

AXCELIS TECHNOLOGIES INC

Form 4

November 19, 2014

**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 \*  
Lawson Douglas A.

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)  
11/18/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Corporate Mktg & Strategy

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 11/18/2014                           |  | M                              |   | 24,748 A \$ 1.6   | 39,846   | D                                 |
| Common Stock                    | 11/18/2014                           |  | S                              |   | 24,748 D \$ 2.19  | 15,098   | D                                 |
| Common Stock                    | 11/19/2014                           |  | M                              |   | 5,252 A \$ 1.6  | 20,350   | D                                 |
| Common Stock                    | 11/19/2014                           |  | M                              |   | 12,500 A \$ 1.59  | 32,850   | D                                 |
| Common Stock                    | 11/19/2014                           |  | M                              |   | 12,500 A \$ 0.93  | 45,350   | D                                 |

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|              |            |   |        |   |         |        |   |                |
|--------------|------------|---|--------|---|---------|--------|---|----------------|
| Common Stock | 11/19/2014 | S | 30,252 | D | \$ 2.13 | 15,098 | D |                |
| Common Stock |            |   |        |   |         | 12,500 | I | Held by spouse |

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.** 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 Underlying Security (Instr. 3 and 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title |
| Non-qualified stock option (right to buy)  | \$ 1.6   | 11/18/2014                           |  | M                              | 24,748  | 07/15/2015 <sup>(1)</sup> 07/15/2021                     | Common Stock                                      |       |
| Non-qualified stock option (right to buy)  | \$ 1.6   | 11/19/2014                           |  | M                              | 5,252   | 07/15/2015 <sup>(2)</sup> 07/15/2021                     | Common Stock                                      |       |
| Non-qualified stock option (right to buy)  | \$ 1.59  | 11/19/2014                           |  | M                              | 12,500  | 01/15/2014 01/15/2020                                    | Common Stock                                      |       |
| Non-qualified stock option (right to buy)  | \$ 0.93  | 11/19/2014                           |  | M                              | 12,500  | 07/15/2016 <sup>(3)</sup> 07/15/2019                     | Common Stock                                      |       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Lawson Douglas A.<br>C/O AXCELIS TECHNOLOGIES, INC.<br>108 CHERRY HILL DRIVE<br>BEVERLY, MA 01915 |               |           | EVP, Corporate Mktg & Strategy |       |

## Signatures

Lynnette C. Fallon, as attorney in fact for Douglas A.  
Lawson

11/19/2014

\_\_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) These options became exercisable as to 10,000 shares on each of 7/15/2012, 7/15/2013 and 7/15/2014, and will become exercisable as to the remaining 10,000 shares on 7/15/2015, assuming continuation of employment.
- (2) These options became exercisable as to 10,000 shares on each of 7/15/2012, 7/15/2013 and 7/15/2014, and will become exercisable as to the remaining 10,000 shares on 7/15/2015, assuming continuation of employment.
- (3) These options became exercisable as to 12,500 shares on each of 7/15/2013 and 7/15/2014, and will become exercisable as to 12,500 shares on each of 7/15/2015 and 7/15/2016, assuming continuation of employment.

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.