

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## SCHEDULE TO

(Rule 14d-100)

### 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))

**Vicor Corporation (Offeror)**

(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person))

**Common Stock, \$0.01 per share par value**

(Title of Class of Securities)

**925815102**

(CUSIP Number of Class of Securities)

**Patrizio Vinciarelli  
Vicor Corporation  
25 Frontage Road  
Andover, MA 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, MA 02199-7610  
(617) 342-4000**

#### CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$10,000,000	\$1,364

\* Estimated solely for the purpose of determining the amount of the filing fee. Pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended, this amount was calculated assuming that 2,000,000 outstanding shares of common stock, par value \$0.01, are being purchased at the maximum possible tender offer price of \$5.00 per share.

\*\* The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, is calculated by multiplying the transaction valuation by 0.00013640.

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)

This Tender Offer Statement on Schedule TO relates to the tender offer by Vicor Corporation, a Delaware corporation, to purchase up to 2,500,000, shares of its common stock, \$0.01 per share par value, or such fewer number of shares as are properly tendered and not properly withdrawn. Vicor Corporation is offering to purchase these shares at a price not greater than \$5.00 per share nor less than \$4.00 per share, net to the seller in cash, without interest, as specified by stockholders tendering their shares. Vicor Corporation's offer is made on the terms and subject to the conditions set forth in the Offer to Purchase, dated March 21, 2013, and in the related Letter of Transmittal, which, as amended or supplemented from time to time, together constitute the offer.

This Tender Offer Statement on Schedule TO is filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended.

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## TABLE OF CONTENTS

Item 1.	Summary Term Sheet.	1
Item 2.	Subject Company Information.	1
Item 3.	Identity and Background of Filing Person.	1
Item 4.	Terms of the Transaction.	1
Item 5.	Past Contracts, Transactions, Negotiations and Agreements.	2
Item 6.	Purposes of the Transaction and Plans or Proposals.	2
Item 7.	Source and Amount of Funds or Other Consideration.	2
Item 8.	Interest in Securities of the Subject Company.	2
Item 9.	Persons/Assets, Retained, Employed, Compensated or Used.	2
Item 10.	Financial Statements.	3
Item 11.	Additional Information.	3
Item 12.	Exhibits.	3
Item 13.	Information Required by Schedule 13E-3.	4
SIGNATURE		S-1
EXHIBIT INDEX		E-1

## Introduction

This Tender Offer Statement on Schedule TO relates to the offer by Vicor Corporation, a Delaware corporation (“Vicor” or the “Company”), to purchase for not more than \$10,000,000 cash up to 2,500,000 shares of its common stock, par value \$0.01 per share (the “Common Shares”), pursuant to (i) auction tenders at prices specified by the tendering stockholders of not greater than \$5.00 nor less than \$4.00 per Common Share or (ii) purchase price tenders, in either case upon the terms and subject to the conditions described in the Offer to Purchase, dated March 21, 2013 (the “Offer to Purchase”), a copy of which is filed herewith as Exhibit (a)(1)(A), and in the related Letter of Transmittal (the “Letter of Transmittal,” which together with the Offer to Purchase, as they may be amended or supplemented from time to time, constitute the “Tender Offer”), a copy of which is attached hereto as Exhibit (a)(1)(B). This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The information contained in the Offer to Purchase and the Letter of Transmittal is hereby incorporated by reference in response to all the items of this Schedule TO.

### **Item 1. Summary Term Sheet.**

The information under the heading “Summary Term Sheet,” included in the Offer to Purchase, is incorporated herein by reference.

### **Item 2. Subject Company Information.**

(a) The name of the issuer is Vicor Corporation. The address and telephone number of the issuer’s principal executive offices are: 25 Frontage Road, Andover, MA 01810 and (978) 470-2900.

(b) The subject securities are common stock, par value \$0.01 per share of the Company. As of March 7, 2013, there were 28,011,782 Common Shares issued and outstanding.

(c) The information about the trading market and price of the Common Shares is incorporated herein by reference from the Offer to Purchase under the heading “Section 8 — Price Range of Common Shares; Dividends.”

