UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(MARK ONE)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 2, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ______ to______

Commission file number 0-26946

INTEVAC, INC.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**94-3125814** **(IRS Employer Identification No.)**

3560 Bassett Street
Santa Clara, California 95054
(Address of principal executive office, including Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock ($0.001 par value)	**IVAC**	**The Nasdaq Stock Market LLC (Nasdaq) Global Select**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

On August 4, 2022, 25,384,488 shares of the registrant's Common Stock, $0.001 par value, were outstanding.

INTEVAC, INC.

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PART I. FINANCIAL INFORMATION

Item 1. ***Financial Statements***

INTEVAC, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

	July 2, 2022	January 1, 2022
	(Unaudited) (In thousands, except par value)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 53,669	$ 102,728
Short-term investments	31,168	10,221
Trade and other accounts receivable, net of allowances of $0 at both July 2, 2022 and January 1, 2022	30,321	14,261
Inventories	11,771	5,791
Prepaid expenses and other current assets	1,532	1,827
Total current assets	128,461	134,828
Long-term investments	24,565	7,427
Restricted cash	786	786
Property, plant and equipment, net	3,311	4,759
Operating lease right-of-use-assets	3,510	4,520
Deferred income taxes and other long-term assets	5,018	5,449
Total assets	$ 165,651	$ 157,769
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current operating lease liabilities	$ 3,199	$ 3,119
Accounts payable	3,609	5,320
Accrued payroll and related liabilities	3,542	5,505
Other accrued liabilities	3,042	3,665
Customer advances	24,760	2,107
Total current liabilities	38,152	19,716
Noncurrent liabilities:		
Noncurrent operating lease liabilities	2,102	3,675
Other long-term liabilities	237	363
Total noncurrent liabilities	2,339	4,038
Stockholders' equity:		
Common stock, $0.001 par value	25	25
Additional paid-in capital	201,478	199,073
Treasury stock, 5,087 shares at both July 2, 2022 and at January 1, 2022	(29,551)	(29,551)
Accumulated other comprehensive income (loss)	(9)	578
Accumulated deficit	(46,783)	(36,110)
Total stockholders' equity	125,160	134,015
Total liabilities and stockholders' equity	$ 165,651	$ 157,769

Note: Amounts as of January 1, 2022 are derived from the January 1, 2022 audited consolidated financial statements.

See accompanying notes to the condensed consolidated financial statements.

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INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(Unaudited) (In thousands, except per share amounts)			
Net revenues	$ 9,307	$ 5,369	$ 13,752	$ 14,607
Cost of net revenues	4,820	4,363	8,543	11,467
Gross profit	4,487	1,006	5,209	3,140
Operating expenses:				
Research and development	2,868	3,118	7,028	6,483
Selling, general and administrative	4,016	4,197	8,265	8,531
Total operating expenses	6,884	7,315	15,293	15,014
Loss from operations	(2,397)	(6,309)	(10,084)	(11,874)
Interest income and other income (expense), net	317	20	310	50
Loss from continuing operations before provision for (benefit from) income taxes	(2,080)	(6,289)	(9,774)	(11,824)
Provision for (benefit from) income taxes	500	(165)	526	(132)
Net loss from continuing operations, net of taxes	(2,580)	(6,124)	(10,300)	(11,692)
Net loss from discontinued operations, net of taxes	(238)	(2)	(373)	(938)
Net loss	$ (2,818)	$ (6,126)	$ (10,673)	$ (12,630)
Net loss per share:				
Basic and diluted – continuing operations	$ (0.10)	$ (0.25)	$ (0.41)	$ (0.48)
Basic and diluted – discontinued operations	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.04)
Basic and diluted – net loss	$ (0.11)	$ (0.25)	$ (0.43)	$ (0.52)
Weighted average common shares outstanding:				
Basic and diluted	25,141	24,241	24,970	24,137

See accompanying notes to the condensed consolidated financial statements.

INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(Unaudited) (In thousands)			
Net loss	$(2,818)	$(6,126)	$(10,673)	$(12,630)
Other comprehensive income (loss), before tax:				
Change in unrealized net gain (loss) on available-for-sale investments	(161)	(9)	(335)	(29)
Foreign currency translation gains (losses)	(219)	28	(252)	(40)
Other comprehensive income (loss), before tax	(380)	19	(587)	(69)
Income taxes related to items in other comprehensive income (loss)	—	—	—	—
Other comprehensive income (loss), net of tax	(380)	19	(587)	(69)
Comprehensive loss	$(3,198)	$(6,107)	$(11,260)	$(12,699)

See accompanying notes to the condensed consolidated financial statements.

INTEVAC, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six months ended	
	July 2, 2022	July 3, 2021
	(Unaudited) (In thousands)	
Operating activities		
Net loss	$ (10,673)	$(12,630)
Adjustments to reconcile net loss to net cash and cash equivalents provided by (used in) operating activities:		
Depreciation and amortization	776	1,686
Net amortization (accretion) of investment premiums and discounts	(20)	62
Equity-based compensation	489	1,987
Straight-line rent adjustment and amortization of lease incentives	(483)	(231)
Deferred income taxes	345	(202)
Loss on disposal of equipment	1,453	—
Changes in operating assets and liabilities	(3,322)	12,692
Total adjustments	(762)	15,994
Net cash and cash equivalents provided by (used in) operating activities	(11,435)	3,364
Investing activities		
Purchases of investments	(45,663)	(10,163)
Proceeds from sales and maturities of investments	7,263	9,815
Purchases of leasehold improvements and equipment	(888)	(365)
Net cash and cash equivalents used in investing activities	(39,288)	(713)
Financing activities		
Net proceeds from issuance of common stock	2,211	1,436
Taxes paid related to net share settlement	(295)	(532)
Net cash and cash equivalents provided by financing activities	1,916	904
Effect of exchange rate changes on cash and cash equivalents	(252)	(40)
Net increase (decrease) in cash, cash equivalents and restricted cash	(49,059)	3,515
Cash, cash equivalents and restricted cash at beginning of period	103,514	30,128
Cash, cash equivalents and restricted cash at end of period	$ 54,455	$ 33,643
Non-cash investing and financing activity		
Additions to right-of-use-assets obtained from new operating lease liabilities	$ 94	$ —

See accompanying notes to the condensed consolidated financial statements.

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Description of Business and Basis of Presentation

Description of Business

Intevac, Inc. (together with its subsidiaries, "Intevac", the "Company" or "we") is a leader in the design and development of high-productivity, thin-film processing systems. Intevac's production-proven platforms are designed for high-volume manufacturing of substrates with precise thin-film properties, such as for the hard disk drive ("HDD") and display cover panel ("DCP") markets.

Principles of Consolidation and Basis of Presentation

The condensed consolidated financial statements include the accounts of Intevac, Inc. and its subsidiaries after elimination of inter-company balances and transactions.

In the opinion of management, the unaudited interim condensed consolidated financial statements of Intevac included herein have been prepared on a basis consistent with the January 1, 2022 audited consolidated financial statements and include all material adjustments, consisting of normal recurring adjustments, necessary to fairly present the information set forth therein.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

Reportable Segment

During fiscal 2021, we sold the business of one of our reporting segments, Photonics. Therefore, we have one reportable segment remaining. See Note 2 for additional disclosure related to discontinued operations.

The remaining segment, Thin Film Equipment ("TFE"), designs, develops and markets vacuum process equipment solutions for high-volume manufacturing of small substrates with precise thin-film properties, such as for the HDD, and DCP markets, as well as other adjacent thin-film markets. The TFE segment also previously designed, developed and marketed manufacturing equipment for the photovoltaic ("PV") solar cell and advanced semiconductor packaging industries.

In March 2022, the Company's management approved a restructuring plan to realign the Company's operational focus, scale the business and improve costs. The restructuring program includes (i) reducing the Company's headcount and (ii) eliminating several research and development ("R&D") programs and product offerings. As part of this realignment effort, the Company will no longer be pursuing several DCP projects, including the coating of the backside covers of smartphones, PV solar ion implantation (also known as ENERGi®), and advanced semiconductor packaging.

Reclassification of Prior Periods

On December 30, 2021, the Company completed the sale of its Photonics business to EOTECH, LLC, a Michigan limited liability company ("EOTECH" or the "Buyer"). Due to the sale of the Photonics business during the fourth quarter of 2021, we have classified the results of the Photonics business as discontinued operations in our condensed consolidated statements of operations for all periods presented. See Note 2 for additional disclosure related to discontinued operations. All amounts included in the Notes to Condensed Consolidated Financial Statements relate to continuing operations unless otherwise noted.

2. Divestiture and Discontinued Operations

Sale of Photonics

On December 30, 2021, the Company entered into an asset purchase agreement (the "Purchase Agreement") with EOTECH, governing the sale of the Company's Photonics business to EOTECH in exchange for (i) $70.0 million in cash consideration (as may be increased or decreased by certain closing net working capital adjustments), (ii) up to $30.0 million in earnout payments and (iii) the

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

assumption by EOTECH of certain liabilities of the Photonics business as specified in the Purchase Agreement. The transaction closed on December 30, 2021. Under the Purchase Agreement, EOTECH has also agreed to pay to the Company, if earned, earnout payments of up to an aggregate of $30.0 million based on achievement of fiscal year 2023, 2024 and 2025 Photonics segment revenue targets for the Integrated Visual Augmentation System (“IVAS”) program as specified in the Purchase Agreement. At any time prior to December 31, 2024, EOTECH may elect to pay to the Company $14.0 million, which would terminate EOTECH’s obligations with respect to any remaining earnout payments. The cash proceeds do not include any estimated future payments from the revenue earnout as the Company has elected to record the proceeds when the consideration is deemed realizable. The Company believes this disposition will allow it to benefit from a streamlined business model, simplified operating structure, and enhanced management focus.

In connection with the Photonics sale, the Company and EOTECH have entered into a Transition Service Agreement (“TSA”) and a Lease Assignment Agreement. The TSA outlines the information technology, people, and facility support the parties will provide to each other for a period anticipated to be up to six months after the closing of the sale. The Lease Assignment Agreement assigns the lease obligation for two buildings in the Company’s California campus to EOTECH. As part of the assignment, the Company has agreed to subsidize a portion of EOTECH’s lease payments through the remainder of the lease term which expires in March 2024.

TSA fees earned since the divestiture were $408,000 for the three months ended July 2, 2022 and $1.2 million for the six months ended July 2, 2022. The agreed-upon charges for such services are generally intended to allow the service provider to recover all costs and expenses of providing such services. The TSA fees were included in selling, general and administrative expenses and cost of sales, respectively, in the Company’s condensed consolidated statement of operations. Additionally, during the three and six months ended July 2, 2022, the Company sold inventory in the amount of $32,000 and $148,000, respectively to EOTECH. As of July 2, 2022, accounts receivable from EOTECH of $354,000 were included in trade and other accounts receivable in the Company’s condensed consolidated balance sheets.

Based on its magnitude and because the Company exited certain markets, the sale of the Photonics segment represents a significant strategic shift that has a material effect on the Company’s operations and financial results, and the Company has separately reported the results of its Photonics segment as discontinued operations in the condensed consolidated statements of operations for the three and six months ended July 2, 2022 and July 3, 2021.

The operating results of the discontinued operations only reflect revenues and expenses that are directly attributable to the Photonics segment that have been eliminated from continuing operations. Previously reported expenses for the Photonics segment have been recast to exclude certain allocated expenses that are not directly attributable to the Photonics segment. The key components from discontinued operations related to the Photonics segment are as follows:

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands)			
Net revenues:				
Systems and components	$ —	$ 5,282	$ —	$ 9,103
Technology development	—	3,162	—	6,344
Total net revenues	—	8,444	—	15,447
Cost of net revenues:				
Systems and components	—	4,261	—	7,121
Technology development	—	2,081	—	5,304
Total cost of net revenues	—	6,342	—	12,425
Gross profit	—	2,102	—	3,022
Operating expenses:				
Research and development	—	776	—	1,036
Selling, general and administrative	238	1,328	373	2,924
Total operating expenses	238	2,104	373	3,960
Operating loss – discontinued operations	(238)	(2)	(373)	(938)
Other income (expense) – discontinued operations	—	—	—	—
Loss from discontinued operations before provision for income taxes	(238)	(2)	(373)	(938)
Provision for income taxes	—	—	—	—
Net loss from discontinued operations, net of taxes	$ (238)	$ (2)	$(373)	$ (938)

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The cash flows related to discontinued operations have not been segregated and are included in the condensed consolidated statements of cash flows. The following table presents cash flow and non-cash information related to discontinued operations for the three and six months ended July 2, 2022 and July 3, 2021:

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands)			
Depreciation and amortization	$ —	$ 375	$ —	$ 661
Equity-based compensation	$ 39	$ 247	$ (291)	$ 518
Purchase of leasehold improvements and equipment	$ —	$ 76	$ —	$ 149

3. Revenue

The following tables represent a disaggregation of revenue from contracts with customers for the three and six months ended July 2, 2022 and July 3, 2021.

Major Products and Service Lines

	Three Months Ended July 2, 2022				Three Months Ended July 3, 2021			
	(In thousands)							
	HDD	DCP	PV	Total	HDD	DCP	PV	Total
Systems, upgrades and spare parts	$ 7,756	$ 1	$ 82	$ 7,839	$3,955	$ 3	$ 47	$4,005
Field service	1,421	43	4	1,468	1,364	—	—	1,364
Total net revenues	$ 9,177	$ 44	$ 86	$ 9,307	$5,319	$ 3	$ 47	$5,369

	Six Months Ended July 2, 2022				Six Months Ended July 3, 2021				
	(In thousands)								
	HDD	DCP	PV	Total	HDD	DCP	PV	ASP	Total
Systems, upgrades and spare parts	$10,879	$ 1	$135	$11,015	$ 7,539	$ 3	$158	$3,850	$11,550
Field service	2,684	43	10	2,737	3,001	14	42	—	3,057
Total net revenues	$13,563	$ 44	$145	$13,752	$10,540	$ 17	$200	$3,850	$14,607

Primary Geographical Markets

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands)			
United States	$ 1,656	$ 2,121	$ 1,950	$ 2,488
Asia	7,651	3,248	11,802	8,269
Europe	—	—	—	3,850
Total net revenues	$ 9,307	$ 5,369	$13,752	$14,607

Timing of Revenue Recognition

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands)			
Products transferred at a point in time	$ 9,307	$ 5,369	$13,752	$14,607
Products and services transferred over time	—	—	—	—
Total net revenues	$ 9,307	$ 5,369	$13,752	$14,607

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

The following table reflects the changes in our contract assets, which we classify as accounts receivable, unbilled and our contract liabilities, which we classify as deferred revenue and customer advances, for the six months ended July 2, 2022:

	July 2, 2022	January 1, 2022	Six Months Change
	(In thousands)		
Contract assets:			
Accounts receivable, unbilled	$ —	$ 99	$ (99)
Contract liabilities:			
Deferred revenue	$ 129	$ 65	$ 64
Customer advances	24,760	2,107	22,653
	$24,889	$ 2,172	$ 22,717

Accounts receivable, unbilled represents a contract asset for revenue that has been recognized in advance of billing the customer. For our system and certain upgrade sales, our customers generally pay in three installments, with a portion of the system price billed upon receipt of an order, a portion of the price billed upon shipment, and the balance of the price due upon completion of installation and acceptance of the system at the customer's factory. Accounts receivable, unbilled generally represents the balance of the system price that is due upon completion of installation and acceptance, less, the amount that has been deferred as revenue for the performance of the installation tasks. During the six months ended July 2, 2022, contract assets decreased by $99,000 primarily due to the billing of accrued revenue related to spare parts sold to a customer as of January 1, 2022.

