198	—	1,198
Corporate bonds and medium-term notes	4,962	—	4,962
Municipal bonds	488	—	488
Total recurring fair value measurements	<u>\$22,720</u>	<u>\$9,118</u>	<u>\$13,602</u>

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

9. Derivative Instruments

The Company uses foreign currency forward contracts to mitigate variability in gains and losses generated from the re-measurement of certain monetary assets and liabilities denominated in foreign currencies and to offset certain operational exposures from the impact of changes in foreign currency exchange rates. These derivatives are carried at fair value with changes recorded in interest income and other income (expense), net in the condensed consolidated statements of operations. Changes in the fair value of these derivatives are largely offset by re-measurement of the underlying assets and liabilities. Cash flows from such derivatives are classified as operating activities. The derivatives have maturities of approximately 30 days.

The following table summarizes the Company's outstanding derivative instruments on a gross basis as recorded in its condensed consolidated balance sheets as of April 2, 2022 and January 1, 2022.

<u>Derivative Instrument</u>	<u>Notional Amounts</u>		<u>Derivative Liabilities</u>		<u>Derivative Assets</u>	
	<u>April 2, 2022</u>	<u>January 1, 2022</u>	<u>April 2, 2022</u>		<u>January 1, 2022</u>	
			<u>Balance Sheet Line</u>	<u>Fair Value</u>	<u>Balance Sheet Line</u>	<u>Fair Value</u>
(in thousands)						
<u>Undesignated Hedges:</u>						
Forward Foreign Currency Contracts	\$1,179	815	(b)	\$ —	(a)	\$ 1
Total Hedges	\$1,179	815		\$ —		\$ 1

(a) Other current assets

(b) Other accrued liabilities

10. Equity

Condensed Consolidated Statements of Changes in Equity

The changes in stockholders' equity by component for the three months ended April 2, 2022 and April 3, 2021, are as follows (in thousands):

	<u>Three Months Ended April 2, 2022</u>				
	<u>Common Stock and Additional Paid-in Capital</u>	<u>Treasury Stock</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity</u>
Balance at January 1, 2022	\$199,098	\$(29,551)	\$ 578	\$ (36,110)	\$ 134,015
Common stock issued under employee plans	1,033	—	—	—	1,033
Shares withheld for net share settlement of RSUs	(135)	—	—	—	(135)
Equity-based compensation expense	(1,036)	—	—	—	(1,036)
Net loss	—	—	—	(7,855)	(7,855)
Other comprehensive loss	—	—	(207)	—	(207)
Balance at April 2, 2022	\$198,960	\$(29,551)	\$ 371	\$ (43,965)	\$ 125,815
	<u>Three Months Ended April 3, 2021</u>				
	<u>Common Stock and Additional Paid-in Capital</u>	<u>Treasury Stock</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity</u>
Balance at January 2, 2021	\$193,197	\$(29,551)	\$ 640	\$ (62,730)	\$ 101,556
Common stock issued under employee plans	1,243	—	—	—	1,243
Shares withheld for net share settlement of RSUs	(20)	—	—	—	(20)
Equity-based compensation expense	968	—	—	—	968
Net loss	—	—	—	(6,504)	(6,504)
Other comprehensive loss	—	—	(88)	—	(88)
Balance at April 3, 2021	\$195,388	\$(29,551)	\$ 552	\$ (69,234)	\$ 97,155

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

Accumulated Other Comprehensive Income

The changes in accumulated other comprehensive income by component for the three months ended April 2, 2022 and April 3, 2021, are as follows:

	Three Months Ended					
	April 2, 2022			April 3, 2021		
	Foreign currency	Unrealized holding gains (losses) on available-for-sale investments	Total (in thousands)	Foreign currency	Unrealized holding gains (losses) on available-for-sale investments	Total
Beginning balance	\$ 608	\$ (30)	\$ 578	\$ 602	\$ 38	\$640
Other comprehensive income (loss) before reclassification	(33)	(174)	(207)	(68)	(20)	(88)
Amounts reclassified from other comprehensive income (loss)	—	—	—	—	—	—
Net current-period other comprehensive income (loss)	(33)	(174)	(207)	(68)	(20)	(88)
Ending balance	<u>\$ 575</u>	<u>\$ (204)</u>	<u>\$ 371</u>	<u>\$ 534</u>	<u>\$ 18</u>	<u>\$552</u>

Stock Repurchase Program

On November 21, 2013, Intevac announced that its Board of Directors approved a stock repurchase program authorizing up to \$30.0 million in repurchases. On August 20, 2018, Intevac's Board of Directors approved a \$10.0 million increase to the original stock repurchase program for an aggregate authorized amount of up to \$40.0 million. At April 2, 2022, \$10.4 million remains available for future stock repurchases under the repurchase program. Intevac did not make any common stock repurchases during the three months ended April 2, 2022 and April 3, 2021.

Intevac records treasury stock purchases under the cost method using the first-in, first-out (FIFO) method. Upon reissuance of treasury stock, amounts in excess of the acquisition cost are credited to additional paid-in capital. If Intevac reissues treasury stock at an amount below its acquisition cost and additional paid-in capital associated with prior treasury stock transactions is insufficient to cover the difference between the acquisition cost and the reissue price, this difference is recorded against accumulated deficit.

11. Net Loss Per Share

The following table sets forth the computation of basic and diluted net loss per share.

	Three Months Ended	
	April 2, 2022	April 3, 2021
	(in thousands)	
Net loss from continuing operations	\$ (7,720)	\$ (5,568)
Net loss from discontinued operations, net of tax	(135)	(936)
Net loss	<u>\$ (7,855)</u>	<u>\$ (6,504)</u>
Weighted-average shares – basic	24,800	24,033
Effect of dilutive potential common shares	—	—
Weighted-average shares – diluted	<u>24,800</u>	<u>24,033</u>
Basic and diluted net loss per share:		
Continuing operations	<u>\$ (0.31)</u>	<u>\$ (0.23)</u>
Discontinued operations	<u>\$ (0.01)</u>	<u>\$ (0.04)</u>
Net loss per share	<u>\$ (0.32)</u>	<u>\$ (0.27)</u>

As the Company is in a net loss position, all of the Company's equity instruments are considered antidilutive.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

12. Income Taxes

Intevac recorded income tax provisions of \$26,000 for the three months ended April 2, 2022 and \$32,000 for the three months ended April 3, 2021. The income tax provisions for the three-month periods are based upon estimates of annual income (loss), annual permanent differences and statutory tax rates in the various jurisdictions in which Intevac operates. For the three-month period ended April 2, 2022 Intevac recorded a \$26,000 income tax benefit on losses of its international subsidiaries and recorded \$51,000 for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as a discrete item. For the three-month period ended April 3, 2021 Intevac recorded a \$19,000 income tax benefit on losses of its international subsidiaries and recorded \$48,000 for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as a discrete item. Intevac's tax rate differs from the applicable statutory rates due primarily to establishment of a valuation allowance, the utilization of deferred and current credits and the effect of permanent differences and adjustments of prior permanent differences. Intevac's future effective income tax rate depends on various factors, including the level of Intevac's projected earnings, the geographic composition of worldwide earnings, tax regulations governing each region, net operating loss carry-forwards, availability of tax credits and the effectiveness of Intevac's tax planning strategies. Management carefully monitors these factors and timely adjusts the effective income tax rate.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted on March 27, 2020 in the United States. The CARES Act includes several significant provisions for corporations, including the usage of net operating losses and payroll benefits. Several foreign (non-U.S.) jurisdictions in which we operate have taken similar economic stimulus measures. The Company evaluated the provisions of the CARES Act and other non-U.S. economic measures and determined the impact on our financial position at April 2, 2022 and on the results of operations and cash flows for the three months then ended to be as follows.

Under the CARES Act, we elected to defer payment, on an interest-free basis, of the employer portion of social security payroll taxes incurred from March 27, 2020 to December 31, 2020. One-half of such deferral amount became due on December 31, 2021. One-half of such deferral amount will become due on December 31, 2022. We elected to utilize this deferral program to delay payment of \$764,000 of the employer portion of payroll taxes which were incurred between March 27, 2020 and December 31, 2020. On the condensed consolidated balance sheets, the deferred payroll tax liability in the amount of \$407,000 as of April 2, 2022 is included in accrued payroll and related liabilities. The Company also utilized the employee retention tax credit under the CARES Act for certain qualifying employee salary and wage expenditures. Tax benefits under the employee retention tax credit are not significant.

