II-VI INC Form 4 November 08, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

obligations

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).

Common

Stock

(Print or Type Responses)

| | Address of Reporting WALTER ROBE | RT II Symbol | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--------------------------------------|---|--|--|---|------------------|------------------------|---|------------------|---|--|
| | II-VI I | II-VI INC [IIVI] | | | | (Check all applicable) | | | | |
| (Last) | (First) (M | | 3. Date of Earliest Transaction | | | | D' . | 10 | or 0 | |
| C/O II-VI II SAXONBU | NCORPORATED RG BLVD | · · | (Month/Day/Year) 11/05/2016 | | | | Director 10% Owner X Officer (give title Other (specify below) below) Interim General Counsel | | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SAXONBU | RG, PA 16056 | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) Tak | le I - Non-D | erivative S | Securi | ities Ac | quired, Disposed | of, or Beneficia | ally Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year) | | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) | | | Beneficially (D) or Benef Owned Indirect (I) Owne | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 11/05/2016 | | A | 5,952 (1) | A | \$ 27 | 21,927 | D | | |
| Common Stock | | | | | | | 1,400 | I | By Spouse | |
| Common Stock | | | | | | | 40 | I | By Daughter | |

20

I

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

By Son

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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) | |
|---|---|---|---|---|---------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to Buy) | \$ 27 | 11/05/2016 | | A | 14,820 | (2) | 11/05/2026 | Common Stock | 14,820 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BASHAW WALTER ROBERT II C/O II-VI INCORPORATED 375 SAXONBURG BLVD SAXONBURG, PA 16056

Interim General Counsel

Signatures

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

11/08/2016

**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).
- (1) Restricted stock award granted to reporting person under the Issuer's Second Amended and Restated 2012 Omnibus Incentive Plan. The award will vest in three equal annual installments beginning on November 5, 2017.
- (2) These options vest in four equal annual installments beginning on November 5, 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.

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