### **Item 3. Identity and Background of Filing Person.**

(a) The filing person to which this Schedule TO relates is Vicor. The address and telephone number of Vicor is set forth under Item 2(a) above. The names of the directors and executive officers of Vicor are as set forth in the Offer to Purchase under the heading “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares,” and such information is incorporated herein by reference. The business address and business telephone number of each director and executive officer of Vicor is c/o Vicor Corporation, 25 Frontage Road, Andover, MA 01810 and (978) 470-2900.

### **Item 4. Terms of the Transaction.**

(a) The material terms of the transaction are incorporated herein by reference from the Offer to Purchase under the headings “Summary Term Sheet,” “Section 1 — Number of Common Shares; Purchase Price; Proration,” “Section 2 — Purpose of the Offer; Certain Effects of the Offer,” “Section 3 — Procedures for Tendering Common Shares,” “Section 4 — Withdrawal Rights,” “Section 5 — Purchase of Common Shares and Payment of Purchase Price,” “Section 6 — Conditional Tender of Common Shares,” “Section 7 — Conditions of the Offer,” “Section 9 — Source and Amount of Funds,” “Section 10 — Certain Information Concerning the Company,” “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares,” “Section 14 — Material U.S. Federal Income Tax Consequences,” and “Section 15 — Extension of the Offer; Termination; Amendment.” There will be no material differences in the rights of security holders as a result of this transaction.

(b) The details regarding any purchases from an officer, director or affiliate of Vicor are incorporated herein by reference from the Offer to Purchase under the heading “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares.”

**Item 5. Past Contracts, Transactions, Negotiations and Agreements.**

Information regarding agreements involving Vicor’s securities is incorporated herein by reference from the Offer to Purchase under the headings “Section 8 — Price Range of Common Shares; Dividends” and “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares.”

**Item 6. Purposes of the Transaction and Plans or Proposals.**

(a) Information regarding the purpose of the transaction is incorporated herein by reference from the Offer to Purchase under the headings “Summary Term Sheet” and “Section 2 — Purpose of the Offer; Certain Effects of the Offer.”

(b) Information regarding the treatment of Common Shares acquired pursuant to the Tender Offer is incorporated herein by reference from the Offer to Purchase under the heading “Section 2 — Purpose of the Offer; Certain Effects of the Offer.”

(c) Information about any plans or proposals is incorporated herein by reference from the Offer to Purchase under the headings “Section 2 — Purpose of the Offer; Certain Effects of the Offer;” “Section 8 — Price Range of Common Shares; Dividends;” and “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares.”

**Item 7. Source and Amount of Funds or Other Consideration.**

(a) Information regarding the source of funds is incorporated herein by reference from the Offer to Purchase under the heading “Section 9 — Source and Amount of Funds.”

(b) Third party financing will not be required in connection with the Tender Offer.

(d) Vicor will not borrow any funds for the purpose of the transaction. Vicor will fund any purchase of Common Shares, including related fees and expenses, from available cash balances.

**Item 8. Interest in Securities of the Subject Company.**

(a) The information under the heading “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares” in the Offer to Purchase is incorporated herein by reference.

(b) The information under the heading “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares” in the Offer to Purchase is incorporated herein by reference.

**Item 9. Persons/Assets, Retained, Employed, Compensated or Used.**

(a) The information under the headings “Summary Term Sheet” and “Section 16 — Fees and Expenses” in the Offer to Purchase is incorporated herein by reference.

(b) The information under the headings “Summary Term Sheet” and “Section 16 — Fees and Expenses” in the Offer to Purchase is incorporated herein by reference.

**Item 10. Financial Statements.**

(a)-(b) Not applicable. The consideration offered consists solely of cash. Vicor will fund any purchase of Common Shares, including the related fees and expenses, from available cash balances. Vicor is a public reporting company under Section 13(a) of the Exchange Act and files reports electronically on EDGAR.