In Singapore, Intevac received government assistance under the Job Support Scheme ("JSS"). The purpose of the JSS is to provide wage support to employers to help them retain their local employees. During the first quarter of fiscal 2021, the Company received \$66,000 in JSS grants, of which \$39,000 is reported as a reduction of cost of net revenues, \$10,000 is reported as a reduction of research and development expenses and \$17,000 is reported as a reduction of selling, general and administrative expenses on the condensed consolidated statement of operations. The Company did not receive any JSS grants in the first quarter of fiscal 2022.

13. Restructuring and Other Costs, Net

During the first quarter of fiscal 2022, Intevac substantially completed implementation of the 2022 cost reduction plan (the "2022 Cost Reduction Plan"), which was intended to reduce our overall cost structure and optimize our operational design, inclusive of the stranded overhead associated with the divestiture of the Photonics business. The restructuring program includes management reorganization and the right sizing of certain technology development, marketing and administrative functions. We incurred restructuring costs of \$1.2 million in estimated severance and the related modification of certain stock-based awards. Other costs incurred as part of the 2022 Cost Reduction Plan include: (i) a benefit of \$1.3 million related to the stock-based compensation forfeitures related to the employees affected by the reduction in workforce, (ii) \$1.5 million for fixed asset disposals and (iii) \$755,000 for write-offs of excess inventory. The 2022 Cost Reduction Plan reduced the workforce by 6 percent. The cost of implementing the 2022 Cost Reduction Plan was reported under cost of net revenues and operating expenses in the condensed consolidated statements of operations. Implementation of the 2022 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately \$2.1 million on an annual basis.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The changes in restructuring reserves, which resulted from cash-based severance payments and other employee-related costs, associated with the 2022 Cost Reduction Plan for the three months ended April 2, 2022 were as follows.

	Employee Termination Costs (in thousands)
Balance at January 1, 2022	\$ —
Provision for restructuring charges under the 2022 Cost Reduction Plan	1,232
Cash payments made	(757)
Non-cash utilization (a)	37
Balance at April 2, 2022 (b)	<u>\$ 512</u>

(a) Acceleration of equity awards.

(b) Liability for employee termination costs is included in accrued payroll and related liabilities.

During the fourth quarter of fiscal 2021, the Company recorded asset impairment and restructuring charges associated with the sale of the Photonics division including (i) \$693,000 in severance and other employee-related costs related to the termination of the Photonics general manager; (ii) \$1.2 million in asset impairment charges on the Company’s ROU asset and (iii) \$665,000 in accruals for common area charges associated with an unused space commitment to EOTECH. In consideration of EOTECH’s assumption of certain lease obligations related to the Company’s Santa Clara, California campus, which assumed lease obligations pertain in part to excess space beyond that required by EOTECH’s currently anticipated operation of the Photonics division, the Company agreed to pay EOTECH the amount of \$2.1 million, which is payable in (i) one initial installment of \$308,000 on January 10, 2022 and (ii) seven equal quarterly installments of \$259,000. The Company recorded an asset impairment charge against its ROU asset in the amount of \$1.2 million associated with the excess space noted above. The Company recorded a liability to EOTECH in the amount of \$665,000, the amount related to common area charges which are not included in the base rental payments or the lease liability on the Company’s condensed consolidated balance sheet. During the first quarter of fiscal 2022, the Company recorded restructuring charges associated with the sale of the Photonics division including \$37,000 in severance and other employee-related costs related to the termination of four Photonics employees and \$75,000 in stock-based compensation associated with the modification of certain stock-based awards for eighty Photonics employees.

The changes in restructuring reserves, which resulted from cash-based severance payments and other employee-related costs and other exit costs associated with the Photonics divestiture for the three months ended April 2, 2022 were as follows.

	Employee Termination Costs	Other Exit Costs (in thousands)	Total
Balance at January 1, 2022	\$ 358	\$ 665	\$1,023
Provision for restructuring charges associated with Photonics divestiture (a)	112	2	114
Cash payments made	(137)	(128)	(265)
Non-cash utilization (b)	(75)	—	(75)
Balance at April 2, 2022	<u>\$ 258 (c)</u>	<u>\$ 539</u>	<u>\$ 797</u>

(a) Included in loss from discontinued operations (See Note 2).

(b) Acceleration of equity awards.

(c) Liability for employee termination costs is included in accrued payroll and related liabilities.

During the third quarter of fiscal 2021, Intevac substantially completed implementation of the 2021 cost reduction plan (the “2021 Cost Reduction Plan”), which was intended to reduce expenses and reduce its workforce by 5.2 percent. The cost of implementing the 2021 Cost Reduction Plan was reported under cost of net revenues and operating expenses in the condensed consolidated statements of operations. Substantially all cash outlays in connection with the 2021 Cost Reduction Plan occurred in the first nine months of fiscal 2021. Implementation of the 2021 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately \$2.0 million on an annual basis.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The changes in restructuring reserves, which resulted from cash-based severance payments and other employee-related costs, associated with the 2021 Cost Reduction Plan for the three months ended April 3, 2021 were as follows.

	Three Months Ended April 3, 2021 (in thousands)
Beginning balance	\$ —
Provision for restructuring reserves	43
Cash payments made	(43)
Ending balance	\$ —

14. Commitments and Contingencies

From time to time, Intevac may have certain contingent liabilities that arise in the ordinary course of its business activities. Intevac accounts for contingent liabilities when it is probable that future expenditures will be made and such expenditures can be reasonably estimated.

Legal Matters

From time to time, Intevac receives notification from third parties, including customers and suppliers, seeking indemnification, litigation support, payment of money or other actions in connection with claims made against them. In addition, from time to time, Intevac receives notification from third parties claiming that Intevac may be or is infringing their intellectual property or other rights. Intevac also is subject to various other legal proceedings and claims, both asserted and unasserted, that arise in the ordinary course of business. Although the outcome of these claims and proceedings cannot be predicted with certainty, Intevac does not believe that any existing proceedings or claims will have a material adverse effect on its consolidated financial condition or results of operations.

In July 2020, Robin Quiusky, a former contract employee who worked for us via a staffing agency, filed an action against us under the Private Attorneys General Act (“PAGA”) in California state court (Quiusky v. Intevac, Inc., et al) alleging that the Company failed to provide rest and meal breaks, pay overtime and reimburse business expenses for non-exempt California employees. The former employee subsequently added class action claims to his original complaint. The parties participated in a confidential mediation on February 1, 2022, and reached a settlement resolving the case. We are awaiting approval of the settlement by the court. Payment on the claims is expected to be made in the second half of 2022. The settlement effectively extinguishes the Quiusky v. Intevac, Inc., et al lawsuit. The settlement includes the dismissal of all claims against the Company and related parties in the Quiusky lawsuit and claim under the PAGA, without any admission of liability or wrongdoing attributed to the Company. Because of the uncertainty surrounding this litigation, no litigation reserve had been previously established by the Company resulting in the full \$1.0 million settlement expense being recognized in the fourth quarter of fiscal 2021.

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. These forward-looking statements include comments related to Intevac’s shipments, projected revenue recognition, product costs, gross margin, operating expenses, interest income, income taxes, cash balances and financial results in 2022 and beyond; projected customer requirements for Intevac’s new and existing products, and when, and if, Intevac’s customers will place orders for these products; the timing of delivery and/or acceptance of the systems and products that comprise Intevac’s backlog for revenue and the Company’s ability to achieve cost savings. Intevac’s actual results may differ materially from the results discussed in the forward-looking statements for a variety of reasons, including those set forth under “Risk Factors” and in other documents we file from time to time with the Securities and Exchange Commission, including our Annual Report on Form 10-K filed on February 17, 2022, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

Intevac’s trademarks include the following: “200 Lean®,” “INTEVAC LSMA®,” “INTEVAC MATRIX®,” “oDLC®,” and “TRIO™.”

[Table of Contents](#)

Discontinued Operations

On December 30, 2021, the Company completed the sale of its Photonics business to EOTECH, LLC, a Michigan limited liability company (“EOTECH”). As a result of the disposition, the results of operations from the Photonics reporting segment are reported as “Net loss from discontinued operations, net of taxes” in the condensed consolidated financial statements. The Company has recast prior period amounts presented to provide visibility and comparability. All discussion herein, unless otherwise noted, refers to Intevac’s remaining operating segment after the disposition, the Thin Film Equipment (“TFE”) business. See Note 2 “Divestiture and Discontinued Operations” to the condensed consolidated financial statements in Item 1 of this Quarterly Report on Form 10-Q.

