INTEVAC INC Form 4 November 13, 2015

FORM 4

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

OMB APPROVAL OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Northern Right Capital Management,			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
L.P.			INTEVAC INC [IVAC]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	••
10 CORBI	N DRIVE, 3R	D FLOOR,	(Month/Day/Year) 11/12/2015	_X Director 10% Owner Officer (give titleX Other (specify below) Member of a 13D 10% group
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person
DARIEN,	CT 06820			_X_ Form filed by More than One Reporting Person
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned
1.Title of	2. Transaction	Date 2A. Deem	ned 3. 4. Securities Acquire	ed (A) 5. Amount of 6. 7. Nature

	Tuble 1 Tion Derivative Securities required, Disposed oi, or Deficiently Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/12/2015		S	1,128,605	D	\$ 4.98	0	I	See footnotes (1) (4) (5)
Common Stock	11/12/2015		S	354,566	D	\$ 4.98	0	I	See footnotes (2) (4) (5)
Common Stock							779,801	I	See footnotes (3) (5)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title and	Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Da	ite	Underlying S	Securities
Security	or Exercise	•	any	Code	of	(Month/Day/Y	Year)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e			
	Derivative				Securities				
	Security				Acquired				
					(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
									Amount
						Date	Expiration	TT: 41	or
						Exercisable	Date	Title	Number

Code V (A) (D)

Common 06/04/2016 06/04/2022 Stock

of Shares

13,000

Non-Qualified **Stock Options**

\$ 5.62

Reporting Owners

Reporting Owner Name / Address	Relationships						
Tripologies (Marchine)	Director	10% Owner	Officer	Other			
Northern Right Capital Management, L.P. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820	X			Member of a 13D 10% group			
Drapkin Matthew A C/O NORTHERN RIGHT CAPITAL MANAGEMENT, L.P. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820	X			Member of a 13D 10% group			
Northern Right Capital (QP), L.P. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820				Member of a 13D 10% group			
Becker Drapkin Partners SLV, Ltd. 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820				Member of a 13D 10% group			
BC Advisors LLC 10 CORBIN DRIVE, 3RD FLOOR DARIEN, CT 06820				Member of a 13D 10% group			
Becker Steven R C/O NORTHERN RIGHT CAPITAL MANAGEMENT,				Member of a 13D 10% group			

Reporting Owners 2 L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201

Signatures

NORTHERN RIGHT CAPITAL MANAGEMENT, L.P., By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory	11/13/2015
**Signature of Reporting Person	Date
NORTHERN RIGHT CAPITAL (QP), L.P., By: Northern Right Capital Management, L.P., its general partner, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory	11/13/2015
**Signature of Reporting Person	Date
BECKER DRAPKIN PARTNERS SLV, LTD., By: Northern Right Capital Management, L.P., its investment manager, By: BC Advisors, LLC, its general partner, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker	11/13/2015
**Signature of Reporting Person	Date
BC ADVISORS, LLC, By: /s/ Matthew A. Drapkin., Name: Matthew A. Drapkin, Title: Authorized Signatory, By: /s/ Steven R. Becker, Name: Steve R. Becker, Title: Authorized Signatory	11/13/2015
**Signature of Reporting Person	Date
MATTHEW A. DRAPKIN, /s/ Matthew A. Drapkin.	11/13/2015
**Signature of Reporting Person	Date

Explanation of Responses:

STEVEN R. BECKER, /s/ Steven R. Becker

- * 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) Represents Common Stock of the Issuer directly held by Becker Drapkin Partners SLV, Ltd. ("BD SLV").

**Signature of Reporting Person

- (2) Represents Common Stock of the Issuer directly held by a managed account on behalf of an investment advisory client (the "Managed Account") of Northern Right Capital Management, L.P. ("NRC Management").
- (3) Represents Common Stock of the Issuer directly held by Northern Right Capital (QP), L.P. ("NRC QP").
- (4) Represents shares sold to the Issuer pursuant to a Share Purchase Agreement by and among BD SLV, NRC Management and the Issuer, dated as of November 12, 2015.
 - Mr. Becker and Mr. Drapkin may be deemed to beneficially own such Common Stock as each is a member of BC Advisors, LLC, which is the general partner of NRC Management (of which each of Mr. Becker and Mr. Drapkin is a limited partner), and NRC Management is

11/13/2015

Date

- (5) the general partner of, and investment manager for, NRC QP, and the investment manager of each of BD SLV and the Managed Account. Each of Mr. Becker and Mr. Drapkin disclaim beneficial ownership in such Common Stock except to the extent of his pecuniary interest therein.
- (6) In connection with Mr. Drapkin's reelection to the Board of Directors of the Issuer, the Issuer granted these options to Mr. Drapkin. This option grant will vest in full on June 4, 2016.

Remarks:

This filing constitutes an "exit filing" for the Reporting Owners other than Mr. Drapkin, as they are no longer members of a 13

Signatures 3

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