

INTEVAC INC  
Form 8-K  
January 31, 2014

**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**

**January 27, 2014**

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

**INTEVAC, INC.**

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

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

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

**94-3125814**  
**(I.R.S. Employer**

**Identification Number)**

**3560 Bassett Street**

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**Santa Clara, CA 95054**

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**(Address of principal executive offices)**

**(408) 986-9888**

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

**N/A**

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**(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 communication 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**

On January 27, 2014, the Company and Christopher Smith, a Named Executive Officer of the Company, entered into an Executive Transition Plan and Agreement (the Agreement ). Pursuant to the Agreement, Mr. Smith is transitioning to the role of Vice President of Business Development with effect as of January 18, 2014. Mr. Smith's revised annual base salary will be \$275,000, his target incentive compensation will be set at 50% of his salary, and, except as set forth in the Agreement, all other terms of his prior agreement remain unchanged. A copy of the Agreement is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1. Agreement with Christopher Smith

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: January 31, 2014

INTEVAC, INC.

By: /s/ JEFFREY ANDRESON  
Jeffrey Andreson  
Vice President, Finance and  
Administration, Chief Financial Officer,  
Treasurer and Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>               |
|--------------------|----------------------------------|
| 10.1               | Agreement with Christopher Smith |