

II-VI INC  
Form 8-K  
November 24, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported) November 24, 2015 (November 20, 2015)**

**II-VI Incorporated**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Pennsylvania**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**0-16195**  
**(Commission**  
**File Number)**

**25-1214948**  
**(IRS Employer**  
**Identification No.)**

**375 Saxonburg Boulevard, Saxonburg, Pennsylvania**  
**(Address of Principal Executive Offices)**  
**(724) 352-4455**

**16056**  
**(Zip Code)**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

**Revision to Fiscal Year 2016 Executive Compensation Program**

Based on feedback received from the Company's shareholders during engagement efforts leading up to the Company's annual meeting on November 6, 2015, the Company's Compensation Committee has eliminated the June Award from the Company's compensation program, effectively immediately. For fiscal year 2016, the June Award has been replaced with a more traditional grant of restricted shares that will cliff vest three years following the grant date. These restricted shares were awarded on November 20, 2015. For each executive officer of the Company who received this award, the award has a value equal to approximately 30% of the total targeted equity award for that executive officer. The grant was made pursuant to the Company's Second Amended and Restated 2012 Omnibus Incentive Plan. The Compensation Committee will continue to engage with its independent compensation consultant to determine whether additional changes, if any, should be made to the Company's compensation program for fiscal year 2017 and future years.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

II-VI INCORPORATED  
(Registrant)

Date: November 24, 2015

By: /s/ Mary Jane Raymond  
Mary Jane Raymond  
Chief Financial Officer