

Wagner David G  
Form 4  
March 04, 2019

**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 \*  
Wagner David G

(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)  
02/28/2019

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)

VP, Human Resources

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/28/2019                           |  | M                              |   | 9,900   | A  | \$ 19.37                          |
| Common Stock                    | 02/28/2019                           |  | S <sup>(1)</sup>               |   | 9,900   | D  | \$ 41.85<br><u>(2)</u>            |
| Common Stock                    | 03/01/2019                           |  | M                              |   | 1,420   | A  | \$ 19.37                          |
| Common Stock                    | 03/01/2019                           |  | M                              |   | 1,880   | A  | \$ 21.67                          |
| Common Stock                    | 03/01/2019                           |  | S <sup>(1)</sup>               |   | 3,300   | D  | \$ 43                             |

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Common Stock 500 I By Father <sup>(3)</sup>

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)                      | \$ 19.37   | 02/28/2019                           |  | M                              | 9,900   | <sup>(4)</sup> 08/18/2022                                | Common Stock  | 9,900                         |
| Option (Right to Buy)                      | \$ 19.37   | 03/01/2019                           |  | M                              | 1,420   | <sup>(4)</sup> 08/18/2022                                | Common Stock  | 1,420                         |
| Option (Right to Buy)                      | \$ 21.67   | 03/01/2019                           |  | M                              | 1,880   | <sup>(5)</sup> 08/20/2026                                | Common Stock  | 1,880                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                     |       |
|--|---------------|-----------|---------------------|-------|
|  | Director      | 10% Owner | Officer             | Other |
| Wagner David G<br>C/O II-VI INC.<br>375 SAXONBURG BLVD.<br>SAXONBURG, PA 16056 |               |           | VP, Human Resources |       |

## Signatures

/s/ Jeffrey W. Acre, Attorney-in-Fact 03/04/2019

\_\_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 9, 2019.  
  
Represents the weighted average of multiple sale transactions ranging in price from \$41.4700 to \$42.0000. 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.  
  
The reporting person disclaims beneficial ownership of these securities, other than to the extent of the reporting person's pecuniary
- (3) interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4) The options vested in five equal annual installments beginning on August 17, 2014.
- (5) The options vest in four equal annual installments beginning on August 20, 2017.

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.