

INTEVAC INC  
Form 8-K  
May 21, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**May 20, 2010**

**Date of Report (date of earliest event reported)**

**INTEVAC, INC.**

(Exact name of Registrant as specified in its charter)

**State of Delaware**

(State or other jurisdiction  
of incorporation or organization)

**0-26946**

(Commission File Number)

**94-3125814**

(IRS Employer  
Identification Number)

**3560 Bassett Street**

**Santa Clara, CA 95054**

(Address of principal executive offices)

**(408) 986-9888**

(Registrant's telephone number, including area code)

**N/A**

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

At Intevac, Inc.'s (Intevac) Meeting of Stockholders (Annual Meeting) held on May 20, 2010, Intevac's stockholders, upon the recommendation of Intevac's board of directors, approved an amendment to the Intevac 2004 Equity Incentive Plan (as amended, the Plan) to increase the number of shares of common stock reserved for issuance thereunder by 500,000 shares.

A brief summary of the Plan is included as part of Proposal Two in Intevac's definitive proxy statement filed with the Securities and Exchange Commission on April 5, 2010. The summary of the Plan contained in the proxy statement is qualified by and subject to the full text of the Plan, which is attached as an exhibit to this filing.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The matters voted upon at Intevac's Annual Meeting held on May 20, 2010 and the results of such voting are set forth below:

|  | <b>Affirmative<br/>Votes</b> | <b>Negative<br/>Votes</b> | <b>Votes<br/>Withheld</b> | <b>Abstentions<br/>and Broker<br/>Non-Votes</b> |
|--|------------------------------|---------------------------|---------------------------|---|
| <b>Proposal 1:</b> Election of Directors |                              |                           |                           |   |
| Norman H. Pond                           | 18,386,319                   | N/A                       | 67,633                    | 2,275,469                                       |
| Kevin Fairbairn                          | 18,418,558                   | N/A                       | 35,394                    | 2,275,469                                       |
| David S. Dury                            | 18,124,226                   | N/A                       | 329,726                   | 2,275,469                                       |
| Stanley J. Hill                          | 18,122,126                   | N/A                       | 331,826                   | 2,275,469                                       |
| Robert Lemos                             | 18,175,372                   | N/A                       | 278,580                   | 2,275,469                                       |
| Ping Yang                                | 18,363,877                   | N/A                       | 90,075                    | 2,275,469                                       |

All director nominees were duly elected.

|   | <b>Affirmative<br/>Votes</b> | <b>Negative<br/>Votes</b> | <b>Votes<br/>Withheld</b> | <b>Abstentions<br/>and Broker<br/>Non-Votes</b> |
|---|------------------------------|---------------------------|---------------------------|---|
| <b>Proposal 2:</b> Proposal to approve an amendment to the Intevac 2004 Equity Incentive Plan to increase the number of shares reserved for issuance thereunder by 500,000 shares | 15,898,850                   | 1,834,579                 |                           | 2,995,992                                       |
| Proposal 2 was approved.  |                              |                           |                           |   |

|  | <b>Affirmative<br/>Votes</b> | <b>Negative<br/>Votes</b> | <b>Votes<br/>Withheld</b> | <b>Abstentions<br/>and<br/>Broker<br/>Non-Votes</b> |
|--|------------------------------|---------------------------|---------------------------|---|
| <b>Proposal 3:</b> Ratification of Grant Thornton LLP as independent public accountants for the fiscal year ending December 31, 2010 | 20,398,697                   | 318,079                   |                           | 12,645  |
| Proposal 3 was approved.   |                              |                           |                           |   |

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit | Description                            |
|---------|--|
| 10.1    | 2004 Equity Incentive Plan, as amended |



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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEVAC, INC.

Date: May 21, 2010

/s/ JEFFREY ANDRESON

Jeffrey Andreson

Executive Vice President, Finance and

Administration,

Chief Financial Officer, Treasurer and Secretary