

IPG PHOTONICS CORP

Form 4

March 30, 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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Shcherbakov Eugene A

(Last) (First) (Middle)

C/O IPG PHOTONICS  
CORPORATION, 50 OLD  
WEBSTER ROAD

(Street)

OXFORD, MA 01540

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
IPG PHOTONICS CORP [IPGP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/28/2016

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 below) ☐ Other (specify below)  
SVP, MD IPG Laser GmbH

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/28/2016                              |                                                             | M                                       | 200                                                                     | A<br>\$<br>15.82                                                                                                   | 14,811                                                               | D                                       |
| Common<br>Stock                       | 03/28/2016                              |                                                             | S <sup>(1)</sup>                        | 200                                                                     | D<br>\$<br>95.86<br>(2)                                                                                            | 14,611                                                               | D                                       |
| Common<br>Stock                       | 03/29/2016                              |                                                             | M                                       | 5,362                                                                   | A<br>\$<br>15.82                                                                                                   | 19,973                                                               | D                                       |
| Common<br>Stock                       | 03/29/2016                              |                                                             | S <sup>(1)</sup>                        | 5,362                                                                   | D<br>\$<br>96.26<br>(3)                                                                                            | 14,611                                                               | D                                       |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares                              |
| Common<br>Stock                                     | \$ 15.82                                                           | 03/28/2016                              |                                                             | M                                    | 200                                                                                                             | (4)                                                            | 02/25/2020         | Common<br>Stock                                                     | 200                                                                 |
| Common<br>Stock                                     | \$ 15.82                                                           | 03/29/2016                              |                                                             | M                                    | 5,362                                                                                                           | (4)                                                            | 02/25/2020         | Common<br>Stock                                                     | 5,362                                                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                        |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer                | Other |
| Shcherbakov Eugene A<br>C/O IPG PHOTONICS CORPORATION<br>50 OLD WEBSTER ROAD<br>OXFORD, MA 01540 | X             | X         | SVP, MD IPG Laser GmbH |       |

## Signatures

/s/ Angelo P. Lopresti,  
Attorney-in-fact 03/30/2016

\*\*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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 10, 2015.
- (2) The reported transaction involves sales transactions from \$95.82 to \$95.90 per share. The weighted average price per share was \$95.86. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer information

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regarding the number of shares sold at each separate price.

The reported transaction involves sales transactions from \$95.82 to \$96.87 per share. The weighted average price per share was \$96.26.

- (3) The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer information regarding the number of shares sold at each separate price.
- (4) Options vest in four equal quarterly installments commencing on March 31, 2014.

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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