

II-VI INC
Form SC 13G
February 13, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

(Under the Securities Exchange Act of 1934)
(Amendment No. 1)*

II -VI, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

902104108

(Cusip Number)

December 31, 2006

(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant
to which this schedule is filed:

- Rule 13d-1 (b)
 Rule 13d-1 (c)
 Rule 13d-1 (d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing of this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

[Continued on the following page(s)]
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1. Name of reporting person
S.S. or I.R.S. identification no. of above person

Babson Capital Management LLC
51-0504477

2. Check the appropriate box if a member of a group
(a) ()
(b) (X)

3. SEC use only

4. Citizenship or place of organization
Delaware

5. Sole Voting Power

274,328

Number of
shares
beneficially
owned by
each
Reporting
person
with

6. Shared Voting Power

0

7. Sole Dispositive Power

274,328

8. Shared Dispositive Power
0

9. Aggregate amount beneficially owned by each reporting person

274,328

10. Check if the aggregate amount in row (9) excludes certain shares*

11. Percent of class represented by amount in row 9
0.94%

12. Type of Reporting person
IA

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SCHEDULE 13G

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ITEM 1(A): NAME OF ISSUER:

II - VI INC.

1(B): ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

375 Saxonburg Blvd.
Saxonburg, PA 16056

ITEM 2(A): NAME OF PERSON FILING:

Babson Capital Management LLC (Babson Capital)

ITEM 2(B): ADDRESS OF PRINCIPAL BUSINESS OFFICE:

470 Atlantic Avenue
Boston, MA 02210-2208

ITEM 2(C): CITIZENSHIP:

See Item 4 of Cover Page

ITEM 2(D): TITLE OF CLASS OF SECURITIES:

See Cover Page

ITEM 2(E): CUSIP NUMBER:

See Cover Page

ITEM 3: TYPE OF REPORTING PERSON:

If this statement is filed pursuant to Sections 240.13d-1 (b) or 240.13d-2 (b) or (c), check whether the filing person is a:

(e) An investment adviser in accordance with
Section 240.13d-1 (b) (1) (ii) (E)

ITEM 4: OWNERSHIP:

(a) AMOUNT BENEFICIALLY OWNED: Babson Capital, in its capacity as investment adviser, may be deemed the beneficial owner of 274,328 shares of common stock of the Issuer which are owned by investment advisory client(s).

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(b) PERCENT OF CLASS: 0.94%

(c) For information on voting and dispositive power with respect to the above listed shares, see Items 5 - 8 of Cover Page.

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ITEM 5: OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five per cent of the class of securities check the following: [x]

ITEM 6: OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not Applicable

ITEM 7: IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

ITEM 8: IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9: NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

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ITEM 10:

BABSON CAPITAL MANAGEMENT LLC CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection

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with or as a participant in any transaction having such purpose or effect.

Babson Capital Management LLC

/s/ Jan F. Jumet

Jan F. Jumet
Managing Director and
Chief Compliance Officer

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2007

Date

Babson Capital Management LLC

/s/ Jan F. Jumet

Jan F. Jumet
Managing Director
and Chief Compliance Officer

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Securities and Exchange Commission
Operations Center
Attn: Stop 0-7
6432 General Green Way
Alexandria, VA 22312-2413

Re: Schedule 13G on behalf Of II-VI, INC.
For The Year Ending December 31, 2006

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Dear Sir or Madam:

Babson Capital Management LLC is filing today an amendment to Schedule 13G through the EDGAR system as required by Section 240.13d-1(b) to reflect a change in beneficial ownership of the outstanding stock of the above-mentioned issuer

Please note that the shares as to which this Schedule is filed are owned by various investment advisory clients of Babson Capital which may be deemed a beneficial owner of the shares only by virtue of the direct or indirect investment discretion it possesses pursuant to the provisions of investment advisory agreements with such clients.

A copy of the Schedule 13G is being sent to the issuer as required by Rule 13d-7.

Comments or questions concerning the above may be directed to the undersigned at (617) 761-6599.

Sincerely,

// Jan F. Jumet //
 JAN F. JUMET
 Managing Director
 and Chief Compliance Officer

nt>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)CodeVAmount(A) or (D)Price Common Stock04/29/2014 S 1,000 ⁽¹⁾ D \$ 30.9041 ⁽²⁾ 2,695,981 D Common
 Stock 3,948 I By Brandt Family Foundation Common Stock 140,000 I By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nature of Derivative Security Beneficially Owned |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

| Security | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------|--|--|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|----------|--|--|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRANDT WILLIAM F AMERICAN WOODMARK CORPORATION 3102 SHAWNEE DRIVE WINCHESTER, VA 22601 | X | X | | |

Signatures

Jan L. Symons,
Attorney-In-Fact

05/01/2014

__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) Sales on this form were affected pursuant to 10b5-1 Sales Plan adopted by the reporting person on March 12, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.73 to \$31.08, inclusive. The reporting person undertakes to provide to American Woodmark Corporation, any security holder of American

(2) Woodmark Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (2) to this Form 4.

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.