Overview

Intevac is a provider of vacuum deposition equipment for a wide variety of thin-film applications. The Company leverages its core capabilities in high-volume manufacturing of small substrates to provide process manufacturing equipment solutions to the hard disk drive (“HDD”) and display cover panel (“DCP”) industries. Intevac’s customers include manufacturers of hard disk media and DCPs. Intevac operates in a single segment: TFE. Product development and manufacturing activities occur in North America and Asia. Intevac also has field offices in Asia to support its customers. Intevac’s products are highly technical and are sold primarily through Intevac’s direct sales force.

Intevac’s results of operations are driven by a number of factors including success in its equipment growth initiatives in the DCP market and by worldwide demand for HDDs. Demand for HDDs depends on the growth in digital data creation and storage, the rate of areal density improvements, and the end-user demand for PCs, enterprise data storage, nearline “cloud” applications, video players and video game consoles that include such drives. Intevac continues to execute its strategy of diversification beyond the HDD industry by focusing on the Company’s ability to provide proprietary tools to enhance scratch protection and durability for the DCP market and by working to develop the next generation of high volume DCP manufacturing equipment. Intevac believes that its renewed focus on the DCP market will result in incremental equipment revenues for Intevac and decrease Intevac’s dependence on the HDD industry. Intevac’s equipment business is subject to cyclical industry conditions, as demand for manufacturing equipment and services can change depending on supply and demand for HDDs and cell phones as well as other factors such as global economic conditions and technological advances in fabrication processes.

In March 2022, the Company’s management approved a restructuring plan to realign the Company’s operational focus, scale the business and improve costs. The restructuring program includes (i) reducing the Company’s headcount and (ii) eliminating several research and development (“R&D”) programs and product offerings. As part of this realignment effort, the Company will no longer be pursuing several DCP projects including the coating of the backside covers of smartphones, solar ion implantation (also known as ENERGi®), and advanced packaging for semiconductor manufacturing.

The following table presents certain significant measurements for the three months ended April 2, 2022 and April 3, 2021.

	Three Months Ended		
	April 3, 2021	April 3, 2021	Change over prior period
	(In thousands, except percentages and per share amounts)		
Net revenues	\$ 4,445	\$ 9,238	\$ (4,793)
Gross profit	\$ 723	\$ 2,134	\$ (1,411)
Gross margin percent	16.3%	23.1%	(6.8) points
Loss from operations	\$(7,686)	\$(5,565)	\$ (2,121)
Net loss from continuing operations	\$(7,720)	\$(5,568)	\$ (2,152)
Net loss from discontinued operations, net of taxes	\$ (135)	\$ (936)	\$ 801
Net loss	\$(7,855)	\$(6,504)	\$ (1,351)
Net loss per diluted share	\$ (0.32)	\$ (0.27)	\$ (0.05)

[Table of Contents](#)

Net revenues decreased during the first quarter of fiscal 2022 compared to the same period in the prior year primarily due to lower system sales. We did not recognize revenue on any system sales in the first quarter of fiscal 2022 compared to one MATRIX PVD system for advanced semiconductor packaging recognized in the first quarter of fiscal 2021. Lower gross margin in the first quarter of fiscal 2022 reflects \$755,000 in charges for excess and obsolete inventory as part of the Company's realignment effort. Lower gross margin in the first quarter of fiscal 2021 reflected the lower-margin contribution from the first MATRIX PVD system for advanced semiconductor packaging. In March 2022, the Company's management approved a restructuring plan to realign the Company's operational focus, scale the business and improve costs. R&D expenses for the first quarter of fiscal 2022 include \$1.5 million in expenditures related to the disposal of certain lab equipment as part of the realignment effort. The cost of employee severance associated with the realignment effort of \$1.2 million was offset in full by stock-based compensation forfeitures related to the employees affected by the reduction in workforce. Fees earned pursuant to the TSA with EOTECH since the divestiture of Photonics ("TSA fees") were \$787,000 for the three months ended April 2, 2022 of which \$11,000 was reported as a reduction of cost of net revenues and \$767,000 was reported as a reduction of selling, general and administrative expenses. The agreed-upon charges for such services are generally intended to allow the service provider to recover all costs and expenses of providing such services. During the first quarter of fiscal 2021, the Company received \$66,000 in government assistance related to COVID-19 from the government of Singapore of which \$39,000 was reported as a reduction of cost of net revenues, \$10,000 was reported as a reduction of R&D expenses and \$17,000 was reported as a reduction of selling, general and administrative expenses. The Company did not receive any JSS grants in the first quarter of fiscal 2022. The Company reported a larger net loss for the first quarter of fiscal 2022 compared to the first quarter of fiscal 2021 due to lower revenues, lower gross margins and higher operating costs as a result of the realignment effort.

We believe fiscal 2022 will be a challenging year and Intevac does not expect to be profitable in fiscal 2022. Intevac expects that 2022 HDD equipment sales will be similar to 2021 levels as we expect a customer to take delivery of one system in backlog. We believe there will be improvements to our HDD equipment sales in fiscal 2023 as we expect a customer to take delivery of up to eight systems in backlog.

COVID-19 Update

The impact of COVID-19, including changes in consumer behavior, pandemic fears, and market downturns, as well as restrictions on business and individual activities, has created significant volatility in the global economy and led to reduced economic activity. Although COVID-19 vaccines are now broadly distributed and administered, there remains significant uncertainty concerning the magnitude of the impact and the duration of the COVID-19 pandemic. As new strains of COVID-19 develop, the continued impacts to our business could be material to our fiscal 2022 results. Further, the impacts of inflation on our business and the broader economy, which may be exacerbated by the economic recovery from the COVID-19 pandemic, may also impact our financial condition and results of operations. Our customers may delay or cancel orders due to reduced demand, supply chain disruptions, and/or travel restrictions and border closures. We have experienced pandemic-related delays in our evaluation and development work. In response to COVID-19, we implemented initiatives to safeguard our employees, including work-from-home protocols. In June 2021, we began reopening our offices on a regional basis in accordance with local authority guidelines while ensuring that our return to work is thoughtful, prudent, and handled with a safety-first approach. All employees in the United States who could work from home did so through the middle of June 2021, when we fully reopened our offices as restrictions were lifted by the applicable authorities. Effective March 29, 2022, 75% of the employees are allowed to work onsite in Singapore. Our employees' health and safety is our top priority, and we will continue to monitor local restrictions across the world, the administration and efficacy of vaccines and the number of new cases.

In Singapore, Intevac received government assistance under the Job Support Scheme ("JSS"). The purpose of the JSS is to provide wage support to employers to help them retain their local employees. Under the JSS, Intevac received \$66,000 in JSS grants in the first quarter of fiscal 2021. The Company did not receive any JSS grants in the first quarter of fiscal 2022.

During the first quarter of fiscal 2022 and the first quarter of fiscal 2021, the Company's expenses included approximately \$18,000 and \$43,000, respectively, due to costs related to actions taken in response to COVID-19.

Results of Operations

Net revenues

	Three Months Ended		
	April 2, 2022	April 3, 2021	Change over prior period
Total net revenues	\$4,445	\$9,238	\$ (4,793)

[Table of Contents](#)

The decrease in revenue in the three months ended April 2, 2022 versus the three months ended April 3, 2021, was primarily driven by lower system sales. We did not recognize revenue on any systems sales in the first quarter of fiscal 2022. We recognized revenue on one MATRIX PVD system for advanced semiconductor packaging in the first quarter of fiscal 2021. Revenue during the three-month periods ended April 2, 2022 and April 3, 2021 also included revenue recognized for disk equipment technology upgrades and spare parts.

Backlog

	<u>April 2, 2022</u>	<u>January 1, 2022</u>	<u>April 3, 2021</u>
		(In thousands)	
Total backlog	<u>\$87,162</u>	<u>\$ 24,725</u>	<u>\$4,221</u>

Backlog at April 2, 2022 included nine 200 Lean HDD systems. Backlog at January 1, 2022 included one 200 Lean HDD system. Backlog at April 3, 2021 did not include any 200 Lean HDD systems.

Revenue by geographic region

	<u>Three Months Ended</u>	
	<u>April 2, 2022</u>	<u>April 3, 2021</u>
	(in thousands)	
United States	\$ 294	\$ 367
Asia	4,151	5,021
Europe	—	3,850
Total net revenues	<u>\$ 4,445</u>	<u>\$ 9,238</u>

International sales include products shipped to overseas operations of U.S. companies. Sales to the U.S. region for all periods presented were not significant. The decrease in sales to the Asia region in the three months ended April 2, 2022 versus the three months ended April 3, 2021, reflected lower spare parts and service sales, offset in part by higher HDD upgrade sales. Sales to the Asia region in both three month periods did not include any systems. Sales to the Europe region in the three months ended April 3, 2021 included one MATRIX PVD system for advanced semiconductor packaging.

