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ELECTRO SCIENTIFIC INDUSTRIES INC

Form 4

September 05, 2013

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Weshington, D.C. 20540
	Washington, D.C. 20549
Check this box	0 /

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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5 Relationship of Reporting Person(s) to

X Form filed by More than One Reporting

Person

if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

Nierenberg Investment Management	Symbol	Issuer
Company, Inc.	ELECTRO SCIENTIFIC INDUSTRIES INC [ESIO]	(Check all applicable)
(Last) (First) (Middle) 19605 NE 8TH STREET	3. Date of Earliest Transaction (Month/Day/Year) 09/03/2013	_X_ Director _X_ 10% Owner Officer (give title below) Other (specify below)
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)Form filed by One Reporting Person

2 Issuer Name and Tieler or Trading

CAMAS, WA 98607

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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)
Common Stock	09/03/2013		A(2)	27.7596 (2)	A	\$ 0	2,042,937 (1)	I	By The D3 Family Bulldog Fund, LP
Common Stock							557,190 (1)	I	By The D3 Family Fund, LP
Common Stock							182,227 (1)	I	By The D3 Family Canadian Fund, LP

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			By the
Common Stock	402 921 (1)	T	DIII
	402,831 <u>(1)</u>	1	Offshore
			Fund, LP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transact Code (Instr. 8)	5. forNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Nierenberg Investment Management Company, Inc. 19605 NE 8TH STREET CAMAS, WA 98607	X	X				
Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607		X				
D3 Family Bulldog Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X				

Signatures

David Nierenberg 09/05/2013

> **Signature of Reporting Person Date

2 Reporting Owners

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David Nierenberg, President, Nierenberg Investment Management Company, Inc. (NIMCO)

09/05/2013

**Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, LP

09/05/2013

**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) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.
- (2) These awards result from dividend equivalents pursuant to the underlying RSU agreement.

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.

Signatures 3