

NEWPORT CORP

Form 4

May 02, 2016

**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 \*  
**PHILLIPPY ROBERT J**

(Last) (First) (Middle)

1791 DEERE AVENUE

(Street)

IRVINE, CA 92606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NEWPORT CORP [NEWP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/29/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Former Pres./CEO &amp; Director

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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)
Common Stock	04/29/2016		D	Amount 236,255	(A) or (D) D Price \$ 23 (1) 0	D	
Common Stock	04/29/2016		D	Amount 51,714	(A) or (D) D Price \$ 23 (1) 0	I	Held in family trust (2)
Common Stock	04/29/2016		D	Amount 18,000 (3)	(A) or (D) D Price (3) 0	D	
Common Stock	04/29/2016		D	Amount 29,920 (4)	(A) or (D) D Price (4) 0	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 12.47	04/29/2016		D	25,950	<u>(5)</u> 03/31/2017	Common Stock 25,950
Stock Appreciation Right	\$ 17.06	04/29/2016		D	18,660	<u>(6)</u> 05/17/2018	Common Stock 18,660
Stock Appreciation Right	\$ 17.12	04/29/2016		D	26,250	<u>(7)</u> 04/12/2019	Common Stock 26,250
Stock Appreciation Right	\$ 13.74	04/29/2016		D	52,140	<u>(8)</u> 05/20/2020	Common Stock 52,140
Stock Appreciation Right	\$ 18.29	04/29/2016		D	54,000	<u>(9)</u> 05/19/2021	Common Stock 54,000
Stock Appreciation Right	\$ 19.11	04/29/2016		D	44,880	<u>(10)</u> 05/19/2022	Common Stock 44,880

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PHILLIPPY ROBERT J 1791 DEERE AVENUE IRVINE, CA 92606	Former Pres./CEO & Director

## Signatures

/s/ Jeffrey B. Coyne, as attorney-in-fact for reporting person

05/02/2016

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).

- On April 29, 2016, pursuant to the Agreement and Plan of Merger between the issuer, MKS Instruments, Inc. ("MKS") and MKS' wholly owned subsidiary, PSI Equipment, Inc. ("Merger Sub"), dated February 22, 2016 (the "Merger Agreement"), Merger Sub merged
- (1) with and into the issuer (the "Merger"), with the issuer surviving the Merger as a wholly owned subsidiary of MKS. Pursuant to the Merger Agreement, at the effective time of the Merger, the shares were automatically converted into a right to receive \$23.00 per share in cash.
  - (2) Shares had been held by reporting person and his spouse as trustees of a family trust.
  - (3) Restricted stock units representing the right to receive a total of 18,000 shares of the issuer's common stock, which vest on March 31, 2017, were assumed by MKS in connection with the Merger and were converted into restricted stock units representing the right to receive a total of 11,050 shares of MKS' common stock.
  - (4) Restricted stock units representing the right to receive a total of 29,920 shares of the issuer's common stock, which vest in two equal installments on March 31, 2017 and March 31, 2018, were assumed by MKS in connection with the Merger and were converted into restricted stock units representing the right to receive a total of 18,367 shares of MKS' common stock.
  - (5) Stock appreciation right, which became fully vested on March 31, 2013, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 15,930 shares of MKS' common stock having a base value of \$20.32 per share.
  - (6) Stock appreciation right, which became fully vested on March 31, 2014, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 11,455 shares of MKS' common stock having a base value of \$27.79 per share.
  - (7) Stock appreciation right, which became fully vested on March 31, 2015, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 16,114 shares of MKS' common stock having a base value of \$27.89 per share.
  - (8) Stock appreciation right, which became fully vested on March 31, 2016, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 32,008 shares of MKS' common stock having a base value of \$22.39 per share.
  - (9) Stock appreciation right, which vests in equal 1/3rd installments on March 31, 2015, 2016 and 2017, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 33,150 shares of MKS' common stock having a base value of \$29.80 per share.
  - (10) Stock appreciation right, which vests in equal 1/3rd installments on March 31, 2016, 2017 and 2018, was assumed by MKS in connection with the Merger and was converted into a stock appreciation right with respect to a total of 27,551 shares of MKS' common stock having a base value of \$31.13 per share.

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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