Gross profit

	<u>Three Months Ended</u>		
	<u>April 2, 2022</u>	<u>April 3, 2021</u>	<u>Change over prior period</u>
	(In thousands, except percentages)		
TFE gross profit	\$ 723	\$2,134	\$ (1,411)
% of TFE net revenues	16.3%	23.1%	

Cost of net revenues consists primarily of purchased materials, and also includes fabrication, assembly, test and installation labor and overhead, customer-specific engineering costs, warranty costs, royalties, provisions for inventory reserves and scrap.

[Table of Contents](#)

Gross margin was 16.3% in the three months ended April 2, 2022 compared to 23.1% in the three months ended April 3, 2021. Lower gross margin during the three months ended April 2, 2022 reflects \$755,000 in charges for excess and obsolete inventory as part of the Company's realignment effort. Gross margin for the three months ended April 3, 2021 reflects the lower margin on the first MATRIX PVD system for advanced semiconductor packaging. Gross margins will vary depending on a number of factors, including revenue levels, product mix, product cost, system configuration and pricing, factory utilization, and provisions for excess and obsolete inventory.

Research and development expense

	Three Months Ended		
	April 2, 2022	April 3, 2021	Change over prior period
		(In thousands)	
Research and development expense	\$4,160	\$3,365	\$ 795

R&D spending during the three months ended April 2, 2022 increased compared to the three months ended April 3, 2021 primarily due to \$1.5 million in expenditures related to the disposal of certain lab equipment as part of the realignment effort, offset by lower spending on R&D programs.

Selling, general and administrative expense

	Three Months Ended		
	April 2, 2022	April 3, 2021	Change over prior period
		(In thousands)	
Selling, general and administrative expense	\$4,249	\$4,334	\$ (85)

Selling, general and administrative expense consists primarily of selling, marketing, customer support, financial and management costs. Selling, general and administrative expense for the three months ended April 2, 2022 decreased compared to the three months ended April 3, 2021 as lower variable compensation expenses and lower stock compensation expenses were offset in-part by one-time severance charges associated with the realignment effort and higher legal and consulting fees. Selling, general and administrative expense for the three months ended April 2, 2022, is net of \$776,000 in TSA fees earned since the Photonics divestiture. The agreed-upon charges for such services are generally intended to allow the service provider to recover all costs and expenses of providing such services.

Cost reduction plans

In March 2022, the Company's management approved a restructuring plan to realign the Company's operational focus, scale the business and improve costs. The restructuring program includes (i) reducing the Company's headcount and (ii) eliminating several R&D programs and product offerings. As part of this re-alignment effort, the Company will no longer be pursuing several DCP projects including the coating of the backside covers of smartphones, solar ion implantation (also known as ENERGi®), and advanced packaging for semiconductor manufacturing. We incurred restructuring costs of \$1.2 million for estimated severance and the related modification of certain stock-based awards. Other costs incurred as part of the 2022 cost reduction plan include: (i) a benefit of \$1.3 million related to the stock-based compensation forfeitures related to the employees affected by the reduction in workforce, (ii) \$1.5 million for fixed asset disposals and (iii) \$755,000 for write-offs of excess inventory. The 2022 Cost Reduction Plan reduced the workforce by 6 percent. The cost of implementing the 2022 Cost Reduction Plan was reported under cost of net revenues and operating expenses in the condensed consolidated statements of operations. Implementation of the 2022 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately \$2.1 million on an annual basis and reduce depreciation expense by \$720,000 on an annual basis.

During the third quarter of fiscal 2021, Intevac substantially completed implementation of the 2021 cost reduction plan (the "2021 Cost Reduction Plan"), which was intended to reduce expenses and reduce its workforce by 5.2 percent. During the first quarter of 2021, the Company reported costs of \$43,000 under the 2021 Cost Reduction Plan of which \$9,000 was reported under cost of net revenues and \$34,000 was reported under operating expenses. The total cost of implementing the 2021 Cost Reduction Plan was \$319,000, of which \$224,000 was reported under cost of net revenues and \$95,000 was reported under operating expenses during fiscal 2021. Substantially all cash outlays in connection with the 2021 Cost Reduction Plan were completed in the third quarter of fiscal 2021. Implementation of the 2021 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately \$2.0 million on an annual basis.

[Table of Contents](#)

Interest income and other income (expense), net

	Three Months Ended		
	April 3, 2021	April 3, 2021	Change over prior period
		(In thousands)	
Interest income and other income (expense), net	\$ (8)	\$ 29	\$ (37)

Interest income and other income (expense), net in the three months ended April 2, 2022 included \$9,000 of interest income on investments and other income of \$16,000, offset in part by \$33,000 of foreign currency losses. Interest income and other income (expense), net in the three months ended April 3, 2021 included \$17,000 of interest income on investments and other income of \$19,000, offset in part by \$7,000 of foreign currency losses. The decrease in interest income in the three months ended April 2, 2022 compared to the same period in the prior year resulted from lower interest rates, offset in part by higher invested balances.

Income tax provision

	Three Months Ended		
	April 2, 2022	April 3, 2021	Change over prior period
		(In thousands)	
Income tax provision	\$ 26	\$ 32	\$ (6)

Intevac recorded income tax provisions of \$26,000 for the three months ended April 2, 2022 and \$32,000 for the three months ended April 3, 2021. The income tax provisions for the three-month periods are based upon estimates of annual income (loss), annual permanent differences and statutory tax rates in the various jurisdictions in which Intevac operates. The income tax expense for the three months ended April 2, 2022 and for the three months ended April 3, 2021 was largely the result of foreign withholding taxes and income taxes in foreign jurisdictions. For the three-month period ended April 2, 2022, Intevac recorded a \$26,000 income tax benefit on losses of our international subsidiaries and recorded \$51,000 for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as a discrete item. For the three-month period ended April 3, 2021, Intevac recorded a \$19,000 income tax benefit on losses of our international subsidiaries and recorded \$48,000 for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as a discrete item. For all periods presented, Intevac utilized net operating loss carry-forwards to offset the impact of global intangible low-taxed income. Intevac's tax rate differs from the applicable statutory rates due primarily to establishment of a valuation allowance, the utilization of deferred and current credits and the effect of permanent differences and adjustments of prior permanent differences. Intevac's future effective income tax rate depends on various factors, including the level of Intevac's projected earnings, the geographic composition of worldwide earnings, tax regulations governing each region, net operating loss carry-forwards, availability of tax credits and the effectiveness of Intevac's tax planning strategies. Management carefully monitors these factors and timely adjusts the effective income tax rate.

The income tax expense consists primarily of income taxes in foreign jurisdictions in which we conduct business and foreign withholding taxes. We maintain a full valuation allowance for domestic deferred tax assets, including net operating loss carryforwards and certain domestic tax credits. Intevac's effective tax rate differs from the U.S. statutory rate in both 2022 and 2021 primarily due to the Company not recognizing an income tax benefit on the domestic loss.

Discontinued operations

	Three Months Ended		
	April 2, 2022	April 3, 2021	Change over prior period
		(In thousands)	
Loss from discontinued operations, net of taxes	\$ 135	\$ 936	\$ (801)

The loss from discontinued operations consists primarily of the results of operations of the Photonics business which was sold to EOTECH on December 30, 2021. Loss from discontinued operations for the three months ended April 2, 2022 includes salaries and wages and employee benefits up to and including January 4, 2022, the date when employees were conveyed to the Buyer, severance for several employees that were not hired by the Buyer, stock-based compensation expense associated with the acceleration of stock awards and incremental legal expenses associated with the divestiture, offset in part by a stock based compensation divestiture-related forfeiture benefit. Loss from discontinued operations for the three months ended April 3, 2021 represents the loss from the Photonics division, net of tax.

[Table of Contents](#)

Liquidity and Capital Resources

At April 2, 2022, Intevac had \$117.2 million in cash, cash equivalents, restricted cash and investments compared to \$121.2 million at January 1, 2022. During the first three months of fiscal 2022, cash, cash equivalents, restricted cash and investments decreased by \$4.0 million due primarily to cash used by operating activities, purchases of fixed assets, and tax payments on net share settlements offset in part by cash received from the sale of Intevac common stock to Intevac's employees through Intevac's employee benefit plans.

Cash, cash equivalents, restricted cash and investments consist of the following:

	<u>April 2, 2022</u>	<u>January 2, 2021</u>
	(In thousands)	
Cash and cash equivalents	\$ 98,034	\$102,728
Restricted cash	786	786
Short-term investments	8,941	10,221
Long-term investments	9,407	7,427
Total cash, cash equivalents, restricted cash and investments	<u>\$117,168</u>	<u>\$121,162</u>

Operating activities used cash of \$4.1 million during the first three months of fiscal 2022 compared to cash generated of \$2.5 million during the first three months of fiscal 2021.