Customer advances generally represent a contract liability for amounts billed to the customer prior to transferring goods. The Company has elected to use the practical expedient to disregard the effect of the time value of money in a significant financing component when its payment terms are less than one year. These customer advances are liquidated when revenue is recognized. Deferred revenue generally represents a contract liability for amounts billed to a customer for completed systems at the customer site that are undergoing installation and acceptance testing where transfer of control has not yet occurred as Intevac does not yet have a demonstrated history of meeting the acceptance criteria upon the customer's receipt of product. During the six months ended July 2, 2022, we recognized revenue of $353,000 and $39,000 that was included in customer advances and deferred revenue, respectively, at the beginning of the period.

On July 2, 2022, we had $100.2 million of remaining performance obligations, which we also refer to as total backlog. We expect to recognize approximately 22% of our remaining performance obligations as revenue in 2022, 26% in 2023, 26% in 2024 and 26% in 2025.

4. Inventories

Inventories are stated at the lower of average cost or net realizable value and consist of the following:

	July 2, 2022	January 1, 2022
	(In thousands)	
Raw materials	$ 6,728	$ 5,323
Work-in-progress	5,043	468
	$11,771	$ 5,791

5. Equity-Based Compensation

At July 2, 2022, Intevac had equity-based awards outstanding under the 2020 Equity Incentive Plan, the 2012 Equity Incentive Plan, the 2022 Inducement Equity Incentive Plan (the "Inducement Plan") (together, the "Plans") and the 2003 Employee Stock Purchase Plan (the "ESPP"). Intevac's stockholders approved the 2020 Equity Incentive Plan, the 2012 Equity Incentive Plan and the ESPP. The Plans permit the grant of incentive or non-statutory stock options, performance-based stock options ("PSOs"), restricted stock, stock appreciation rights, restricted stock units ("RSUs"), performance-based restricted stock units ("PRSUs") and performance shares.

On January 19, 2022, Intevac's Board of Directors adopted the Inducement Plan and, subject to the adjustment provisions of the

Inducement Plan, reserved 1,200,000 shares of the Company's common stock for issuance pursuant to equity awards granted under the Inducement Plan. The Inducement Plan provides for the grant of equity-based awards, including nonstatutory stock options, restricted stock units, restricted stock, stock appreciation rights, performance shares and performance units, and its terms are substantially similar to the Company's 2020 Equity Incentive Plan. The Inducement Plan was adopted without stockholder approval pursuant to Rule 5635(c)(4) of the Nasdaq Listing Rules. In accordance with that rule, awards under the Inducement Plan may only be made to individuals not previously employees or non-employee directors of the Company (or following such individuals' bona fide period of non-employment with the Company), as an inducement material to the individuals' entry into employment with the Company.

The ESPP provides that eligible employees may purchase Intevac's common stock through payroll deductions at a price equal to 85% of the lower of the fair market value at the entry date of the applicable offering period or at the end of each applicable purchase interval. Offering periods are generally two years in length and consist of a series of six-month purchase intervals. Eligible employees may join the ESPP at the beginning of any six-month purchase interval. Under the terms of the ESPP, employees can choose to have up to 50% of their base earnings withheld to purchase Intevac common stock (not to exceed $25,000 per year).

Compensation Expense

The effect of recording equity-based compensation for the three and six months ended July 2, 2022 and July 3, 2021 was as follows:

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands)			
Equity-based compensation by type of award:				
Stock options	$ 8	$ 57	$ (163)	$ 132
RSUs	1,295	656	567	1,200
ESPP purchase rights	222	306	85	655
Total equity-based compensation	$ 1,525	$ 1,019	$ 489	$ 1,987

Included in the table above are:

(a) A reversal of $1.3 million in equity-based compensation expense related to forfeitures of awards due to our reduction in workforce and a $37,000 benefit related to the modification of certain stock-based awards for the six months ended July 2, 2022. (See Note 13. Restructuring and Other Costs, Net.); and

(b) Equity-based compensation reported in discontinued operations of $39,000 and ($291,000) for the three and six months ended July 2, 2022, respectively, and $247,000 and $518,000 for the three and six months ended July 3, 2021, respectively. Equity-based compensation expense allocated to discontinued operations for the six months ended July 2, 2022 includes $75,000 related to the modification of certain stock-based awards and is net of a divestiture-related forfeiture benefit of $446,000 that was recognized when employees were conveyed to the Buyer upon closing. (See Note 2. Divestiture and Discontinued Operations.)

Stock Options and ESPP

The fair value of stock options and ESPP awards is estimated at the grant date using the Black-Scholes option valuation model. The determination of fair value of stock options and ESPP awards on the date of grant using an option-pricing model is affected by Intevac's stock price as well as assumptions regarding a number of highly complex and subjective variables. These variables include, but are not limited to, our expected stock price volatility over the term of the awards, and actual employee stock option exercise behavior. Intevac accounts for forfeitures as they occur, rather than estimating expected forfeitures.

Option activity as of July 2, 2022 and changes during the six months ended July 2, 2022 were as follows:

	Shares	Weighted-Average Exercise Price
Options outstanding at January 1, 2022	1,457,587	$ 6.55
Options cancelled and forfeited	(550,332)	$ 7.31
Options exercised	(313,000)	$ 4.83
Options outstanding at July 2, 2022	594,255	$ 6.76
Options exercisable at July 2, 2022	564,979	$ 6.82

INTEVAC, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

Intevac issued 146,344 shares of common stock under the ESPP during the six months ended July 2, 2022.

Intevac estimated the weighted-average fair value of ESPP purchase rights using the following weighted-average assumptions:

	Six Months Ended	
	July 2, 2022	July 3, 2021
ESPP Purchase Rights:		
Weighted-average fair value of grants per share	$ 1.85	$ 2.69
Expected volatility	60.36%	58.56%
Risk-free interest rate	0.98%	0.08%
Expected term of purchase rights (in years)	1.2	1.0
Dividend yield	None	None

The computation of the expected volatility assumptions used in the Black-Scholes calculations for ESPP purchase rights is based on the historical volatility of Intevac's stock price, measured over a period equal to the expected term of the purchase right. The risk-free interest rate is based on the yield available on U.S. Treasury Strips with an equivalent remaining term. The expected term of purchase rights represents the period of time remaining in the current offering period. The dividend yield assumption is based on Intevac's history of not paying dividends and the assumption of not paying dividends in the future.

RSUs

RSU activity as of July 2, 2022 and changes during the six months ended July 2, 2022 were as follows:

	Shares	Weighted-Average Grant Date Fair Value
Non-vested RSUs at January 1, 2022	1,033,436	$ 5.59
Granted	1,756,267	$ 4.36
Vested	(211,889)	$ 5.47
Cancelled and forfeited	(533,199)	$ 5.65
Non-vested RSUs at July 2, 2022	2,044,615	$ 4.53

Time-based RSUs are converted into shares of Intevac common stock upon vesting on a one-for-one basis. Time-based RSUs typically are scheduled to vest over three or four years. Vesting of time-based RSUs is subject to the grantee's continued service with Intevac. The compensation expense related to these awards is determined using the fair market value of Intevac common stock on the date of the grant, and the compensation expense is recognized over the vesting period.

In May 2022, we granted to members of our senior management awards of performance-based restricted stock units ("PRSU Awards") covering an aggregate of 935,600 shares of Intevac common stock (at maximum performance). The PRSU Awards are eligible to be earned based on achievement of certain stock prices based on the average closing price of the Company's stock over a 30-day period (the "Company Stock Price Hurdle") during a three-year performance period commencing on May 18, 2022 and ending on May 31, 2025 (or earlier, upon a change in control, as defined in the Company's 2022 Inducement Equity Incentive Plan or 2020 Equity Incentive Plan, as applicable) (the "Performance Period"). The PRSU Awards will vest, if at all, in five possible tranches. Each of the five tranches will vest only if the applicable Company Stock Price Hurdle is achieved within the Performance Period, and each tranche may only be achieved once during the Performance Period. If a Company Stock Price Hurdle is not achieved within the Performance Period, the corresponding PRSUs will not vest, and all unvested PRSUs at the end of the Performance Period will immediately be forfeited. The fair value of each PRSU award was estimated on the date of grant using a Monte Carlo simulation. PRSU Award activity is included in the above RSU tables.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
(Unaudited)

Intevac estimated the weighted-average fair value of the PRSU Awards granted in May 2022 using the following weighted-average assumptions:

	Three Months Ended July 2, 2022
Weighted-average fair value of grants per share	$ 3.67
Expected volatility	54.42%
Risk-free interest rate	2.82%
Dividend yield	None

In May 2021, we granted to members of our senior management PRSU Awards covering an aggregate of 126,320 shares of Intevac common stock (at target performance). The number of PRSUs that will vest is determined by our common stock achieving a certain Total Shareholder Return ("TSR") for the Company, relative to the TSR of a specified peer group over a measurement period of two years from the time of grant. The fair value of each PRSU Award was estimated on the date of grant using a Monte Carlo simulation. PRSU Award activity is included in the above RSU tables. At the end of the performance measurement period, the Compensation Committee of the Company's Board of Directors will determine the achievement against the performance objectives. Depending on the Company's TSR relative to the peer group TSR, the actual number of shares that will be vested for each PRSU Award can range from zero to 200% of the initial grant.

Intevac estimated the weighted-average fair value of the PRSU Awards granted in May 2021 using the following weighted-average assumptions:

	Three Months Ended July 3, 2021
Weighted-average fair value of grants per share	$ 7.65
Expected volatility	56.26%
Risk-free interest rate	0.15%
Dividend yield	None

6. Warranty

Intevac provides for the estimated cost of warranty when revenue is recognized. Intevac's warranty is subject to contract terms and, for its HDD manufacturing, DCP manufacturing, solar cell manufacturing and advanced semiconductor packaging systems, the warranty typically ranges between 12 and 24 months from customer acceptance. During this warranty period any defective non-consumable parts are replaced and installed at no charge to the customer. Intevac uses estimated repair or replacement costs along with its historical warranty experience to determine its warranty obligation. The provision for the estimated future costs of warranty is based upon historical cost and product performance experience. Intevac exercises judgment in determining the underlying estimates.

On the condensed consolidated balance sheets, the short-term portion of the warranty provision is included in other accrued liabilities, while the long-term portion is included in other long-term liabilities. The expense associated with product warranties issued or adjusted is included in cost of net revenues on the condensed consolidated statements of operations.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
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The following table displays the activity in the warranty provision account for the three and six months ended July 2, 2022 and July 3, 2021:

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands)			
Opening balance	$ 249	$ 590	$ 346	$ 480
Expenditures incurred under warranties	(54)	(195)	(225)	(346)
Expenditures incurred under warranties included in discontinued operations	—	(22)	—	(69)
Accruals for product warranties issued during the reporting period	36	155	72	410
Accruals for product warranties issued during the reporting period included in discontinued operations	—	43	—	63
Adjustments to previously existing warranty accruals	(17)	(15)	21	(25)
Adjustments to previously existing warranty accruals included in discontinued operations	—	16	—	59
Closing balance	$ 214	$ 572	$ 214	$ 572

The following table displays the balance sheet classification of the warranty provision account at July 2, 2022 and at January 1, 2022.

	July 2 2022	January 1 2022
	(In thousands)	
Other accrued liabilities	$199	$ 301
Other long-term liabilities	15	45
Total warranty provision	$214	$ 346

7. Guarantees

Officer and Director Indemnifications

As permitted or required under Delaware law and to the maximum extent allowable under that law, Intevac has certain obligations to indemnify its current and former officers and directors for certain events or occurrences while the officer or director is, or was, serving at Intevac's request in such capacity. These indemnification obligations are valid as long as the director or officer acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The maximum potential amount of future payments Intevac could be required to make under these indemnification obligations is unlimited; however, Intevac has a director and officer insurance policy that mitigates Intevac's exposure and enables Intevac to recover a portion of any future amounts paid. As a result of Intevac's insurance policy coverage, Intevac believes the estimated fair value of these indemnification obligations is not material.

Other Indemnifications

As is customary in Intevac's industry, many of Intevac's contracts provide remedies to certain third parties such as defense, settlement, or payment of judgments for intellectual property claims related to the use of its products. Such indemnification obligations may not be subject to maximum loss clauses. Historically, payments made related to these indemnifications have been immaterial.

Letters of Credit

As of July 2, 2022, we had letters of credit and bank guarantees outstanding totaling $786,000, including the standby letter of credit outstanding under the Santa Clara, California facility lease and various other guarantees with our bank. These letters of credit and bank guarantees are collateralized by $786,000 of restricted cash.

