

Shcherbakov Eugene A  
 Form 4  
 January 10, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SVP, MD IPG Laser GmbH

C/O IPG PHOTONICS CORPORATION, 50 OLD WEBSTER ROAD

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(Street)  
  
 OXFORD, MA 01540

(City) (State) (Zip)

**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 <sup>(1)</sup>	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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SEC 1474  
(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.