

INTEVAC INC  
Form 8-K  
February 07, 2005

**Table of Contents**

**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**

February 3, 2005

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Date of Report (date of earliest event reported)  
**INTEVAC, INC.**

(Exact name of Registrant as specified in its charter)

**State of California**  
(State or other jurisdiction  
of incorporation or organization)

**0-26946**  
(Commission File Number)

**94-3125814**  
(IRS Employer  
Identification Number)

**3560 Bassett Street  
Santa Clara, CA 95054**

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(Address of principal executive offices)  
**(408) 986-9888**

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(Registrant's telephone number, including area code)  
**N/A**

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(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 (see General Instruction A.2. below):

- 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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**TABLE OF CONTENTS**

Item 1.01. Entry into a Material Definitive Agreement

Item 9.01. Financial Statements and Exhibits

EXHIBIT 10.10

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**Table of Contents**

**Item 1.01. Entry into a Material Definitive Agreement**

On February 3, 2005, the Registrant's Board of Directors approved the 2005 Executive Incentive Plan, which had been previously recommended to the Board of Directors by the Compensation Committee. The 2005 Executive Incentive Plan establishes the criteria, allocations, methodologies and metrics for the payment of annual bonuses, if any, to various management and executive employees of the Registrant. A description of the 2005 Executive Incentive Plan is filed as Exhibit 10.10 to this report.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits

10.10 Description of 2005 Executive Incentive Plan.

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**Table of Contents**

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.

INTEVAC, INC.

Date: February 7, 2005

By: /s/ CHARLES B. EDDY III  
Charles B. Eddy III  
Vice President, Finance and  
Administration,  
Chief Financial Officer, Treasurer and  
Secretary

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**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No</b>	<b>Description</b>
10.10	Description of 2005 Executive Incentive Plan