SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol AXCELIS TECHNOLOGIES INC [ACLS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
PUMA MA	<u>IRY G</u>			X Director	10% Owner				
			—	X Officer (give title below)	Other (specify				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	,	below)				
C/O AXCELIS TECHNOLOGIES, INC.			05/09/2017	President and CEO					
108 CHERRY	HILL DRIVE								
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filir Line)	ng (Check Applicable				
(Street)				, ,					
BEVERLY	MA	01915		X Form filed by One Rep	porting Person				
				Form filed by More that Person	an One Reporting				
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 Hon Denvalve debundes Acquired, Disposed of, of Benenolary owned												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	05/09/2017		М		46,598	A	\$2.8	240,684 ⁽¹⁾	D			
Common Stock	05/09/2017		S		46,598	D	\$21.09 ⁽²⁾	194,086(1)	D			
Common Stock	05/10/2017		М		15,902	A	\$2.8	209,988	D			
Common Stock	05/10/2017		М		62,500	A	\$3.72	272,488	D			
Common Stock	05/10/2017		S		78,402	D	\$21.05 ⁽³⁾	194,086(1)	D			
Common Stock	05/11/2017		М		62,500	A	\$4.64	256,686	D			
Common Stock	05/11/2017		S		62,500	D	\$21.01 ⁽⁴⁾	194,086(1)	D			
Common Stock								5,000	Ι	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. Transa Code (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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.8	05/09/2017		М			46,598	11/17/2012	11/17/2018	Common Stock	46,598	\$0.00	15,902	D	
Stock option (right to buy)	\$2.8	05/10/2017		М			15,902	11/17/2012	11/17/2018	Common Stock	15,902	\$0.00	0	D	
Stock option (right to buy)	\$3.72	05/10/2017		М			62,500	07/16/2016	07/16/2019	Common Stock	62,500	\$0.00	0	D	
Stock option (right to buy)	\$4.64	05/11/2017		М			62,500	11/16/2013	11/16/2019	Common Stock	62,500	\$0.00	0	D	

Explanation of Responses:

1. Of the shares held as of May 9, 10 and 11, 2017, 75,000 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

2. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.45, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

3. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.40, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

4. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.00 to \$21.10, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at

Remarks:

Lynnette C. Fallon, as attorney in fact for Mary G. Puma 05/11/2017

** 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.