

MUHICH ALLEN L.

Form 4

February 01, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MUHICH ALLEN L.

2. Issuer Name **and** Ticker or Trading
Symbol
ELECTRO SCIENTIFIC
INDUSTRIES INC [ESIO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ELECTRO SCIENTIFIC
INDUSTRIES, INC., 13900 NW
SCIENCE PARK DR.

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2019

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
CHIEF FINANCIAL OFFICER

(Street)
PORTLAND, OR 97229

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2019		D		4,159	D	\$ 30 <u>(1)</u>
Common Stock	02/01/2019		D		34,750	D	<u>(2)</u> 0

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MUHICH ALLEN L.
C/O ELECTRO SCIENTIFIC INDUSTRIES, INC.
13900 NW SCIENCE PARK DR.
PORTLAND, OR 97229

CHIEF FINANCIAL OFFICER

Signatures

By: /s/ Aric McKinnis, Attorney-in-Fact For: Allen L.
Muhich

02/01/2019

__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) 4,159 shares of Issuer common stock were cancelled and disposed of at the effective time of the merger of EAS Equipment, Inc. ("Merger Sub"), a wholly owned subsidiary of MKS Instruments, Inc. ("MKS"), with and into the Issuer (the "Merger"), pursuant to that certain Agreement and Plan of Merger dated October 29, 2018, among the Issuer, MKS and Merger Sub (the "Merger Agreement") as a result of which Issuer became a wholly owned subsidiary of MKS, in exchange for a cash payment of \$30.00 per share.

(2) Restricted stock units representing the right to receive a total of 34,750 shares of Issuer's common stock were assumed by MKS at the effective time of the Merger and converted into restricted stock units representing the right to receive 13,209 shares of MKS's common stock, in accordance with the terms of the Merger Agreement.

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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