

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 30, 2016**

**Axcelis Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-30941**  
(Commission  
File Number)

**34-1818596**  
(IRS Employer  
Identification No.)

**108 Cherry Hill Drive, Beverly,  
Massachusetts**  
(Address of principal executive offices)

**01915**  
(Zip Code)

Registrant's telephone number, including area code: **(978) 787-4000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, which became effective at 6:00 p.m., Eastern Time, on June 30, 2016, to effect a one-for-four reverse stock split of the outstanding common stock, \$0.001 par value, and a reduction in the authorized common stock to 75 million shares. The Certificate of Amendment was approved by the Company's stockholders on May 4, 2016. A copy of the Certificate of Amendment as filed with the Secretary of State of Delaware is filed as Exhibit 3.1 and is incorporated by reference into this Item 5.03.

**Item 8.01 Other Events.**

On July 1, 2016, the Company issued a press release announcing the completion of the reverse stock split described in Item 5.03 above. A copy of the press release is attached hereto as Exhibit 99.1.

The new CUSIP number for Axcelis Technologies, Inc.'s common stock is 054540208. The shares of Axcelis Technologies, Inc. will continue to trade on the Nasdaq Global Select Market, under the unchanged symbol "ACLS."

The Company currently has eight registration statements on Form S-8 on file with the Securities and Exchange Commission (the "SEC") that register shares offered pursuant to awards under equity incentive plans and employee stock purchase plan, as listed below:

1. Registration Statements (Form S-8 No. 333-181750, 333-188967, 333-196157, 333-204544 and 333-211673) pertaining to the 2012 Equity Incentive Plan of Axcelis Technologies, Inc.,
2. Registration Statement (Form S-8 No. 333-49726) pertaining to the Employee Stock Purchase Plan of Axcelis Technologies, Inc.,
3. Registration Statement (Form S-8 No. 333-49768) pertaining to the 2000 Stock Plan of Axcelis Technologies, Inc., and
4. Registration Statement (Form S-8 No. 333-120356) pertaining to the 2000 Stock Plan and 2012 Equity Incentive Plan.

SEC regulations permit the Company to incorporate by reference future filings made with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 prior to the termination of the offerings covered by registration statements filed on Form S-8. The information incorporated by reference is considered to be part of the prospectus included within each of those registration statements.

Information in this report is therefore intended to be automatically incorporated by reference into each of the active registration statements listed above, thereby amending them. Pursuant to Rule 416(b) under the Securities Act of 1933, as amended, the amount of undistributed shares of common stock deemed to be covered by each of the effective registration statements of the Company above will be adjusted, as applicable, to give effect to the reverse stock split at the ratio of one-for-four, as of the effective time of the reverse stock split disclosed in Item 5.03 above.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Axcelis Technologies, Inc. effective June 30, 2016, as filed with the Secretary of State of the State of Delaware. Filed herewith.
99.1	Press Release dated July 1, 2016. Filed herewith.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 5, 2016

Axcelis Technologies, Inc.

By: /s/ Lynnette C. Fallon  
Lynnette C. Fallon  
Executive Vice President HR/Legal and General Counsel

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
AXCELIS TECHNOLOGIES, INC.**

Axcelis Technologies, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Section 4.1 thereof and inserting the following in lieu thereof:

4.1 . *Authorized Capitalization.* The total number of all shares of capital stock which the Corporation shall have the authority to issue is 105,000,000 shares consisting of: (i) 75,000,000 shares of Common Stock, par value of \$0.001 per share; and (ii) 30,000,000 shares of Preferred Stock, par value of \$0.001 per share.

