INTEVAC INC
Form 4
November 04, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Northern Right Capital Management, L.P.

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 230,

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
INTEVAC INC [IVAC]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Member of a 13D 10% group

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2015		J		223,242	D	$ 0	33,142	I	See footnotes (1) (5) (6)
Common Stock	11/02/2015		J		33,142	D	$ 0	0	I	See footnotes (1) (5) (6)
Common Stock	11/02/2015		J		905,363	D	$ 0	746,659	I	See footnotes (2) (5) (6)
Common Stock	11/02/2015		J		33,142	A	$ 0	779,801	I	See footnotes

				(2) (5) (6)
Common Stock		1,128,605	I	See footnotes (3) (6)
Common Stock		354,566	I	See footnotes (4) (6)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Options	$ 5.62							06/04/2016	06/04/2022	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Northern Right Capital Management, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	X			Member of a 13D 10% group
Becker Steven R C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	X			Member of a 13D 10% group

Drapkin Matthew A C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	Member of a 13D 10% group
Northern Right Capital (QP), L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	Member of a 13D 10% group
BECKER DRAPKIN PARTNERS, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	Member of a 13D 10% group
BC Advisors LLC 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	Member of a 13D 10% group

Signatures

NORTHERN RIGHT CAPITAL MANAGEMENT, L.P., By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory	11/04/2015
**Signature of Reporting Person	Date
NORTHERN RIGHT CAPITAL (QP), L.P., By: Northern Right Capital Management, L.P., its general partner, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory	11/04/2015
**Signature of Reporting Person	Date
BECKER DRAPKIN PARTNERS, L.P., By: Northern Right Capital Management, L.P., its general partner, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Authorized Signatory, By: /s/ Steven R. Becker, Authorized Signatory	11/04/2015
**Signature of Reporting Person	Date
BC ADVISORS, LLC, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory	11/04/2015
**Signature of Reporting Person	Date
MATTHEW A. DRAPKIN, /s/ Matthew A. Drapkin.	11/04/2015
**Signature of Reporting Person	Date
STEVEN R. BECKER, /s/ Steven R. Becker	11/04/2015
**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) Represents Common Stock of the Issuer directly held by Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.").

(2) Represents Common Stock of the Issuer directly held by Northern Right Capital (QP), L.P. (f/k/a Becker Drapkin Partners (QP), L.P.) ("NRC QP").

(3) Represents Common Stock of the Issuer directly held by Becker Drapkin Partners SLV, Ltd. ("BD SLV").

(4) Represents Common Stock of the Issuer directly held by a managed account on behalf of an investment advisory client (the "Managed Account") of Northern Right Capital Management, L.P. (f/k/a Becker Drapkin Management, L.P.) ("NRC Management").

(5) Pursuant to Rule 16a-13 of the Securities Exchange Act of 1934, on November 2, 2015, as part of an internal restructuring of the entities managed by NRC Management, (i) NRC QP transferred 905,363 shares of Common Stock to BD SLV, (ii) Becker Drapkin, L.P. transferred 223,242 shares of Common Stock to BD SLV and (iii) Becker Drapkin, L.P. transferred 33,142 shares of Common Stock to NRC QP, in each case in exchange for interests of the applicable transferee.

(6) Mr. Becker and Mr. Drapkin may be deemed to beneficially own such Common Stock as each is a member of BC Advisors, LLC, which is the general partner of NRC Management (of which each of Mr. Becker and Mr. Drapkin is a limited partner), and NRC Management is the general partner of, and investment manager for, NRC QP, and the investment manager of each of BD SLV and the Managed Account. Mr. Becker disclaims beneficial ownership in such Common Stock except to the extent of his pecuniary interest therein.

(7) In connection with Mr. Drapkin's reelection to the Board of Directors of the Issuer, the Issuer granted these options to Mr. Drapkin. This option grant will vest in full on June 4, 2016. These options of the Issuer are directly held by Mr. Drapkin.

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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