

Lawson Douglas A.  
Form 4  
August 15, 2017

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lawson Douglas A.

2. Issuer Name **and** Ticker or Trading  
Symbol  
AXCELIS TECHNOLOGIES INC  
[ACLS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O AXCELIS TECHNOLOGIES,  
INC., 108 CHERRY HILL DRIVE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP, Corporate Mktg & Strategy

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  
\_\_\_\_ Form filed by More than One Reporting  
Person

BEVERLY, MA 01915

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	08/15/2017		M	1,954 A	\$ 12.04 41,198 <sup>(1)</sup>	D	
Common Stock	08/15/2017		S	1,954 D	\$ 21.11 39,244	D	
Common Stock	08/15/2017		M	4,688 A	\$ 7.96 43,932	D	
Common Stock	08/15/2017		S	4,688 D	\$ 21.1 39,244	D	
Common Stock	08/15/2017		M	7,812 A	\$ 7.2 47,056	D	

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Common Stock	08/15/2017	S	7,812	D	\$ 21.14 (2)	39,244 (1)	D
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Common Stock						3,125	I	Held by Spouse
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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
Stock Option (right to buy)	\$ 12.04	08/15/2017		M	1,954	07/15/2017 07/15/2022	Common Stock	1,954
Stock Option (right to buy)	\$ 7.96	08/15/2017		M	4,688	07/15/2017 07/15/2020	Common Stock	4,688
Stock option (right to buy)	\$ 7.2	08/15/2017		M	7,812	07/15/2017 07/15/2021	Common Stock	7,812

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawson Douglas A. C/O AXCELIS TECHNOLOGIES, INC.			EVP, Corporate Mktg & Strategy	

108 CHERRY HILL DRIVE  
BEVERLY, MA 01915

## Signatures

Lynnette C. Fallon, as attorney in fact for Douglas A.  
Lawson

08/15/2017

\_\_\_\_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) Of the shares held as of August 15, 2017, 25,986 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$21.05 to \$21.15, inclusive. The reporting person undertakes to provide to Axcelis Technologies, Inc., any security holder of Axcelis Technologies, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

- (2) 31,250 options were granted on July 15, 2015 and were vested as to 50% of the options as of August 15, 2017. Of the remaining 15,625 options held by the executive after the sales on that date, 1953/4 options will vest on the 15th of each of October, January, April and July until fully vested on July 15, 2019, if the officer remains in the service of the Company on such vesting dates.

- (3) 31,250 options were granted on July 15, 2014 and were vested as to 75% of the options as of August 15, 2017. The remaining 7,814 options held by the executive after the sales on that date will vest on July 15, 2018, if the officer remains in the service of the Company on such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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