

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Vicor Corporation

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, par value \$0.01 per share
(Title of Class of Securities)

925815102

(CUSIP Number of Class of Securities (Underlying Common Stock))

Patrizio Vinciarelli
Vicor Corporation
25 Frontage Road

Andover, Massachusetts 01810
(978) 470-2900

(Name, Address, and Telephone Numbers of Person Authorized
to Receive Notices and Communications on Behalf of Filing Persons)

With a copy to:

Gabor Garai, Esquire
Foley & Lardner LLP
111 Huntington Avenue
Boston, Massachusetts 02199-7610
(617) 342-4000

CALCULATION OF FILING FEE

Transaction Valuation*

Not Applicable

Amount of Filing Fee**

Not Applicable

* No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form of Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

On May 14, 2013, Vicor Corporation (the “Company”) issued a press release announcing its intention to commence an issuer tender offer to allow employees, members of its Board of Directors, and certain service providers the opportunity to voluntarily exchange all or a portion of their existing stock options issued pursuant to the Company’s Amended and Restated 2000 Stock Option and Incentive Plan prior to January 1, 2013, whether vested or unvested, for new options to purchase the same number of shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), with exercise prices to be determined by reference to the last reported sale price per share of the Company’s Common Stock on the NASDAQ Global Select Market on the date on which the offer expires (the “Exchange Offer”). The press release is attached as Exhibit 99.1.

On May 14, 2013, the Company also sent an email to optionholders who may be eligible to participate in the Exchange Offer notifying such optionholders of the Company’s intention to commence the Exchange Offer. A copy of the email is attached as Exhibit 99.2.

The attached exhibits are not an offer to exchange any options to purchase shares of Common Stock. The Exchange Offer for the outstanding options to purchase shares of Common Stock described in this filing has not commenced. At the time the offer is commenced, Vicor Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the “SEC”). The tender offer statement (including an offer to exchange, a related terms of election and other offer documents) will contain important information that should be read carefully before any decision is made with respect to the Exchange Offer. Those materials will be made available to eligible optionholders of Vicor Corporation at no expense to them. In addition, all of those materials (and all other offer documents filed with the SEC) will be available at no charge on the SEC’s website: www.sec.gov.

Item 12. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release announcing Vicor Corporation’s intention to conduct an Exchange Offer for stock options, dated May 14, 2013.
99.2	Email to optionholders who may be eligible to participate in the Exchange Offer, dated May 14, 2013.

SIGNATURE

After due 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.

By: _____ /s/ Patrizio Vinciarelli
Name: **Patrizio Vinciarelli**
Title: **Chairman of the Board, President and
Chief Executive Officer**

Date: May 14, 2013

EXHIBIT INDEX

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Vicor Corporation Announces Exchange Offer for Stock Options

ANDOVER, MA, May 14, 2013 (MARKETWIRED) — Vicor Corporation (NASDAQ: VICR) (“Vicor” or the “Company”) today announced its Board of Directors has approved an exchange offer to allow current employees, members of the Company’s Board of Directors, and certain service providers the opportunity to voluntarily exchange all or a portion of their existing stock options issued pursuant to the Company’s Amended and Restated 2000 Stock Option and Incentive Plan (the “2000 Plan”) prior to January 1, 2013, whether vested or unvested, for new options to purchase the same number of shares of the Company’s common stock. The exercise prices of the new options will be determined by reference to the last reported sale price per share of the Company’s common stock on the NASDAQ Global Select Market (“NASDAQ”) on the date on which the offer expires.

The offer is currently scheduled to commence on Thursday, May 16, 2013, and end on Friday, June 14, 2013, at 5:00 p.m. Eastern Time, unless the Company is required to or decides to extend the offer period.

