

AXCELIS TECHNOLOGIES INC
 Form 4
 February 08, 2017

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 *
 FALLON LYNNETTE C

2. Issuer Name and Ticker or Trading Symbol
 AXCELIS TECHNOLOGIES INC
 [ACLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

C/O AXCELIS TECHNOLOGIES, INC., 108 CHERRY HILL DRIVE

02/06/2017

Executive VP, HR/Legal

(Street)

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

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

BEVERLY, MA 01915

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 02/06/2017 | | M | | 32,504 | A | \$ 3.72 |
| Common Stock | 02/06/2017 | | S | | 178 | D | \$ 16.6 |
| Common Stock | 02/06/2017 | | S | | 1,138 | D | \$ 16.55 |
| Common Stock | 02/06/2017 | | S | | 13,500 | D | \$ 16.5 |
| Common Stock | 02/06/2017 | | S | | 500 | D | \$ 16.525 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock | 02/06/2017 | S | 7,400 | D | \$ 16.45 | 58,064 | D |
| Common Stock | 02/06/2017 | S | 1,700 | D | \$ 16.48 | 56,364 | D |
| Common Stock | 02/06/2017 | S | 8,088 | D | \$ 16.4 | 48,276 | D |
| Common Stock | 02/07/2017 | M | 4,996 | A | \$ 3.72 | 53,272 | D |
| Common Stock | 02/07/2017 | S | 4,996 | D | \$ 16.35 | 48,276 ⁽¹⁾ | D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 3.72 | 02/06/2017 | | M | 32,504 | 07/16/2016 | 07/16/2019 | Common Stock | 32,504 |
| Stock option (right to buy) | \$ 3.72 | 02/07/2017 | | M | 4,996 | 07/16/2016 | 07/16/2019 | Common Stock | 4,996 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FALLON LYNNETTE C C/O AXCELIS TECHNOLOGIES, INC. | | | Executive VP, HR/Legal | |

108 CHERRY HILL DRIVE
BEVERLY, MA 01915

Signatures

Lynnette C.
Fallon

02/07/2017

 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) Of the shares held as of February 6, 2017 and February 7, 2017, 25,455 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.