8. Cash, Cash Equivalents and Investments

Cash and cash equivalents, short-term investments and long-term investments consist of:

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	July 2, 2022			
	Amortized Cost	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value
	(In thousands)			
Cash and cash equivalents:				
Cash	$ 46,732	$ —	$ —	$ 46,732
Money market funds	3,591	—	—	3,591
Commercial paper	3,348	—	2	3,346
Total cash and cash equivalents	$ 53,671	$ —	$ 2	$ 53,669
Short-term investments:				
Asset backed securities	$ 1,003	$ —	$ 2	$ 1,001
Certificates of deposit	7,850	—	23	7,827
Commercial paper	14,586	2	37	14,551
Corporate bonds and medium-term notes	4,725	—	52	4,673
Municipal bonds	493	—	7	486
U.S. treasury securities	2,661	—	31	2,630
Total short-term investments	$ 31,318	$ 2	$ 152	$ 31,168
Long-term investments:				
Asset backed securities	$ 9,876	$ —	$ 80	$ 9,796
Corporate bonds and medium-term notes	5,204	7	32	5,179
Municipal bonds	1,212	—	9	1,203
U.S. treasury and agency securities	8,486	—	99	8,387
Total long-term investments	$ 24,778	$ 7	$ 220	$ 24,565
Total cash, cash equivalents, and investments	$109,767	$ 9	$ 374	$109,402

	January 1, 2022			
	Amortized Cost	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value
	(In thousands)			
Cash and cash equivalents:				
Cash	$102,494	$ —	$ —	$102,494
Money market funds	234	—	—	234
Total cash and cash equivalents	$102,728	$ —	$ —	$102,728
Short-term investments:				
Certificates of deposit	$ 4,300	$ —	$ —	$ 4,300
Commercial paper	400	—	—	400
Corporate bonds and medium-term notes	2,916	—	3	2,913
Municipal bonds	700	—	—	700
U.S. treasury securities	1,910	—	2	1,908
Total short-term investments	$ 10,226	$ —	$ 5	$ 10,221
Long-term investments:				
Asset backed securities	$ 2,040	$ —	$ 3	$ 2,037
Certificates of deposit	500	—	3	497
Corporate bonds and medium-term notes	1,521	—	6	1,515
Municipal bonds	145	—	1	144
U.S. treasury securities	3,246	—	12	3,234
Total long-term investments	$ 7,452	$ —	$ 25	$ 7,427
Total cash, cash equivalents, and investments	$120,406	$ —	$ 30	$120,376

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The contractual maturities of investment securities at July 2, 2022 are presented in the following table.

	Amortized Cost	Fair Value
	(In thousands)	
Due in one year or less	$ 38,257	$ 38,105
Due after one through five years	24,778	24,565
	$ 63,035	$ 62,670

The following table provides the fair market value of Intevac's investments with unrealized losses that are not deemed to be other-than temporarily impaired as of July 2, 2022.

	July 2, 2022			
	In Loss Position for Less than 12 Months		In Loss Position for Greater than 12 Months	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	(In thousands)			
Asset backed securities	$ 10,180	$ 82	$ —	$ —
Certificates of deposit	6,827	23	—	—
Commercial paper	15,932	39	—	—
Corporate bonds and medium-term notes	8,345	80	500	4
Municipal bonds	1,698	16	—	—
U.S. treasury and agency securities	11,017	130	—	—
	$ 53,990	$ 370	$ 500	$ 4

All prices for the fixed maturity securities including U.S. treasury and agency securities, certificates of deposit, commercial paper, corporate bonds, asset backed securities and municipal bonds are received from independent pricing services utilized by Intevac's outside investment manager. This investment manager performs a review of the pricing methodologies and inputs utilized by the independent pricing services for each asset type priced by the vendor. In addition, on at least an annual basis, the investment manager conducts due diligence visits and interviews with each pricing vendor to verify the inputs utilized for each asset class. The due diligence visits include a review of the procedures performed by each vendor to ensure that pricing evaluations are representative of the price that would be received if a security were sold in an orderly transaction. Any pricing where the input is based solely on a broker price is deemed to be a Level 3 price. Intevac uses the pricing data obtained from its outside investment manager as the primary input to make its assessments and determinations as to the ultimate valuation of the above-mentioned securities and has not made, during the periods presented, any material adjustments to such inputs.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
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The following table represents the fair value hierarchy of Intevac's investment securities measured at fair value on a recurring basis as of July 2, 2022.

	Fair Value Measurements at July 2, 2022		
	Total	Level 1	Level 2
	(In thousands)		
Recurring fair value measurements:			
Investment securities			
Money market funds	$ 3,591	$ 3,591	$ —
U.S. treasury and agency securities	11,017	7,521	3,496
Asset backed securities	10,797	—	10,797
Certificates of deposit	7,827	—	7,827
Commercial paper	17,897	—	17,897
Corporate bonds and medium-term notes	9,852	—	9,852
Municipal bonds	1,689	—	1,689
Total recurring fair value measurements	$62,670	$11,112	$51,558

9. Derivative Instruments

The Company uses foreign currency forward contracts to mitigate variability in gains and losses generated from the re-measurement of certain monetary assets and liabilities denominated in foreign currencies and to offset certain operational exposures from the impact of changes in foreign currency exchange rates. These derivatives are carried at fair value with changes recorded in interest income and other income (expense), net in the condensed consolidated statements of operations. Changes in the fair value of these derivatives are largely offset by re-measurement of the underlying assets and liabilities. Cash flows from such derivatives are classified as operating activities. The derivatives have maturities of approximately 30 days.

The following table summarizes the Company's outstanding derivative instruments on a gross basis as recorded in its condensed consolidated balance sheets as of July 2, 2022 and January 1, 2022.

Derivative Instrument	Notional Amounts July 2, 2022	Notional Amounts January 1, 2022	Derivative Liabilities July 2, 2022 Balance Sheet Line	Derivative Liabilities July 2, 2022 Fair Value	Derivative Assets January 1, 2022 Balance Sheet Line	Derivative Assets January 1, 2022 Fair Value
	(In thousands)					
Undesignated Hedges:						
Forward Foreign Currency Contracts	$1,074	$ 815	(b)	$ 11	(a)	$ 14
Total Hedges	$1,074	$ 815		$ 11		$ 14

(a) Other current assets
(b) Other accrued liabilities

10. Equity

Stock Repurchase Program

On November 21, 2013, Intevac announced that its Board of Directors approved a stock repurchase program authorizing up to $30.0 million in repurchases. On August 20, 2018, Intevac's Board of Directors approved a $10.0 million increase to the original stock repurchase program for an aggregate authorized amount of up to $40.0 million. At July 2, 2022, $10.4 million remains available for future stock repurchases under the repurchase program. Intevac did not make any common stock repurchases during the three and six months ended July 2, 2022 and July 3, 2021.

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS – (Continued)
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Condensed Consolidated Statement of Changes in Equity

The changes in stockholders' equity by component for the three and six months ended July 2, 2022 and July 3, 2021, are as follows (in thousands):

	Three Months Ended July 2, 2022				
	Common Stock and Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
Balance at April 2, 2022	$198,960	$(29,551)	$ 371	$ (43,965)	$ 125,815
Common stock issued under employee plans	1,178	—	—	—	1,178
Shares withheld for net share settlement of RSUs	(160)	—	—	—	(160)
Equity-based compensation expense	1,525	—	—	—	1,525
Net loss	—	—	—	(2,818)	(2,818)
Other comprehensive loss	—	—	(380)	—	(380)
Balance at July 2, 2022	$201,503	$(29,551)	$ (9)	$ (46,783)	$ 125,160

	Six Months Ended July 2, 2022				
	Common Stock and Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
Balance at January 1, 2022	$199,098	$(29,551)	$ 578	$ (36,110)	$ 134,015
Common stock issued under employee plans	2,211	—	—	—	2,211
Shares withheld for net share settlement of RSUs	(295)	—	—	—	(295)
Equity-based compensation expense	489	—	—	—	489
Net loss	—	—	—	(10,673)	(10,673)
Other comprehensive loss	—	—	(587)	—	(587)
Balance at July 2, 2022	$201,503	$(29,551)	$ (9)	$ (46,783)	$ 125,160

	Three Months Ended July 3, 2021				
	Common Stock and Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
Balance at April 3, 2021	$195,388	$(29,551)	$ 552	$ (69,234)	$ 97,155
Common stock issued under employee plans	193	—	—	—	193
Shares withheld for net share settlement of RSUs	(512)	—	—	—	(512)
Equity-based compensation expense	1,019	—	—	—	1,019
Net loss	—	—	—	(6,126)	(6,126)
Other comprehensive income	—	—	19	—	19
Balance at July 3, 2021	$196,088	$(29,551)	$ 571	$ (75,360)	$ 91,748

	Six Months Ended July 3, 2021				
	Common Stock and Additional Paid-in Capital	Treasury Stock	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholders' Equity
Balance at January 2, 2021	$193,197	$(29,551)	$ 640	$ (62,730)	$ 101,556
Common stock issued under employee plans	1,436	—	—	—	1,436
Shares withheld for net share settlement of RSUs	(532)	—	—	—	(532)
Equity-based compensation expense	1,987	—	—	—	1,987
Net loss	—	—	—	(12,630)	(12,630)
Other comprehensive loss	—	—	(69)	—	(69)
Balance at July 3, 2021	$196,088	$(29,551)	$ 571	$ (75,360)	$ 91,748

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Accumulated Other Comprehensive Income (Loss)

The changes in accumulated other comprehensive income (loss) by component for the three and six months ended July 2, 2022 and July 3, 2021, are as follows.

	Three Months Ended July 2, 2022			Six Months Ended July 2, 2022		
	Foreign currency	Unrealized holding gains (losses) on available-for-sale investments	Total	Foreign currency	Unrealized holding gains (losses) on available-for-sale investments	Total
	(In thousands)					
Beginning balance	$ 575	$ (204)	$ 371	$ 608	$ (30)	$ 578
Other comprehensive loss before reclassification	(219)	(161)	(380)	(252)	(335)	(587)
Amounts reclassified from other comprehensive loss	—	—	—	—	—	—
Net current-period other comprehensive loss	(219)	(161)	(380)	(252)	(335)	(587)
Ending balance	$ 356	$ (365)	$ (9)	$ 356	$ (365)	$ (9)

	Three Months Ended July 3, 2021			Six Months Ended July 3, 2021		
	Foreign currency	Unrealized holding gains (losses) on available-for-sale investments	Total	Foreign currency	Unrealized holding gains (losses) on available-for-sale investments	Total
	(In thousands)					
Beginning balance	$ 534	$ 18	$552	$ 602	$ 38	$640
Other comprehensive income (loss) before reclassification	28	(9)	19	(40)	(29)	(69)
Amounts reclassified from other comprehensive income (loss)	—	—	—	—	—	—
Net current-period other comprehensive income (loss)	28	(9)	19	(40)	(29)	(69)
Ending balance	$ 562	$ 9	$571	$ 562	$ 9	$571

11. Net Loss Per Share

The following table sets forth the computation of basic and diluted net loss per share:

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands, except per share amounts)			
Net loss from continuing operations	$ (2,580)	$ (6,124)	$ (10,300)	$ (11,692)
Net loss from discontinued operations, net of taxes	$ (238)	$ (2)	$ (373)	$ (938)
Net loss	$ (2,818)	$ (6,126)	$ (10,673)	$ (12,630)
Weighted-average shares – basic	25,141	24,241	24,970	24,137
Effect of dilutive potential common shares	—	—	—	—
Weighted-average shares – diluted	25,141	24,241	24,970	24,137
Basic and diluted net loss per share:				
Continuing operations	$ (0.10)	$ (0.25)	$ (0.41)	$ (0.48)
Discontinued operations	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.04)
Net loss per share	$ (0.11)	$ (0.25)	$ (0.43)	$ (0.52)

As the Company is in a net loss position, all of the Company's equity instruments are considered antidilutive.

12. Income Taxes

Intevac recorded income tax provisions of $500,000 and $526,000 for the three and six months ended July 2, 2022, respectively, and income tax benefits of $165,000 and $132,000 for the three and six months ended July 3, 2021, respectively. The income tax provisions (benefits) for the three and six month periods are based upon estimates of annual income (loss), annual permanent differences and statutory tax rates in the various jurisdictions in which Intevac operates. For the three and six month periods ended July 2, 2022 Intevac recorded income tax provisions on income of its international subsidiaries of $390,000 and $364,000, respectively, and recorded $107,000 and $158,000, respectively, for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as discrete items. For the three and six month periods ended July 3, 2021, Intevac recorded income tax benefits on losses of its international subsidiaries of $189,000 and $208,000, respectively, and recorded $24,000 and $72,000, respectively, for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as discrete items. Intevac's tax rate differs from the applicable statutory rates due primarily to establishment of a valuation allowance, the utilization of deferred and current credits and the effect of permanent differences and adjustments of prior permanent differences. Intevac's future effective income tax rate depends on various factors, including the level of Intevac's projected earnings, the geographic composition of worldwide earnings, tax regulations governing each region, net operating loss carry-forwards, availability of tax credits and the effectiveness of Intevac's tax planning strategies. Management carefully monitors these factors and timely adjusts the effective income tax rate.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was enacted on March 27, 2020 in the United States. The CARES Act includes several significant provisions for corporations, including the usage of net operating losses and payroll benefits. Several foreign (non-U.S.) jurisdictions in which we operate have taken similar economic stimulus measures. The Company evaluated the provisions of the CARES Act and other non-U.S. economic measures and determined the impact on our financial position at July 2, 2022 and on the results of operations and cash flows for the three and six months then ended to be as follows.

Under the CARES Act, we elected to defer payment, on an interest-free basis, of the employer portion of social security payroll taxes incurred from March 27, 2020 to December 31, 2020. One-half of such deferral amount became due on December 31, 2021. One-half of such deferral amount will become due on December 31, 2022. We elected to utilize this deferral program to delay payment of $764,000 of the employer portion of payroll taxes which were incurred between March 27, 2020 and December 31, 2020. On the condensed consolidated balance sheets, the deferred payroll tax liability in the amount of $407,000 as of July 2, 2022 is included in accrued payroll and related liabilities. The Company also utilized the employee retention tax credit under the CARES Act for certain qualifying employee salary and wage expenditures. Tax benefits under the employee retention tax credit are not significant.

In Singapore, Intevac received government assistance under the Job Support Scheme ("JSS"). The purpose of the JSS is to provide wage support to employers to help them retain their local employees. During the first half of fiscal 2021, the Company received $82,000 in JSS grants, of which $55,000 is reported as a reduction of cost of net revenues, $10,000 is reported as a reduction of research and development expenses and $17,000 is reported as a reduction of selling, general and administrative expenses on the condensed consolidated statement of operations. The Company did not receive any JSS grants in the first half of fiscal 2022.

13. Restructuring and Other Costs, Net

During the first quarter of fiscal 2022, Intevac substantially completed implementation of the 2022 cost reduction plan (the "2022 Cost Reduction Plan"), which was intended to reduce our overall cost structure and optimize our operational design, inclusive of the stranded overhead associated with the divestiture of the Photonics business. The restructuring program includes management reorganization and the right sizing of certain technology development, marketing and administrative functions. We incurred restructuring costs of $1.2 million in estimated severance and the related modification of certain stock-based awards. Other costs incurred as part of the 2022 Cost Reduction Plan include: (i) a benefit of $1.3 million related to the stock-based compensation forfeitures related to the employees affected by the reduction in workforce, (ii) $1.5 million for fixed asset disposals and (iii) $755,000 for write-offs of excess inventory. The 2022 Cost

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Reduction Plan reduced the workforce by 6 percent. The cost of implementing the 2022 Cost Reduction Plan was reported under cost of net revenues and operating expenses in the condensed consolidated statements of operations. Implementation of the 2022 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately $2.1 million on an annual basis.

