

ALDEBORGH JOHN E
Form 4
May 18, 2018

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 *
ALDEBORGH JOHN E

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)
108 CHERRY HILL DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Customer Operations

BEVERLY, MA 01915

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

(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 | (A) or (D) | Price |
| Common Stock | 05/16/2018 | | F | | 1,507 | D (1) | \$ 22.4 (2) |
| Common Stock | 05/16/2018 | | A | | 8,131 | A | \$ 0 (4) |
| Common Stock | 05/16/2018 | | A | | 8,131 | A | \$ 0 (6) |
| Common Stock | 05/17/2018 | | F | | 737 | D (8) | \$ 22.4 (9) |
| | | | | | | | 36,364 (3) |
| | | | | | | | 44,495 (5) |
| | | | | | | | 52,626 (7) |
| | | | | | | | 51,889 (10) |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ALDEBORGH JOHN E 108 CHERRY HILL DRIVE BEVERLY, MA 01915 | | | EVP, Customer Operations | |

Signatures

Lynnette C. Fallon, as attorney in fact for John E. Aldeborgh

 **Signature of Reporting Person
 05/17/2018
 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) These shares were withheld by the Company to cover the tax withholding obligations of the executive on the vesting of restricted stock units on May 16, 2018.
- (2) Represents the closing price on May 16, 2018.
- (3) Of the shares held as of May 16, 2018, 20,227 were issuable on vesting of restricted stock units granted to the executive under the 2012 Equity Incentive Plan and are subject to forfeiture.
- (4) These shares are issuable on vesting of restricted stock units granted under the Company's 2012 Equity Incentive Plan. Assuming continuation of employment, 25% of these restricted stock units will vest on each of May 16, 2019, May 16, 2020, May 16, 2021 and May 16, 2022.

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- (5) Of the shares held as of May 16, 2018, 28,358 were issuable on vesting of restricted stock units granted to the executive under the 2012 Equity Incentive Plan and are subject to forfeiture.
- These shares are issuable on vesting of restricted stock units granted under the Company's 2012 Equity Incentive Plan. Assuming
- (6) continuation of employment, up to 50% of these restricted stock units will vest on each of February 28, 2019 and February 28, 2020, based on performance vesting criteria. Unvested restricted stock units will forfeit on February 28, 2019.
- (7) Of the shares held as of May 16, 2018, 36,489 were issuable on vesting of restricted stock units granted to the executive under the 2012 Equity Incentive Plan and are subject to forfeiture.
- (8) These shares were withheld by the Company to cover the tax withholding obligations of the executive on the vesting of restricted stock units on May 17, 2018.
- (9) Represents the closing price on May 17, 2018.
- (10) Of the shares held as of May 17, 2018, 33,989 were issuable on vesting of restricted stock units granted to the executive under the 2012 Equity Incentive Plan and are subject to forfeiture.

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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