

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Lawson Douglas A.</u>  (Last) (First) (Middle) <u>C/O AXCELIS TECHNOLOGIES, INC.</u> <u>108 CHERRY HILL DRIVE</u>  (Street) <u>BEVERLY MA 01915</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AXCELIS TECHNOLOGIES INC [ ACLS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Corporate Mktg &amp; Strategy</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/28/2018		D		583	D	\$0.00 <sup>(1)</sup>	38,661 <sup>(2)</sup>	D	
Common Stock	02/28/2018		F		812	D	\$0.00 <sup>(3)</sup>	37,849 <sup>(2)</sup>	D	
Common Stock								3,125	I	Held by Spouse

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

- These shares were issuable on restricted stock units which forfeited on February 28, 2018 as a result of the non-achievement of 2017 performance goals.
- Of the shares beneficially owned by the executive on February 28, 2018, 23,069 were issuable on vesting of restricted stock units which are subject to forfeiture.
- These shares were withheld by the Company to cover the tax withholding obligations of the executive on the vesting of restricted stock units on February 28, 2018.

**Remarks:**

Lynnette C. Fallon, as attorney 03/02/2018  
in fact for Douglas Lawson

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.