The changes in restructuring reserves, which resulted from cash-based severance payments and other employee-related costs, associated with the 2022 Cost Reduction Plan for the three and six months ended July 2, 2022 were as follows.

	Employee Termination Costs
	(In thousands)
Balance at January 1, 2022	$ —
Provision for restructuring charges under the 2022 Cost Reduction Plan	1,232
Cash payments made	(757)
Non-cash utilization (a)	37
Balance at April 2, 2022	512
Cash payments made	(179)
Balance at July 2, 2022 (b)	$ 333

(a) Acceleration of equity awards.
(b) Liability for employee termination costs is included in accrued payroll and related liabilities.

During the fourth quarter of fiscal 2021, the Company recorded asset impairment and restructuring charges associated with the sale of the Photonics division including (i) $693,000 in severance and other employee-related costs related to the termination of the Photonics general manager; (ii) $1.2 million in asset impairment charges on the Company's ROU asset and (iii) $665,000 in accruals for common area charges associated with an unused space commitment to EOTECH. In consideration of EOTECH's assumption of certain lease obligations related to the Company's Santa Clara, California campus, which assumed lease obligations pertain in part to excess space beyond that required by EOTECH's currently anticipated operation of the Photonics division, the Company agreed to pay EOTECH the amount of $2.1 million, which is payable in (i) one initial installment of $308,000 on January 10, 2022 and (ii) seven equal quarterly installments of $259,000. The Company recorded an asset impairment charge against its ROU asset in the amount of $1.2 million associated with the excess space noted above. The Company recorded a liability to EOTECH in the amount of $665,000, the amount related to common area charges which are not included in the base rental payments or the lease liability on the Company's condensed consolidated balance sheet. During the first quarter of fiscal 2022, the Company recorded restructuring charges associated with the sale of the Photonics division including $37,000 in severance and other employee-related costs related to the termination of four Photonics employees and $75,000 in stock-based compensation associated with the modification of certain stock-based awards for eighty Photonics employees.

The changes in restructuring reserves, which resulted from cash-based severance payments and other employee-related costs and other exit costs associated with the Photonics divestiture for the three and six months ended July 2, 2022 were as follows.

	Employee Termination Costs	Other Exit Costs	Total
	(In thousands)		
Balance at January 1, 2022	$ 358	$ 665	$1,023
Provision for restructuring charges associated with Photonics divestiture (a)	112	2	114
Cash payments made	(137)	(128)	(265)
Non-cash utilization (b)	(75)	—	(75)
Balance at April 2, 2022	$ 258	$ 539	$ 797
Provision for restructuring charges associated with Photonics divestiture (a)	—	4	4
Cash payments made	(90)	(77)	(167)
Balance at July 2, 2022	$ 168(c)	$ 466	$ 634

(a) Included in loss from discontinued operations (See Note 2).
(b) Acceleration of equity awards.
(c) Liability for employee termination costs is included in accrued payroll and related liabilities.

During the third quarter of fiscal 2021, Intevac substantially completed implementation of the 2021 cost reduction plan (the “2021 Cost Reduction Plan”), which was intended to reduce expenses and reduce its workforce by 5.2 percent. The cost of implementing the 2021 Cost Reduction Plan was reported under cost of net revenues and operating expenses in the condensed consolidated statements of operations. Substantially all cash outlays in connection with the 2021 Cost Reduction Plan occurred in the first nine months of fiscal 2021. Implementation of the 2021 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately $2.0 million on an annual basis.

The changes in restructuring reserves, which resulted from cash-based severance payments and other employee-related costs, associated with the 2021 Cost Reduction Plan for the six months ended July 3, 2021 were as follows.

	Six Months Ended July 3, 2021
	(In thousands)
Beginning balance	$ —
Provision for restructuring reserves	43
Cash payments made	(43)
Ending balance	$ —

14. Commitments and Contingencies

From time to time, Intevac may have certain contingent liabilities that arise in the ordinary course of its business activities. Intevac accounts for contingent liabilities when it is probable that future expenditures will be made and such expenditures can be reasonably estimated.

Legal Matters

From time to time, Intevac receives notification from third parties, including customers and suppliers, seeking indemnification, litigation support, payment of money or other actions in connection with claims made against them. In addition, from time to time, Intevac receives notification from third parties claiming that Intevac may be or is infringing their intellectual property or other rights. Intevac also is subject to various other legal proceedings and claims, both asserted and unasserted, that arise in the ordinary course of business. Although the outcome of these claims and proceedings cannot be predicted with certainty, Intevac does not believe that any existing proceedings or claims will have a material adverse effect on its consolidated financial condition or results of operations.

In July 2020, Robin Quiusky, a former contract employee who worked for us via a staffing agency, filed an action against us under the Private Attorneys General Act (“PAGA”) in California state court (Quiusky v. Intevac, Inc., et al) alleging that the Company failed to provide rest and meal breaks, pay overtime and reimburse business expenses for non-exempt California employees. The former employee subsequently added class action claims to his original complaint. The parties participated in a confidential mediation on February 1, 2022, and reached a settlement resolving the case. We are awaiting approval of the settlement by the court. Payment on the claims is expected to be made in the second half of 2022. The settlement effectively extinguishes the Quiusky v. Intevac, Inc., et al lawsuit. The settlement includes the dismissal of all claims against the Company and related parties in the Quiusky lawsuit and claim under the PAGA, without any admission of liability or wrongdoing attributed to the Company. Because of the uncertainty surrounding this litigation, no litigation reserve had been previously established by the Company resulting in the full $1.0 million settlement expense being recognized in the fourth quarter of fiscal 2021.

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

This Quarterly Report on Form 10-Q contains forward-looking statements, which involve risks and uncertainties. Words such as "believes," "expects," "anticipates" and the like indicate forward-looking statements. These forward-looking statements include comments related to Intevac's shipments, projected revenue recognition, product costs, gross margin, operating expenses, interest income, income taxes, cash balances and financial results in 2022 and beyond; projected customer requirements for Intevac's new and existing products, and when, and if, Intevac's customers will place orders for these products; the timing of delivery and/or acceptance of the systems and products that comprise Intevac's backlog for revenue and the Company's ability to achieve cost savings. Intevac's actual results may differ materially from the results discussed in the forward-looking statements for a variety of reasons, including those set forth under "Risk Factors" and in other documents we file from time to time with the Securities and Exchange Commission, including our Annual Report on Form 10-K filed on February 17, 2022, our Quarterly Reports on Form 10-Q and our Current Reports on Form 8-K.

Intevac's trademarks include the following: "200 Lean®," "INTEVAC LSMA®," "INTEVAC MATRIX®," "oDLC®," and "TRIO™."

Discontinued Operations

On December 30, 2021, the Company completed the sale of its Photonics business to EOTECH, LLC, a Michigan limited liability company ("EOTECH"). As a result of the disposition, the results of operations from the Photonics reporting segment are reported as "Net loss from discontinued operations, net of taxes" in the condensed consolidated financial statements. The Company has recast prior period amounts presented to provide visibility and comparability. All discussion herein, unless otherwise noted, refers to Intevac's remaining operating segment after the disposition, the Thin Film Equipment ("TFE") business. See Note 2 "Divestiture and Discontinued Operations" to the condensed consolidated financial statements in Item 1 of this Quarterly Report on Form 10-Q.

Overview

Intevac is a provider of vacuum deposition equipment for a wide variety of thin-film applications. The Company leverages its core capabilities in high-volume manufacturing of small substrates to provide process manufacturing equipment solutions to the hard disk drive ("HDD") and display cover panel ("DCP") industries. Intevac's customers include manufacturers of hard disk media and DCPs. Intevac operates in a single segment: TFE. Product development and manufacturing activities occur in North America and Asia. Intevac also has field offices in Asia to support its customers. Intevac's products are highly technical and are sold primarily through Intevac's direct sales force.

Intevac's results of operations are driven by a number of factors including success in its equipment growth initiatives in the DCP market and by worldwide demand for HDDs. Demand for HDDs depends on the growth in digital data creation and storage, the rate of areal density improvements, and the end-user demand for PCs, enterprise data storage, nearline "cloud" applications, video players and video game consoles that include such drives. Intevac continues to execute its strategy of diversification beyond the HDD industry by focusing on the Company's ability to provide proprietary tools to enhance scratch protection and durability for the DCP market and by working to develop the next generation of high volume DCP manufacturing equipment. Intevac believes that its renewed focus on the DCP market will result in incremental equipment revenues for Intevac and decrease Intevac's dependence on the HDD industry. Intevac's equipment business is subject to cyclical industry conditions, as demand for manufacturing equipment and services can change depending on supply and demand for HDDs and cell phones as well as other factors such as global economic conditions and technological advances in fabrication processes.

In March 2022, the Company's management approved a restructuring plan to realign the Company's operational focus, scale the business and improve costs. The restructuring program includes (i) reducing the Company's headcount and (ii) eliminating several research and development ("R&D") programs and product offerings. As part of this realignment effort, the Company will no longer be pursuing several DCP projects including the coating of the backside covers of smartphones, solar ion implantation (also known as ENERGi®), and advanced packaging for semiconductor manufacturing.

The following table presents certain significant measurements for the three and six months ended July 2, 2022 and July 3, 2021:

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands, except percentages and per share amounts)					
Net revenues	$ 9,307	$ 5,369	$ 3,938	$ 13,752	$ 14,607	$ (855)
Gross profit	$ 4,487	$ 1,006	$ 3,481	$ 5,209	$ 3,140	$ 2,069
Gross margin percent	48.2%	18.7%	29 points	37.9%	21.5%	16 points
Loss from operations	$(2,397)	$(6,309)	$ 3,912	$(10,084)	$(11,874)	$ 1,790
Loss from continuing operations	$(2,580)	$(6,124)	$ 3,544	$(10,300)	$(11,692)	$ 1,392
Loss from discontinued operations	$ (238)	$ (2)	$ (236)	$ (373)	$ (938)	$ 565
Net loss	$(2,818)	$(6,126)	$ 3,308	$(10,673)	$(12,630)	$ 1,957
Net loss per diluted share	$ (0.11)	$ (0.25)	$ 0.14	$ (0.43)	$ (0.52)	$ 0.09

Net revenues increased during the second quarter of fiscal 2022 compared to the same period in the prior year primarily due to higher equipment sales to HDD manufacturers. Higher gross margin in the second quarter of fiscal 2022 reflected the higher-margin contribution from HDD upgrades. Fees earned pursuant to the TSA with EOTECH since the divestiture of Photonics (“TSA fees”) were $408,000 for the three months ended July 2, 2022, of which $14,000 was reported as a reduction of cost of net revenues and $394,000 was reported as a reduction of selling, general and administrative expenses. The agreed-upon charges for such services are generally intended to allow the service provider to recover all costs and expenses of providing such services. The Company reported a smaller net loss for the second quarter of fiscal 2022 compared to the second quarter of fiscal 2021 due to higher revenues, higher gross margins and lower operating costs as a result of the cost reduction actions taken in the first quarter of fiscal 2022.

Net revenues decreased during the first half of fiscal 2022 compared to the same period in the prior year primarily due to lower system sales. We did not recognize revenue on any system sales in the first half of fiscal 2022 compared to one MATRIX PVD system for advanced semiconductor packaging recognized in the first half of fiscal 2021. Higher gross margin in the first half of fiscal 2022 reflects the higher-margin contribution from HDD upgrades, offset in part by $755,000 in charges for excess and obsolete inventory as part of the Company’s realignment effort. Lower gross margin in the first half of fiscal 2021 reflected the lower-margin contribution from the first MATRIX PVD system for advanced semiconductor packaging. In March 2022, the Company’s management approved a restructuring plan to realign the Company’s operational focus, scale the business and improve costs. R&D expenses for the first half of fiscal 2022 include $1.5 million in expenditures related to the disposal of certain lab equipment as part of the realignment effort. The cost of employee severance associated with the realignment effort of $1.2 million was offset in full by stock-based compensation forfeitures related to the employees affected by the reduction in workforce. TSA fees were $1.2 million for the six months ended July 2, 2022, of which $23,000 was reported as a reduction of cost of net revenues and $1.2 million was reported as a reduction of selling, general and administrative expenses. During the first half of fiscal 2021, the Company received $82,000 in government assistance related to COVID-19 from the government of Singapore, of which $55,000 was reported as a reduction of cost of net revenues, $10,000 was reported as a reduction of R&D expenses and $17,000 was reported as a reduction of selling, general and administrative expenses. The Company did not receive any JSS grants in the first half of fiscal 2022. The Company reported a smaller net loss for the first half of fiscal 2022 compared to the first half of fiscal 2021 due to higher gross margins, offset in part by lower revenues and higher operating costs as a result of the realignment effort.

We believe fiscal 2022 will be a challenging year, and Intevac does not expect be profitable in fiscal 2022. Intevac expects that 2022 HDD equipment sales will be similar to 2021 levels as we expect a customer to take delivery of one system in backlog. We believe there will be improvements to our HDD equipment sales in the future as we expect a customer to start taking deliveries from the remaining ten systems in backlog starting in fiscal 2023. However, our operating results and growth prospects could be impacted by macroeconomic conditions such as a global economic slowdown, global economic instability and political conflicts, wars, and public health crises. In addition, rising inflation and interest rates may impact demand for our products and services and our cost to provide products and services.

COVID-19 Update

The impact of COVID-19, including changes in consumer behavior, pandemic fears, and market downturns, as well as restrictions on business and individual activities, has created significant volatility in the global economy and led to reduced economic activity. Although COVID-19 vaccines are now broadly distributed and administered, there remains significant uncertainty concerning the magnitude of the impact and the duration of the COVID-19 pandemic. As new strains of COVID-19 develop, the continued impacts to our business could be material to our fiscal 2022 results. Further, the impacts of inflation and interest rate fluctuations on our business and the broader economy, which may continue to be exacerbated by the economic recovery from the COVID-19 pandemic, may also impact our financial condition and results of operations. Our customers may delay or cancel orders due to reduced demand, supply chain disruptions, and/or travel restrictions and border closures. We have experienced pandemic-related delays in our evaluation and development work. In response to COVID-19, we implemented initiatives to safeguard our employees, including work-from-home protocols. Although we have since fully reopened our offices in accordance with local guidelines, our employees' health and safety remain our top priority, and we will continue to monitor local restrictions across the world, the administration and efficacy of vaccines and the number of new cases, to determine whether and when additional safeguards may become necessary.

