

KRAMER FRANCIS J

Form 4

March 12, 2019

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 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAMER FRANCIS J

(Last) (First) (Middle)

C/O II-VI INC., 375 SAXONBURG
BLVD.

(Street)

SAXONBURG, PA 16056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

II-VI INC [IIVI]

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

03/11/2019

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)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/11/2019 | | M | | 30,000 | A | \$ 12.075 |
| Common Stock | 03/11/2019 | | S ⁽¹⁾ | | 30,000 | D | \$ 39.62 ⁽²⁾ |
| Common Stock | | | | | | | 137,157 |
| Common Stock | | | | | | | 285,401 |

By
GRATs ⁽³⁾

By
Spousal
Limited
Access
Trust ⁽³⁾

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

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SEC 1474
(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) | 8. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|--|
| Option (Right to Buy) | \$ 12.075 (4) | 03/11/2019 | | M | 30,000 (4) | (5) 08/15/2019 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| KRAMER FRANCIS J C/O II-VI INC. 375 SAXONBURG BLVD. SAXONBURG, PA 16056 | |

Signatures

| | |
|---|------------|
| /s/ Jeffrey W. Acre, Attorney-in-Fact | 03/12/2019 |
| <u> </u> **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) The sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 21, 2019.

Represents the weighted average of multiple sale transactions ranging in price from \$39.53 to \$39.77. The reporting person agrees to
- (2) provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or a security holder of the Company.
- (3) The reporting person disclaims beneficial ownership of these securities, other than to the extent of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for

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purposes of Section 16 or for any other purpose.

- (4) The grant of these options previously was reported as covering 34,100 shares at an exercise price of \$24.15 per share. These options were adjusted to reflect a 2-for-1 stock split that occurred on June 27, 2011.
- (5) The options fully vested on August 15, 2009.

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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