

INTEVAC INC  
Form 4  
April 26, 2017

**FORM 4**

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

OMB APPROVAL

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
First Eagle Investment Management, LLC

(Last) (First) (Middle)

1345 AVENUE OF THE AMERICAS, 44TH FLOOR

(Street)

NEW YORK, NY 10105

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INTEVAC INC [IVAC]

3. Date of Earliest Transaction (Month/Day/Year)  
04/24/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 <sup>(1)</sup>     | 04/24/2017                           |  | S                              |   | 82,097  | D  | \$ 13.7016  |
|                                 |                                      |  |                                |   |   |  | 4,901,284 <sup>(2)</sup>                              |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See Footnote <sup>(3)</sup>                           |
| Common Stock                    | 04/24/2017                           |  | S                              |   | 10,000  | D  | \$ 13.65  |
|                                 |                                      |  |                                |   |   |  | 4,891,284 <sup>(2)</sup>                              |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See Footnote <sup>(4)</sup>                           |
| Common Stock                    | 04/25/2017                           |  | S                              |   | 4,145   | D  | \$ 13.425   |
|                                 |                                      |  |                                |   |   |  | 4,887,139 <sup>(2)</sup>                              |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See Footnote <sup>(5)</sup>                           |
| Common Stock                    | 04/25/2017                           |  | S                              |   | 98,143  | D  | \$ 13.3368  |
|                                 |                                      |  |                                |   |   |  | 4,788,996 <sup>(2)</sup>                              |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | See Footnote  |

|              |            |   |                        |   |            |                          |   |   |
|--------------|------------|---|------------------------|---|------------|--------------------------|---|---|
| Common Stock | 04/25/2017 | S | 5,855 <sup>(7)</sup>   | D | \$ 13.425  | 4,783,141 <sup>(2)</sup> | I | <sup>(6)</sup><br>See Footnote <sup>(8)</sup> |
| Common Stock | 04/25/2017 | S | 138,617 <sup>(7)</sup> | D | \$ 13.3368 | 4,644,524 <sup>(2)</sup> | I | See Footnote <sup>(9)</sup>                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| First Eagle Investment Management, LLC<br>1345 AVENUE OF THE AMERICAS<br>44TH FLOOR<br>NEW YORK, NY 10105                             |               | X         |         |       |
| 21 APRIL FUND, LTD.<br>CITCO FUND SERVICES (CAYMAN ISLANDS) LTD<br>REGATTA OFFICE PARK WEST BAY ROAD<br>GRAND CAYMAN, E9 KY1-1205     |               | X         |         |       |
| First Eagle Value in Biotechnology Master Fund, Ltd.<br>CITCO FUND SERVICES (CAYMAN ISLANDS) LTD<br>REGATTA OFFICE PARK WEST BAY ROAD |               | X         |         |       |

GRAND CAYMAN, E9 KY1-1205

First Eagle Holdings, Inc.  
1345 AVENUE OF THE AMERICAS  
NEW YORK, NY 10105

X

## Signatures

|   |            |
|---|------------|
| FIRST EAGLE HOLDINGS, INC., By: /s/ Michael M. Kellen, Director   | 04/26/2017 |
| __Signature of Reporting Person   | Date       |
| FIRST EAGLE INVESTMENT MANAGEMENT, LLC, Investment Adviser of 21 April Ltd. and FEVIBM, By: /s/ Michael M. Kellen, Director | 04/26/2017 |
| __Signature of Reporting Person   | Date       |
| FIRST EAGLE INVESTMENT MANAGEMENT, LLC, By: /s/ Michael M. Kellen, Director   | 04/26/2017 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

\* 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).

- This Form 4 is filed by 21 April Ltd. ("April Ltd."), First Eagle Investment Management, LLC ("FEIM"), First Eagle Value in
- (1) Biotechnology Master Fund, Ltd. ("FEVIBM") and First Eagle Holdings, Inc. ("FEHI" and, collectively with April Ltd., FEIM and FEVIBM, the "Entities"). The Entities disclaim status as a "group" for purposes of this Form 4.  
  
The shares of Common Stock reported herein are indirectly beneficially owned by FEHI and FEIM, a Delaware limited liability company and an investment adviser registered under the Investment Advisers Act of 1940. FEIM is (i) the registered investment adviser to FEVIBM as well as to April Ltd. (collectively, the "Funds"), (ii) a subsidiary of FEHI and (iii) investment adviser to certain separately managed accounts which, together with certain separate accounts managed by Michael M. Kellen in his individual capacity holding shares reported by FEIM for which FEIM disclaims beneficial ownership are defined herein as the "Separately Managed Accounts". FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
  - (3) Represents 2,599,340, 517,565 and 1,784,379 shares held directly by 21 April Ltd., FEVIBM and the Separately Managed Accounts, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
  - (4) Represents 2,599,340, 507,565 and 1,784,379 shares held directly by 21 April Ltd., FEVIBM and the Separately Managed Accounts, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
  - (5) Represents 2,599,340, 503,420 and 1,784,379 shares held directly by 21 April Ltd., FEVIBM and the Separately Managed Accounts, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
  - (6) Represents 2,599,340, 405,277 and 1,784,379 shares held directly by 21 April Ltd., FEVIBM and the Separately Managed Accounts, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
  - (7) These shares are indirectly beneficially owned by certain Separately Managed Accounts.  
  
Represents 2,599,340, 405,277 and 1,778,524 shares held directly by 21 April Ltd., FEVIBM and the Separately Managed Accounts, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.
  - (9) Represents 2,599,340, 405,277 and 1,639,907 shares held directly by 21 April Ltd., FEVIBM and the Separately Managed Accounts, respectively. FEHI disclaims Section 16 beneficial ownership of the shares held directly by the Funds except to the extent, if any, of its

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pecuniary interest therein, and this report shall not be deemed an admission that FEHI is the Section 16 beneficial owner of any such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.