

II-VI INC  
Form 3  
November 17, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Wagner David G		(Month/Day/Year)	II-VI INC [IIVI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1783 CONSTITUTION BOULEVARD		11/07/2014		
(Street)			(Check all applicable)	
VALENCIA, PA 16059			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			VP, Human Resources	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,627 <sup>(1)</sup>	D	∆

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option (Right to buy)	Â (2)	08/16/2024	Common Stock	14,000	\$ 13.99	D	Â
Option (Right to buy)	Â (3)	08/17/2023	Common Stock	11,320	\$ 19.37	D	Â
Option (Right to buy)	Â (4)	08/18/2022	Common Stock	7,350	\$ 18.93	D	Â
Option (Right to buy)	Â (5)	08/20/2021	Common Stock	8,300	\$ 17.53	D	Â
Option (Right to buy)	Â (6)	08/21/2020	Common Stock	3,900	\$ 16.85	D	Â
Option (Right to buy)	Â (7)	08/15/2019	Common Stock	6,400	\$ 12.08	D	Â
Option (Right to buy)	Â (8)	11/10/2018	Common Stock	20,000	\$ 12.8	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wagner David G 1783 CONSTITUTION BOULEVARD VALENCIA,Â PAÂ 16059	Â	Â	Â VP, Human Resources	Â

## Signatures

/s/ Michelle L. Freehling,  
Attorney-in-Fact

11/17/2014

Date

\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes (i) 2,760 shares underlying a restricted stock award granted to the reporting person under the 2009 Omnibus Incentive Plan, which will vest in full three years from the grant date of August 18, 2012; and (ii) 1,800 shares underlying a restricted stock award granted to the reporting person under the 2012 Omnibus Incentive Plan, which will vest in full three years from the grant date of June 20, 2014.
- (2) The option vests in five equal installments beginning on August 16, 2015.
- (3) The option vests in five equal installments beginning on August 17, 2014.
- (4) The option vests in five equal installments beginning on August 18, 2013.
- (5) The option vests in five equal installments beginning on August 20, 2012.
- (6) The option vests in five equal installments beginning on August 21, 2011.
- (7) The option vested in full on August 15, 2014.

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(8) The option vested in full on November 10, 2013.

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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