

# NANOMETRICS INC

Reported by  
**STULTZ TIMOTHY J**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/28/17 for the Period Ending 11/27/17

Address	1550 BUCKEYE DRIVE MILPITAS, CA, 95035
Telephone	408-435-9600
CIK	0000704532
Symbol	NANO
SIC Code	3829 - Measuring and Controlling Devices, Not Elsewhere Classified
Industry	Semiconductor Equipment & Testing
Sector	Technology
Fiscal Year	12/27

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Stultz Timothy J</b>  (Last) (First) (Middle)  <b>C/O NANOMETRICS, INC., 1550 BUCKEYE DRIVE</b>  (Street)  <b>MILPITAS, CA 95035</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NANOMETRICS INC [ NANO ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/27/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	11/27/2017		M		15000 (1)	A	\$0.00	295651	D	
Common Stock	11/27/2017		M		17666 (2)	A	\$0.00	313317	D	
Common Stock	11/27/2017		A		2075 (3)	A	\$0.00	315392	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Stock Units	(4)	11/27/2017		M		22500		(4)	2/22/2019	Common Stock	22500	\$0.00	22500	D	
Performance Stock Units	(5)	11/27/2017		M		26500		(5)	2/8/2020	Common Stock	26500	\$0.00	13250	D	

**Explanation of Responses:**

- (1) Shares are represented by restricted stock units into which performance stock units converted. Each restricted stock unit represents a contingent right to receive one share of NANO common stock. The restricted stock units vest on February 22, 2019.
- (2) Shares are represented by restricted stock units into which performance stock units converted. Each restricted stock unit represents a contingent right to receive one share of NANO common stock. The restricted stock units vest 50% on February 8, 2019 and 50% on February 8, 2020.
- (3) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of NANO common stock. The restricted stock units vest the sooner of May 23, 2018 or the next annual shareholder's meeting.
- (4) Shares are represented by performance stock units, each of which represents a contingent right to receive one share of NANO common stock. Of these performance stock units, performance stock units covering 22,500 shares converted into restricted stock units to acquire 15,000 shares, which will vest as set forth in note (1) above, and are reflected on Table I. The remaining performance stock units covering 22,500 shares will vest on February 22, 2018, provided that certain price performance targets are met. 2/3rds will vest if target price performance is met, and 100% will vest if maximum price performance is met.
- (5) Shares are represented by performance stock units, each of which represents a contingent right to receive one share of NANO common stock. Of these performance stock units, performance stock units covering 26,500 shares converted into restricted stock units to acquire 17,666 shares, which will vest as set forth in note (2) above, and are reflected on Table I. The remaining performance stock units covering 13,250 shares will vest on February 8, 2018, provided that certain price performance targets are met. 2/3rds will vest if target price performance is met, and 100% will vest if maximum price performance is met.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>Stultz Timothy J</b> <b>C/O NANOMETRICS, INC.</b> <b>1550 BUCKEYE DRIVE</b> <b>MILPITAS, CA 95035</b>	X			
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**Signatures**

/s/ Janet Taylor, Attorney-in-Fact

11/28/2017

\*\*Signature of Reporting Person

Date

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

\* 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).

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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