

# ULTRATECH INC

Reported by  
**GHOSH DAVE**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/31/17 for the Period Ending 05/26/17

Address	3050 ZANKER RD SAN JOSE, CA 95134
Telephone	4083218835
CIK	0000909791
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

OMB APPROVAL  
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[ X ] 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 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)		
<b>Ghosh Dave</b>			<b>ULTRATECH INC [ UTEK ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Senior Vice President, Global</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>3050 ZANKER ROAD</b>			<b>5/26/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN JOSE, CA 95134</b>						<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	5/26/2017		D		61000	D	\$30.16 (1)	0 (2)	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				
Incentive Stock Option (right to buy)	\$12.25	5/26/2017		D		1200		12/31/2010 (3)	2/7/2020 (3)	Common Stock	1200	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$15.65	5/26/2017		D		1200		12/31/2010 (3)	4/25/2020 (3)	Common Stock	1200	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$18.65	5/26/2017		D		1106		12/31/2010 (3)	10/25/2020 (3)	Common Stock	1106	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$18.92	5/26/2017		D		1200		12/31/2010 (3)	7/25/2020 (3)	Common Stock	1200	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$22.0	5/26/2017		D		601		12/31/2011 (3)	10/23/2021 (3)	Common Stock	601	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$22.53	5/26/2017		D		679		12/31/2011 (3)	1/30/2021 (3)	Common Stock	679	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$27.75	5/26/2017		D		1254		12/31/2011 (3)	7/24/2021 (3)	Common Stock	1254	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$28.92	5/26/2017		D		640		12/31/2012 (3)	10/21/2022 (3)	Common Stock	640	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$30.12	5/26/2017		D		640		12/31/2012 (3)	7/22/2022 (3)	Common Stock	640	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$30.91	5/26/2017		D		4042		12/31/2011 (3)	4/25/2021 (3)	Common Stock	4042	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$31.24	5/26/2017		D		1859		12/31/2012 (3)	4/22/2022 (3)	Common Stock	1859	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$17.3	5/26/2017		D		750		12/31/2014 (3)	10/26/2024 (3)	Common Stock	750	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$18.65	5/26/2017		D		95		12/31/2010 (3)	10/25/2020 (3)	Common Stock	95	\$30.16	0	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				
Non-Qualified Stock Option (right to buy)	\$22.0	5/26/2017		D			2999	12/31/2011 (3)	10/23/2021 (3)	Common Stock	2999	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$22.53	5/26/2017		D			2922	12/31/2011 (3)	1/30/2021 (3)	Common Stock	2922	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$24.1	5/26/2017		D			750	12/31/2014 (3)	7/20/2024 (3)	Common Stock	750	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$25.31	5/26/2017		D			750	12/31/2014 (3)	2/2/2024 (3)	Common Stock	750	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$26.75	5/26/2017		D			750	12/31/2014 (3)	4/27/2024 (3)	Common Stock	750	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$27.75	5/26/2017		D			2346	12/31/2011 (3)	7/24/2021 (3)	Common Stock	2346	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$28.92	5/26/2017		D			5120	12/31/2012 (3)	10/21/2022 (3)	Common Stock	5120	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$30.12	5/26/2017		D			5120	12/31/2012 (3)	7/22/2022 (3)	Common Stock	5120	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$30.91	5/26/2017		D			6758	12/31/2011 (3)	4/25/2021 (3)	Common Stock	6758	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$31.24	5/26/2017		D			11581	12/31/2012 (3)	4/22/2022 (3)	Common Stock	11581	\$30.16	0	D	

**Explanation of Responses:**

- Disposed of pursuant to the Agreement and Plan of Merger dated February 2, 2017 by and among Ultratech, Inc. ("Ultratech"), Veeco Instruments Inc., a Delaware corporation ("Veeco") and Ulysses Acquisition Subsidiary Corp., a Delaware corporation and a wholly owned subsidiary of Veeco (the "Merger Agreement"), whereby each share of Ultratech common stock outstanding immediately prior to the closing of the transactions contemplated under the Merger Agreement (the "Merger") was converted into the right to receive (i) \$21.75 in cash without interest (the "Cash Consideration") and (ii) 0.2675 of a share of Veeco common stock (the "Stock Consideration"). The number of shares includes 32,800 Ultratech restricted stock units that were outstanding and vested at the time of the Merger ("Vested RSUs") and 28,200 Ultratech restricted stock units that remained outstanding and unvested at the time of the Merger ("Unvested RSUs").
- In connection with the Merger, each Vested RSU was cancelled and converted into the right to receive the sum of (a) the Cash Consideration, plus (b) the product of (i) the Stock Consideration multiplied by (ii) the volume weighted average trading price of Veeco's common stock for the five consecutive trading days ending on the trading day immediately preceding the closing date of the Merger ( the "Equity Award Merger Consideration"). In connection with the Merger, each Unvested RSU was assumed by Veeco and converted into the right to receive a number of shares of Veeco common stock (with the number of shares of Veeco common stock determined by dividing the Equity Award Merger Consideration by the volume weighted average trading price of Veeco's common stock for the five consecutive trading days ending on the trading day immediately preceding the closing date of the Merger ).
- In connection with the Merger, the stock option was cancelled and converted into the right to receive, for each share of Ultratech common stock that was subject to such cancelled option, the excess, if any, of (A) the Equity Award Merger Consideration, over (B) the exercise price per share subject to such cancelled option.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Ghosh Dave</b> <b>3050 ZANKER ROAD</b> <b>SAN JOSE, CA 95134</b>			<b>Senior Vice President, Global</b>	

**Signatures**

**Dave Ghosh**

**5/31/2017**

\*\*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.