

AXCELIS TECHNOLOGIES INC

Form 4

May 11, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PUMA MARY G

2. Issuer Name and Ticker or Trading Symbol
AXCELIS TECHNOLOGIES INC
[ACLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

C/O AXCELIS TECHNOLOGIES, INC., 108 CHERRY HILL DRIVE

(Street)

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

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

BEVERLY, MA 01915

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/09/2017 | | M | | 46,598 A \$ 2.8 | 240,684 ⁽¹⁾ | D |
| Common Stock | 05/09/2017 | | S | | 46,598 D \$ 21.09 ⁽²⁾ | 194,086 ⁽¹⁾ | D |
| Common Stock | 05/10/2017 | | M | | 15,902 A \$ 2.8 | 209,988 | D |
| Common Stock | 05/10/2017 | | M | | 62,500 A \$ 3.72 | 272,488 | D |
| | 05/10/2017 | | S | | 78,402 D | 194,086 ⁽¹⁾ | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------------|-------------|--|------------------|
| Common Stock | | | | | | \$ 21.05 (3) | | | |
| Common Stock | 05/11/2017 | | M | 62,500 | A | \$ 4.64 | 256,686 | | D |
| Common Stock | 05/11/2017 | | S | 62,500 | D | \$ 21.01 (4) | 194,086 (1) | | D |
| Common Stock | | | | | | | 5,000 | | I Held by Spouse |

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

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(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (right to buy) | \$ 2.8 | 05/09/2017 | | M | 46,598 | 11/17/2012 11/17/2018 | Common Stock | 46,598 | |
| Stock option (right to buy) | \$ 2.8 | 05/10/2017 | | M | 15,902 | 11/17/2012 11/17/2018 | Common Stock | 15,902 | |
| Stock option (right to buy) | \$ 3.72 | 05/10/2017 | | M | 62,500 | 07/16/2016 07/16/2019 | Common Stock | 62,500 | |
| Stock option (right to buy) | \$ 4.64 | 05/11/2017 | | M | 62,500 | 11/16/2013 11/16/2019 | Common Stock | 62,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PUMA MARY G C/O AXCELIS TECHNOLOGIES, INC. 108 CHERRY HILL DRIVE BEVERLY, MA 01915 | X | | President and CEO | |

Signatures

Lynnette C. Fallon, as attorney in fact for Mary G.

Puma

05/11/2017

__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).

- (1) Of the shares held as of May 9, 10 and 11, 2017, 75,000 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.45, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

- (2) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.40, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

- (3) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.10, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

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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