**Item 11. Additional Information.**

(a)(1) The information under the heading “Section 11 — Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares” in the Offer to Purchase is incorporated herein by reference. The Company will amend this Schedule TO to reflect material changes to information incorporated by reference in the Offer to Purchase to the extent required by Rule 13e-4(d)(2) and will amend the Schedule TO to include documents the Company may file with the Securities and Exchange Commission after the date of this Offer to Purchase pursuant to Sections 13(a), 13(c) and 14 of the Exchange Act and prior to the expiration of the Tender Offer to the extent required by Rule 13e-4(d)(2) of the Exchange Act.

(a)(2) The information under the heading “Section 13 — Certain Legal Matters; Regulatory Approvals” in the Offer to Purchase is incorporated herein by reference.

(a)(3) The information under the heading “Section 13 — Certain Legal Matters; Regulatory Approvals” in the Offer to Purchase is incorporated herein by reference.

(a)(4) The information under the heading “Section 2 — Purpose of the Offer; Certain Effects of the Offer” in the Offer to Purchase is incorporated herein by reference.

(a)(5) None. The information under the heading “Section 13 — Certain Legal Matters; Regulatory Approvals” in the Offer to Purchase is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase and the related Letter of Transmittal, as each may be amended or supplemented from time to time, is incorporated herein by reference.

**Item 12. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)	Offer to Purchase, dated March 21, 2013.
(a)(1)(B)	Letter of Transmittal.
(a)(1)(C)	Notice of Guaranteed Delivery.
(a)(1)(D)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated March 21, 2013.
(a)(1)(E)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(F)	Summary Advertisement, dated March 21, 2013.
(a)(2)	None.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(A)	Press release announcing the intention to conduct the Tender Offer, dated March 18, 2013 (incorporated by reference from the Company’s Form TO-C filed on March 18, 2013).
(a)(5)(B)	Press release announcing the commencement of the Tender Offer, dated March 21, 2013.
(b)	None.
(c)	None.

- (d)(1) Vicor Corporation Amended and Restated 2000 Stock Option and Incentive Plan (incorporated by reference to the Company's Proxy Statement for its 2002 Annual Meeting of Stockholders, filed on April 29, 2002 (File No. 000-18277)).
- (d)(2) Form of Non-Qualified Stock Option under the Vicor Corporation Amended and Restated 2000 Stock Option and Incentive Plan (incorporated by reference to the Company's Quarterly Report on Form 10-Q filed on November 4, 2004 (File No. 000-18277)).
- (d)(3) Vicor Corporation 1998 Stock Option and Incentive Plan (incorporated by reference to the Company's Registration Statement on Form S-8, as amended, under the Securities Act of 1933 (File No. 33-61177)).
- (d)(4) Vicor Corporation 1993 Stock Option Plan (incorporated by reference to the Company's Registration Statement on Form S-8, as amended, under the Securities Act of 1933 (File No. 33-65154)).
- (e) None.
- (f) Not applicable.
- (g) None.
- (h) None.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.





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(a)(5)(B)	Press release announcing the commencement of the Tender Offer, dated March 21, 2013.
(b)	None.
(c)	None.
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(d)(4)	Vicor Corporation 1993 Stock Option Plan (incorporated by reference to the Company's Registration Statement on Form S-8, as amended, under the Securities Act of 1933 (File No. 33-65154)).
(e)	None.
(f)	Not applicable.
(g)	None.
(h)	None.

**OFFER TO PURCHASE**

**Up to 2,500,000 Shares of its Common Stock  
at a Purchase Price Not Greater Than \$5.00 Per Share Nor Less Than \$4.00 Per Share  
For Not More Than \$10,000,000 Cash**

by

**VICOR CORPORATION**

THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON APRIL 22, 2013, UNLESS THE OFFER IS EXTENDED OR WITHDRAWN (SUCH DATE, AS IT MAY BE EXTENDED, THE "EXPIRATION DATE").

