

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	
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1. Name and Address of Reporting Person* <u>Bintz William J</u> (Last) (First) (Middle) 108 CHERRY HILL DRIVE (Street) BEVERLY MA 01915 (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, Product Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2017	
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	02/15/2017		D		2,727	D	\$0.00 ⁽¹⁾	44,476	D	
Common Stock	02/15/2017		F		1,309	D	\$0.00 ⁽²⁾	43,167 ⁽³⁾	D	
Common Stock	02/16/2017		M		18,000	A	\$4.64	61,167	D	
Common Stock	02/16/2017		S		18,000	D	\$16	43,167	D	
Common Stock	02/16/2017		M		2,250	A	\$6.4	45,417	D	
Common Stock	02/16/2017		S		2,250	D	\$16.05	43,167 ⁽⁴⁾	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						Title
Stock Option (right to buy)	\$4.64	02/16/2017		M		18,000		11/16/2013	11/16/2019	Common Stock	18,000	\$0.00	0	D	
Stock option (right to buy)	\$6.4	02/16/2017		M		2,250		07/15/2014	07/15/2020	Common Stock	2,250	\$0.00	35,250	D	

Explanation of Responses:

- These shares were issuable on restricted stock units which forfeited on February 15, 2017 as a result of the non-achievement of 2016 performance goals.
- 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 15, 2017.
- On February 15, 2017, restricted stock units with performance vesting terms granted in May 2016 were determined to have vested as to 60% of the units. The remaining units forfeited. The shares issued to the executive on the vested units were reduced by shares having a value equal to the executive's tax withholding obligation. After these events, of the shares held by the executive as of February 15, 2017, 20,455 were issuable on vesting of other restricted stock units which remain subject to forfeiture.
- Of the shares held as of February 16, 2017, 20,455 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

Remarks:

Lynnette C. Fallon, as attorney 02/17/2017
in fact for William Bintz

** 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.

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