Accounts receivable totaled \$17.1 million at April 2, 2022 compared to \$14.3 million at January 1, 2022. Customer advances for products that had not been shipped to customers and included in accounts receivable were \$10.6 million at April 2, 2022. Net inventories totaled \$8.9 million at April 2, 2022 compared to \$5.8 million at January 1, 2022 due to increased manufacturing activities. Accounts payable decreased to \$3.9 million at April 2, 2022 from \$5.3 million at January 1, 2022. Accounts payable at January 1, 2022 included a payable of \$2.0 million as a commission to the investment banker for the Photonics sale. Accrued payroll and related liabilities decreased to \$3.3 million at April 2, 2022 compared to \$5.5 million at January 1, 2022 due primarily to the settlement of 2021 bonuses. Other accrued liabilities decreased to \$3.0 million at April 2, 2022 compared to \$3.7 million at January 1, 2022 primarily due to lower other tax liability balances. Customer advances increased from \$2.1 million at January 1, 2022 to \$15.3 million at April 2, 2022 primarily as a result of new orders.

Investing activities used cash of \$1.5 million during the first three months of fiscal 2022. Purchases of investments net of proceeds from sales totaled \$891,000. Capital expenditures for the three months ended April 2, 2022 were \$618,000.

Financing activities generated cash of \$1.0 million in the first three months of fiscal 2022 from the sale of Intevac common stock to Intevac's employees through Intevac's employee benefit plans. Tax payments related to the net share settlement of restricted stock units were \$135,000.

Intevac's investment portfolio consists principally of investment grade money market mutual funds, U.S. Treasury and agency securities, certificates of deposit, asset-backed securities, commercial paper, municipal bonds and corporate bonds. Intevac regularly monitors the credit risk in its investment portfolio and takes measures, which may include the sale of certain securities, to manage such risks in accordance with its investment policies.

As of April 2, 2022, approximately \$30.9 million of cash and cash equivalents and \$2.9 million of investments were domiciled in foreign tax jurisdictions. Intevac expects a significant portion of these funds to remain offshore in the short term. If the Company chose to repatriate these funds to the United States, it would be required to accrue and pay additional taxes on any portion of the repatriation subject to foreign withholding taxes.

We believe that our existing cash, cash equivalents and investments and cash flows from operating activities will be adequate to meet our liquidity needs for the next twelve months and for the foreseeable future beyond the next twelve months. Our significant funding requirements include procurement of manufacturing inventories, operating expenses, non-cancelable operating lease obligations, capital expenditures, settlement of the PAGA litigation and variable compensation. We have flexibility over some of these uses of cash, including capital expenditures and discretionary operating expenses, to preserve our liquidity position. Capital expenditures for the remainder of fiscal 2022 are projected to be approximately \$4.0 million related to network infrastructure and security, and laboratory and test equipment to support our R&D programs.

[Table of Contents](#)

Off-Balance Sheet Arrangements

Off-balance sheet firm commitments relating to outstanding letters of credit amounted to approximately \$786,000 as of April 2, 2022. These letters of credit and bank guarantees are collateralized by \$786,000 of restricted cash. We do not maintain any other off-balance sheet arrangements, transactions, obligations, or other relationships that would be expected to have a material current or future effect on the consolidated financial statements.

Climate Change

We believe that neither climate change, nor governmental regulations related to climate change, have had any material effect on our business, financial condition or results of operations.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America (“US GAAP”) requires management to make judgments, assumptions and estimates that affect the amounts reported. Intevac’s significant accounting policies are described in Note 1 to the consolidated financial statements included in Item 8 of Intevac’s Annual Report on Form 10-K for the year ended January 1, 2022, filed with the SEC on February 17, 2022. Certain of these significant accounting policies are considered to be critical accounting policies, as defined below.

A critical accounting policy is defined as one that is both material to the presentation of Intevac’s financial statements and requires management to make difficult, subjective or complex judgments that could have a material effect on Intevac’s financial conditions and results of operations. Specifically, critical accounting estimates have the following attributes: 1) Intevac is required to make assumptions about matters that are highly uncertain at the time of the estimate; and 2) different estimates Intevac could reasonably have used, or changes in the estimate that are reasonably likely to occur, would have a material effect on Intevac’s financial condition or results of operations.

Estimates and assumptions about future events and their effects cannot be determined with certainty. Intevac bases its estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as Intevac’s operating environment changes. These changes have historically been minor and have been included in the consolidated financial statements as soon as they become known. In addition, management is periodically faced with uncertainties, the outcomes of which are not within its control and will not be known for prolonged periods of time. Many of these uncertainties are discussed in the section below entitled “Risk Factors.” Based on a critical assessment of Intevac’s accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes that Intevac’s consolidated financial statements are fairly stated in accordance with US GAAP, and provide a meaningful presentation of Intevac’s financial condition and results of operations.

There have been no material changes to our critical accounting policies during the three months ended April 2, 2022.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Not applicable to smaller reporting companies.

Item 4. *Controls and Procedures*

Evaluation of disclosure controls and procedures

Intevac maintains a set of disclosure controls and procedures that are designed to ensure that information relating to Intevac required to be disclosed in periodic filings under the Securities Exchange Act of 1934, or Exchange Act, is recorded, processed, summarized and reported in a timely manner under the Exchange Act. In connection with the filing of this Quarterly Report on Form 10-Q for the quarter ended April 2, 2022, as required under Rule 13a-15(e) of the Exchange Act, an evaluation was carried out under the supervision and with the participation of management, including the Chief Executive Officer (the “CEO”) and Chief Financial Officer (the “CFO”), of the effectiveness of Intevac’s disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on this evaluation, Intevac’s CEO and CFO concluded that our disclosure controls and procedures were effective as of April 2, 2022.

Attached as exhibits to this Quarterly Report on Form 10-Q are certifications of the CEO and the CFO, which are required in accordance with Rule 13a-14 of the Exchange Act. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

[Table of Contents](#)

Definition of disclosure controls

Disclosure controls are controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls are also designed to ensure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls include components of our internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles in the U.S. To the extent that components of our internal control over financial reporting are included within our disclosure controls, they are included in the scope of our quarterly controls evaluation.

Limitations on the effectiveness of controls

Intevac's management, including the CEO and CFO, does not expect that Intevac's disclosure controls or Intevac's internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Intevac have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, Intevac's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

From time to time, Intevac is involved in claims and legal proceedings that arise in the ordinary course of business. Intevac expects that the number and significance of these matters will increase as Intevac's business expands. Any claims or proceedings against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time, result in the diversion of significant operational resources, or require us to enter into royalty or licensing agreements which, if required, may not be available on terms favorable to us or at all. Intevac is not presently a party to any lawsuit or proceeding that, in Intevac's opinion, is likely to seriously harm Intevac's business. For a description of our material pending legal proceedings, see Note 14 "Commitments and Contingencies" to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q. See also "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q.

Item 1A. *Risk Factors*

The following factors could materially affect Intevac's business, financial condition or results of operations and should be carefully considered in evaluating the Company and its business, in addition to other information presented elsewhere in this report.

Risks Related to Our Business

The industries we serve are cyclical, volatile and unpredictable.

A significant portion of our revenue is derived from the sale of equipment used to manufacture commodity technology products such as disk drives and cell phones. This subjects us to business cycles, the timing, length and volatility of which can be difficult to predict. When demand for commodity technology products exceeds production capacity, then demand for new capital equipment such as ours tends to be amplified. Conversely, when supply of commodity technology products exceeds demand, then demand for new capital equipment such as ours tends to be depressed. We cannot predict with any certainty when these cycles will begin or end. For example, our sales of systems for magnetic disk production increased in 2016 as a customer began upgrading the technology level of its manufacturing capacity. Sales of systems and upgrades for magnetic disk production in 2017 and 2018 were higher than in 2016 as this customer's technology upgrade continued. However, sales of systems and upgrades for magnetic disk production in 2019, 2020 and 2021 were down from the levels in 2018 as this customer took delivery of fewer or no (in the case of 2021) systems. Intevac expects sales of systems and upgrades for magnetic disk production in 2022 will be at levels similar to the levels in 2021.

Our equipment represents only a portion of the capital expenditure that our customers incur when they upgrade or add production capacity. Accordingly, our customers generally commit to making large capital expenditures far in excess of the cost of our systems alone when they decide to purchase our systems. The magnitude of these capital expenditures requires our customers to have access to large amounts of capital. Our customers generally reduce their level of capital investment during downturns in the overall economy or during a downturn in their industries. Reductions in capital investment could be particularly pronounced as the cost of obtaining capital increases during periods of rapidly rising interest rates.