Vicor Corporation, a Delaware corporation (the "Company," "Vicor," "we," "our" or "us"), is offering to purchase, for not more than \$10,000,000 cash, shares of its common stock, par value \$0.01 per share (the "Common Shares"), pursuant to (i) "Auction Tenders" at prices specified by the tendering holders of not more than \$5.00 per Common Share (the "Maximum Purchase Price") nor less than \$4.00 per Common Share (the "Minimum Purchase Price"), or (ii) "Purchase Price Tenders" made by tendering holders choosing not to specify a price at which such Common Share may be purchase by the Company, in either case upon the terms and subject to the conditions described in this Offer to Purchase and in the accompanying Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer").

After the Expiration Date, Vicor will, upon the terms and subject to the conditions of the Offer, determine a single price per Common Share (the "Purchase Price"), which will be not more than the Maximum Purchase Price nor less than the Minimum Purchase Price, to be paid for Common Shares properly tendered in the Offer and not properly withdrawn, taking into account the number of Common Shares tendered pursuant to Auction Tenders and Purchase Price Tenders and the prices specified by holders tendering Common Shares pursuant to Auction Tenders. The Purchase Price will be determined as the lowest price per Common Share, not higher than the Maximum Purchase Price nor lower than the Minimum Purchase Price, at which Common Shares have been tendered or have been deemed to be tendered in the Offer that will enable Vicor to purchase the maximum number of Common Shares properly tendered in the Offer and not properly withdrawn having an aggregate purchase price not exceeding \$10 million.

Holders who tender Common Shares must indicate in the Letter of Transmittal whether they are making an Auction Tender or a Purchase Price Tender. Holders wishing to specify the price at which they would sell their tendered Common Shares should indicate an Auction Tender, identifying that price between the Maximum Purchase Price and the Minimum Purchase Price at which the holder is willing to sell his or her tendered Common Shares. Common Shares properly tendered pursuant to an Auction Tender will only be eligible for purchase by the Company if the price specified in the Auction Tender is equal to or less than the Purchase Price. Holders wishing to tender Common Shares without specifying a price at which such Common Shares may be purchased by the Company should make a Purchase Price Tender. Common Shares tendered pursuant to Purchase Price Tenders will be deemed to have been tendered at the Minimum Purchase Price for purposes of determining the Purchase Price. Under both an Auction Tender and a Purchase Price Tender, Common Shares will be purchased by the Company, upon the terms and subject to the conditions of the Offer, at the Purchase Price determined as provided herein.

Only Common Shares properly tendered at prices at or below the Purchase Price, and not properly withdrawn, will be purchased. All Common Shares purchased pursuant to the Offer will be purchased at the same Purchase Price regardless of whether the holder tendered at a lower price. However, because of the proration and conditional tender provisions described in this Offer to Purchase, all of the Common Shares tendered at or below the Purchase Price may not be purchased if more than the number of Common Shares we seek are properly tendered and not properly withdrawn. Common Shares tendered but not purchased pursuant to the Offer will be returned promptly following the Expiration Date. See Sections 3 and 4.

Our directors and executive officers have informed us that they do not intend to participate in the Offer. To our knowledge, none of our affiliates intends to tender any Common Shares in the Offer.

**The Offer is not conditioned upon obtaining financing or any minimum number of Common Shares being tendered. The Offer is, however, subject to a number of other terms and conditions. See Section 7.**

The Common Shares are listed on the NASDAQ Global Select Market (“NASDAQ”) and trade under the symbol “VICR.” On March 15, 2013, the last full trading day prior to the announcement of the intention to make the Offer, the reported closing price of the Common Shares on NASDAQ was \$4.77 per Common Share. On March 20, 2013, the last full trading day prior to the announced commencement of the Offer, the reported closing price of the Common Shares on NASDAQ was \$4.80 per Common Share. **You are urged to obtain current market quotations for the Common Shares before deciding whether, and at what price or prices, to tender your Common Shares pursuant to the Offer.** See Section 8.

