

ULTRATECH INC
Reported by
ZAFIROPOULO ARTHUR W

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/03/17 for the Period Ending 01/31/17

Address	3050 ZANKER RD SAN JOSE, CA 95134
Telephone	4083218835
CIK	0000909791
Symbol	UTEK
SIC Code	3559 - Special Industry Machinery, Not Elsewhere Classified
Industry	Semiconductor Equipment & Testing
Sector	Technology
Fiscal Year	12/31

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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
ZAFIROPOULO ARTHUR W		ULTRATECH INC [UTEK]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board and CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
3050 ZANKER ROAD		1/31/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN JOSE, CA 95134				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 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	1/31/2017		D		4227 (1)	D	\$25.92	792160 (2)	D	
Common Stock	1/31/2017		D		4227 (3)	D	\$25.92	787933 (2)	D	
Common Stock	1/31/2017		D		1056 (4)	D	\$25.92	786877 (2)	D	
Common Stock	1/31/2017		D		1056 (5)	D	\$25.92	785821 (2)	D	
Common Stock	1/31/2017		D		1056 (6)	D	\$25.92	784765 (2)	D	
Common Stock	1/31/2017		D		1056 (7)	D	\$25.92	783709 (2)	D	
Common Stock (8)	1/31/2017		A		90000	A	\$0.0	873709	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				

Explanation of Responses:

- (1) Represents shares of the Issuer's common stock withheld in satisfaction of the applicable withholding taxes from the 12,000 shares of the Issuer's common stock that became issuable to the Reporting Person on January 31, 2017, pursuant to a restricted stock unit award granted July 22, 2013.
- (2) Includes (i) 2,000 shares, (ii) 13,000 shares and (iii) 90,000, each subject to RSUs granted in 2013, 2014, and 2017 respectively. The RSUs granted in 2013 and 2014 vest in equal increments upon completion of each month of service over 50 months from the grant date. The underlying shares will be issued on January 31 following the year they vest (or in March 2017 or 2018, respectively, for the 2 monthly installments that vest in the final year). The RSUs granted in 2017 will vest and become payable 50 months after the date of grant. In each case, vesting and payment is subject to acceleration in certain circumstances.
- (3) Represents shares of the Issuer's common stock withheld in satisfaction of the applicable withholding taxes from the 12,000 shares of the Issuer's common stock that became issuable to the Reporting Person on January 31, 2017, pursuant to a restricted stock unit award granted October 21, 2013.
- (4) Represents shares of the Issuer's common stock withheld in satisfaction of the applicable withholding taxes from the 3,000 shares of the Issuer's common stock that became issuable to the Reporting Person on January 31, 2017, pursuant to a restricted stock unit award granted February 3, 2014.
- (5) Represents shares of the Issuer's common stock withheld in satisfaction of the applicable withholding taxes from the 3,000 shares of the Issuer's common stock that became issuable to the Reporting Person on January 31, 2017, pursuant to a restricted stock unit award granted April 28, 2014.
- (6) Represents shares of the Issuer's common stock withheld in satisfaction of the applicable withholding taxes from the 3,000 shares of the Issuer's common stock that became issuable to the Reporting Person on January 31, 2017, pursuant to a restricted stock unit award granted July 21, 2014.
- () Represents shares of the Issuer's common stock withheld in satisfaction of the applicable withholding taxes from the 3,000 shares of the Issuer's common

- 7) stock that became issuable to the Reporting Person on January 31, 2017, pursuant to a restricted stock unit award granted October 27, 2014.
- (Represents restricted stock units (RSUs) awarded under the Issuer's 1993 Stock Option/Stock Issuance Plan. Each RSU will entitle the Reporting Person to
- 8) one share of the Issuer's common stock upon the designated issuance date following the vesting of that RSU. The RSUs are scheduled to vest and become payable 50 months after the date of the grant, subject to the Reporting Person's continued service. The RSUs will vest in full on an accelerated basis, and the underlying shares of the Issuer's common stock will become immediately issuable, upon the Reporting Person's termination of service with the Issuer under certain circumstances. Certain portions of the award may also vest and become payable earlier than scheduled in connection with certain changes in the control of the issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAFIROPOULO ARTHUR W 3050 ZANKER ROAD SAN JOSE, CA 95134	X		Chairman of the Board and CEO	

Signatures

Arthur Zafiropoulo

2/3/2017

**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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