

Shcherbakov Eugene A
 Form 4
 January 10, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Shcherbakov Eugene A

(Last) (First) (Middle)

C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

(Street)

OXFORD, MA 01540

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 IPG PHOTONICS CORP [IPGP]

3. Date of Earliest Transaction (Month/Day/Year)
 01/08/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, MD IPG Laser GmbH

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 01/08/2018 | | M | 1,000 | A | \$ 15.82 | 16,957 | D |
| Common Stock | 01/08/2018 | | M | 3,000 | A | \$ 53.76 | 19,957 | D |
| Common Stock | 01/08/2018 | | M | 2,500 | A | \$ 58.65 | 22,457 | D |
| Common Stock | 01/08/2018 | | M | 3,000 | A | \$ 60.11 | 25,457 | D |
| Common Stock | 01/08/2018 | | S ⁽¹⁾ | 9,500 | D | \$ 256.56 | 15,957 | D |

(2)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Options (right to buy) | \$ 15.82 | 01/08/2018 | | M | 1,000 | <u>(3)</u> 02/25/2020 | Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 53.76 | 01/08/2018 | | M | 3,000 | <u>(4)</u> 02/28/2021 | Common Stock | 3,000 |
| Employee Stock Option (right to buy) | \$ 58.65 | 01/08/2018 | | M | 2,500 | <u>(5)</u> 02/13/2022 | Common Stock | 2,500 |
| Employee Stock Option (right to buy) | \$ 60.11 | 01/08/2018 | | M | 3,000 | <u>(6)</u> 02/28/2023 | Common Stock | 3,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Shcherbakov Eugene A
C/O IPG PHOTONICS CORPORATION
50 OLD WEBSTER ROAD
OXFORD, MA 01540

X X SVP, MD IPG Laser GmbH

Signatures

/s/ Angelo P. Lopresti,
Attorney-in-fact

01/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 21, 2017.

The reported transaction involves sales transactions from \$256.00 to \$256.66 per share. The weighted average price per share was
- (2) \$256.56. The Reporting Person undertakes to provide upon request by the SEC staff, the Issuer or a security holder of the Issuer information regarding the number of shares sold at each separate price.
- (3) Option vests in four quarterly installments commencing on March 31, 2014.
- (4) Option vests in four quarterly installments commencing on March 31, 2015.
- (5) Option vests in four quarterly installments commencing on March 31, 2016.
- (6) Option vests in one installment on March 1, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.