In Singapore, Intevac received government assistance under the Job Support Scheme ("JSS"). The purpose of the JSS is to provide wage support to employers to help them retain their local employees. Under the JSS, Intevac received $82,000 in JSS grants in the first half of fiscal 2021. The Company did not receive any JSS grants in the first half of fiscal 2022.

For the three and six months ended July 2, 2022, the Company's expenses included approximately $16,000 and $34,000, respectively, due to costs related to actions taken in response to COVID-19. For the three and six months ended July 3, 2021, the Company's expenses included approximately $44,000 and $87,000, respectively, due to costs related to actions taken in response to COVID-19.

Results of Operations

Net revenues

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands)					
Net revenues	$9,307	$5,369	$ 3,938	$13,752	$14,607	$ (855)

Revenue for the three months ended July 2, 2022 increased compared to the same period in the prior year as a result of higher sales of technology upgrades, spare parts and service. Revenue for the six months ended July 2, 2022 decreased compared to the same period in the prior year as a result of lower sales of systems, spare parts and service, offset in part by higher sales technology upgrades. Revenue for the three months ended July 2, 2022 and July 3, 2021 did not include revenue recognized for any systems. Revenue for the six months ended July 2, 2022 did not include revenue recognized for any systems compared to revenue recognized on one MATRIX PVD system for advanced semiconductor packaging in the first half of fiscal 2021.

Backlog

	July 2, 2022	January 1, 2022	July 3, 2021
	(In thousands)		
Backlog	$100,194	$ 24,725	$18,943

Backlog at July 2, 2022 included eleven 200 Lean HDD systems. Backlog at January 1, 2022 included one 200 Lean HDD system. Backlog at July 3, 2021 did not include any 200 Lean HDD systems.

Revenue by geographic region

	Three Months Ended		Six Months Ended	
	July 2, 2022	July 3, 2021	July 2, 2022	July 3, 2021
	(In thousands)			
United States	$ 1,656	$ 2,121	$ 1,950	$ 2,488
Asia	7,651	3,248	11,802	8,269
Europe	—	—	—	3,850
Total net revenues	$ 9,307	$ 5,369	$13,752	$14,607

International sales include products shipped to overseas operations of U.S. companies. The decrease in sales to the U.S. region in the three and six months ended July 2, 2022 versus the three and six months ended July 3, 2021, reflected lower HDD upgrade sales, offset in part by higher spare parts and service sales. The increase in sales to the Asia region in the three and six months ended July 2, 2022 versus the three and six months ended July 3, 2021, reflected higher HDD upgrade, spare parts and service sales. Sales to the Asia region in all periods presented did not include any systems. Sales to the Europe region in the six months ended July 3, 2021 included one MATRIX PVD system for advanced semiconductor packaging.

Gross profit

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands, except percentages)					
Gross profit	$4,487	$1,006	$ 3,481	$5,209	$3,140	$ 2,069
% of net revenues	48.2%	18.7%		37.9%	21.5%	

Cost of net revenues consists primarily of purchased materials, and also includes fabrication, assembly, test and installation labor and overhead, customer-specific engineering costs, warranty costs, royalties, provisions for inventory reserves and scrap.

Gross margin was 48.2% in the three months ended July 2, 2022 compared to 18.7% in the three months ended July 3, 2021 and was 37.9% in the six months ended July 2, 2022 compared to 21.5% in the six months ended July 3, 2021. The improvement in the gross margin percentage for the three months ended July 2, 2022 compared to the same period in the prior year was due primarily to higher revenues, the higher-margin contribution from HDD upgrades, and higher factory utilization. The improvement in the gross margin percentage for the six months ended July 2, 2022 was due primarily to the higher-margin contribution from HDD upgrades, offset in part by $755,000 in charges for excess and obsolete inventory as part of the Company's realignment effort. Gross margin for the six months ended July 3, 2021 reflects the lower margin on the first MATRIX PVD system for advanced semiconductor packaging. Gross margins will vary depending on a number of factors, including revenue levels, product mix, product cost, system configuration and pricing, factory utilization, and provisions for excess and obsolete inventory.

Research and development expense

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands)					
Research and development expense	$2,868	$3,118	$ (250)	$7,028	$6,483	$ 545

Research and development spending during the three months ended July 2, 2022 decreased compared to the same periods in the prior year primarily due to savings from cost reduction activities completed in the first quarter of fiscal 2022, offset in part by higher spending on DCP development. R&D spending during the six months ended July 2, 2022 increased compared to the six months ended July 3, 2021 primarily due to $1.5 million in expenditures related to the disposal of certain lab equipment as part of the realignment effort, offset by lower spending on R&D programs.

Selling, general and administrative expense

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands)					
Selling, general and administrative expense	$4,016	$4,197	$ (181)	$8,265	$8,531	$ (266)

Selling, general and administrative expense consists primarily of selling, marketing, customer support, financial and management costs. Selling, general and administrative expense for the three months ended July 2, 2022 decreased compared to the three months ended July 3, 2021 due to cost savings as a result of the realignment program implemented in the first quarter of fiscal 2022, reimbursement under the TSA, and lower variable compensation expenses, offset in part by higher stock compensation expenses. Selling, general and administrative expense for the six months ended July 2, 2022 decreased compared to the six months ended July 3, 2021 as lower variable compensation expenses, lower stock compensation expenses, and TSA reimbursements were offset in-part by one-time severance charges associated with the realignment effort and higher legal and consulting fees. Selling, general and administrative expense for the three and six months ended July 2, 2022, is net of $394,000 and $1.2 million, respectively in TSA fees earned since the Photonics divestiture. The agreed-upon charges for such services are generally intended to allow the service provider to recover all costs and expenses of providing such services.

Cost reduction plans

In March 2022, the Company's management approved a restructuring plan to realign the Company's operational focus, scale the business and improve costs. The restructuring program includes (i) reducing the Company's headcount and (ii) eliminating several R&D programs and product offerings. As part of this re-alignment effort, the Company will no longer be pursuing several DCP projects including the coating of the backside covers of smartphones, solar ion implantation (also known as ENERGi®), and advanced packaging for semiconductor manufacturing. We incurred restructuring costs of $1.2 million for estimated severance and the related modification of certain stock-based awards. Other costs incurred as part of the 2022 cost reduction plan include: (i) a benefit of $1.3 million related to the stock-based compensation forfeitures related to the employees affected by the reduction in workforce, (ii) $1.5 million for fixed asset disposals and (iii) $755,000 for write-offs of excess inventory. The 2022 Cost Reduction Plan reduced the workforce by 6 percent. The cost of implementing the 2022 Cost Reduction Plan was reported under cost of net revenues and operating expenses in the condensed consolidated statements of operations. Implementation of the 2022 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately $2.1 million on an annual basis and reduce depreciation expense by $720,000 on an annual basis.

During the third quarter of fiscal 2021, Intevac substantially completed implementation of the 2021 cost reduction plan (the "2021 Cost Reduction Plan"), which was intended to reduce expenses and reduce its workforce by 5.2 percent. During the first half of 2021, the Company reported costs of $43,000 under the 2021 Cost Reduction Plan of which $9,000 was reported under cost of net revenues and $34,000 was reported under operating expenses. The total cost of implementing the 2021 Cost Reduction Plan was $319,000, of which $224,000 was reported under cost of net revenues and $95,000 was reported under operating expenses during fiscal 2021. Substantially all cash outlays in connection with the 2021 Cost Reduction Plan were completed in the third quarter of fiscal 2021. Implementation of the 2021 Cost Reduction Plan is expected to reduce salary, wages and other employee-related expenses by approximately $2.0 million on an annual basis.

Interest income and other income (expense), net

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands)					
Interest income and other, income (expense), net	$ 317	$ 20	$ 297	$ 310	$ 50	$ 260

Interest income and other income (expense), net in the three months ended July 2, 2022 included $166,000 of interest income on investments, various other income of $11,000 and $140,000 of foreign currency gains. Interest income and other income (expense), net in the six months ended July 2, 2022 included $175,000 of interest income on investments, various other income of $28,000 and $107,000 of foreign currency gains. Interest income and other income (expense), net in the three months ended July 3, 2021 included $10,000 of interest income on investments, various other income of $5,000 and $5,000 of foreign currency gains. Interest income and other income (expense), net in the six months ended July 3, 2021 included $27,000 of interest income on investments and various other income of $25,000, offset in part by $2,000 of foreign currency losses. The increase in interest income in the three and six months ended July 2, 2022 compared to the same periods in the prior year resulted from higher invested balances and higher interest rates.

Provision for (benefit from) income taxes

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands)					
Provision for (benefit from) income taxes	$ 500	$(165)	$ 665	$ 526	$(132)	$ 658

Intevac recorded income tax provisions of $500,000 and $526,000 for the three and six months ended July 2, 2022, respectively, and income tax benefits of $165,000 and $132,000 for the three and six months ended July 3, 2021, respectively. The income tax provisions (benefits) for these three and six month periods are based upon estimates of annual income (loss), annual permanent differences and statutory tax rates in the various jurisdictions in which Intevac operates. For the three and six month periods ended July 2, 2022, Intevac recorded income tax provisions on profits of its international subsidiaries of $390,000 and $364,000, respectively, and recorded $107,000 and $158,000, respectively, for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as discrete items. For the three and six month periods ended July 3, 2021, Intevac recorded income tax benefits on losses of its international subsidiaries of $189,000 and $208,000, respectively, and recorded $24,000 and $72,000, respectively, for withholding taxes on royalties paid to the United States from Intevac's Singapore subsidiary as discrete items. For all periods presented, Intevac utilized net operating loss carry-forwards to offset the impact of global intangible low-taxed income. Intevac's tax rate differs from the applicable statutory rates due primarily to the establishment of a valuation allowance, the utilization of deferred and current credits and the effect of permanent differences and adjustments of prior permanent differences. Intevac's future effective income tax rate depends on various factors, including the level of Intevac's projected earnings, the geographic composition of worldwide earnings, tax regulations governing each region, net operating loss carry-forwards, availability of tax credits and the effectiveness of Intevac's tax planning strategies. Management carefully monitors these factors and timely adjusts the effective income tax rate.

The income tax expense (benefit) consists primarily of income taxes in foreign jurisdictions in which we conduct business and foreign withholding taxes. We maintain a full valuation allowance for domestic deferred tax assets, including net operating loss carry-forwards and certain domestic tax credits. Intevac's effective tax rate differs from the U.S. statutory rate in both 2022 and 2021 primarily due to the Company not recognizing an income tax benefit on the domestic loss.

Loss from discontinued operations, net of taxes

	Three months ended			Six months ended		
	July 2, 2022	July 3, 2021	Change over prior period	July 2, 2022	July 3, 2021	Change over prior period
	(In thousands)					
Loss from discontinued operations, net of taxes	$ 238	$ 2	$ 236	$ 373	$ 938	$ (565)

The loss from discontinued operations consists primarily of the results of operations of the Photonics business which was sold to EOTECH on December 30, 2021. Loss from discontinued operations for the three months ended July 2, 2022 includes contract termination costs associated with certain software maintenance contracts, settlement of the closing net working capital adjustment from the sale of the Photonics business to EOTECH and stock based compensation associated with 16 mutual employees of both the Company and the Buyer that are assisting in the assignment and novation of all government contracts and to sponsor the Buyer's facility clearance from the Defense Counterintelligence and Security Agency of the U.S. government. Loss from discontinued operations for the six months ended July 2, 2022 includes salaries and wages and employee benefits up to and including January, 4, 2022, the date when employees were conveyed to the Buyer, severance for several employees that were not hired by the Buyer, stock-based compensation expense associated with the acceleration of stock awards, contract termination costs associated with software maintenance agreements, settlement of the net working capital adjustment and incremental legal expenses associated with the divestiture, offset in part by a stock based compensation divestiture-related forfeiture benefit. Loss from discontinued operations for the three and six months ended July 3, 2021 represents the loss from the Photonics division, net of tax.

Liquidity and Capital Resources

At July 2, 2022, Intevac had $110.2 million in cash, cash equivalents, restricted cash and investments compared to $121.2 million at January 1, 2022. During the first six months of fiscal 2022, cash, cash equivalents, restricted cash and investments decreased by $11.0 million due primarily to cash used in operating activities, purchases of fixed assets and tax payments on net share settlements, partially offset by cash received from the sale of Intevac common stock to Intevac's employees through Intevac's employee benefit plans.

Cash, cash equivalents, restricted cash and investments consist of the following:

	July 2, 2022	January 1, 2022
	(In thousands)	
Cash and cash equivalents	$ 53,669	$ 102,728
Restricted cash	786	786
Short-term investments	31,168	10,221
Long-term investments	24,565	7,427
Total cash, cash equivalents, restricted cash and investments	$110,188	$ 121,162

Operating activities used cash of $11.4 million during the first six months of fiscal 2022 and generated cash of $3.4 million during the first six months of fiscal 2021.

Accounts receivable totaled $30.3 million at July 2, 2022 compared to $14.3 million at January 1, 2022. Customer advances for products that had not been shipped to customers and included in accounts receivable were $19.3 million at July 2, 2022 which were collected on July 7, 2022. Net inventories totaled $11.8 million at July 2, 2022 compared to $5.8 million at January 1, 2022 due to increased manufacturing activities. Accounts payable decreased to $3.6 million at July 2, 2022 from $5.3 million at January 1, 2022. Accounts payable at January 1, 2022 included a payable of $2.0 million as a commission to the investment banker for the Photonics sale. Accrued payroll and related liabilities decreased to $3.5 million at July 2, 2022 compared to $5.5 million at January 1, 2022 due primarily to the settlement of 2021 bonuses. Other accrued liabilities decreased to $3.0 million at July 2, 2022 compared to $3.7 million at January 1, 2022 primarily due to lower other tax liability balances. Customer advances increased from $2.1 million at January 1, 2022 to $24.8 million at July 2, 2022 primarily as a result of new orders.

Investing activities used cash of $39.3 million during the first six months of fiscal 2022. Purchases of investments net of proceeds from sales totaled $38.4 million. Capital expenditures for the six months ended July 2, 2022 were $888,000.

Financing activities generated cash of $1.9 million in the first six months of fiscal 2022. The sale of Intevac common stock to Intevac's employees through Intevac's employee benefit plans generated cash of $2.2 million. Tax payments related to the net share settlement of restricted stock units were $295,000.

