FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL							
OMB Number: 3235-0287							
Estimated average burden							
hours per response: 0.5							

			Filed									1934			llouis	per re	sponse.	0.5
1. Name and Address of Reporting Person* GRAVES GREGORY B				2. Issuer Name and Ticker or Trading Symbol AXCELIS TECHNOLOGIES INC [ACLS]							(Check all applicable) X Director 10%					wner		
(Last) (First) (Middle) C/O AXCELIS TECHNOLOGIES, INC.				3. Date of Earliest Transaction (Month/Day/Year) 05/15/2024									below)					
							Date o	f Original	Filed	(Month/Da	y/Year)		_ine)				•	
LY M	A 0	1915											Λ	Form	filed by Mo		•	
(St	ate) (Z	Zip)			heck th	nis box	to indic	cate that a	transa	action was m	ade purs	uant to a			uction or writi	ten pla	n that is inte	ended to
	Table	I - Non	-Deriva	tive S	ecur	rities	Acq	uired,	Disp	osed of	, or B	enefic	ially	Own	ed			
Date				Execution Date, Day/Year) if any		Transaction Disposed Of (I Code (Instr. 5)			es Acqui Of (D) (Ir	red (A) sstr. 3, 4	s, 4 and Sec Ben Owr		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) o (D)	r Prio	e	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common Stock 05/15				2024				A		1,662	A	\$	\$0 ⁽¹⁾ 3,672 ⁽²⁾				D	
	Tal													wne	t			
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	n Date,		Transaction of Code (Instr. Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Deri Secu (Inst	vative urity	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)		
	ction 1(b). Ind Address of ES GREC (Fir CELIS TECENTY HILL LY MA (State of Conversion or Exercise Price of Derivative	ction 1(b). Ind Address of Reporting Person* ES GREGORY B (First) (IT CELIS TECHNOLOGIES, ERRY HILL DRIVE) LY MA 0 (State) (Z Table Security (Instr. 3) I Stock Tal 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	ction 1(b). Ind Address of Reporting Person* ES GREGORY B (First) (Middle) CELIS TECHNOLOGIES, INC. ERRY HILL DRIVE LY MA 01915 (State) (Zip) Table I - Non Security (Instr. 3) I Stock Table II - Execution or Exercise Price of Derivative (Month/Day/Year) I Stock Table II - Execution if any (Month/D	Table I - Non-Derivation (Month/Day/Year) Security (Instr. 3) Table II - Derivation or Exercise Price of Derivative (Month/Day/Year) Security (Instr. 3) Tiple II - Demonstration or Exercise Price of Derivative (Month/Day/Year) Security (Instr. 3) Tiple II - Demonstration or Exercise (Month/Day/Year) Tiple II - Demonstration or Exercise (Month/Day/Year)	Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Month/Day/Year) Table II - Derivative Security (Month/Day/Year)	tion 1(b). Filed pursuant to Sor Section 3 Ind Address of Reporting Person* ES GREGORY B (First) (Middle) CELIS TECHNOLOGIES, INC. ERRY HILL DRIVE (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 4) Table II - Derivative Security (Instr. 4) Table II - Derivative Security (Instr. 4) Transaction Code (Instr. 8)	Table I - Non-Derivative Securities Security (Instr. 3) Table II - Derivative Securities Accultion Date (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year) Table II - Derivative Securities Acculting and Execution Date, (Month/Day/Year)	Table I - Non-Derivative Securities Acque (e.g., puts, calls, warrants, and security (Month/Day/Year) Table II - Derivative Securities Acque (e.g., puts, calls, warrants, and cord of (a) or Section 16(a) or Se	Filed pursuant to Section 16(a) of the Se or Section 30(h) of the Investmen or Section 30(h) of the Investmen or Section 30(h) of the Investmen and Address of Reporting Person* ES GREGORY B (First) (Middle) CELIS TECHNOLOGIES, INC. ERRY HILL DRIVE LY MA 01915 (State) (Zip) Rule 10b5-1(c) Trans Check this box to indicate that a satisfy the affirmative defense of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Part of Address of Reporting Person* AXCELIS TECHNOLOGY 4. If Amendment, Date of Original 05/15/2024 Rule 10b5-1(c) Trans Check this box to indicate that a satisfy the affirmative defense of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Part of Axcelis Technology Check this box to indicate that a satisfy the affirmative defense of Securities Acquired, Oncode (Instr. 