We must effectively manage our resources and production capacity to meet rapidly changing demand. Our business experiences rapid growth and contraction, which stresses our infrastructure, internal systems and managerial resources. During periods of increasing demand for our products, we must have sufficient manufacturing capacity and inventory to meet customer demand; attract, retain and motivate a sufficient number of qualified individuals; and effectively manage our supply chain. During periods of decreasing demand for our products, we must be able to align our cost structure with prevailing market conditions; motivate and retain key employees and effectively manage our supply chain.

Supply chain and shipping disruptions could result in shipping delays, and increased product costs which may have a material adverse effect on our business, financial condition and results of operations.

Supply chain disruptions, resulting from factors such as the COVID-19 pandemic, such as labor supply and shipping container shortages, have impacted, and may continue to impact, us and our suppliers. These disruptions have resulted in longer lead times and increased product costs and shipping expenses. While we have taken steps to minimize the impact of these increased costs by working closely with our suppliers and customers, there can be no assurances that unforeseen events impacting the supply chain will not have a material adverse effect on our business, financial condition and results of operations in the future. Additionally, the impacts supply chain disruptions have on our suppliers are not within our control. It is not currently possible to predict how long it will take for these supply chain disruptions to cease. Prolonged supply chain disruptions impacting us and our suppliers could interrupt product manufacturing, increase lead times, increase product costs and continue to increase shipping costs, all of which may have a material adverse effect on our business, financial condition and results of operations.

We are dependent on certain suppliers for parts used in our products.

We are a manufacturing business. Purchased parts constitute the largest component of our product cost. Our ability to manufacture depends on the timely delivery of parts, components and subassemblies from suppliers. We obtain some of the key components and subassemblies used in our products from a single supplier or a limited group of suppliers. If any of our suppliers fail to deliver quality parts on a timely basis, we may experience delays in manufacturing, which could result in delayed product deliveries, increased costs to expedite deliveries or develop alternative suppliers, or require redesign of our products to accommodate alternative suppliers. Some of our suppliers are thinly capitalized and may be vulnerable to failure, particularly during economic downturns and periods of rapidly rising interest rates and inflation.

The impact of the COVID-19 pandemic, or similar global health concerns, has negatively impacted and could continue to negatively impact our operations, supply chain and customer base.

The COVID-19 pandemic has severely restricted the level of economic activity around the world, which may impact demand for our products. Our operations and supply chains for certain of our products or services have been and could continue to be negatively impacted by the regional or global outbreak of illnesses, including COVID-19. The impact of COVID-19, including changes in consumer behavior, pandemic fears, and market downturns as well as restrictions on business and individual activities has created significant volatility in the global economy and led to reduced economic activity. There have been extraordinary actions taken by federal, state, and local public health and governmental authorities to contain the spread of COVID-19 and although many restrictions that were in place have eased in many localities, some areas that had previously eased restrictions have reverted to more stringent limitations in light of the emergence of new strains of COVID-19. There remains significant uncertainty concerning the magnitude of the impact and the duration of the COVID-19 pandemic. The extent that our operations will continue to be impacted by the COVID-19 pandemic will depend on future developments, including any new potential waves of the virus, new strains of the virus, and the success of vaccination programs, all of which are highly uncertain and cannot be accurately predicted.

[Table of Contents](#)

Sales of our equipment are primarily dependent on our customers' upgrade and capacity expansion plans and whether our customers select our equipment.

We have no control over our customers' upgrade and capacity expansion plans, and we cannot be sure they will select, or continue to select, our equipment when they upgrade or expand their capacity. The sales cycle for our equipment systems can be a year or longer, involving individuals from many different areas of Intevac and numerous product presentations and demonstrations for our prospective customers. Our sales process also commonly includes production of samples and customization of our products. We do not typically enter into long-term contracts with our customers, and until an order is actually submitted by a customer there is no binding commitment to purchase our systems. In some cases, orders are also subject to customer acceptance or other criteria even in the case of a binding agreement.

Sales of new manufacturing systems are also dependent on obsolescence and replacement of the installed base of our customers' existing equipment with newer, more capable equipment. If upgrades are developed that extend the useful life of the installed base of systems, then we tend to sell more upgrade products and fewer new systems, which can significantly reduce total revenue.

Our 200 Lean HDD customers also experience competition from companies that produce alternative storage technologies like flash memory, which offer smaller size, lower power consumption and more rugged designs. These storage technologies are being used increasingly in enterprise applications and smaller form factors such as tablets, smart-phones, ultra-books, and notebook PCs instead of hard disk drives. Tablet computing devices and smart-phones have never contained, nor are they likely in the future to contain, a disk drive. Products using alternative technologies, such as flash memory, optical storage and other storage technologies are becoming increasingly common and could become a significant source of competition to particular applications of the products of our 200 Lean HDD customers, which could adversely affect our results of operations. If alternative technologies, such as flash memory, replace hard disk drives as a significant method of digital storage, then demand for our hard disk manufacturing products would decrease.

We operate in an intensely competitive marketplace, and our competitors have greater resources than we do.

In the market for our disk sputtering systems, we experience competition primarily from Canon Anelva, which has sold a substantial number of systems worldwide. Some of our competitors have substantially greater financial, technical, marketing, manufacturing and other resources than we do, especially in the DCP equipment market. Our competitors may develop enhancements to, or future generations of, competitive products that offer superior price or performance features, and new competitors may enter our markets and develop such enhanced products. Moreover, competition for our customers is intense, and our competitors have historically offered substantial pricing concessions and incentives to attract our customers or retain their existing customers.

We are exposed to risks associated with a highly concentrated customer base.

Historically, a significant portion of our revenue in any particular period has been attributable to sales of our disk sputtering systems to a limited number of customers. Our reliance on sales to relatively few customers has increased with the disposition of our Photonics business, and we expect that sales of our products to relatively few customers will continue to account for a high percentage of our revenues in the foreseeable future. This concentration of customers, when combined with changes in the customers' specific capacity plans and market share shifts can lead to extreme variability in our revenue and financial results from period to period.

The concentration of our customer base may enable our customers to demand pricing and other terms unfavorable to Intevac and makes us more vulnerable to changes in demand by or issues with a given customer. Orders from a relatively limited number of manufacturers have accounted for, and will likely continue to account for, a substantial portion of our revenues. The loss of one of these large customers, or delays in purchasing by them, would have a material and adverse effect on our revenues.

Our operating results fluctuate significantly from quarter to quarter, which can lead to volatility in the price of our common stock.

Our quarterly revenues and common stock price have fluctuated significantly. We anticipate that our revenues, operating margins and common stock price will continue to fluctuate for a variety of reasons, including: (1) changes in the demand, due to seasonality, cyclicality and other factors in the markets for computer systems, storage subsystems and consumer electronics containing disks as well as cell phones our customers produce with our systems; (2) delays or problems in the introduction and acceptance of our new products, or delivery of existing products; (3) timing of orders, acceptance of new systems by our customers or cancellation or delay of those orders; (4) new products, services or technological innovations by our competitors or us; (5) changes in our manufacturing costs and operating expense; (6) changes in general economic, political, stock market and industry conditions; and (7) any failure of our operating results to meet the expectations of investment research analysts or investors.

[Table of Contents](#)

Any of these, or other factors, could lead to volatility and/or a rapid change in the trading price of our common shares. In the past, securities class action litigation has been instituted against companies following periods of volatility in the market price of their securities. Any such litigation, if instituted against Intevac, could result in substantial costs and diversion of management time and attention.

Our success depends on international sales and the management of global operations.

In previous years, the majority of our revenues have come from regions outside the United States. Most of our international sales are to customers in Asia, which includes products shipped to overseas operations of U.S. companies. We currently have manufacturing facilities in California and Singapore and international customer support offices in Singapore, China, and Malaysia. We expect that international sales will continue to account for a significant portion of our total revenue in future years. Certain of our suppliers are also located outside the United States.

Managing our global operations presents challenges including, but not limited to, those arising from: (1) global trade issues; (2) variations in protection of intellectual property and other legal rights in different countries; (3) concerns of U.S. governmental agencies regarding possible national commercial and/or security issues posed by growing manufacturing business in Asia; (4) fluctuation of interest rates, raw material costs, labor and operating costs, and exchange rates; (5) variations in the ability to develop relationships with suppliers and other local businesses; (6) changes in the laws and regulations of the United States, including export restrictions, and other countries, as well as their interpretation and application; (7) the need to provide technical and spares support in different locations; (8) political and economic instability; (9) cultural differences; (10) varying government incentives to promote development; (11) shipping costs and delays; (12) adverse conditions in credit markets; (13) variations in tariffs, quotas, tax codes and other market barriers; and (14) barriers to movement of cash.

