II-VI INC Form 3 November 17, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement II-VI INC [IIVI] Wagner David G (Month/Day/Year) 11/07/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1783 CONSTITUTION (Check all applicable) **BOULEVARD** (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting VP, Human Resources Person VALENCIA, Â PAÂ 16059 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â 12,627 (1) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 5. 6. Nature of Indirect **Expiration Date** Securities Underlying Beneficial Ownership (Instr. 4) Conversion Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to buy)	(2)	08/16/2024	Common Stock	14,000	\$ 13.99	D	Â
Option (Right to buy)	(3)	08/17/2023	Common Stock	11,320	\$ 19.37	D	Â
Option (Right to buy)	(4)	08/18/2022	Common Stock	7,350	\$ 18.93	D	Â
Option (Right to buy)	(5)	08/20/2021	Common Stock	8,300	\$ 17.53	D	Â
Option (Right to buy)	(6)	08/21/2020	Common Stock	3,900	\$ 16.85	D	Â
Option (Right to buy)	(7)	08/15/2019	Common Stock	6,400	\$ 12.08	D	Â
Option (Right to buy)	(8)	11/10/2018	Common Stock	20,000	\$ 12.8	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 mer rune, runess	Director	10% Owner	Officer	Other		
Wagner David G 1783 CONSTITUTION BOULEVARD VALENCIA, PA 16059	Â	Â	VP, Human Resources	Â		

Signatures

/s/ Michelle L. Freehling, Attorney-in-Fact

11/17/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- Includes (i) 2,760 shares underlying a restricted stock award granted to the reporting person under the 2009 Omnibus Incentive Plan, which will vest in full three years from the grant date of August 18, 2012; and (ii) 1,800 shares underlying a restricted stock award granted to the reporting person under the 2012 Omnibus Incentive Plan, which will vest in full three years from the grant date of June 20, 2014.
- (2) The option vests in five equal installments beginning on August 16, 2015.
- (3) The option vests in five equal installments beginning on August 17, 2014.
- (4) The option vests in five equal installments beginning on August 18, 2013.
- (5) The option vests in five equal installments beginning on August 20, 2012.
- (6) The option vests in five equal installments beginning on August 21, 2011.
- (7) The option vested in full on August 15, 2014.

Reporting Owners 2

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(8) The option vested in full on November 10, 2013.

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.