

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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) FEBRUARY 7, 1997

INTEVAC, INC.

(Exact name of registrant as specified in charter)

CALIFORNIA	0-26946	94-3125814
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

3550 BASSETT STREET, SANTA CLARA, CALIFORNIA	95054
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (408) 986-9888

N/A

(Former name or former address, if changed since last report.)

ITEM 5. Other Events

On February 7, 1997, Intevac, Inc. issued a press release announcing the offering of convertible subordinated notes. The press release is attached hereto as Exhibit 7.1.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits

- (a) Financial Statements of Businesses Acquired. None.
- (b) Pro Forma Financial Information. None.
- (c) Exhibits. The following document is filed as an exhibit to the report:
 - (1) Press Release dated February 7, 1997.

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 hereunto duly authorized.

Intevac, Inc.

(Registrant)

Date: February 10, 1997

By /s/ Charles B. Eddy III

Name: Charles B. Eddy III
Title: Chief Financial Officer

4

Index to Exhibits

Exhibit No. -----	Description of Document -----	Sequentially Numbered Page No. -----
7.1	Press Release, dated February 7, 1997	5

EXHIBIT 7.1
Press Release, dated February 7, 1997

INTEVAC, INC. ANNOUNCES OFFERING OF CONVERTIBLE SUBORDINATED NOTES

SANTA CLARA, Calif., Feb. 7, 1997 -- Intevac, Inc. (Nasdaq: IVAC), announced today that, subject to market conditions, it intends to raise approximately \$50 million (excluding the proceeds of the overallotment option, if any) through an offering of convertible subordinated notes within the United States to qualified institutional investors and outside the United States to non-U.S. investors. The notes would have a term of seven years and be convertible into Intevac common stock. No other terms were disclosed.

The Company stated that it expects to use the net proceeds of the offering for general corporation purposes, including working capital, and may also apply a portion of the net proceeds to the acquisition of related businesses, products and technologies.

The securities to be offered will not be registered under the Securities Act of 1933, as amended, or applicable state securities laws, and may not be offered or sold in the United States absent registration under the Securities Act and applicable state securities laws or available exemptions from registration requirements. SOURCE Intevac Inc.