

ULTRATECH INC
Reported by
ZAFIROPOULO ARTHUR W

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
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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			5/26/2017					
(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	5/26/2017		D		783623	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)	\$9.66	5/26/2017		D			37053	(3)	2/3/2018 (3)	Common Stock	37053	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$17.3	5/26/2017		D			1000	(3)	10/26/2024 (3)	Common Stock	1000	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$24.1	5/26/2017		D			1000	(3)	7/20/2024 (3)	Common Stock	1000	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$25.31	5/26/2017		D			16804	(3)	2/2/2024 (3)	Common Stock	16804	\$30.16	0	D	
Incentive Stock Option (right to buy)	\$26.75	5/26/2017		D			1000	(3)	4/27/2024 (3)	Common Stock	1000	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$9.66	5/26/2017		D			37947	(3)	2/3/2018 (3)	Common Stock	37947	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$17.3	5/26/2017		D			24000	(3)	10/26/2024 (3)	Common Stock	24000	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$24.1	5/26/2017		D			24000	(3)	7/20/2024 (3)	Common Stock	24000	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$25.31	5/26/2017		D			8196	(3)	2/2/2024 (3)	Common Stock	8196	\$30.16	0	D	
Non-Qualified Stock Option (right to buy)	\$26.75	5/26/2017		D			24000	(3)	4/27/2024 (3)	Common Stock	24000	\$30.16	0	D	

Explanation of Responses:

(1) 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 19,400 Ultratech restricted stock units that were outstanding and vested at the time of the Merger ("Vested RSUs") and 84,600 Ultratech restricted stock units that remained outstanding and unvested at the time of the Merger ("Unvested RSUs").

- (2) 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).
- (3) 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
ZAFIROPOULO ARTHUR W 3050 ZANKER ROAD SAN JOSE, CA 95134	X		Chairman of the Board and CEO	

Signatures

Arthur Zafropoulo

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.

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