THE COMPANY’S BOARD OF DIRECTORS HAS APPROVED THE OFFER. HOWEVER, NONE OF THE COMPANY’S BOARD OF DIRECTORS OR EXECUTIVE OFFICERS, THE INFORMATION AGENT, OR THE DEPOSITARY MAKES ANY RECOMMENDATION AS TO WHETHER A HOLDER SHOULD TENDER OR REFRAIN FROM TENDERING COMMON SHARES OR AS TO THE PRICE OR PRICES AT WHICH A HOLDER MAY CHOOSE TO TENDER COMMON SHARES.

YOU MUST MAKE YOUR OWN DECISIONS AS TO WHETHER TO TENDER YOUR COMMON SHARES AND, IF SO, HOW MANY COMMON SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH YOU WILL TENDER SUCH SHARES. IN DOING SO, YOU SHOULD READ CAREFULLY THE INFORMATION IN, OR INCORPORATED BY REFERENCE IN, THIS OFFER, INCLUDING THE PURPOSES AND EFFECTS OF THE OFFER. SEE SECTION 2. YOU ARE URGED TO DISCUSS YOUR DECISIONS WITH YOUR TAX ADVISORS, FINANCIAL ADVISORS AND/OR SECURITIES BROKERS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION NOR ANY OTHER REGULATORY BODY HAS APPROVED OR DISAPPROVED OF THIS TRANSACTION OR PASSED UPON THE MERITS OR FAIRNESS OF SUCH TRANSACTION OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION CONTAINED IN THE OFFER. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Questions and requests for assistance may be directed to Georgeson Inc., our Information Agent, at the telephone number and address set forth on the back cover page of this Offer to Purchase. You may request additional copies of this Offer to Purchase, the Letter of Transmittal and other associated documents from the Information Agent at the telephone number and address on the back cover page of this Offer to Purchase. The Information Agent will promptly furnish to holders additional copies of these materials at the Company’s expense. Holders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

**Offer to Purchase, dated March 21, 2013**

## IMPORTANT PROCEDURES

If you want to tender all or any portion of your Common Shares, you must do one of the following prior to the Expiration Date:

- if you hold Common Share certificates in your own name or hold Common Shares in book-entry form as a registered holder, complete and sign a Letter of Transmittal according to its instructions and deliver the executed Letter of Transmittal, together with any required signature guarantees, and the Common Share certificates, if applicable, and any other documents required by the Letter of Transmittal, to Computershare Trust Company, N.A., the Depository for the Offer, at one of the addresses shown on the Letter of Transmittal;
- if your Common Shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, contact that nominee and have the nominee tender your Common Shares for you;
- if you are an institution participating in The Depository Trust Company, tender your Common Shares according to the procedure for book-entry transfer described in Section 3 of this Offer to Purchase; or
- if you are a holder of vested options to purchase Common Shares, subject to Company policies and practices, you may exercise your vested options to purchase Common Shares through the Company's Stock Plan Administrator and tender such Common Shares in the Offer.

If you want to tender your Common Shares but your certificates for the Common Shares are not immediately available, or cannot be delivered to the Depository within the required time, or you cannot comply with the procedure for book-entry transfer on a timely basis, or your other required documents cannot be delivered to the Depository prior to the Expiration Date, you may still tender your Common Shares if you comply with the guaranteed delivery procedure described in Section 3 of this Offer to Purchase.

Holders properly tendering Common Shares pursuant to Auction Tenders at the Minimum Purchase Price and holders properly tendering Common Shares pursuant to Purchase Price Tenders can reasonably expect to have such Common Shares purchased at the Purchase Price if any Common Shares are purchased under the Offer (subject to the provisions relating to "odd lot" priority, proration and conditional tender).

We are not aware of any jurisdiction in which the making of the Offer is not in compliance with applicable law. If we become aware of any jurisdiction in which the making of the Offer is not in compliance with any applicable law, we will make a good faith effort to comply with the applicable law. If, after good faith effort, we cannot comply with the applicable law, we will not make the Offer to, nor will we accept tenders from or on behalf of, holders residing in that jurisdiction. In any jurisdiction in which the securities laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on our behalf by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

If you have any questions regarding the Offer, please contact Georgeson Inc., the Information Agent for the Offer, at (888) 605-7561.

