

VICOR CORP  
Form 4/A  
October 21, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIMMS JAMES A

(Last) (First) (Middle)  
C/O VICOR CORP., 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)  
06/17/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/19/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CFO and Secretary

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                 | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) |     |        |                  |                 |              |                            |
|----------------------------|------------------------------|------------------|------------|--|-----|--------|------------------|-----------------|--------------|----------------------------|
|                            |                              |                  | Code       | V  | (A) | (D)    | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Non Qualified Stock Option | \$ 12.44                     | 06/17/2013       | D          |  |     | 30,000 | <u>(1)</u>       | 05/01/2018      | Common Stock | 30,000                     |
| Non Qualified Stock Option | \$ 11.7                      | 06/17/2013       | D          |  |     | 4,274  | <u>(2)</u>       | 06/24/2013      | Common Stock | 4,274                      |
| Non Qualified Stock Option | \$ 15.64                     | 06/17/2013       | D          |  |     | 3,197  | <u>(3)</u>       | 06/23/2014      | Common Stock | 3,197                      |
| Non Qualified Stock Option | \$ 6.08                      | 06/17/2013       | D          |  |     | 8,224  | <u>(4)</u>       | 06/21/2015      | Common Stock | 8,224                      |
| Non Qualified Stock Option | \$ 13.73                     | 06/17/2013       | D          |  |     | 50,000 | <u>(5)</u>       | 08/27/2020      | Common Stock | 50,000                     |
| Non Qualified Stock Option | \$ 6.29                      | 06/17/2013       | A          |  |     | 30,000 | <u>(7)</u>       | 06/17/2023      | Common Stock | 30,000                     |
| Non Qualified Stock Option | \$ 6.29                      | 06/17/2013       | A          |  |     | 4,274  | <u>(7)</u>       | 06/17/2023      | Common Stock | 4,274                      |
| Non Qualified Stock Option | \$ 6.29                      | 06/17/2013       | A          |  |     | 3,197  | <u>(7)</u>       | 06/17/2023      | Common Stock | 3,197                      |
| Non Qualified Stock Option | \$ 6.29                      | 06/17/2013       | A          |  |     | 8,224  | <u>(7)</u>       | 06/17/2023      | Common Stock | 8,224                      |
| Non Qualified Stock        | \$ 6.29                      | 06/17/2013       | A          |  |     | 10,000 | <u>(8)</u>       | 06/17/2023      | Common Stock | 10,000                     |

|   |          |            |   |              |      |            |                 |        |
|---|----------|------------|---|--------------|------|------------|-----------------|--------|
| Option<br>Non<br>Qualified<br>Stock<br>Option | \$ 7.34  | 06/17/2013 | A | 10,000       | (8)  | 06/17/2023 | Common<br>Stock | 10,000 |
| Option<br>Non<br>Qualified<br>Stock<br>Option | \$ 8.38  | 06/17/2013 | A | 9,305<br>(9) | (8)  | 06/17/2023 | Common<br>Stock | 9,305  |
| Option<br>Non<br>Qualified<br>Stock<br>Option | \$ 9.43  | 06/17/2013 | A | 0 (10)       | (10) | (10)       | Common<br>Stock | 0      |
| Option<br>Non<br>Qualified<br>Stock<br>Option | \$ 10.48 | 06/17/2013 | A | 0 (11)       | (11) | (11)       | Common<br>Stock | 0      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| SIMMS JAMES A<br>C/O VICOR CORP.<br>25 FRONTAGE RD.<br>ANDOVER, MA 01810 | X             |           | CFO and Secretary |       |

## Signatures

/s/Kemble D. Morrison, Attorney in Fact for James A.  
Simms

10/21/2014

\_\_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) Granted 5/1/2008 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a five year period.
- (2) Granted 6/24/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a two year period.
- (3) Granted 6/23/2011 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a two year period.
- (4) Granted 6/21/2012 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a two year period.
- (5) Granted 8/27/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan, vesting when certain defined performance milestones for the Company's Brick Business Unit are achieved.
- (6) On 6/17/2013, the issuer canceled, pursuant to the issuer's Offer to Exchange, filed on Schedule TO with the Securities and Exchange Commission on May 17, 2013, options granted to the reporting person. In exchange, the reporting person was awarded replacement options, having exercise prices ranging from \$6.29 to \$10.48 per share.
- (7) The replacement options vest over a five year period in equal installments.

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- (8) Pursuant to the issuer's Offer to Exchange, the replacement options awarded in exchange for the Brick Business Unit performance options canceled are broken into five price increments: the first fifth vests on the first anniversary date, the second fifth on the second anniversary date, the third fifth on the third anniversary date, the fourth fifth on the fourth anniversary date, and the last fifth on the fifth anniversary date of the new options award.

- (9) On a Form 4 filed on June 19, 2013, the reporting person reported acquiring options to purchase 10,000 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan. However, the Company subsequently determined that, in an aggregate amount including the options to purchase 695 shares that are the subject of this amendment, options to purchase 29,514 shares were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 2013.

- (10) On a Form 4 filed on June 19, 2013, the reporting person reported acquiring options to purchase 10,000 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan. However, the Company subsequently determined that, in an aggregate amount including the options to purchase 10,000 shares that are the subject of this amendment, options to purchase 29,514 shares were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 2013.

- (11) On a Form 4 filed on June 19, 2013, the reporting person reported acquiring options to purchase 10,000 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan. However, the Company subsequently determined that, in an aggregate amount including the options to purchase 10,000 shares that are the subject of this amendment, options to purchase 29,514 shares were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 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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