

Tuozzolo Claudio
Form 4
June 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tuozzolo Claudio

(Last) (First) (Middle)

VICOR CORPORATION, 25
FRONTAGE RD.

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VICOR CORP [VICR]

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

05/30/2018

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)

Corp. Vice President

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/30/2018 | | A | (A) or (D) 9,480 (1) | 9,790 | D | |
| Common Stock | 06/04/2018 | | M | 2,558 | A \$ 6.29 12,348 | D | |
| Common Stock | 06/04/2018 | | S | 2,558 | D \$ 45.85 9,790 | D | |
| Common Stock | 06/11/2018 | | M | 6,356 | A \$ 19.86 16,146 | D | |
| Common Stock | 06/11/2018 | | S | 4,564 | D \$ 48.255 11,582 | D | |

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

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|---|----------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | |
| Non Qualified Stock Option | \$ 19.86 | 05/30/2018 | | A | | 6,356 | | <u>(2)</u> | 06/12/2018 | Common Stock | 6,356 |
| Non Qualified Stock Option | \$ 11.25 | 05/30/2018 | | A | | 67,604 | | <u>(2)</u> | 11/01/2020 | Common Stock | 67,604 |
| Non Qualified Stock Option | \$ 12.57 | 05/30/2018 | | A | | 12,878 | | <u>(2)</u> | 06/18/2022 | Common Stock | 12,878 |
| Non Qualified Stock Option | \$ 17.3 | 05/30/2018 | | A | | 7,628 | | <u>(4)</u> | 09/13/2023 | Common Stock | 7,628 |
| Non Qualified Stock Option | \$ 8.06 | 05/30/2018 | | A | | 31,327 | | <u>(5)</u> | 04/14/2024 | Common Stock | 31,327 |
| Non Qualified Stock Option | \$ 12.19 | 05/30/2018 | | A | | 6,356 | | <u>(6)</u> | 07/21/2024 | Common Stock | 6,356 |
| Non Qualified Stock Option | \$ 8.06 | 05/30/2018 | | A | | 1,220 | | <u>(7)</u> | 09/10/2024 | Common Stock | 1,220 |
| | \$ 6.29 | 06/04/2018 | | M | | 2,558 | | <u>(8)</u> | 06/17/2023 | | 2,558 |

| | | | | | | | | | |
|-------------------------------------|----------|------------|---|-------|-----|------------|-----------------|-----------------|--|
| Non Qualified Stock Option | | | | | | | | Common Stock | |
| Non Qualified Stock Option | \$ 19.86 | 06/11/2018 | M | 6,356 | (2) | 06/12/2018 | Common Stock | 6,356 | |
| Non Qualified Stock Option | \$ 47.15 | 06/15/2018 | A | 1,061 | (9) | 06/15/2028 | Common Stock | 1,061 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tuozzolo Claudio VICOR CORPORATION 25 FRONTAGE RD. ANDOVER, MA 01810 | X | | Corp. Vice President | |

Signatures

/s/Richard J. Nagel Jr. Attorney in fact for Claudio
Tuozzolo

06/19/2018

__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) Received in exchange for shares of Picor Corporation common stock in connection with the merger of Picor Corporation into Vicor Corporation (the "Merger").
- (2) This stock option is exercisable in full.
- (3) In the Merger, each outstanding stock option was amended to provide that it will be settled in shares of Vicor Corporation common stock, and to adjust the number of shares issuable pursuant to the Merger's exchange ratio.
- (4) This stock option becomes exercisable in five equal installments on 5/30/18, 9/13/18, 9/13/19, 9/13/20 and 9/13/21.
- (5) 25,061 stock options are exercisable at 5/30/18. The remaining 6,266 stock options become exercisable on 4/14/19.
- (6) This stock option becomes exercisable in five equal installments on 7/21/18, 7/21/19, 7/21/20, 7/21/21 and 7/21/22.
- (7) 732 stock options are exercisable at 5/30/18. The remaining 488 stock options vest in two equal installments on 9/10/18 and 9/10/19.
- (8) Granted on 6/17/2013 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a five year period.
- (9) Granted on 6/15/2018 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a five year period.

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