VICOR HAS NOT AUTHORIZED ANY PARTY TO MAKE ANY RECOMMENDATION ON THE COMPANY'S BEHALF WHETHER YOU SHOULD TENDER OR REFRAIN FROM TENDERING YOUR COMMON SHARES IN THE OFFER OR AS TO THE PRICE OR PRICES AT WHICH YOU MAY CHOOSE TO TENDER YOUR COMMON SHARES IN THE OFFER. YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS OFFER TO PURCHASE AND IN THE LETTER OF TRANSMITTAL OR TO DOCUMENTS TO WHICH WE HAVE REFERRED YOU.

VICOR HAS NOT AUTHORIZED ANY PARTY TO PROVIDE INFORMATION TO YOU OR TO MAKE ANY REPRESENTATION IN CONNECTION WITH THE OFFER OTHER THAN THE INFORMATION AND REPRESENTATIONS CONTAINED IN THIS OFFER TO PURCHASE AND THE LETTER OF TRANSMITTAL. IF ANY PARTY MAKES ANY RECOMMENDATION OR PROVIDES ANY INFORMATION OR REPRESENTATION, YOU MUST NOT RELY UPON THAT RECOMMENDATION, INFORMATION OR REPRESENTATION AS HAVING BEEN AUTHORIZED BY THE COMPANY, THE DEPOSITARY, OR THE INFORMATION AGENT.

## TABLE OF CONTENTS

SUMMARY TERM SHEET	1
FORWARD-LOOKING STATEMENTS	8
INTRODUCTION	9
THE TENDER OFFER	12
Section 1. Number of Common Shares; Purchase Price; Proration.	12
Section 2. Purpose of the Offer; Certain Effects of the Offer.	14
Section 3. Procedures for Tendering Common Shares.	16
Section 4. Withdrawal Rights.	21
Section 5. Purchase of Common Shares and Payment of Purchase Price.	21
Section 6. Conditional Tender of Common Shares.	22
Section 7. Conditions of the Offer.	23
Section 8. Price Range of Common Shares; Dividends.	25
Section 9. Source and Amount of Funds.	25
Section 10. Certain Information Concerning the Company.	25
Section 11. Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares.	27
Section 12. Effects of the Offer on the Market for Common Shares; Registration under the Exchange Act.	30
Section 13. Certain Legal Matters; Regulatory Approvals.	30
Section 14. Material U.S. Federal Income Tax Consequences.	30
Section 15. Extension of the Offer; Termination; Amendment.	35
Section 16. Fees and Expenses.	36
Section 17. Miscellaneous.	36

## SUMMARY TERM SHEET

*For your convenience, we are providing this summary term sheet, which sets forth answers to some of the questions you, as a holder of Common Shares, may have about the Offer to Purchase. While this Summary Term Sheet highlights certain material information in this Offer to Purchase, we emphasize it does not present the details to the same extent set forth in the entire Offer to Purchase. To understand the Offer to Purchase more fully and for a more complete description of the terms of the Offer to Purchase, we encourage you to carefully read this entire Offer to Purchase and the Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer"), as well as other documents associated with our Offer. We have included references to the sections of this Offer to Purchase, within which you will find a more complete description of the topics in this summary.*

### **Who is making the Offer?**

Vicor Corporation, a Delaware corporation, which we refer to as the "Company," "Vicor," "we," "our" or "us," is offering to purchase, for not more than \$10,000,000 cash, up to 2,500,000 shares of its common stock, par value \$0.01 per share (the "Common Shares") or such lesser number of Common Shares as are properly tendered or deemed by us to be properly tendered, accepted for tender, and not properly withdrawn.

### **Who can participate in the Offer?**

All holders of Common Shares may participate in the Offer. Our directors and executive officers have informed us they do not intend to participate in the Offer. To our knowledge, none of our affiliates intends to tender any Common Shares in the Offer.

### **Are shares of Vicor's Class B Common Stock eligible for tender?**

No.