We must regularly assess the size, capability and location of our global infrastructure and make appropriate changes to address these issues.

Our success is dependent on recruiting and retaining a highly talented work force.

Our employees are vital to our success, and our key management, engineering and other employees are difficult to replace. We do not maintain key person life insurance on any of our employees. The expansion of high technology companies worldwide has increased demand and competition for qualified personnel and has made companies increasingly protective of prior employees. It may be difficult for us to locate employees who are not subject to non-competition agreements and other restrictions.

The majority of our U.S. operations are located in California where the cost of living and of recruiting employees is high. Our operating results depend, in large part, upon our ability to retain and attract qualified management, engineering, marketing, manufacturing, customer support, sales and administrative personnel. Furthermore, we compete with industries such as the hard disk drive, semiconductor, and solar industries for skilled employees. Failure to retain existing key personnel, or to attract, assimilate or retain additional highly qualified employees to meet our needs in the future, could have a material and adverse effect on our business, financial condition and results of operations.

Risks Related to Our Intellectual Property

Our growth depends on development of technically advanced new products and processes.

We have invested heavily, and continue to invest, in the development of new products, such as our 200 Lean HDD and our coating systems for DCP. Our success in developing and selling new products depends upon a variety of factors, including our ability to: predict future customer requirements; make technological advances; achieve a low total cost of ownership for our products; introduce new products on schedule; manufacture products cost-effectively including transitioning production to volume manufacturing; commercialize and attain customer acceptance of our products; and achieve acceptable and reliable performance of our new products in the field. Our new product decisions and development commitments must anticipate continuously evolving industry requirements significantly in advance of sales. In addition, we are attempting to expand into new or related markets, including the display cover glass market. Our expansion into the cover glass market is dependent upon the success of our customers' development plans. To date we have not recognized material revenue from such products. Failure to correctly assess the size of the market, to successfully develop cost effective products to address the market or to establish effective sales and support of the new products would have a material adverse effect on future revenues and profits. In addition, if we invest in products for which the market does not develop as anticipated, we may incur significant charges related to such investments.

[Table of Contents](#)

Rapid technological change in our served markets requires us to rapidly develop new technically advanced products. Our future success depends in part on our ability to develop and offer new products with improved capabilities and to continue to enhance our existing products. If new products have reliability or quality problems, our performance may be impacted by reduced orders, higher manufacturing costs, delays in acceptance and payment for new products and additional service and warranty expenses.

Our business depends on the integrity of our intellectual property rights.

The success of our business depends upon the integrity of our intellectual property rights, and we cannot ensure that: (1) any of our pending or future patent applications will be allowed or that any of the allowed applications will be issued as patents or will issue with claims of the scope we sought; (2) any of our patents will not be invalidated, deemed unenforceable, circumvented or challenged; (3) the rights granted under our patents will provide competitive advantages to us; (4) other parties will not develop similar products, duplicate our products or design around our patents; or (5) our patent rights, intellectual property laws or our agreements will adequately protect our intellectual property or competitive position.

From time to time, we have received claims that we are infringing third parties' intellectual property rights or seeking to invalidate our rights. We cannot ensure that third parties will not in the future claim that we have infringed current or future patents, trademarks or other proprietary rights relating to our products. Any claims, with or without merit, could be time-consuming, result in costly litigation, cause product shipment delays or require us to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to us.

Risks Related to Government Regulation

We may not be able to obtain export licenses from the U.S. government permitting delivery of our products to international customers.

Many of our products, require export licenses from U.S. government agencies under the Export Administration Act. These regulations limit the potential market for some of our products. We can give no assurance that we will be successful in obtaining all the licenses necessary to export our products. Heightened government scrutiny of export licenses for defense related products has resulted in lengthened review periods for our license applications. Failure to comply with export control laws, including identification and reporting of all exports and re-exports of controlled technology or exports made without correct license approval or improper license use could result in severe penalties and revocation of licenses. Failure to obtain export licenses, delays in obtaining licenses, or revocation of previously issued licenses would prevent us from selling the affected products outside the United States and could negatively impact our results of operations.

We are subject to risks of non-compliance with environmental and other governmental regulations.

We are subject to a variety of governmental regulations relating to the use, storage, discharge, handling, emission, generation, manufacture, treatment and disposal of toxic or otherwise hazardous substances, chemicals, materials or waste. If we fail to comply with current or future regulations, such failure could result in suspension of our operations, alteration of our manufacturing process, remediation costs or substantial civil penalties or criminal fines against us or our officers, directors or employees. Additionally, these regulations could require us to acquire expensive remediation or abatement equipment and incur substantial expenses to comply with them.

In addition, climate change legislation is a significant topic of recent discussion and has generated and may continue to generate federal, international or other regulatory responses in the near future. If we or our suppliers, customers or partners fail to timely comply with applicable legislation, certain customers may refuse to purchase our products or we may face increased operating costs as a result of taxes, fines or penalties, or incur legal liability and reputational damage, which could harm our business, financial condition and results of operations.

General Risk Factors

Our business could be negatively impacted by cyber and other security threats or disruptions.

We face various cyber and other security threats, including attempts to gain unauthorized access to sensitive information and networks. Although we utilize various procedures and controls to monitor and mitigate the risk of these threats, there can be no assurance that these procedures and controls will be sufficient. These threats could lead to losses of sensitive information or capabilities; financial liabilities and damage to our reputation. If we are unable to maintain compliance with security standards applicable to defense contractors, we could lose business or suffer reputational harm. Cyber threats to businesses in general are evolving and include, but are not limited to, malicious software, destructive malware, attempts to gain unauthorized access to data, disruption or denial of service attacks, and other electronic security breaches that could lead to disruptions in our systems, unauthorized release of confidential, personal or otherwise protected information (ours or that of our employees, customers or partners), and corruption of data, networks or systems. We have experienced cybersecurity threats and incidents involving our systems and expect these incidents to continue. While none of the cybersecurity events have been material to date, a successful breach or attack could have a material adverse effect on our results of operations, financial condition or business, harm our reputation and relationships with our customers, business partners, employees or other third parties, and subject us to consequences such as litigation and direct costs associated with incident response. In addition, we could be impacted by cyber threats or other disruptions or vulnerabilities found in products we use or in our partners' or customers' systems that are used in connection with our business. These events, if not prevented or effectively mitigated, could damage our reputation, require remedial actions and lead to loss of business, regulatory actions, potential liability and other financial losses.

Changes to our effective tax rate affect our results of operations.

As a global company, we are subject to taxation in the United States, Singapore and various other countries. Significant judgment is required to determine and estimate worldwide tax liabilities. Our future effective tax rate could be affected by: (1) changes in tax laws; (2) the allocation of earnings to countries with differing tax rates; (3) changes in worldwide projected annual earnings in current and future years; (4) accounting pronouncements; or (5) changes in the valuation of our deferred tax assets and liabilities. Although we believe our tax estimates are reasonable, there can be no assurance that any final determination will not be different from the treatment reflected in our historical income tax provisions and accruals, which could result in additional payments by Intevac.

Difficulties in integrating past or future acquisitions or implementing strategic divestitures could adversely affect our business.

We have completed a number of acquisitions and dispositions during our operating history. We have spent and may continue to spend significant resources identifying and pursuing future acquisition opportunities. Acquisitions involve numerous risks including: (1) difficulties in integrating the operations, technologies and products of the acquired companies; (2) the diversion of our management's attention from other business concerns; and (3) the potential loss of key employees of the acquired companies. Failure to achieve the anticipated benefits of the prior and any future acquisitions or to successfully integrate the operations of the companies we acquire could have a material and adverse effect on our business, financial condition and results of operations. Any future acquisitions could also result in potentially dilutive issuance of equity securities, acquisition or divestiture-related write-offs or the assumption of debt and contingent liabilities. In addition, we have made and will continue to consider making strategic divestitures, such as the disposition of our Photonics business. With any divestiture, there are risks that future operating results could be unfavorably impacted if targeted objectives, such as cost savings or earnout payments associated with the financial performance of the divested business, are not achieved or if other business disruptions occur as a result of the divestiture or activities related to the divestiture.

We could be involved in litigation.

From time to time, we may be involved in litigation of various types, including litigation alleging infringement of intellectual property rights and other claims and customer disputes. For example, we recently settled an action against us under the Private Attorneys General Act for \$1.0 million, pending approval by the court. Litigation is expensive, subjects us to the risk of significant damages and requires significant management time and attention and could have a material and adverse effect on our business, financial condition and results of operations.

