

KRAMER FRANCIS J

Form 4

March 12, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KRAMER FRANCIS J

(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)

03/11/2019

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)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)                    |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------|
| Common<br>Stock                       | 03/11/2019                              |                                                             | M                                       | 30,000 A                                                                | \$ 12.075 192,647                                                                                                  | D                                                                          |                                                            |
| Common<br>Stock                       | 03/11/2019                              |                                                             | S <sup>(1)</sup>                        | 30,000 D                                                                | \$ 39.62<br><sup>(2)</sup> 162,647                                                                                 | D                                                                          |                                                            |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 137,157                                                                                                            | I                                                                          | By<br>GRATs <sup>(3)</sup>                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 285,401                                                                                                            | I                                                                          | By<br>Spousal<br>Limited<br>Access<br>Trust <sup>(3)</sup> |

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option (Right to Buy)                      | \$ 12.075<br>(4)                                       | 03/11/2019                           |                                                    | M                              | 30,000<br>(4)                                                                           | (5) 08/15/2019                                           | Common Stock                                                  | 30,000                        |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships                             |
|----------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                  | Director    10% Owner    Officer    Other |
| KRAMER FRANCIS J<br>C/O II-VI INC.<br>375 SAXONBURG BLVD.<br>SAXONBURG, PA 16056 |                                           |

## Signatures

/s/ Jeffrey W. Acre,  
Attorney-in-Fact  
03/12/2019

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 21, 2019.  
Represents the weighted average of multiple sale transactions ranging in price from \$39.53 to \$39.77. 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.
- (3) The reporting person disclaims beneficial ownership of these securities, other than to the extent of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for

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purposes of Section 16 or for any other purpose.

- (4) The grant of these options previously was reported as covering 34,100 shares at an exercise price of \$24.15 per share. These options were adjusted to reflect a 2-for-1 stock split that occurred on June 27, 2011.
- (5) The options fully vested on August 15, 2009.

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.