The offer is designed to help the Company retain and provide an incentive to key contributors, with the aim of enhancing value for all holders of Vicor common stock. In structuring the exchange offer, the Board of Directors carefully considered the interests and objectives of its option holders and its non-employee holders of Vicor common stock, concluding the benefit to option holders of receiving stock options with a presumably lower exercise price and longer exercise period likewise benefits all holders of Vicor common stock by ensuring key contributors are retained and provided proper incentives through the five year vesting term of the new options.

Two classes of outstanding options granted under the 2000 Plan will be eligible for exchange: those that vest on the basis of employee service and those that vest on the basis of the achievement of certain quarterly revenue targets by the Company’s Brick Business Unit.

Options accepted for tender will be cancelled on the date of the expiration of the offer. As such, the number of shares of Vicor common stock underlying outstanding options should not change as a result of the offer.

This press release is for informational purposes only and is not an offer to exchange any options to purchase shares of Vicor common stock. The exchange offer will be made solely by the Offer to Exchange and the related Terms of Election. Option holders and holders of Vicor common stock are urged to read the Company’s exchange offer statement on Schedule TO to be filed with the U.S. Securities and Exchange Commission (“SEC”) in connection with the exchange offer, which will include exhibits, including the Offer to Exchange and the related Terms of Election, when available, because they will contain important information. Each of these documents will be filed with the SEC, and interested parties will be able to obtain them without charge from the SEC at its website (www.sec.gov) or from the Company by calling 978-470-2900. The Company also will distribute all applicable documents to each option holder eligible to participate in the exchange offer.

Safe Harbor Disclaimer

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Any statement in this press release that is not a statement of historical fact is a forward-looking statement, and the words “believes,” “expects,” “anticipates,” “intend,” “estimate,” “plans,” “assumes,” “may,” “will,” “would,” “should,” “continue,” “prospective,” “project,” and other similar expressions identify forward-looking statements. Forward-looking statements also include statements regarding bookings, shipments, revenue, profitability, targeted markets, increase in manufacturing capacity and utilization thereof, future products, and capital resources. These statements are based upon management’s current expectations and estimates as to the prospective events and circumstances that may or may not be within the company’s control and for which there can be no assurance. Actual results could differ materially from those projected in the forward-looking statements as a result of various factors, including those economic, business, operational and financial considerations set forth in Vicor’s Annual Report on Form 10-K for the year ended December 31, 2012, under Part I, Item 1—“Business,” under Part I, Item 1A—“Risk Factors,” under Part I, Item 3—“Legal Proceedings,” and under Part II, Item 7—“Management’s Discussion and Analysis of Financial Condition and Results of Operations.” The risk factors set forth in the Annual Report on Form 10-K may not be exhaustive. Therefore, the information contained in the Annual Report on Form 10-K should be read together with other reports and documents filed with the Securities and Exchange Commission from time to time, including Forms 10-Q, 8-K and 10-K, which may supplement, modify, supersede or update those risk factors. Vicor does not undertake any obligation to update any forward-looking statements as a result of future events or developments.

About Vicor Corporation

Vicor designs, develops, manufactures and markets modular power components, power management and complete power systems based upon a portfolio of patented technologies. Headquartered in Andover, Massachusetts, Vicor sells its products primarily to customers in the higher performance, higher power segments of the power systems market, including aerospace and defense electronics, enterprise and high performance computing, industrial equipment and automation, telecommunications and network infrastructure, and vehicles and transportation markets.

Contact:

James A. Simms
Chief Financial Officer
Telephone: 978-470-2900
Facsimile: 978-749-3439

FORM OF EMAIL TO OPTIONHOLDERS WHO MAY BE ELIGIBLE TO PARTICIPATE IN THE EXCHANGE OFFER

I am pleased to announce our Board of Directors has approved an exchange offer to allow employees, members of our Board of Directors, and certain service providers to *voluntarily* exchange all or a portion of their existing options to purchase Vicor common stock.

