

II-VI INC
Form 8-K
December 13, 2007

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) December 12, 2007

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)

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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))
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Item 8.01 Other Events.

II-VI Incorporated (II-VI) reports that it has agreed to sell its entire equity ownership interest in 5NPlus, Inc. (5NPlus), a Canadian-based company, as part of 5NPlus' initial public offering and secondary offering in Canada, and listing on the Toronto Stock Exchange. As a result of this sale, which is expected to close on December 20, 2007, II-VI will receive approximately \$30 million in cash (net of underwriting fees) for its equity interest in 5NPlus. The carrying value of this investment as of September 30, 2007 was approximately \$3.6 million, and II-VI will recognize a pre-tax gain on the sale of the equity interest of approximately \$28 million.

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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: December 13, 2007

By: /s/ Francis J. Kramer
Francis J. Kramer
President and Chief Executive Officer

Date: December 13, 2007

By: /s/ Craig A. Creaturo
Craig A. Creaturo
Chief Financial Officer and Treasurer