

**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): **May 12, 2021**

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	ACLS	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting was held at the offices of the Company at 108 Cherry Hill Drive, Beverly, Massachusetts on May 12, 2021. Out of 33,774,559 shares of Common Stock (as of the record date of March 24, 2021) entitled to vote at the meeting, 30,137,057 shares, or 89.23%, were present in person or by proxy.

1. At the Annual Meeting, each of the eight nominees for election as directors received the number of votes set forth opposite the nominee's name, constituting a plurality of the votes cast, and therefore such nominee has been duly elected as a director of the Company:

Proposal 1	Number of Votes			Percentage of Total Voted For
	For	Withheld	Broker Non-Votes	
Proposal to elect the following nominees as a director				
1. Tzu-Yin Chiu	27,091,273	513,483	2,532,215	98.14%
2. Richard J. Faubert	27,557,390	47,366	2,532,215	99.83%
3. Arthur L. George, Jr.	27,438,725	166,031	2,532,215	99.40%
4. Joseph P. Keithley	26,261,286	1,343,470	2,532,215	95.13%
5. John T. Kurtzweil	27,559,156	45,600	2,532,215	99.83%
6. Mary G. Puma	27,554,449	50,307	2,532,215	99.82%
7. Thomas St. Dennis	27,095,807	508,949	2,532,215	98.16%
8. Jorge Titinger	27,560,260	44,496	2,532,215	99.84%

2. The following sets forth the tally of the votes cast on the proposal to ratify the appointment by the Board of Directors of Ernst & Young LLP as independent auditors of the Company's financial statements for the year ending December 31, 2021. A majority of the votes cast were voted in favor of the proposal, and therefore the appointment of auditors has been ratified by the stockholders:
-

Proposal 2	Number of Votes			Broker Non-Votes	Percentage of Total Voted For
	For	Against	Abstaining		
Proposal to ratify the appointment of Ernst & Young LLP as independent auditors for the Company's financial statements for the year ending December 31, 2021.	29,615,639	510,080	11,338	0	98.31%

3. The following sets forth the tally of the votes cast on the proposal that the stockholders of the Company advise the Board of Directors that they approve the compensation paid to the Company's executive officers for fiscal 2020, as described under "Executive Compensation" in the Proxy Statement for the Annual Meeting. A majority of the votes cast were voted in favor of the proposal, and therefore such advisory vote has passed.

Proposal 3	Number of Votes			Broker Non-Votes	Percentage of Total Voted For
	For	Against	Abstaining		
Proposal that the stockholders of the Company advise the Board of Directors that they approve the compensation paid to the Company's executive officers for fiscal 2020, as described under "Executive Compensation" in the proxy statement for this meeting.	27,103,712	470,995	30,135	2,532,215	98.29%

Item 8.01. Other Events.

On May 13, 2021, the Board of Directors of the Company:

- elected Richard J. Faubert as the Chairman of the Board of Directors;
- appointed Arthur L. George, Jr., John T. Kurtzweil, Richard J. Faubert and Jorge Titingner to serve as the Compensation Committee of the Board of Directors, with Mr. George designated as Chairman thereof;

- appointed Joseph P. Keithley, John T. Kurtzweil, and Jorge Titinger to serve as the Audit Committee of the Board of Directors, with Mr. Kurtzweil designated as Chairman thereof;
- appointed Tzu-Yin Chiu, Joseph P. Keithley, and Thomas St. Dennis to serve as the Nominating and Governance Committee of the Board of Directors, with Mr. Keithley designated as Chairman thereof; and
- appointed Tzu-Yin Chiu, Richard J. Faubert, Arthur L. George, Jr., and Thomas St. Dennis to serve as the Technology and New Product Development Committee of the Board of Directors with Mr. St. Dennis designated as Chairman thereof.

Such election and appointments are to serve until the next annual meeting of the Board of Directors and until such director's successor has been elected and qualified, or until such director's earlier death, resignation or removal.

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: May 13, 2021

Axcelis Technologies, Inc.

By: /s/ Lynnette C. Fallon

Lynnette C. Fallon

Executive Vice President HR/Legal and General Counsel