Specifically, if you hold options issued under Vicor's Amended and Restated 2000 Stock Option and Incentive Plan (the "2000 Plan") issued prior to January 1, 2013, *whether vested or unvested*, you may exchange those options on a one-for-one basis for new options with a presumably lower exercise price, a new five year vesting period, and a new 10 year term.

All options awarded under 2000 Plan prior to January 1, 2013, will be eligible for the exchange. Two classes of outstanding options granted under the 2000 Plan will be eligible for exchange: (1) those that vest on the basis of employee service (i.e., the passage of time) and (2) those that vest on the basis of the achievement of certain quarterly revenue targets by the Company's Brick Business Unit (i.e., the "VRIP" options awarded on August 27, 2010).

This afternoon, we issued a press release regarding the exchange offer, and we filed a "Schedule TO-C" with the Securities and Exchange Commission, since Vicor is subject to SEC reporting requirements.

All of the terms of the exchange offer, including how the exercise price of the new options will be determined, as well as the steps for you to follow in order to make a decision regarding whether to participate in the exchange offer, will be set forth in "Offer to Exchange", which, along with other important documents, will be distributed to you once we commence the exchange offer by filing a "Schedule TO-I" with the SEC. We expect to make this filing and commence the exchange offer on or about May 16, 2013. If you have a corporate email address, you will receive these documents to you electronically (i.e., in .pdf form). If you do not have a corporate email address, as is the case with many holders of VRIP options, you will receive these documents in paper form via either inter-office mail or the USPS.

Once we make this filing, I will conduct a meeting for option holders at the 400 Federal Street facility, which will be simultaneously webcast, at which I will describe the key terms of the exchange offer, the rationale for making the offer, the mechanics of the exchange, and the possible risks associated with exchanging your options. At the same time, we will make available on the Finance Department page of our Intranet (<http://intranet/>) the slides I will use during the meeting, as well as a FAQ summarizing important information set forth in the Offer to Exchange. I will notify option holders of the date and time of the 400 Federal Street meeting and webcast.

The offer is currently scheduled to commence on or about May 16, 2013, and end on or about June 14, 2013, at 5:00 p.m. Eastern Time, unless we are required to or decide to extend the offer.

Important Notice:

THIS EMAIL COMMUNICATION IS FOR INFORMATIONAL PURPOSES ONLY AND IS NOT AN OFFER TO EXCHANGE ANY OPTIONS TO PURCHASE SHARES OF VICOR COMMON STOCK. THE EXCHANGE OFFER WILL BE MADE SOLELY BY THE OFFER TO EXCHANGE AND THE RELATED TERMS OF ELECTION, AS FILED WITH THE SEC. OPTION HOLDERS

ARE URGED TO READ THE DOCUMENTS ASSOCIATED WITH THE EXCHANGE OFFER TO BE FILED WITH THE SEC, AS DESCRIBED ABOVE.

ALTHOUGH OUR BOARD OF DIRECTORS HAS APPROVED THIS OFFER, NEITHER THE COMPANY, OUR BOARD OF DIRECTORS, NOR OUR EXECUTIVE OFFICERS MAKE ANY RECOMMENDATION AS TO WHETHER YOU SHOULD ELECT TO EXCHANGE OR REFRAIN FROM ELECTING TO PARTICIPATE IN THE OFFER. YOU MUST MAKE YOUR OWN DECISION REGARDING WHETHER TO ELECT TO EXCHANGE YOUR OPTIONS.

VICOR HAS NOT AUTHORIZED ANY PERSON TO MAKE ANY RECOMMENDATION ON OUR BEHALF REGARDING THE EXCHANGE OFFER. YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THE INFORMATION TO WHICH WE HAVE REFERRED YOU. IF ANYONE MAKES ANY RECOMMENDATION OR REPRESENTATION TO YOU OR GIVES YOU ANY INFORMATION, YOU MUST NOT RELY UPON THAT RECOMMENDATION, REPRESENTATION OR INFORMATION AS HAVING BEEN AUTHORIZED BY VICOR.