

INTEVAC INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 09/29/03

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 S-8

(Securities Registration: Employee Benefit Plan)

Filed 9/29/2003

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

FORM S-8
REGISTRATION STATEMENT
Under The Securities Act of 1933

INTEVAC, INC.

(Exact name of Registrant as specified in its charter)

California

94-3125814

(State of incorporation)

(I.R.S. Employer Identification
 Number)

3560 Bassett Street
 Santa Clara, California 95054
 (Address, including zip code of Registrant's principal executive offices)

2003 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the Plan)

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

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

Copies to:
 Herbert P. Fockler, Esq.
 Wilson Sonsini Goodrich & Rosati
 Professional Corporation
 650 Page Mill Road
 Palo Alto, CA 94304-1050
 (650) 493-9300

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value, reserved for issuance under the Intevac, Inc. 2003 Employee Stock Purchase Plan (the "Plan")	108,197	\$8,232	\$890,678	\$73
TOTAL	108,197		\$890,678	\$73

(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar

transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

- (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended (the "1933 Act"), solely for the purpose of calculating the registration fee. The computation is based upon the average of the high and low sale prices of the Common Stock as reported on The Nasdaq National Market on September 22, 2003, multiplied by 85%, which is the percentage of the trading purchase price applicable to purchases under the referenced Plan.
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INTEVAC, INC.

REGISTRATION STATEMENT ON FORM S-8

PART I

INFORMATION REQUIRED IN THIS PROSPECTUS

Omitted pursuant to the instructions and provisions of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission (the “*Commission*”) by Intevac, Inc. (the “*Registrant*”):

- The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2002 filed with the Commission on March 13, 2003 pursuant to Section 13(a) the Securities Exchange Act of 1934, as amended (the “*1934 Act*”);
 - The Registrant’s Quarterly Report on Form 10-Q for the quarter ended March 29, 2003 filed with the Commission on May 6, 2003 pursuant to Section 13(a) of the 1934 Act;
 - The Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 28, 2003 filed with the Commission on August 11, 2003 pursuant to Section 13(a) of the 1934 Act;
 - The Registrant’s Definitive Proxy Statement on Schedule 14A filed with the Commission on March 25, 2003 pursuant to Section 14 (a) of the 1934 Act;
 - The Registrant’s Current Reports on Form 8-K filed with the Commission on March 6, 2003, April 22, 2003, May 6, 2003, May 13, 2003, May 19, 2003 and July 22, 2003 pursuant to Section 13 or 15(d) of the 1934 Act; and
 - The description of Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form 8-A dated October 5, 1995, filed with the Commission pursuant to Section 12(g) of the 1934 Act, including any amendment or report filed for the purpose of updating such description.
 - The information contained in the Registrant’s Registration Statement on Form S-8 (File No. 333–106960) filed on July 11, 2003
 - The information contained in the Registrant’s Current Report on Form 8-K filed on September 24, 2003.
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In addition, all documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold under this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such earlier statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 317 of the California Corporations Code authorizes a corporation's Board of Directors to grant indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the 1933 Act. Article V of the Registrant's Amended and Restated Articles of Incorporation and Article VI of the Registrant's Bylaws provide for indemnification of the Registrant's directors, officers and other agents to the maximum extent permitted by the California Corporations Code. With regard to the foregoing, the Registrant has entered into Indemnification Agreements with its directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
*4.1	2003 Employee Stock Purchase Plan.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C., with respect to the securities being registered.
23.1	Consent of Independent Auditors.
23.2	Consent of Counsel (contained in Exhibit 5.1).
24.1	Power of Attorney (see page II-3).

- Previously filed as an exhibit to the Registration Statement on Form S-8 (No. 333-106960)

Item 9. Undertakings.

- A. The undersigned Registrant hereby undertakes:

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- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement
 - (i) To include any prospectus required by Section 10(a)(3) of the 1933 Act,
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that clauses (1)(i) and (1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference into this Registration Statement;
 - (2) That for the purpose of determining any liability under the 1933 Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof and
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the Registrant's 2003 Employee Stock Purchase Plan.
- B. The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference into this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers or controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the 1933 Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Clara, State of California, on this 26th day of September 2003.

INTEVAC, INC.

By: /s/ Charles B. Eddy, III

Charles B. Eddy, III
 Vice President, Finance and Administration,
 Chief Financial Officer, Treasurer and
 Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin Fairbairn and Charles B. Eddy, III, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated as of September 26, 2003:

Signature	Title
<u>/s/ Kevin Fairbairn</u> Kevin Fairbairn	President and Chief Executive Officer (<i>Principal Executive Officer</i>)
<u>/s/ Norman H. Pond</u> Norman H. Pond	Chairman of the Board
<u>/s/ Charles B. Eddy, III</u> Charles B. Eddy, III	Vice President, Finance and Administration, Chief Financial Officer, Treasurer and Secretary (<i>Principal Financial and Accounting Officer</i>)
<u>/s/ David S. Dury</u> David S. Dury	Director
<u>/s/ Robert D. Hempstead</u> Robert D. Hempstead	Director
<u>/s/ David N. Lambeth</u> David N. Lambeth	Director
<u>/s/ Robert Lemos</u> Robert Lemos	Director
<u>/s/ H. Joseph Smead</u> H. Joseph Smead	Director



INDEX TO EXHIBITS

Exhibit Number	Description
*4.1	2003 Employee Stock Purchase Plan.
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23.1	Consent of Independent Auditors.

- Previously filed as an exhibit to the Registration Statement on Form S-8 (No. 333-106960)

September 25, 2003

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

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "*Registration Statement*") to be filed by you with the Securities and Exchange Commission on or about September 26, 2003 regarding the registration under the Securities Act of 1933, as amended, of an additional 108,197 shares of your Common Stock, no par value (the "*Shares*"), reserved for issuance under your 2003 Employee Stock Purchase Plan (the "*Plan*"). As your legal counsel, we have reviewed the actions taken by you in connection with the proposed sale and issuance of the Shares by you under the Plan. We assume that each issuance of the Shares will be made in accordance with the terms of the Plan.

It is our opinion that, upon completion of the proceedings being taken, or contemplated by us, as your counsel, to be taken, prior to the issuance of the Shares pursuant to the Registration Statement and the Plan, including the proceedings being taken in order to permit such transaction to be carried out in accordance with applicable state securities laws, the Shares, when issued and sold in the manner described in the Registration Statement and in accordance with the resolutions adopted by the Board of Directors, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We have issued our reports dated January 29, 2003, accompanying the consolidated financial statements of Intevac, Inc. appearing in the 2002 Annual Report of the Company to its shareholders and the accompanying schedules included in the Annual Report on Form 10-K for the year ended December 31, 2002, which are incorporated by reference in this Registration Statement on Form S-8. We consent to the incorporation by reference in the Registration Statement of the aforementioned reports.

GRANT THORNTON LLP

San Jose, California
September 22, 2003

End of Filing

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