

INTEVAC INC

FORM T-3/A

(Amended application for qualification of trust indentures)

Filed 05/24/02

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

INTEVAC INC

FORM T-3/A

(Amended application for qualification of trust indentures)

Filed 5/24/2002

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

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1 TO

FORM T-3

**FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES
UNDER THE TRUST INDENTURE ACT OF 1939**

INTEVAC, INC.
(Name of applicant)

3560 Bassett Street
Santa Clara, California 95054
(Address of principal executive offices)

securities to be issued under the indenture to be qualified

TITLE OF CLASS

AMOUNT

6½% Convertible Subordinated Notes due 2009

Up to \$18,000,000 principal amount

Approximate date of proposed public offering: As soon as practicable following the qualification of the indenture covered hereby under the Trust Indenture Act of 1939, as amended.

Name and address of agent for service:

Kevin Fairbairn
Intevac, Inc.
3560 Bassett Street
Santa Clara, California 95054
(408) 986-9888

With copies sent to:

Herbert P. Fockler, Esq.
Michael A. Occhiolini, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304

The obligor hereby amends this application for qualification on such date or dates as may be necessary to delay its effectiveness until: (i) the 20th day after the filing of a further amendment which specifically states that it shall supersede this amendment; or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Act, may determine upon the written request of the obligor.

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EXPLANATORY NOTE

This Amendment No. 1 to Form T-3 is being filed solely for the purposes of adding as an exhibit the supplement to the offering circular, dated May 24, 2002, that amends and supplements the offering circular previously filed and filing a revised form of Indenture amending Section 5.15 of the Indenture to provide that the notice of Automatic Conversion shall also include “the Conversion Price at which such Automatic Conversion is to be effected.”

Contents of application for qualification . This amendment to the application for qualification comprises:

(a) Pages numbered 1 to 3, consecutively.

(b) The statement of eligibility and qualification on Form T-1 of State Street Bank and Trust Company of California, N.A., as Trustee under the Indenture.(1)

(c) The following exhibits in addition to those filed as a part of the statement of eligibility and qualification of such Trustee:

Exhibit T3A –Amended and Restated Articles of Incorporation of Intevac, as amended.(2)

Exhibit T3B –By-Laws of Intevac.(3)

Exhibit T3C –The Indenture to be dated as of the closing date of the Exchange Offer by and between Intevac and State Street Bank and Trust Company of California, N.A., as Trustee. (5)

Exhibit T3D –Not applicable.

Exhibit T3E –(1) Supplement to Offering Circular dated as of May 24, 2002.(5)

(2) Offering Circular dated as of May 8, 2002.(4)

(3) Letter of Transmittal accompanying the Offering Circular.(4)

(4) Letter to Clients.(4)

(5) Letter to Broker-Dealers.(4)

(6) Notice of Guaranteed Delivery.(4)

(7) Guidelines for Certification of Taxpayer Identification Number on substitute Form W-9.(4)

(8) Press Release.(4)

(9) Investor Presentation.(4)

Exhibit T3F – Cross-reference sheet.(1)

(1) Incorporated by reference to Intevac’s Form T-3 (file No. 22-28599), filed on May 8, 2002.

(2) Incorporated by reference to Exhibit 3.1 to Intevac’s Registration Statement on Form S-1 (File No. 333-05531), filed with the Securities Exchange Commission on June 7, 1996.

(3) Incorporated by reference to Exhibit 3.2 to Intevac’s Quarterly Report on Form 10-Q for the quarter ended March 30, 2002, filed on April 30, 2002.

(4) Incorporated by reference to Intevac’s Tender Offer Statement on Schedule TO (file No. 5-48450), filed with the Securities and Exchange Commission on May 8, 2002.

(5) Incorporated by reference to Intevac’s Amendment No. 1 to Schedule TO, filed on May 24, 2002.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, Intevac, Inc., a corporation organized and existing under the laws of California, has duly caused this amendment to the application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of Santa Clara, and State of California, on the 24th day of May, 2002.

(SEAL)

INTEVAC, INC.

By: /s/ KEVIN FAIRBAIRN

Name: Kevin Fairbairn

Title: President and Chief Executive Officer

Attest: /s/ CHARLES B. EDDY III

Name: Charles B. Eddy III

Vice President, Finance and

Title: Administration, Chief Financial Officer,

Treasurer and Secretary

EXHIBIT INDEX

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End of Filing

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