

INTEVAC INC
Form 4
November 13, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Northern Right Capital Management,
L.P.

(Last) (First) (Middle)

10 CORBIN DRIVE, 3RD FLOOR,

(Street)

DARIEN, CT 06820

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTEVAC INC [IVAC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Member of a 13D 10% group

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/12/2015		S	1,128,605	D \$ 4.98 0	I	See footnotes (1) (4) (5)
Common Stock	11/12/2015		S	354,566	D \$ 4.98 0	I	See footnotes (2) (4) (5)
Common Stock					779,801	I	See footnotes (3) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Options	\$ 5.62					06/04/2016 06/04/2022	Common Stock 13,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Northern Right Capital Management, L.P. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820	X			Member of a 13D 10% group
Drapkin Matthew A C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L.P. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820	X			Member of a 13D 10% group
Northern Right Capital (QP), L.P. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820				Member of a 13D 10% group
Becker Drapkin Partners SLV, Ltd. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820				Member of a 13D 10% group
BC Advisors LLC 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820				Member of a 13D 10% group
Becker Steven R C/O NORTHERN RIGHT CAPITAL MANAGEMENT,				Member of a 13D 10% group

L.P. 500 CRESCENT COURT, SUITE 230
DALLAS, TX 75201

Signatures

NORTHERN RIGHT CAPITAL MANAGEMENT, L.P., By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory	11/13/2015
__Signature of Reporting Person	Date
NORTHERN RIGHT CAPITAL (QP), L.P., By: Northern Right Capital Management, L.P., its general partner, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory	11/13/2015
__Signature of Reporting Person	Date
BECKER DRAPKIN PARTNERS SLV, LTD., By: Northern Right Capital Management, L.P., its investment manager, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker	11/13/2015
__Signature of Reporting Person	Date
BC ADVISORS, LLC, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory	11/13/2015
__Signature of Reporting Person	Date
MATTHEW A. DRAPKIN, /s/ Matthew A. Drapkin.	11/13/2015
__Signature of Reporting Person	Date
STEVEN R. BECKER, /s/ Steven R. Becker	11/13/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Represents Common Stock of the Issuer directly held by Becker Drapkin Partners SLV, Ltd. ("BD SLV").
- (2) Represents Common Stock of the Issuer directly held by a managed account on behalf of an investment advisory client (the "Managed Account") of Northern Right Capital Management, L.P. ("NRC Management").
- (3) Represents Common Stock of the Issuer directly held by Northern Right Capital (QP), L.P. ("NRC QP").
- (4) Represents shares sold to the Issuer pursuant to a Share Purchase Agreement by and among BD SLV, NRC Management and the Issuer, dated as of November 12, 2015.
Mr. Becker and Mr. Drapkin may be deemed to beneficially own such Common Stock as each is a member of BC Advisors, LLC, which is the general partner of NRC Management (of which each of Mr. Becker and Mr. Drapkin is a limited partner), and NRC Management is the general partner of, and investment manager for, NRC QP, and the investment manager of each of BD SLV and the Managed Account. Each of Mr. Becker and Mr. Drapkin disclaim beneficial ownership in such Common Stock except to the extent of his pecuniary interest therein.
- (6) In connection with Mr. Drapkin's reelection to the Board of Directors of the Issuer, the Issuer granted these options to Mr. Drapkin. This option grant will vest in full on June 4, 2016.

Remarks:

This filing constitutes an "exit filing" for the Reporting Owners other than Mr. Drapkin, as they are no longer members of a 13

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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