

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * McAulay Cameron <small>(Last) (First) (Middle)</small> 3560 BASSETT STREET <small>(Street)</small> SANTA CLARA, CA 95054 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol INTEVAC INC [IVAC] 3. Date of Earliest Transaction (MM/DD/YYYY) 3/31/2025 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/31/2025		U		3,751 ⁽¹⁾⁽²⁾	D	(1)	138,000	D	
Common Stock	3/31/2025		D		138,000 ⁽³⁾	D	(2)	0	D	
Common Stock	3/31/2025		A		135,000 ⁽⁴⁾	A	\$0	135,000	D	
Common Stock	3/31/2025		D		135,000 ⁽⁴⁾	D	(4)	0	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) Pursuant to the terms of that certain Agreement and Plan of Merger (the "Merger Agreement"), by and among Seagate Technology Holdings plc, the Issuer and Irvine Acquisition Holdings, Inc., dated as of February 13, 2025, the reported securities were tendered prior to the Expiration Date (as defined in the Merger Agreement) and disposed of at the Offer Acceptance Time (as defined in the Merger Agreement) in exchange for \$4.00 per share, payable in cash at closing, without interest and subject to reduction for any applicable withholding of taxes (the "Offer Consideration").
- (2) Includes 1,251 shares acquired under the Issuer's Employee Stock Purchase Plan on March 24, 2025.
- (3) At the Effective Time (as defined in the Merger Agreement), pursuant to the Merger Agreement, each restricted stock unit of the Issuer that vested based solely on the continued performance of services and performance metrics (each, a "Company RSU") then outstanding, whether or not vested, was cancelled in exchange for a cash payment equal to (x) the total numbers of shares subject to such Company RSU immediately prior to the Effective Time (without regard to vesting) multiplied by (y) the Offer Consideration.
- (4) Immediately prior to the Effective Time, pursuant to the Merger Agreement, (A) each restricted stock unit of the Issuer that vested based solely on the continued performance of services and the achievement of performance metrics (each a "Company PRSU") granted during calendar year 2022 that was then outstanding was cancelled and the holder thereof received an amount in cash equal to the product of (x) 25% of the "Number of RSUs Subject to Award" listed in the applicable award agreement multiplied by (y) the Offer Consideration and (B) each Company PRSU granted during calendar year 2025 that was then outstanding was cancelled and the holder thereof was entitled to an amount in cash equal to the product of (x) the "Target PRSUs" listed in the applicable award agreement multiplied by (y) the Offer Consideration.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McAulay Cameron 3560 BASSETT STREET SANTA CLARA, CA 95054			Chief Financial Officer	

Signatures**By: Diane Garibaldi For: Cameron McAulay****4/1/2025**

**Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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