Intevac's investment portfolio consists principally of investment grade money market mutual funds, U.S. Treasury and agency securities, certificates of deposit, asset-backed securities, commercial paper, municipal bonds and corporate bonds. Intevac regularly monitors the credit risk in its investment portfolio and takes measures, which may include the sale of certain securities, to manage such risks in accordance with its investment policies.

As of July 2, 2022, approximately $27.7 million of cash and cash equivalents and $2.9 million of investments were domiciled in foreign tax jurisdictions. Intevac expects a significant portion of these funds to remain offshore in the short term. If the Company chose to repatriate these funds to the United States, it would be required to accrue and pay additional taxes on any portion of the repatriation subject to foreign withholding taxes.

We believe that our existing cash, cash equivalents and investments and cash flows from operating activities will be adequate to meet our liquidity needs for the next twelve months and for the foreseeable future beyond the next twelve months. Our significant funding requirements include procurement of manufacturing inventories, operating expenses, non-cancelable operating lease obligations, capital expenditures, settlement of the PAGA litigation and variable compensation. We have flexibility over some of these uses of cash, including capital expenditures and discretionary operating expenses, to preserve our liquidity position. Capital expenditures for the remainder of fiscal 2022 are projected to be approximately $3.7 million related to network infrastructure and security, and laboratory and test equipment to support our R&D programs.

Off-Balance Sheet Arrangements

Off-balance sheet firm commitments relating to outstanding letters of credit amounted to approximately $786,000 as of July 2, 2022. These letters of credit and bank guarantees are collateralized by $786,000 of restricted cash. We do not maintain any other off-balance sheet arrangements, transactions, obligations, or other relationships that would be expected to have a material current or future effect on the consolidated financial statements.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America ("US GAAP") requires management to make judgments, assumptions and estimates that affect the amounts reported. Intevac's significant accounting policies are described in Note 1 to the consolidated financial statements included in Item 8 of Intevac's Annual Report on Form 10-K for the year ended January 1, 2022, filed with the SEC on February 17, 2022. Certain of these significant accounting policies are considered to be critical accounting policies, as defined below.

A critical accounting policy is defined as one that is both material to the presentation of Intevac's financial statements and requires management to make difficult, subjective or complex judgments that could have a material effect on Intevac's financial conditions and results of operations. Specifically, critical accounting estimates have the following attributes: 1) Intevac is required to make assumptions about matters that are highly uncertain at the time of the estimate; and 2) different estimates Intevac could reasonably have used, or changes in the estimate that are reasonably likely to occur, would have a material effect on Intevac's financial condition or results of operations.

Estimates and assumptions about future events and their effects cannot be determined with certainty. Intevac bases its estimates on historical experience and on various other assumptions believed to be applicable and reasonable under the circumstances. These estimates may change as new events occur, as additional information is obtained and as Intevac's operating environment changes. These changes have historically been minor and have been included in the consolidated financial statements as soon as they become known. In addition, management is periodically faced with uncertainties, the outcomes of which are not within its control and will not be known for prolonged periods of time. Many of these uncertainties are discussed in the section below entitled "Risk Factors." Based on a critical assessment of Intevac's accounting policies and the underlying judgments and uncertainties affecting the application of those policies, management believes that Intevac's consolidated financial statements are fairly stated in accordance with US GAAP, and provide a meaningful presentation of Intevac's financial condition and results of operations.

There have been no material changes to our critical accounting policies during the six months ended July 2, 2022.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

Not applicable to smaller reporting companies.

Item 4. *Controls and Procedures*

Evaluation of Disclosure Controls and Procedures

Intevac maintains a set of disclosure controls and procedures that are designed to ensure that information relating to Intevac required to be disclosed in periodic filings under the Securities Exchange Act of 1934, or Exchange Act, is recorded, processed, summarized and reported in a timely manner under the Exchange Act. In connection with the filing of this Quarterly Report on Form 10-Q for the quarter ended July 2, 2022, as required under Rule 13a-15(e) of the Exchange Act, an evaluation was carried out under the supervision and with the participation of management, including the Chief Executive Officer (the "CEO") and Chief Financial Officer (the "CFO"), of the effectiveness of Intevac's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based on this evaluation, Intevac's CEO and CFO concluded that our disclosure controls and procedures were effective as of July 2, 2022.

Attached as exhibits to this Quarterly Report on Form 10-Q are certifications of the CEO and the CFO, which are required in accordance with Rule 13a-14 of the Exchange Act. This Controls and Procedures section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

Definition of disclosure controls

Disclosure controls are controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this Quarterly Report on Form 10-Q, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls are also designed to ensure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls include components of our internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles in the U.S. To the extent that components of our internal control over financial reporting are included within our disclosure controls, they are included in the scope of our quarterly controls evaluation.

Limitations on the effectiveness of controls

Intevac's management, including the CEO and CFO, does not expect that Intevac's disclosure controls or Intevac's internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Intevac have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, Intevac's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

From time to time, Intevac is involved in claims and legal proceedings that arise in the ordinary course of business. Intevac expects that the number and significance of these matters will increase as Intevac's business expands. Any claims or proceedings against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time, result in the diversion of significant operational resources, or require us to enter into royalty or licensing agreements which, if required, may not be available on terms favorable to us or at all. Intevac is not presently a party to any lawsuit or proceeding that, in Intevac's opinion, is likely to seriously harm Intevac's business. For a description of our material pending legal proceedings, see Note 14 "Commitments and Contingencies" to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q. See also "Risk Factors" in Part II, Item 1A of this Quarterly Report on Form 10-Q.

Item 1A. *Risk Factors*

The following factors could materially affect Intevac's business, financial condition or results of operations and should be carefully considered in evaluating the Company and its business, in addition to other information presented elsewhere in this report.

Risks Related to Our Business

The industries we serve are cyclical, volatile and unpredictable.

A significant portion of our revenue is derived from the sale of equipment used to manufacture commodity technology products such as disk drives and cell phones. This subjects us to business cycles, the timing, length and volatility of which can be difficult to predict. When demand for commodity technology products exceeds production capacity, then demand for new capital equipment such as ours tends to be amplified. Conversely, when supply of commodity technology products exceeds demand, then demand for new capital equipment such as ours tends to be depressed. We cannot predict with any certainty when these cycles will begin or end. For example, our sales of systems for magnetic disk production increased in 2016 as a customer began upgrading the technology level of its manufacturing capacity. Sales of systems and upgrades for magnetic disk production in 2017 and 2018 were higher than in 2016 as this customer's technology upgrade continued. However, sales of systems and upgrades for magnetic disk production in 2019, 2020 and 2021 were down from the levels in 2018 as this customer took delivery of fewer or no (in the case of 2021) systems. Intevac expects sales of systems and upgrades for magnetic disk production in 2022 will be at levels similar to the levels in 2021.

Our equipment represents only a portion of the capital expenditure that our customers incur when they upgrade or add production capacity. Accordingly, our customers generally commit to making large capital expenditures far in excess of the cost of our systems alone when they decide to purchase our systems. The magnitude of these capital expenditures requires our customers to have access to large amounts of capital. Our customers generally reduce their level of capital investment during downturns in the overall economy or during a downturn in their industries. Reductions in capital investment could be particularly pronounced as the cost of obtaining capital increases during periods of rapidly rising interest rates.

We must effectively manage our resources and production capacity to meet rapidly changing demand. Our business experiences rapid growth and contraction, which stresses our infrastructure, internal systems and managerial resources. During periods of increasing demand for our products, we must have sufficient manufacturing capacity and inventory to meet customer demand; attract, retain and motivate a sufficient number of qualified individuals; and effectively manage our supply chain. During periods of decreasing demand for our products, we must be able to align our cost structure with prevailing market conditions; motivate and retain key employees and effectively manage our supply chain.

Supply chain and shipping disruptions could result in shipping delays, and increased product costs which may have a material adverse effect on our business, financial condition and results of operations.

Supply chain disruptions, resulting from factors such as the COVID-19 pandemic, such as labor supply and shipping container shortages, have impacted, and may continue to impact, us and our suppliers. These disruptions have resulted in longer lead times and increased product costs and shipping expenses. While we have taken steps to minimize the impact of these increased costs by working closely with our suppliers and customers, there can be no assurances that unforeseen events impacting the supply chain will not have a material adverse effect on our business, financial condition and results of operations in the future. Additionally, the impacts supply chain disruptions have on our suppliers are not within our control. It is not currently possible to predict how long it will take for these supply chain disruptions to cease. Prolonged supply chain disruptions impacting us and our suppliers could interrupt product manufacturing, increase lead times, increase product costs and continue to increase shipping costs, all of which may have a material adverse effect on our business, financial condition and results of operations.

We are dependent on certain suppliers for parts used in our products.

We are a manufacturing business. Purchased parts constitute the largest component of our product cost. Our ability to manufacture depends on the timely delivery of parts, components and subassemblies from suppliers. We obtain some of the key components and subassemblies used in our products from a single supplier or a limited group of suppliers. If any of our suppliers fail to deliver quality parts on a timely basis, we may experience delays in manufacturing, which could result in delayed product deliveries, increased costs to expedite deliveries or develop alternative suppliers, or require redesign of our products to accommodate alternative suppliers. Some of our suppliers are thinly capitalized and may be vulnerable to failure, particularly during economic downturns and periods of rapidly rising interest rates and inflation.

Global economic conditions may harm our industry, business and results of operations.

We operate globally and as a result our business, revenues and profitability are impacted by global macroeconomic conditions. The success of our activities is affected by general economic and market conditions, including, among others, inflation rate fluctuations, interest rates, tax rates, economic uncertainty, political instability, changes in laws, and trade barriers and sanctions. Recently, inflation rates in the U.S. have increased to levels not seen in several years. Such economic volatility could adversely affect our business, financial condition, results of operations and cash flows, and future market disruptions could negatively impact us. Geopolitical destabilization could continue to impact global currency exchange rates, commodity prices, trade and movement of resources, which may adversely affect the ability of our customers and potential customers to incur the capital expenditures necessary to purchase our products and services.

The impact of the COVID-19 pandemic, or similar global health concerns, has negatively impacted and could continue to negatively impact our operations, supply chain and customer base.

The COVID-19 pandemic has severely restricted the level of economic activity around the world, which may impact demand for our products. Our operations and supply chains for certain of our products or services have been and could continue to be negatively impacted by the regional or global outbreak of illnesses, including COVID-19. The impact of COVID-19, including changes in consumer behavior, pandemic fears, and market downturns as well as restrictions on business and individual activities has created significant volatility in the global economy and led to reduced economic activity. There have been extraordinary actions taken by federal, state, and local public health and governmental authorities to contain the spread of COVID-19 and although many restrictions that were in place have eased in many localities, some areas that had previously eased restrictions have reverted to more stringent limitations in light of the emergence of new strains of COVID-19. There remains significant uncertainty concerning the magnitude of the impact and the duration of the COVID-19 pandemic. The extent that our operations will continue to be impacted by the COVID-19 pandemic will depend on future developments, including any new potential waves of the virus, new strains of the virus, and the success of vaccination programs, all of which are highly uncertain and cannot be accurately predicted.

Sales of our equipment are primarily dependent on our customers' upgrade and capacity expansion plans and whether our customers select our equipment.

We have no control over our customers' upgrade and capacity expansion plans, and we cannot be sure they will select, or continue to select, our equipment when they upgrade or expand their capacity. The sales cycle for our equipment systems can be a year or longer, involving individuals from many different areas of Intevac and numerous product presentations and demonstrations for our prospective customers. Our sales process also commonly includes production of samples and customization of our products. We do not typically enter into long-term contracts with our customers, and until an order is actually submitted by a customer there is no binding commitment to purchase our systems. In some cases, orders are also subject to customer acceptance or other criteria even in the case of a binding agreement.

Sales of new manufacturing systems are also dependent on obsolescence and replacement of the installed base of our customers' existing equipment with newer, more capable equipment. If upgrades are developed that extend the useful life of the installed base of systems, then we tend to sell more upgrade products and fewer new systems, which can significantly reduce total revenue.

Our 200 Lean HDD customers also experience competition from companies that produce alternative storage technologies like flash memory, which offer smaller size, lower power consumption and more rugged designs. These storage technologies are being used increasingly in enterprise applications and smaller form factors such as tablets, smart-phones, ultra-books, and notebook PCs instead of hard disk drives. Tablet computing devices and smart-phones have never contained, nor are they likely in the future to contain, a disk drive. Products using alternative technologies, such as flash memory, optical storage and other storage technologies are becoming increasingly common and could become a significant source of competition to particular applications of the products of our 200 Lean HDD customers, which could adversely affect our results of operations. If alternative technologies, such as flash memory, replace hard disk drives as a significant method of digital storage, then demand for our hard disk manufacturing products would decrease.

We operate in an intensely competitive marketplace, and our competitors have greater resources than we do.

In the market for our disk sputtering systems, we experience competition primarily from Canon Anelva, which has sold a substantial number of systems worldwide. Some of our competitors have substantially greater financial, technical, marketing, manufacturing and other resources than we do, especially in the DCP equipment market. Our competitors may develop enhancements to, or future generations of, competitive products that offer superior price or performance features, and new competitors may enter our markets and develop such enhanced products. Moreover, competition for our customers is intense, and our competitors have historically offered substantial pricing concessions and incentives to attract our customers or retain their existing customers.

We are exposed to risks associated with a highly concentrated customer base.

Historically, a significant portion of our revenue in any particular period has been attributable to sales of our disk sputtering systems to a limited number of customers. Our reliance on sales to relatively few customers has increased with the disposition of our Photonics business, and we expect that sales of our products to relatively few customers will continue to account for a high percentage of our revenues in the foreseeable future. This concentration of customers, when combined with changes in the customers' specific capacity plans and market share shifts can lead to extreme variability in our revenue and financial results from period to period.

The concentration of our customer base may enable our customers to demand pricing and other terms unfavorable to Intevac and makes us more vulnerable to changes in demand by or issues with a given customer. Orders from a relatively limited number of manufacturers have accounted for, and will likely continue to account for, a substantial portion of our revenues. The loss of one of these large customers, or delays in purchasing by them, would have a material and adverse effect on our revenues.

Our operating results fluctuate significantly from quarter to quarter, which can lead to volatility in the price of our common stock.

