

II-VI INC  
Form 8-K/A  
January 15, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) January 15, 2014 (November 1, 2013)**

**II-VI Incorporated**

**(Exact Name of Registrant as Specified in Its Charter)**

**Pennsylvania**

**(State or Other Jurisdiction of Incorporation)**

**0-16195**  
**(Commission File Number)**

**25-1214948**  
**(IRS Employer**

**Identification No.)**

**375 Saxonburg Boulevard, Saxonburg, Pennsylvania**  
**(Address of Principal Executive Offices)**  
**(724) 352-4455**

**16056**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Explanatory Note

This Current Report on Form 8-K/A (this Amendment ) hereby amends and supplements the Current Report on Form 8-K of II-VI Incorporated originally filed with the Securities and Exchange Commission on November 1, 2013 (the Original 8-K ), which announced that II-VI Incorporated, a Pennsylvania corporation ( II-VI or the Company ), had acquired certain assets of Oclaro used in the fiber amplifier and micro-optics business (collectively, the Business ) as of November 1, 2013, pursuant to an Asset Purchase Agreement (the Purchase Agreement ) originally entered into October 10, 2013, by and among II-VI and Oclaro Technology Limited, a company incorporated under the laws of England and Wales ( Oclaro ).

This Amendment is being filed to provide certain financial information, listed below, in accordance with Item 9.01 of Form 8-K.

#### Item 9.01 Financial Statements and Exhibits.

##### (a) Financial Statements of the Business Acquired

Audited combined abbreviated financial statements of the fiber amplifier and micro-optics business of Oclaro, Inc., as of and for the twelve months ended June 29, 2013, as required by this Item 9.01(a), are attached as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by this reference.

##### (b) Pro Forma Financial Information

Unaudited Pro Forma Condensed Combined Balance Sheet of II-VI Incorporated as of June 30, 2013 and the Unaudited Pro Forma Condensed Combined Statement of Earnings of II-VI Incorporated for the year ended June 30, 2013 and the notes to such unaudited pro forma condensed combined financial statements, as required by this Item 9.01(b), are attached as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by this reference.

##### (d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 23.1        | Consent of Grant Thornton LLP, Oclaro, Inc. Independent Auditors.   |
| 99.1        | Audited Combined Abbreviated Financial Statements of the fiber amplifier and micro-optics business of Oclaro, Inc. as of and for the twelve-months ended June 29, 2013. |
| 99.2        | Unaudited Pro Forma Condensed Combined Financial Statements of II-VI Incorporated for the year ended June 30, 2013.   |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

II-VI INCORPORATED  
(Registrant)

Date: January 15, 2014

By: /s/ Francis J. Kramer  
Francis J. Kramer  
President and Chief Executive Officer

Date: January 15, 2014

By: /s/ Craig A. Creaturo  
Craig A. Creaturo  
Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

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