

Wagner David G
 Form 4
 September 05, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wagner David G

(Last) (First) (Middle)
 C/O II-VI INCORPORATED, 375
 SAXONBURG BOULEVARD
 (Street)

SAXONBURG, PA 16056

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 II-VI INC [IIVI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/04/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 09/04/2018 | | M | | 11,200 | A | \$ 13.99 71,578 |
| Common Stock | 09/04/2018 | | M | | 2,134 | A | \$ 12.075 73,712 |
| Common Stock | 09/04/2018 | | M | | 3,900 | A | \$ 16.855 77,612 |
| Common Stock | 09/04/2018 | | M | | 8,300 | A | \$ 17.53 85,912 |
| Common Stock | 09/04/2018 | | M | | 7,542 | A | \$ 17.84 93,454 |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|-----------------------------|--------|---|-------------------------|
| Common Stock | 09/04/2018 | S ⁽¹⁾ | 23,228 | D | \$ <u>(2)</u> 47.8749 | 70,226 | D | |
| Common Stock | 09/04/2018 | S ⁽¹⁾ | 9,848 | D | \$ <u>(3)</u> 48.3253 | 60,378 | D | |
| Common Stock | | | | | | 500 | I | By Father <u>(4)</u> |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy) | \$ 13.99 | 09/04/2018 | | M | 11,200 | <u>(5)</u> 08/16/2024 | Common Stock | 11,200 |
| Option (Right to Buy) | \$ 12.075 | 09/04/2018 | | M | 2,134 | <u>(6)</u> 08/15/2019 | Common Stock | 2,134 |
| Option (Right to Buy) | \$ 16.855 | 09/04/2018 | | M | 3,900 | <u>(7)</u> 08/21/2020 | Common Stock | 3,900 |
| Option (Right to Buy) | \$ 17.53 | 09/04/2018 | | M | 8,300 | <u>(8)</u> 08/20/2021 | Common Stock | 8,300 |
| Option (Right to Buy) | \$ 17.84 | 09/04/2018 | | M | 7,542 | <u>(9)</u> 08/15/2025 | Common Stock | 7,542 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wagner David G C/O II-VI INCORPORATED 375 SAXONBURG BOULEVARD SAXONBURG, PA 16056 | | | VP, Human Resources | |

Signatures

/s/ Jeffrey W. Acre,
Attorney-in-Fact

09/05/2018

__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) The sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 9, 2018.

(2) Represents the weighted average of multiple sale transactions ranging in price from \$47.2500 to \$48.2000. The reporting person agrees to provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or a security holder of the Company.

(3) Represents the weighted average of multiple sale transactions ranging in price from \$48.2500 to \$48.6000. The reporting person agrees to provide full information regarding the number of shares sold at each separate price upon request by the SEC staff, the Company or a security holder of the Company.

(4) The reporting person disclaims beneficial ownership of these securities, other than to the extent of the reporting person's pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(5) These options vest in five equal annual installments beginning on August 16, 2015.

(6) These options vested in full on August 15, 2014.

(7) These options vested in five equal annual installments beginning on August 21, 2011.

(8) These options vested in five equal annual installments beginning on August 20, 2012.

(9) These options vest in five equal annual installments beginning on August 15, 2016.

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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