Our quarterly revenues and common stock price have fluctuated significantly. We anticipate that our revenues, operating margins and common stock price will continue to fluctuate for a variety of reasons, including: (1) changes in the demand, due to seasonality, cyclicality and other factors in the markets for computer systems, storage subsystems and consumer electronics containing disks as well as cell phones our customers produce with our systems; (2) delays or problems in the introduction and acceptance of our new products, or delivery of existing products; (3) timing of orders, acceptance of new systems by our customers or cancellation or delay of those orders; (4) new products, services or technological innovations by our competitors or us; (5) changes in our manufacturing costs and operating expense; (6) changes in general economic, political, stock market and industry conditions; and (7) any failure of our operating results to meet the expectations of investment research analysts or investors.

Any of these, or other factors, could lead to volatility and/or a rapid change in the trading price of our common shares. In the past, securities class action litigation has been instituted against companies following periods of volatility in the market price of their securities. Any such litigation, if instituted against Intevac, could result in substantial costs and diversion of management time and attention.

Our success depends on international sales and the management of global operations.

In previous years, the majority of our revenues have come from regions outside the United States. Most of our international sales are to customers in Asia, which includes products shipped to overseas operations of U.S. companies. We currently have manufacturing facilities in California and Singapore and international customer support offices in Singapore, China, and Malaysia. We expect that international sales will continue to account for a significant portion of our total revenue in future years. Certain of our suppliers are also located outside the United States.

Managing our global operations presents challenges including, but not limited to, those arising from: (1) global trade issues; (2) variations in protection of intellectual property and other legal rights in different countries; (3) concerns of U.S. governmental agencies regarding possible national commercial and/or security issues posed by growing manufacturing business in Asia; (4) fluctuation of interest rates, raw material costs, labor and operating costs, and exchange rates; (5) variations in the ability to develop relationships with suppliers and other local businesses; (6) changes in the laws and regulations of the United States, including export restrictions, and other countries, as well as their interpretation and application; (7) the need to provide technical and spare parts support in different locations; (8) political and economic instability; (9) cultural differences; (10) varying government incentives to promote development; (11) shipping costs and delays; (12) adverse conditions in credit markets; (13) variations in tariffs, quotas, tax codes and other market barriers; and (14) barriers to movement of cash.

We must regularly assess the size, capability and location of our global infrastructure and make appropriate changes to address these issues.

Our success is dependent on recruiting and retaining a highly talented work force.

Our employees are vital to our success, and our key management, engineering and other employees are difficult to replace. We do not maintain key person life insurance on any of our employees. The expansion of high technology companies worldwide has increased demand and competition for qualified personnel and has made companies increasingly protective of prior employees. It may be difficult for us to locate employees who are not subject to non-competition agreements and other restrictions.

The majority of our U.S. operations are located in California where the cost of living and of recruiting employees is high. Our operating results depend, in large part, upon our ability to retain and attract qualified management, engineering, marketing, manufacturing, customer support, sales and administrative personnel. Furthermore, we compete with industries such as the hard disk drive, semiconductor, and solar industries for skilled employees. Failure to retain existing key personnel, or to attract, assimilate or retain additional highly qualified employees to meet our needs in the future, could have a material and adverse effect on our business, financial condition and results of operations.

Risks Related to Our Intellectual Property

Our growth depends on development of technically advanced new products and processes.

We have invested heavily, and continue to invest, in the development of new products, such as our 200 Lean HDD and our coating systems for DCP. Our success in developing and selling new products depends upon a variety of factors, including our ability to: predict future customer requirements; make technological advances; achieve a low total cost of ownership for our products; introduce new products on schedule; manufacture products cost-effectively including transitioning production to volume manufacturing; commercialize and attain customer acceptance of our products; and achieve acceptable and reliable performance of our new products in the field. Our new product decisions and development commitments must anticipate continuously evolving industry requirements significantly in advance of sales. In addition, we are attempting to expand into new or related markets, including the display cover glass market. Our expansion into the cover glass market is dependent upon the success of our customers' development plans. To date we have not recognized material revenue from such products. Failure to correctly assess the size of the market, to successfully develop cost effective products to address the market or to establish effective sales and support of the new products would have a material adverse effect on future revenues and profits. In addition, if we invest in products for which the market does not develop as anticipated, we may incur significant charges related to such investments.

Rapid technological change in our served markets requires us to rapidly develop new technically advanced products. Our future success depends in part on our ability to develop and offer new products with improved capabilities and to continue to enhance our existing products. If new products have reliability or quality problems, our performance may be impacted by reduced orders, higher manufacturing costs, delays in acceptance and payment for new products and additional service and warranty expenses.

Our business depends on the integrity of our intellectual property rights.

The success of our business depends upon the integrity of our intellectual property rights, and we cannot ensure that: (1) any of our pending or future patent applications will be allowed or that any of the allowed applications will be issued as patents or will issue with claims of the scope we sought; (2) any of our patents will not be invalidated, deemed unenforceable, circumvented or challenged; (3) the rights granted under our patents will provide competitive advantages to us; (4) other parties will not develop similar products, duplicate our products or design around our patents; or (5) our patent rights, intellectual property laws or our agreements will adequately protect our intellectual property or competitive position.

From time to time, we have received claims that we are infringing third parties' intellectual property rights or seeking to invalidate our rights. We cannot ensure that third parties will not in the future claim that we have infringed current or future patents, trademarks or other proprietary rights relating to our products. Any claims, with or without merit, could be time-consuming, result in costly litigation, cause product shipment delays or require us to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to us.

Risks Related to Government Regulation

We may not be able to obtain export licenses from the U.S. government permitting delivery of our products to international customers.

Many of our products, require export licenses from U.S. government agencies under the Export Administration Act. These regulations limit the potential market for some of our products. We can give no assurance that we will be successful in obtaining all the licenses necessary to export our products. Heightened government scrutiny of export licenses for defense related products has resulted in lengthened review periods for our license applications. Failure to comply with export control laws, including identification and reporting of all exports and re-exports of controlled technology or exports made without correct license approval or improper license use could result in severe penalties and revocation of licenses. Failure to obtain export licenses, delays in obtaining licenses, or revocation of previously issued licenses would prevent us from selling the affected products outside the United States and could negatively impact our results of operations.

We are subject to risks of non-compliance with environmental and other governmental regulations.

We are subject to a variety of governmental regulations relating to the use, storage, discharge, handling, emission, generation, manufacture, treatment and disposal of toxic or otherwise hazardous substances, chemicals, materials or waste. If we fail to comply with current or future regulations, such failure could result in suspension of our operations, alteration of our manufacturing process, remediation costs or substantial civil penalties or criminal fines against us or our officers, directors or employees. Additionally, these regulations could require us to acquire expensive remediation or abatement equipment and incur substantial expenses to comply with them.

In addition, climate change legislation is a significant topic of recent discussion and has generated and may continue to generate federal, international or other regulatory responses in the near future. If we or our suppliers, customers or partners fail to timely comply with applicable legislation, certain customers may refuse to purchase our products or we may face increased operating costs as a result of taxes, fines or penalties, or incur legal liability and reputational damage, which could harm our business, financial condition and results of operations.

General Risk Factors

Our business could be negatively impacted by cyber and other security threats or disruptions.

We face various cyber and other security threats, including attempts to gain unauthorized access to sensitive information and networks. Although we utilize various procedures and controls to monitor and mitigate the risk of these threats, there can be no assurance that these procedures and controls will be sufficient. These threats could lead to losses of sensitive information or capabilities; financial liabilities and damage to our reputation. If we are unable to maintain compliance with security standards applicable to defense contractors, we could lose business or suffer reputational harm. Cyber threats to businesses are evolving and include, but are not limited to, malicious software, destructive malware, attempts to gain unauthorized access to data, disruption or denial of service attacks, and other electronic security breaches that could lead to disruptions in our systems, unauthorized release of confidential, personal or otherwise protected information (ours or that of our employees, customers or partners), and corruption of data, networks or systems. We have experienced cybersecurity threats and incidents involving our systems and expect these incidents to continue. While none of the cybersecurity events have been material to date, a successful breach or attack could have a material adverse effect on our results of operations, financial condition or business, harm our reputation and relationships with our customers, business partners, employees or other third parties, and subject us to consequences such as litigation and direct costs associated with incident response. In addition, we could be impacted by cyber threats or other disruptions or vulnerabilities found in products we use or in our partners’ or customers’ systems that are used in connection with our business. These events, if not prevented or effectively mitigated, could damage our reputation, require remedial actions and lead to loss of business, regulatory actions, potential liability and other financial losses.

Changes to our effective tax rate affect our results of operations.

As a global company, we are subject to taxation in the United States, Singapore and various other countries. Significant judgment is required to determine and estimate worldwide tax liabilities. Our future effective tax rate could be affected by: (1) changes in tax laws; (2) the allocation of earnings to countries with differing tax rates; (3) changes in worldwide projected annual earnings in current and future years: (4) accounting pronouncements; or (5) changes in the valuation of our deferred tax assets and liabilities. Although we believe our tax estimates are reasonable, there can be no assurance that any final determination will not be different from the treatment reflected in our historical income tax provisions and accruals, which could result in additional payments by Intevac.

Difficulties in integrating past or future acquisitions or implementing strategic divestitures could adversely affect our business.

We have completed a number of acquisitions and dispositions during our operating history. We have spent and may continue to spend significant resources identifying and pursuing future acquisition opportunities. Acquisitions involve numerous risks including: (1) difficulties in integrating the operations, technologies and products of the acquired companies; (2) the diversion of our management's attention from other business concerns; and (3) the potential loss of key employees of the acquired companies. Failure to achieve the anticipated benefits of the prior and any future acquisitions or to successfully integrate the operations of the companies we acquire could have a material and adverse effect on our business, financial condition and results of operations. Any future acquisitions could also result in potentially dilutive issuance of equity securities, acquisition or divestiture-related write-offs or the assumption of debt and contingent liabilities. In addition, we have made and will continue to consider making strategic divestitures, such as the disposition of our Photonics business. With any divestiture, there are risks that future operating results could be unfavorably impacted if targeted objectives, such as cost savings or earnout payments associated with the financial performance of the divested business, are not achieved or if other business disruptions occur as a result of the divestiture or activities related to the divestiture.

We could be involved in litigation.

From time to time, we may be involved in litigation of various types, including litigation alleging infringement of intellectual property rights and other claims and customer disputes. For example, we recently settled an action against us under the Private Attorneys General Act for $1.0 million, pending approval by the court. Litigation is expensive, subjects us to the risk of significant damages and requires significant management time and attention and could have a material and adverse effect on our business, financial condition and results of operations.

Business interruptions could adversely affect our operations.

Our operations are vulnerable to interruption by fire, earthquake, floods or other natural disaster, quarantines or other disruptions associated with infectious diseases, national catastrophe, terrorist activities, war, disruptions in our computing and communications infrastructure due to power loss, telecommunications failure, human error, physical or electronic security breaches and computer viruses, and other events beyond our control. We do not have a detailed disaster recovery plan. Despite our implementation of network security measures, our tools and servers may be vulnerable to computer viruses, break-ins and similar disruptions from unauthorized tampering with our computer systems and tools located at customer sites. Political instability could cause us to incur increased costs in transportation, make such transportation unreliable, increase our insurance costs or cause international currency markets to fluctuate. All these unforeseen disruptions and instabilities could have the same effects on our suppliers and their ability to timely deliver their products. In addition, we do not carry sufficient business interruption insurance to compensate us for all losses that may occur, and any losses or damages incurred by us could have a material adverse effect on our business and results of operations. For example, we self-insure earthquake risks because we believe this is the prudent financial decision based on the high cost of the limited coverage available in the earthquake insurance market. An earthquake could significantly disrupt our operations, most of which are conducted in California. It could also significantly delay our research and engineering effort on new products, most of which is also conducted in California. We take steps to minimize the damage that would be caused by business interruptions, but there is no certainty that our efforts will prove successful.

We could be negatively affected as a result of a proxy contest and the actions of activist stockholders.

A proxy contest with respect to election of our directors, or other activist stockholder activities, could adversely affect our business because: (1) responding to a proxy contest and other actions by activist stockholders can be costly and time-consuming, disruptive to our operations and divert the attention of management and our employees; (2) perceived uncertainties as to our future direction caused by activist activities may result in the loss of potential business opportunities, and may make it more difficult to attract and retain qualified personnel and business partners; and (3) if individuals are elected to our Board of Directors with a specific agenda, it may adversely affect our ability to effectively and timely implement our strategic plans.

We are required to evaluate our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, and any adverse results from such evaluation could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, our management must perform evaluations of our internal control over financial reporting. Although our assessment, testing, and evaluation resulted in our conclusion that as of January 1, 2022, our internal control over financial reporting was effective, we cannot predict the outcome of our testing in future periods. Ongoing compliance with this requirement is complex, costly and time-consuming. If Intevac fails to maintain effective internal control over financial reporting; or our management does not timely assess the adequacy of such internal control, then we could be subject to restatement of previously reported financial results, regulatory sanctions and a decline in the public's perception of Intevac, which could have a material and adverse effect on our business, financial condition and results of operations.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds***

On November 21, 2013, Intevac announced that its Board of Directors approved a stock repurchase program authorizing up to $30.0 million in repurchases. On August 20, 2018, Intevac announced that its Board of Directors approved a $10.0 million increase to the original stock repurchase program for an aggregate authorized amount of $40.0 million. At July 2, 2022, $10.4 million remains available for future stock repurchases under the repurchase program. Intevac did not make any common stock repurchases during the three months ended July 2, 2022.

Item 3. ***Defaults upon Senior Securities***

None.

Item 4. ***Mine Safety Disclosures***

Not applicable.

Item 5. ***Other Information***

None.

Item 6. ***Exhibits***

The following exhibits are filed herewith:

Exhibit Number	Description
10.1	Form of PRSU Award Agreement (Company Stock Price Hurdle) under the 2022 Inducement Equity Incentive Plan*
10.2	Form of PRSU Award Agreement (Company Stock Price Hurdle) under the 2020 Equity Incentive Plan*
10.3	Consulting Agreement with Mark Popovich
31.1	Certification of President and Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Executive Vice President, Finance and Administration, Chief Financial Officer, Treasurer and Secretary Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications Pursuant to U.S.C. 1350 Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **
101.INS	XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Schema Document
101.CAL	Inline XBRL Calculation Linkbase Document
101.DEF	Inline XBRL Definition Linkbase Document
101.LAB	Inline XBRL Label Linkbase Document
101.PRE	Inline XBRL Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Previously filed as an exhibit to the Company’s Report on Form 8-K filed May 19, 2022.

** The certification attached as Exhibit 32.1 is deemed “furnished” and not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference into any filing of Intevac, Inc. under the Securities Exchange Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof, irrespective of any general incorporation by reference language contained in any such filing, except to the extent that the registrant specifically incorporates it by reference.

