

AXCELIS TECHNOLOGIES INC
 Form 4
 February 08, 2017

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 *
 Lawson Douglas A.

2. Issuer Name and Ticker or Trading Symbol
 AXCELIS TECHNOLOGIES INC
 [ACLS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Corporate Mktg & Strategy

(Last) (First) (Middle)
 C/O AXCELIS TECHNOLOGIES, INC., 108 CHERRY HILL DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2017

BEVERLY, MA 01915

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/06/2017		M		3,125 A \$ 3.72	34,479 ⁽¹⁾	D
Common Stock	02/06/2017		M		4,687 A \$ 7.96	39,166	D
Common Stock	02/06/2017		M		7,813 A \$ 7.2	46,979	D
Common Stock	02/06/2017		S		3,125 D \$ 16.5	43,854	D
Common Stock	02/06/2017		S		1,987 D \$ 16.45	41,867	D

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Common Stock	02/06/2017	S	100	D	\$ 16.5	41,767	D	
Common Stock	02/06/2017	S	2,600	D	\$ 16.47	39,167	D	
Common Stock	02/06/2017	S	7,813	D	\$ 16.45	31,354 ⁽¹⁾	D	
Common Stock						3,125	I	Held by Spouse

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
Stock Option (right to buy)	\$ 3.72	02/06/2017		M	3,125	07/16/2016 07/16/2019	Common Stock	3,125
Stock option (right to buy)	\$ 7.96	02/06/2017		M	4,687	07/15/2016 07/15/2020	Common Stock	4,687
Stock option (right to buy)	\$ 7.2	02/06/2017		M	7,813	07/15/2016 07/15/2021	Common Stock	7,813

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Lawson Douglas A.
C/O AXCELIS TECHNOLOGIES, INC.
108 CHERRY HILL DRIVE
BEVERLY, MA 01915

EVP, Corporate Mktg & Strategy

Signatures

Lynnette C. Fallon, as attorney in fact for Douglas A.
Lawson

02/07/2016

__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) Of the shares held as of February 6, 2017, 25,455 were issuable on vesting of restricted stock units granted under the 2012 Equity Incentive Plan and are subject to forfeiture.

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