3) Code (Instr. 3) Table II - Derivative Securities Acquired, Decided (Instr. 3) Code (Instr. 3) Table II - Derivative Securities Acquired (A) or Onlisposed of (D) (Instr. 3, 4 (Month/Day/Year) Security AXCELIS TECHNOLOGY 3. Date of Earliest Transaction (Mostrical Particle of Securities Acquired (A) or Onlisposed of (D) (Instr. 3, 4 (Month/Day/Year)	Security (Instr. 3) Security (Instr. 3)	Filed pursuant to Section 16(a) of the Securities Exchang or Section 30(h) of the Investment Company Act or Section 3. Date of Earliest Transaction (Month/Day/Year) 05/15/2024 4. If Amendment, Date of Original Filed (Month/Day/Year) 05/15/2024 4. If Amendment, Date of Original Filed (Month/Day/Year) 05/15/2024 5. Price of Date Investment Company Act or Section 3 (Month/Day/Year) 1 (Month/Day/Year) 1 (Month/Day/Year) 2 (Month/Day/Year) 2 (Month/Day/Year) 3 (Month/Day/Year) 1 (Month/Day/Year) 1 (Month/Day/Year) 2 (Month/Day/Year) 1 (Month/Day/Year) 2 (Month/Day/Year) 1 (Month/Day/Year) 1 (Month/Day/Year) 1 (Month/Day/Year) 2 (Month/Day/Year) 1 (Mon	or Section 30(h) of the Investment Company Act of 1940 and Address of Reporting Person* ES GREGORY B (First) (Middle) CELIS TECHNOLOGIES, INC. ERRY HILL DRIVE (State) (Zip) Rule 10b5-1(c) Transaction (Month/Day/Year) (State) (Zip) Rule 10b5-1(c) Transaction Indicatio Check this box to indicate that a transaction was made purs satisfy the affirmative defense conditions of Rule 10b5-1(c). Table I - Non-Derivative Securities Acquired, Disposed of, or Ber (B.g., puts, Calls, warrants, options, convertible security (Month/Day/Year) 1 Stock Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, Calls, warrants, options, convertible security (Month/Day/Year) 2. Transaction Date (e.g., puts, Calls, warrants, options, convertible security (Month/Day/Year) 2. Transaction Code (Instr. 8) 3. Transaction (Month/Day/Year) Conversion or Exercise Price of Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, Calls, warrants, options, convertible security (Month/Day/Year) 2. Transaction Code (Instr. 8) 3. Transaction (B.) Code V Amount (A.) or (D.) Code V Amount (A.) or (D.) Code (Instr. 3, 4 and 5)	Conversion Con	Security (Instr. 3) Security (Instr. 3)	Size Conversion Conversio	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of the Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) of Investment Company Act of 1940 or Section 30(h) or Se	Security (Instr. 3) Security (Instr. 4) Security (Instr. 4)	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(f) of the Investment Company Act of 1940

Explanation of Responses:

1. These shares are issuable on vesting of restricted stock units granted under the Company's 2012 Equity Incentive Plan on May 15, 2024. Assuming completion of the director's current term of service on the Board of Directors, these restricted stock units will vest on May 15, 2025.

Date

Exercisable

Expiration Date

2. Of the shares held as of May 15, 2024, all were issuable on vesting of restricted stock units granted to the director under the 2012 Equity Incentive Plan and are subject to forfeiture.

(D)

/s/ Lynnette C. Fallon, 05/16/2024

** Signature of Reporting Person

Shares

Title

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.