

INTEVAC INC  
Form DEFA14A  
May 15, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**May 11, 2014**

**Date of Report (date of earliest event reported)**

**INTEVAC, INC.**

**(Exact name of Registrant as specified in its charter)**

**State of Delaware**  
**(State or other jurisdiction**  
**of incorporation or organization)**

**0-26946**  
**(Commission File Number)**

**94-3125814**  
**(IRS Employer**  
**Identification Number)**

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**3560 Bassett Street**

**Santa Clara, CA 95054**

**(Address of principal executive offices)**

**(408) 986-9888**

**(Registrant's telephone number, including area code)**

**N/A**

**(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:

- 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;**

**Compensatory Arrangements of Certain Officers.**

As previously disclosed on May 12, 2014, on May 9, 2014 and effective May 11, 2014, contingent on the execution of the Agreement, as described below, the Board of Directors (the Board ) of Intevac, Inc. (the Company ) voted to increase the size of the Board from eight to nine directors and appointed Marc T. Giles to fill the newly created seat. In connection with his appointment to the Board, Mr. Giles was appointed to the Audit Committee.

Mr. Giles will receive the same compensation and indemnification as the Company's other non-employee directors.

There are no transactions between Mr. Giles and the Company that would be reportable under Item 404(a) of Regulation S-K.

A copy of the press release issued by the Company regarding the Agreement and the appointment of Mr. Giles was previously filed on May 12, 2014.

**Item 8.01. Other Events.**

On May 11, 2014, the Company entered into an agreement (the Agreement ) with J. Daniel Plants, Marc T. Giles, Voce Catalyst Partners LP and Voce Capital Management LLC (collectively, the Shareholder Group ). Pursuant to the Agreement, the Company agreed to expand the Board and appoint Mr. Giles to fill the newly created seat, as described above. In addition, the Company has agreed to include Mr. Giles in its slate of nominees for election to the Board at the Company's 2014 and 2015 Annual Meetings of Stockholders and to solicit proxies in favor of his election to the Board at such meetings.

Pursuant to the Agreement, the members of the Shareholder Group have agreed to vote for and publicly support and recommend the Board's slate of nominees for directors at the 2014 and 2015 Annual Meetings of Stockholders. In addition, the Shareholder Group has agreed, until 30 days prior to the advance notice deadline for the Company's 2016 Annual Meeting of Stockholders, to customary standstill provisions during that time that provide, among other things, that the Shareholder Group will not (a) acquire beneficial ownership of more than 4.9% of the Company's outstanding common stock; (b) engage in or in any way participate in a solicitation of proxies or consents with respect to the Company; (c) initiate any shareholder proposals; (d) call, seek to call or request a special meeting of stockholders; or (e) take certain actions relating to a sale of the Company's stock.

The foregoing summary of the Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Agreement, which is attached as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 Agreement, dated as of May 11, 2014, by and among Intevac, Inc., J. Daniel Plants, Marc T. Giles, Voce Catalyst Partners LP and Voce Capital Management LLC.

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.

Date: May 15, 2014

INTEVAC, INC.

/s/ JEFFREY ANDRESON

Jeffrey Andreson

Executive Vice President, Finance and Administration,

Chief Financial Officer, Treasurer and Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Agreement, dated as of May 11, 2014, by and among Intevac, Inc., J. Daniel Plants, Marc T. Giles, Voce Catalyst Partners LP and Voce Capital Management LLC |