Business interruptions could adversely affect our operations.

Our operations are vulnerable to interruption by fire, earthquake, floods or other natural disaster, quarantines or other disruptions associated with infectious diseases, national catastrophe, terrorist activities, war, disruptions in our computing and communications infrastructure due to power loss, telecommunications failure, human error, physical or electronic security breaches and computer viruses, and other events beyond our control. We do not have a detailed disaster recovery plan. Despite our implementation of network security measures, our tools and servers may be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems and tools located at customer sites. Political instability could cause us to incur increased costs in transportation, make such transportation unreliable, increase our insurance costs or cause international currency markets to fluctuate. All these unforeseen disruptions and instabilities could have the same effects on our suppliers and their ability to timely deliver their products. In addition, we do not carry sufficient business interruption insurance to compensate us for all losses that may occur, and any losses or damages incurred by us could have a material adverse effect on our business and results of operations. For example, we self-insure earthquake risks because we believe this is the prudent financial decision based on the high cost of the limited coverage available in the earthquake insurance market. An earthquake could significantly disrupt our operations, most of which are conducted in California. It could also significantly delay our research and engineering effort on new products, most of which is also conducted in California. We take steps to minimize the damage that would be caused by business interruptions, but there is no certainty that our efforts will prove successful.

We could be negatively affected as a result of a proxy contest and the actions of activist stockholders.

A proxy contest with respect to election of our directors, or other activist stockholder activities, could adversely affect our business because: (1) responding to a proxy contest and other actions by activist stockholders can be costly and time-consuming, disruptive to our operations and divert the attention of management and our employees; (2) perceived uncertainties as to our future direction caused by activist activities may result in the loss of potential business opportunities, and may make it more difficult to attract and retain qualified personnel and business partners; and (3) if individuals are elected to our Board of Directors with a specific agenda, it may adversely affect our ability to effectively and timely implement our strategic plans.

We are required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, and any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, our management must perform evaluations of our internal control over financial reporting. Although our assessment, testing, and evaluation resulted in our conclusion that as of January 1, 2022, our internal control over financial reporting was effective, we cannot predict the outcome of our testing in future periods. Ongoing compliance with this requirement is complex, costly and time-consuming. If Intevac fails to maintain effective internal control over financial reporting; our management does not timely assess the adequacy of such internal control; or our independent registered public accounting firm does not deliver an unqualified opinion as to the effectiveness of our internal control over financial reporting, then we could be subject to restatement of previously reported financial results, regulatory sanctions and a decline in the public's perception of Intevac, which could have a material and adverse effect on our business, financial condition and results of operations.

Item 2. *Unregistered Sales of Equity Securities and Use of Proceeds*

Repurchases of Intevac Common Stock

On November 21, 2013, Intevac announced that its Board of Directors approved a stock repurchase program authorizing up to \$30.0 million in repurchases. On August 20, 2018, Intevac announced that its Board of Directors approved a \$10.0 million increase to the original stock repurchase program for an aggregate authorized amount of \$40.0 million. At April 2, 2022, \$10.4 million remains available for future stock repurchases under the repurchase program. Intevac did not make any common stock repurchases during the three months ended April 2, 2022.

Item 3. *Defaults upon Senior Securities*

None.

Item 4. *Mine Safety Disclosures*

Not applicable.

Item 5. *Other Information*

None.

Table of Contents

Item 6. Exhibits

The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
2.1	<u>First Amendment to Asset Purchase Agreement, dated March 7, 2022, by and among Intevac, Inc., Intevac Photonics, Inc. and EOTECH, LLC.</u>
10.1 (1)	<u>Employment Agreement, dated January 19, 2022, by and between Nigel Hunton and Intevac, Inc.</u>
10.2 (1)	<u>Intevac, Inc. 2022 Inducement Equity Incentive Plan</u>
10.3 (1)	<u>Form of RSU Agreement under the Intevac, Inc. 2022 Inducement Equity Incentive Plan</u>
10.4 (2)	<u>Separation Agreement and Release, dated January 27, 2022, by and between Wendell Blonigan and Intevac, Inc.</u>
10.5 (3)	<u>Severance Agreement and Release of Claims, dated February 28, 2022, by and between Jay Cho and Intevac, Inc.</u>
31.1	<u>Certification of President and Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of Executive Vice President, Finance and Administration, Chief Financial Officer, and Treasurer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certifications Pursuant to U.S.C. 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *</u>
101.INS	XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Schema Document
101.CAL	Inline XBRL Calculation Linkbase Document
101.DEF	Inline XBRL Definition Linkbase Document
101.LAB	Inline XBRL Label Linkbase Document
101.PRE	Inline XBRL Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)
(1)	Previously filed as an exhibit to the Company’s Report on Form 8-K filed January 20, 2022.
(2)	Previously filed as an exhibit to the Company’s Report on Form 8-K filed February 1, 2022.
(3)	Previously filed as an exhibit to the Company’s Report on Form 8-K filed March 3, 2022.

* The certification attached as Exhibit 32.1 is deemed “furnished” and not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference into any filing of Intevac, Inc. under the Securities Exchange Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof, irrespective of any general incorporation by reference language contained in any such filing, except to the extent that the registrant specifically incorporates it by reference.

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: May 10, 2022

By: /s/ NIGEL D. HUNTON

Nigel D. Hunton
President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: May 10, 2022

By: /s/ JAMES MONIZ

James Moniz
Executive Vice President, Finance and Administration,
Chief Financial Officer, Secretary and Treasurer
(Principal Financial and Accounting Officer)

**FIRST AMENDMENT
TO
ASSET PURCHASE AGREEMENT**

This First Amendment (“Amendment”), dated March 7, 2022, is by and among INTEVAC PHOTONICS, INC., a Delaware corporation (“Seller”), INTEVAC, INC., a Delaware corporation (“Shareholder”) and EOTECH, LLC, a Michigan limited liability company (“Buyer”).

RECITALS

WHEREAS, on December 30, 2021, Buyer, Seller and the Shareholder entered into that certain Asset Purchase Agreement (the “Agreement”);

WHEREAS, the Buyer, Seller and the Shareholder desire to amend the Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the parties hereto agree as follows:

1. Section 2.8(b) of the Agreement is hereby amended and restated in its entirety as follows:

“(b) As soon as practicable, but in no event later than one hundred twenty (120) days following the Closing Date, Buyer shall prepare a calculation of the Net Working Capital as of the Closing Date (the “Closing Net Working Capital”). Buyer shall deliver a written statement of the Closing Net Working Capital (the “Closing Net Working Capital Statement”) to Seller promptly after it has been prepared.”

2. Except as otherwise amended hereby, the remaining terms, conditions and provisions of the Agreement shall remain in full force and effect as provided therein. This Amendment may be executed in counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. Signature pages delivered by facsimile to this Amendment shall be binding to the same extent as an original. This Amendment shall be construed as to both validity and performance and enforced in accordance with and governed by the laws of the State of Delaware, without giving effect to the choice of law principles thereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed this Amendment effective as of the date set forth above.

SELLER:

INTEVAC PHOTONICS, INC.,
a Delaware corporation

By: /s/ James Moniz

Name: James Moniz

Title: CFO

SHAREHOLDER:

INTEVAC, INC.,

By: /s/ James Moniz

Name: James Moniz

Title: CFO

BUYER:

EOTECH, LLC,
a Michigan limited liability company

By: /s/ Matthew Van Haaren

Name: Matt Van Haaren

Title: CEO

I, Nigel D. Hunton, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Intevac, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2022

/s/ NIGEL D. HUNTON

Nigel D. Hunton
President, Chief Executive Officer and Director

I, James Moniz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Intevac, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2022

/s/ JAMES MONIZ

James Moniz
Executive Vice President, Finance and Administration,
Chief Financial Officer, Secretary and Treasurer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Nigel D. Hunton, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Intevac, Inc. on Form 10-Q for the quarterly period ended April 2, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Intevac, Inc.

Date: May 10, 2022

/s/ NIGEL D. HUNTON

Nigel D. Hunton
President, Chief Executive Officer and Director

I, James Moniz, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Intevac, Inc. on Form 10-Q for the quarterly period ended April 2, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Intevac, Inc.

Date: May 10, 2022

/s/ JAMES MONIZ

James Moniz
Executive Vice President, Finance and Administration,
Chief Financial Officer, Secretary and Treasurer

A signed original of this written statement required by Section 906 has been provided to Intevac, Inc. and will be retained by Intevac, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Intevac, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report), irrespective of any general incorporation language contained in such filing.