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.

INTEVAC, INC.

Date: August 4, 2022	By: /s/ NIGEL HUNTON Nigel Hunton President and Chief Executive Officer (Principal Executive Officer)
Date: August 4, 2022	By: /s/ JAMES MONIZ James Moniz Executive Vice President, Finance and Administration, Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer)

Exhibit 10.3

INTEVAC

3560 Bassett Street, Santa Clara, CA 95054-2704 www.intevac.com T 408 496 2220 F 408 654 9869

PROFESSIONAL SERVICES AGREEMENT

This Professional Services Agreement (hereinafter referred to as “Agreement”), dated May 18, 2022 (the “Effective Date”), is made by and between **Intevac Inc.,** having a place of business at 3560 Bassett Street, Santa Clara, California 95054-2704 (hereinafter referred to as “Intevac”), and **Mark Popovich** (hereinafter referred to as “Consultant”). Intevac desires the services of Consultant as an independent consultant, and Consultant desires to perform such services. In consideration of the mutual covenants contained herein, the parties agree as follows:

1. Statement of Work

Commencing on the Effective Date, Consultant shall perform the services, as defined below, for Intevac or as specifically directed by the authorized representative(s) of Intevac, and shall at all times act as an independent contractor and not as an employee or partner of Intevac.

The Consultant will provide all reasonable and necessary services as the Director of Marketing for Intevac Inc. Consultant will commence providing services on May 23, 2022, and will continue to provide such services through December 31, 2022, at which time this Agreement will expire.

2. Payment

In consideration for such services, and subject to the terms and conditions of this Agreement, Intevac will pay Consultant $3,125.00 (three-thousand one-hundred and twenty-five dollars) per week for consulting services furnished by the Consultant under this Agreement, and will reimburse Consultant for expenses as described herein. The maximum total amount of fees payable under this Agreement is $100,000. Consultant shall invoice Intevac on a monthly basis for all work performed and expenses incurred under this Agreement. Consultant’s monthly invoice shall contain a written summary of all work performed in that month. All invoices should be addressed to the attention of Accounts Payable.

All Invoices submitted by Consultant for services and expenses shall be in the form prescribed by Intevac and shall be subject to approval by responsible technical and accounting personnel of Intevac prior to payment. The invoices are to be supported by a written summary of the work actually performed and the time expended thereon by the Consultant during such month. Intevac will review each monthly invoice submitted and reserves the right to reject any invoice that does not adequately describe the service provided by Consultant. Intevac will issue payments within thirty (30) days from actual receipt of Consultant’s invoice by Intevac.

Intevac will reimburse Consultant for all reasonable authorized expenses incurred by Consultant. The maximum total amount of reimbursable expenses payable under this Agreement is $10,000. Intevac will only reimburse expenses incurred for services rendered under this agreement that are accompanied by itemized statements and include copies of actual bills, receipts, invoices or other evidence of expenses. Consultant shall not incur any expense on behalf of Intevac except upon the prior written approval of Intevac.

Consultant shall not be reimbursed for time spent during travel for services rendered under this Agreement, except to the extent that work is actually performed during travel periods. Consultant shall comply with Intevac’s travel policies except as otherwise agreed by Intevac in writing. Consultant shall permit audit of Consultant's compliance with the terms of this Agreement by Intevac's internal audit staff or such other representative(s) as Intevac shall designate. Any consulting work and related expenses that are not in accord with applicable laws, regulations, Intevac standards of Conduct, and other terms of this Agreement, will not be reimbursed.

Intevac's sole liability to Consultant shall be the consultation fees and approved expenses as expressly set forth in this Agreement. Intevac makes no representations as to the scope or cost of Consultant's services, other than as set forth in this Agreement, and shall have no liability whatsoever for any costs in excess of the amounts as authorized by this Agreement.

3. Inventions and Data Developed under This Agreement

The term "Invention" as used in this Agreement means any invention, discovery, improvement, design, idea or suggestion, whether or not patentable, conceived and/or first actually reduced to practice by Consultant, its employees, agents or subcontractors, alone or jointly with others, in the course of or as a result of any work for Intevac.

The term "Data" as used in this Agreement means any writings, sound recordings, pictorial reproductions, drawings, or other graphic representations, and works of any similar nature, whether or not copyrightable, which are prepared by Consultant, its employees, agents or subcontractors, alone or jointly with others, in the course of or as a result of any work for Intevac. Without further consideration, all Inventions and Data developed by Consultant under this Agreement, are and shall remain the property of Intevac, its successors or assigns, or its nominees, whether or not Intevac obtains patent or copyright protection thereon, and regardless of whether such Invention or Data was developed solely by Consultant.

Consultant shall, without further consideration, promptly disclose all Inventions and Data to Intevac or its nominees. Consultant shall assist Intevac and its nominees to procure and/or maintain patents, copyrights and trade secrets throughout the world on said Inventions and Data, and to record the existence of the right, title and interest to said Inventions and Data in Intevac, its successors or assigns, or its nominees at Intevac's expense, in every proper way, including signing papers.

Intevac shall have the sole right to any Consultant Inventions or Data developed under this Agreement, including the right to own or use any such developments, inclusions or recommendations in Intevac products without restriction and without further compensation to Consultant for such use or ownership. These rights to use and own shall extend to any Inventions or Data developed under this Agreement by Consultant's employees, agents and subcontractors.

4. Confidential Treatment Information

Consultant, its employees, agents and subcontractors shall not, either during or after the term of this Agreement, directly or indirectly publish or disclose to any third party any information (including but not limited to subject inventions or subject data) pertaining in any way to the business of Intevac, its customers or suppliers which is developed, acquired or derived from association with Intevac, unless Intevac gives written authorization to do so. Such information shall not be used apart from Intevac business without the written approval of Intevac. The prohibition against disclosure to others shall not apply to information after it is clearly disclosed to the public by Intevac in writing.

Drawings, sketches and any other tangible material made or obtained by Consultant, its employees, agents or subcontractors at or for Intevac shall be promptly turned over to Intevac, and shall not be removed from Intevac's premises without written permission of Intevac. If written permission is given to remove any such material, the material shall be promptly returned to Intevac upon completion of the work for Intevac or at any earlier time requested by Intevac.

5. Term and Termination

This Agreement shall expire on December 31, 2022. Notwithstanding the foregoing, Intevac may terminate this Agreement without cause at any time for any reason by providing written notice thereof to Consultant.

Intevac may immediately suspend or terminate performance under this Agreement if, in its sole judgment, it believes that Consultant may have, i) engaged in any illegal or unethical conduct, ii) engaged in any activity, employment or business arrangement which conflicts with the Consultant's obligations hereunder, or with the interests of Intevac, or iii) materially breached any other of its obligations under this Agreement.

Consultant may terminate this Agreement upon providing written notice to Intevac.

The obligations contained in this Agreement shall continue after termination or expiration. Intevac's sole obligation after termination, however, shall be to pay earned and unpaid consultation fees, and approved expenses as shall be due and owing for lawful consulting services requested by Intevac and rendered prior to such termination.

6. Conflicts of Interest

During the term of this Agreement, Consultant shall not perform any work which might constitute a conflict of interest. Consultant represents and warrants that Consultant has disclosed in writing to Intevac all other clients and any work which may represent a conflict of interest with respect to the work to be performed for Intevac under this Agreement. Consultant shall during the term hereof advise Intevac prior to entering into any agreement with any other entity or performing any other work which may result in such a conflict of interest, and further shall during the term hereof not enter into any such agreement or perform any other such work without the prior written approval of Intevac's Director of Contracts.

7. Information Provided

With reference to any information provided by Consultant to Intevac, Consultant warrants the following: i) Consultant has the lawful right to transfer such information to Intevac, without breach of any law, regulation, contract obligation, or duty of employment, and that Intevac may use such information without incurring any liability or obligation to any other person or entity, and ii) that any information provided to Intevac which may have been obtained directly by Consultant or from any other person or entity was properly obtained and not in violation of any law, regulation, contract obligation, or duty of employment. Consultant shall indemnify, defend, and hold harmless Intevac and its employees, officers and directors from any damages and claims arising out of or related to any breach by Consultant of any of the foregoing representations and warranties. However, Consultant shall have no liability as aforesaid for any information disclosed to Intevac as to which Consultant has made a full and complete written disclosure to, and obtained prior written approval for such disclosure from, Intevac's Director of Contracts and/or Chief Financial Officer of the circumstances regarding Consultant's acquisition of such information.

8. Conformance with Applicable Laws

Consultant represents and warrants that Consultant is familiar with and will continue to be familiar with all current laws and regulations relating to gratuities, bribery, kickbacks, conflicts of interest, classified information and lobbying activity (as that term is generally defined in the Federal Regulation of Lobbying Act, 2 USC 261, et seq.). Consultant represents and warrants that no principal or relative of any principal of Consultant is a U.S. Government official other than as expressly disclosed in writing by

Consultant prior to the effective date of this Agreement. By executing this Agreement, Consultant represents that no U.S. Government official has or owns any beneficial interest in Consultant, nor in any of compensation that will be paid to Consultant by Intevac, under this Agreement.

Consultant shall strictly comply with all applicable statutes and regulations in the conduct of Consultant's work for Intevac, and shall indemnify, defend, and hold harmless Intevac from any failure to do so.

PROHIBITED DISCRIMINATION. Only if applicable, Executive Order 11246, 29 C.F.R. Part 471, Appendix A to Subpart A, and 41 C.F.R. Parts 60-1.4, 60-1.7, 60-4.3 are incorporated. This contractor and subcontractor shall abide by the requirements of 41 CFR 60-300.5(a) and 60-741.5(a). These regulations prohibit discrimination against qualified protected veterans and against qualified individuals on the basis of disability, and require affirmative action by covered prime contractors and subcontractors to employ and advance in employment qualified protected veterans and qualified individuals with disabilities

9. Export Law Compliance

Consultant represents and warrants that, except as allowed under applicable U.S. Government export laws and regulations, no technical data, hardware, software, technology, or other information furnished to it hereunder shall be disclosed to any foreign person, firm, or country, including foreign persons employed by or associated with Consultant. Furthermore, Consultant shall not allow any re-export of any technical data, hardware, software, technology, or other information furnished, without first complying with all applicable U.S. Government export laws and regulations. Prior to exporting any technical data, hardware, software, technology, or other information furnished hereunder, Consultant shall obtain the advance written approval of Intevac. Consultant shall indemnify and hold Intevac harmless for all claims, demands, damages, costs, fines, penalties, attorney's fees, and all other expenses arising from Consultant not complying with this clause or U.S. Government export laws and regulations.

10. Standards of Conduct

Consultant has read, understands, and shall comply, with Intevac's Standards of Conduct, which can be accessed on Intevac's website at https://www.intevac.com under Terms and Conditions.. Consultant shall report to Intevac all contacts with U.S. Government employees and officials during which Intevac matters are discussed.

11. Reporting of Violations

Consultant shall report to Intevac any request made by an Intevac employee to obtain any information or perform any other act under this Agreement in a manner which would violate any i) applicable law or regulation, ii) contract obligation or duty of employment, or iii) Intevac Standards of Conduct. Consultant is requested similarly to report to Intevac's Human Resources Manager any observed violation of law or regulation by Intevac personnel. All such reports will be handled on a confidential basis and may be made anonymously, if desired.

12. Miscellaneous

No employee, agent or subcontractor of Consultant, who is not made a party to this Agreement or Non-Disclosure Agreement with Intevac, shall be permitted to have access to the premises, data, documents, property, or personnel of Intevac.

If, in connection with this Agreement, Consultant performs services for any subsidiary or affiliate of Intevac or has access to the premises, data, property, or personnel of any subsidiary or affiliate of Intevac, the term "Intevac" as used herein shall include each such subsidiary or affiliate of Intevac.

This Agreement contains the entire understanding of the parties hereto with respect to the subject matter hereof, and supersedes all prior representations, warranties, understandings, and agreements, written and oral. It may not be modified except by written agreement executed by the parties hereto. Consultant waives any and all provisions of law construing agreements against the drafting party.

No waiver of any term or provision of this Agreement shall imply a subsequent waiver of the same or any other provision hereof, nor shall it constitute a continuing waiver.

This Agreement shall be construed in accordance with and governed by the law of the State of California, without reference to the rules of conflict of law.

In the event any term or provision hereof is held to be invalid or unenforceable by final judgment of any court of competent jurisdiction, such term or provision shall there upon be severed from this Agreement and the remainder of the terms and provisions hereof shall remain in full force and effect.

BY EXECUTION HEREOF CONSULTANT ACKNOWLEDGES THAT CONSULTANT HAS FULLY READ AND UNDERSTOOD THIS AGREEMENT INCLUDING THE INTEVAC'S STANDARDS OF CONDUCT AND AGREES TO ADHERE STRICTLY TO THE TERMS AND CONDITIONS CONTAINED THEREIN. CONSULTANT FURTHER ACKNOWLEDGES THAT THIS AGREEMENT REQUIRES STRICT COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS AS WELL AS THE AVOIDANCE OF CONFLICTS OF INTEREST RELATING TO THE WORK TO BE PERFORMED.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement.

CONSULTANT	***INTEVAC, INC.***
By /s/ Mark P. Popovich *(Signature)*	By /s/ Albert Zecher *(Signature)*
Name Mark P. Popovich	Name Albert Zecher
Citizenship U.S.	Title Corporate Contracts
Date 05/24/2022	Date 05/25/2022

Exhibit 31.1

I, Nigel Hunton, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Intevac, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2022

/s/ NIGEL HUNTON
Nigel Hunton
President and Chief Executive Officer

Exhibit 31.2

I, James Moniz, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Intevac, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2022

/s/ JAMES MONIZ

James Moniz
Executive Vice President, Finance and Administration,
Chief Financial Officer, Secretary and Treasurer

Exhibit 32.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Nigel Hunton, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Intevac, Inc. on Form 10-Q for the quarterly period ended July 2, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Intevac, Inc.

Date: August 4, 2022

/s/ NIGEL HUNTON
Nigel Hunton
President and Chief Executive Officer

I, James Moniz, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Intevac, Inc. on Form 10-Q for the quarterly period ended July 2, 2022 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Intevac, Inc.

Date: August 4, 2022

/s/ JAMES MONIZ
James Moniz
Executive Vice President, Finance and Administration,
Chief Financial Officer, Secretary and Treasurer

A signed original of this written statement required by Section 906 has been provided to Intevac, Inc. and will be retained by Intevac, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

This certification accompanies the report to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Intevac, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Report), irrespective of any general incorporation language contained in such filing.