

INTEVAC INC  
Form S-8 POS  
September 25, 2003

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As filed with the Securities and Exchange Commission on September 25, 2003  
Registration No. 333-95629

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

POST-EFFECTIVE AMENDMENT No. 1

To

**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)

**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)

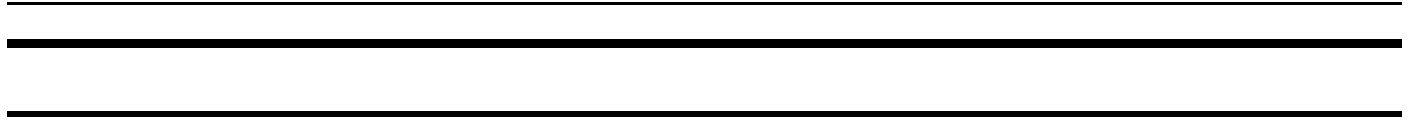
*Copies to:*

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**

The Registration Fee was previously calculated and paid in connection with the filing of the Registration Statement on January 28, 2000 (File No. 333-95629).

No exhibits are filed with this Post-Effective Amendment.



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**EXPLANATORY NOTE**

The Registrant registered 250,000 shares of its Common Stock (the *Registered Shares* ) for future issuance under its Employee Stock Purchase Plan (the *ESPP* ) pursuant to a Registration Statement on Form S-8 (File No. 333-95629) filed with the Securities and Exchange Commission on January 28, 2000. The Registrant now has adopted a new plan, the Intevac, Inc. 2003 Employee Stock Purchase Plan (the *2003 ESPP* ), to which shares remaining available for issuance under the ESPP may be transferred for the purpose of future employee stock purchases under the 2003 ESPP. As of September 25, 2003, a total of 108,197 shares of the Registered Shares had not been issued under the ESPP prior to the termination of such plan effective July 31, 2003. This post-effective Amendment is being filed to deregister all shares of the Registrant's stock reserved for issuance under the ESPP that have not yet been issued.

Accordingly, the Registrant hereby withdraws from registration under this Registration Statement on Form S-8 the 108,197 shares of its Common Stock that have not been and will not be issued under the ESPP. A new Form S-8 Registration Statement will be filed by the Registrant to register shares issuable under the 2003 ESPP.

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**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 25th 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, this Registration Statement has been signed by the following persons in the capacities indicated as of September 25, 2003:

<u>Signature</u>	<u>Title</u>
<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

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/s/ Robert Lemos

Director

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Robert Lemos

/s/ H. Joseph Smead

Director

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H. Joseph Smead

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