

NOVANTA INC  
Form 3  
December 14, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Young Brian S		(Month/Day/Year)	NOVANTA INC [NOVT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/08/2016		
C/O NOVANTA INC.,Â 125 MIDDLESEX TURNPIKE			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Executive VP, Human Resources	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
BEDFORD,Â MAÂ 01730				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,590	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units <sup>(1)</sup>	Â <sup>(1)(2)</sup>	Â <sup>(1)(2)</sup>	Common Stock	4,739	\$ <sup>(1)</sup>	D	Â
Restricted Stock Units <sup>(1)</sup>	Â <sup>(1)(3)</sup>	Â <sup>(1)(3)</sup>	Common Stock	7,724	\$ <sup>(1)</sup>	D	Â
Restricted Stock Units <sup>(1)</sup>	Â <sup>(1)(4)</sup>	Â <sup>(1)(4)</sup>	Common Stock	30,000	\$ <sup>(1)</sup>	D	Â
Stock Option (Right to Buy)	Â <sup>(5)</sup>	03/30/2026	Common Stock	16,221	\$ 14.13	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Young Brian S C/O NOVANTA INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730	Â	Â	Â Executive VP, Human Resources	Â

## Signatures

/s/ Joanna Tow,  
Attorney-In-Fact  
Date: 12/13/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Restricted Stock Unit represents the right to receive one Novanta Inc. common share upon vesting of such Restricted Stock Unit.
- (2) The Restricted Stock Units vest in three equal annual installments on April 15, 2016, April 15, 2017 and April 15, 2018.
- (3) The Restricted Stock Units vest in three equal annual installments on March 30, 2017, March 30, 2018 and March 30, 2019.
- (4) The Restricted Stock Units will vest on August 2, 2021.
- (5) The Stock Options vest in three equal annual installments on March 30, 2017, March 30, 2018 and March 30, 2019.

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### Remarks:

Power of Attorney on file

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.