

IPG PHOTONICS CORP

Form 8-K

June 08, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): June 8, 2007  
IPG PHOTONICS CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-33155**  
(Commission File No.)

**04-3444218**  
(IRS Employer  
Identification No.)

**50 Old Webster Road  
Oxford, Massachusetts 01540**  
(Address of Principal Executive Offices, including Zip Code)  
Registrant's telephone number, including area code: (508) 373-1100

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### ITEM 8.01 OTHER EVENTS

Certain directors and officers of IPG Photonics Corporation (the Company) adopted pre-arranged trading plans (each, a Plan) designed to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and the Company's policies regarding stock transactions. Under Rule 10b5-1, directors, officers and other persons who are not in possession of material non-public information may adopt a plan or contract for pre-arranged sales of Company securities under specified conditions and at specified times. Using these Plans, insiders can gradually diversify their investment portfolios, spread stock trades out over an extended period of time to reduce market impact and avoid concerns about transactions occurring at a time when they might possess inside information.

The directors and officers who have adopted Plans have informed the Company that these stock sales are part of their individual programs for asset diversification.

The Plan adopted by Robert A. Blair, a member of the Company's Board of Directors, provides for the sale of up to a total of 80,000 shares over a period of approximately five months beginning July 9, 2007, unless terminated sooner in certain circumstances. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by John H. Dalton, a member of the Company's Board of Directors, provides for the sale of up to a total of 90,000 shares over a period of approximately six months beginning July 16, 2007, unless terminated sooner in certain circumstances. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by George BuAbbud, the Company's Vice President-Telecommunications, provides for the sale of up to a total of 70,000 shares over a period of approximately five months beginning July 12, 2007, unless terminated sooner in certain circumstances. Of these shares, 65,000 shares will be acquired through the exercise of stock options. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by Dennis P. Leonard, Jr., the Company's Vice President of Operations, provides for the sale of up to a total of 70,000 shares over a period of approximately seven months beginning July 16, 2007, unless terminated sooner in certain circumstances. All of these shares will be acquired through the exercise of stock options. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Plan adopted by Paolo Sinni, the Company's Vice President, Treasurer and Controller, provides for the sale of up to a total of 30,000 shares over a period of approximately five months beginning August 10, 2007, unless terminated sooner in certain circumstances. All of these shares will be acquired through the exercise of stock options. Shares will be sold under the Plan on the open market at prevailing market prices, subject to minimum price thresholds.

The Company does not undertake to report Plans that may be adopted by any employees or directors of the Company in the future, or to report any modification or termination of any Plan, except to the extent required by law.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**IPG PHOTONICS CORPORATION**

June 8, 2007

By: /s/ Valentin P. Gapontsev  
Valentin P. Gapontsev  
Chief Executive Officer and Chairman  
of the Board

3