

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>FALLON LYNNETTE C</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>Executive VP, HR/Legal</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2019</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	05/15/2019		A		11,385	A	\$0.00 <sup>(1)</sup>	76,001 <sup>(2)</sup>	D	
Common Stock	05/15/2019		A		11,385	A	\$0.00 <sup>(3)</sup>	87,386 <sup>(4)</sup>	D	
Common Stock	05/16/2019		F		1,786	D <sup>(5)</sup>	\$16.95 <sup>(6)</sup>	85,600 <sup>(7)</sup>	D	
Common Stock	05/16/2019		F		710	D <sup>(5)</sup>	\$16.95 <sup>(6)</sup>	84,890 <sup>(7)</sup>	D	
Common Stock	05/17/2019		F		819	D <sup>(5)</sup>	\$16.5 <sup>(6)</sup>	84,071 <sup>(8)</sup>	D	

**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 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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- 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 15, 2020, May 15, 2021, May 15, 2022 and May 15, 2023.
- Of the shares held as of May 15, 2019, 38,877 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 continuation of employment, up to 50% of these restricted stock units will vest on each of February 28, 2020 and February 28, 2021, based on performance vesting criteria. Unvested restricted stock units will forfeit on February 28, 2020.
- Of the shares held as of May 15, 2019, 50,262 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 were withheld by the Company to cover the tax withholding obligations of the executive on the vesting of restricted stock units.
- Represents the closing price of the common stock on the date of the tax withholding.
- Of the shares held as of May 16, 2019, 43,592 were issuable on vesting of restricted stock units granted to the executive under the 2012 Equity Incentive Plan and are subject to forfeiture.
- Of the shares held as of May 17, 2019, 41,404 were issuable on vesting of restricted stock units granted to the executive under the 2012 Equity Incentive Plan and are subject to forfeiture.

**Remarks:**

Lynnette C. Fallon 05/17/2019  
 \*\* 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.