Effective as of 6:00 p.m., Eastern time, on June 30, 2016 (the "Effective Time"), each four (4) shares of the Corporation's Common Stock, par value \$0.001 per share, issued and outstanding or held by the Corporation as treasury stock shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one fully-paid and nonassessable share of Common Stock, par value \$0.001 per share, of the corporation. No fractional shares shall be issued as a result of such combination and, in lieu thereof, the Corporation's transfer agent or a broker designated by the Corporation shall aggregate all fractional shares and sell them as soon as practicable after the Effective Time at the then prevailing prices on the open market, on behalf of those stockholders who would otherwise be entitled to receive fractional shares. After completion of such sale, such stockholders shall receive in cash their respective pro rata shares of the total net proceeds of that sale.

2. The foregoing amendment was duly adopted by the Board of Directors and the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and the Amended and Restated Certificate of Incorporation.

IN WITNESS WHEREOF, Axcelis Technologies, Inc. has caused this Certificate of Amendment to be executed by a duly authorized officer on this 23rd day of May, 2016.

AXCELIS TECHNOLOGIES, INC.

By: /s/ Lynnette C. Fallon  
Name: Lynnette C. Fallon  
Title: EVP HR/Legal, General Counsel and Secretary

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**News Release****AXCELIS ANNOUNCES COMPLETION OF REVERSE STOCK SPLIT**

**BEVERLY, Mass., July 1, 2016** — Axcelis Technologies, Inc. (Nasdaq: ACLS), a leading supplier of enabling ion implantation solutions for the semiconductor industry, today announced the completion of its 1-for-4 reverse stock split of its common stock as of 6:00 p.m. Eastern Time on June 30, 2016. As of the open of the market today, shares of Axcelis common stock will begin trading on a split-adjusted basis on the Nasdaq Global Select Market under its unchanged symbol "ACLS". The Axcelis common stock will trade under a new CUSIP number (054540208).

The reverse stock split affects all issued and outstanding shares of the Company's common stock, as well as common stock underlying stock-based compensation immediately prior to the effectiveness of the reverse stock split. As previously disclosed, at effectiveness of the reverse stock split, every four shares of outstanding Axcelis common stock were automatically combined into one share of common stock without any change in the par value per share. This reduced the number of outstanding shares of common stock from approximately 116 million to approximately 29 million.

No fractional shares were issued in connection with the reverse stock split. Instead, Axcelis' transfer agent will aggregate all fractional shares that otherwise would have been issued as a result of the reverse stock split and those shares will be sold into the market. Stockholders who would otherwise hold a fractional share of Axcelis common stock will receive a proportional cash payment from the net proceeds of that sale in lieu of such fractional share. Additional information on the treatment of fractional shares and other effects of the reverse stock split can be found in Axcelis' definitive proxy statement filed with the Securities and Exchange Commission on March 14, 2016.

Computershare Trust Company, N.A. and Computershare Inc. will collectively act as the Company's exchange agent for purposes of implementing the reverse stock split. Stockholders with certificated shares will soon receive an exchange form from Computershare which will contain instructions on how to surrender certificates representing pre-split shares. Stockholders should not

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send in their old stock certificates until they receive an exchange form from Computershare. However, a stockholder may, if desired, sell shares by delivering an old stock certificate to a broker. Stockholders of record as of June 30, 2016 who wish to ensure that the Company has their most current contact information should visit the Computershare Investor Center online at [www.computershare.com/investor](http://www.computershare.com/investor).

Stockholders who hold their shares in brokerage accounts or "street name" will not be required to take any action to effect the exchange of their shares.

**About Axcelis:**

Axcelis (Nasdaq: ACLS), headquartered in Beverly, Mass., has been providing innovative, high-productivity solutions for the semiconductor industry for over 35 years. Axcelis is dedicated to developing enabling process applications through the design, manufacture and complete life cycle support of ion implantation systems, one of the most critical and enabling steps in the IC manufacturing process. Learn more about Axcelis at [www.axcelis.com](http://www.axcelis.com).

**CONTACTS:**

Maureen Hart (editorial/media) 978.787.4266  
Doug Lawson (investor relations) 978.787.9552

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