II-VI INC Form 4/A August 26, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number: Expires:

OMB APPROVAL

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5. Relationship of Reporting Person(s) to

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MISTLER THOMAS E			Symbol	Issuer
			II-VI INC [IIVI]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(
375 SAXONBURG BLVD			(Month/Day/Year) 08/20/2016	X Director 10% Owner Officer (give title below) Other (specify below)
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check

2. Issuer Name and Ticker or Trading

Filed(Month/Day/Year)

X Form filed by One Reporting Person 08/23/2016

Applicable Line)

SAXONB	URG, PA 16056	00/23/2010				Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative	Secu	ırities Ac	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	spose	d of (D)	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)
Common Stock	08/20/2016		A	984 (1)	` ′	\$ 21.67	19,634	D	
Common Stock	08/23/2016		P	4,310	D	\$ 21.55	23,944 (2)	D	
Common Stock							1,269,772	I	By Limited Partnerships (3)
Common Stock							346,512	I	By Trusts (3)

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy) (4)	\$ 21.67	08/20/2016		A	2,460	<u>(5)</u>	08/20/2026	Common Stock	2,460	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MISTLER THOMAS E 375 SAXONBURG BLVD SAXONBURG, PA 16056	X						

Signatures

/s/ Jeffrey W. Acre, Attorney-in-Fact 08/26/2016

**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).
- Restricted stock award granted to reporting person under the Issuer's Second Amended and Restated 2012 Omnibus Incentive Plan. The (1) award will vest in three equal annual installments beginning on August 20, 2017. The original Form 4 filing inadvertently overstated the number of shares of restricted stock granted to the reporting person.
- (2) Reflects the correct amount of shares of common stock beneficially owned directly by the reporting person following this transaction, which otherwise was reported accurately in the original Form 4 filing.
- Represents interests in trusts and limited partnerships held for the benefit of members of the reporting person's immediate family and others. The reporting person disclaims beneficial ownership of stock in the trusts and limited partnerships except to the extent of his pecuniary interest therein. This indirect beneficial ownership was reported accurately in the original Form 4 filing.

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- (4) The original Form 4 filing inadvertently omitted information with respect to this grant of options to the reporting person.
- (5) These 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.