

MATTERA VINCENT D JR
 Form 4
 August 02, 2018

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 *
 MATTERA VINCENT D JR

(Last) (First) (Middle)
 C/O II-VI INCORPORATED, 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)
 08/01/2018

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)
 President & CEO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/01/2018		M		9,450 A \$ 23.495	250,310	D
Common Stock	08/01/2018		S ⁽¹⁾		6,223 D \$ 39.4744	244,087	D
Common Stock	08/01/2018		S		2,327 D \$ 40.1685	241,760	D
Common Stock	08/01/2018		S		900 D \$ 40.9778	240,860	D

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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)	8. Amount or Number of Shares
Option (Right to Buy)	\$ 23.495 (5)	08/01/2018		M	9,450 (5)	(6) 08/16/2018	Common Stock	9,450 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTERA VINCENT D JR C/O II-VI INCORPORATED 375 SAXONBURG BLVD SAXONBURG, PA 16056	X		President & CEO	

Signatures

/s/ Jeffrey W. Acre,
Attorney-in-Fact
Date: 08/02/2018

**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 March 28, 2018.
Represents the weighted average of multiple sale transactions ranging in price from \$38.7500 to \$39.7000. 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.

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- Represents the weighted average of multiple sale transactions ranging in price from \$39.7500 to \$40.7000. The reporting person agrees to
- (3) 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.
- Represents the weighted average of multiple sale transactions ranging in price from \$40.7500 to \$41.2500. The reporting person agrees to
- (4) 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.
- (5) The grant of these options previously was reported as covering 4,725 shares at an exercise price of \$46.99 per share. These options were adjusted to reflect a 2-for-1 stock split that occurred on June 27, 2011.
- (6) These options vested in five equal annual intallments beginning on August 16, 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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