### **What will be the per share price for my shares accepted in the tender?**

Vicor is utilizing a "Modified Dutch Auction" process to determine a single price per Common Share (the "Purchase Price"), within a range of prices established by the Company, at which the Company would purchase all Common Shares properly tendered, accepted for tender, and not properly withdrawn that would enable Vicor to purchase the maximum number of Common Shares not exceeding \$10 million in aggregate value.

Vicor is offering to purchase the Common Shares pursuant to (i) "Auction Tenders" at prices specified by the tendering holders of not more than \$5.00 per Common Share (the "Maximum Purchase Price") nor less than \$4.00 per Common Share (the "Minimum Purchase Price"), or (ii) "Purchase Price Tenders" made by tendering holders choosing not to specify a price at which such Common Share may be purchase by the Company, in either case upon the terms and subject to the conditions described in this Offer to Purchase and in the accompanying Letter of Transmittal.

Promptly after 5:00 p.m., New York City time, on April 22, 2013, unless the Offer is extended or withdrawn (such date, as it may be extended, the "Expiration Date"), we will, upon the terms and subject to the conditions of the Offer, determine the Purchase Price, which will be not higher than the Maximum Purchase Price nor lower than the Minimum Purchase Price, to be paid for Common Shares properly tendered, accepted for tender, and not properly withdrawn, taking into account the number of Common Shares tendered pursuant to Auction Tenders and Purchase Price Tenders and the prices specified by holders tendering Common Shares pursuant to Auction Tenders.

The Purchase Price will be determined as the lowest price per Common Share that would enable Vicor to purchase the maximum number of Common Shares properly tendered, accepted for tender, and not properly withdrawn having an aggregate purchase price not exceeding \$10 million. We will publicly announce the Purchase Price promptly after we have determined such Purchase Price.

**How will Vicor pay for the Common Shares, what will be the form of payment, and how will I be paid?**

We will fund any purchase of Common Shares pursuant to the Offer, including related fees and expenses, from our available cash. We will pay for the Common Shares by depositing the aggregate Purchase Price with the Depository promptly after the Expiration Date. The Depository will act as agent for tendering holders and will transmit to you the payment for all of your Common Shares properly tendered, accepted for tender, and not properly withdrawn. Upon the terms and subject to the conditions of the Offer (including the proration provisions), the Depository will distribute cash (in the form of a bank check), less any applicable withholding taxes and without interest, to all holders who have properly tendered (and have not properly withdrawn) their Common Shares. *See Section 1, Section 5, and Section 9.*

**How do I tender my Common Shares?**

If you want to tender all or any portion of your Common Shares, you must do one of the following prior to the Expiration Date:

- if you hold certificates or hold Common Shares in book-entry form as a registered holder in your own name, complete and sign a Letter of Transmittal according to its instructions and deliver it, together with any required signature guarantees, the Common Share certificates, if applicable, and any other documents required by the Letter of Transmittal, to the Depository, at the address shown on the Letter of Transmittal;
- if your Common Shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, contact the nominee and have the nominee tender your Common Shares for you;
- if you are an institution participating in The Depository Trust Company (“DTC”), tender your Common Shares according to the procedure for book-entry transfer described in Section 3 of this Offer to Purchase; or
- if you want to tender your Common Shares but your certificates for the Common Shares are not immediately available, or cannot be delivered to the Depository within the required time, or you cannot comply with the procedure for book-entry transfer on a timely basis, or your other required documents cannot be delivered to the Depository prior to the Expiration Date, you may still tender your Common Shares if you comply with the guaranteed delivery procedure described in Section 3.

You may contact the Information Agent for assistance. The contact information for the Information Agent is on the back cover page of this Offer to Purchase. *See Section 3 and the instructions to the Letter of Transmittal.*

**Will I have to pay brokerage fees and commissions if I tender my Common Shares?**

If you are the holder of record of your Common Shares and you tender your Common Shares directly to the Depository, you will not incur any brokerage fees or commissions. If you hold your Common Shares through a broker, dealer, commercial bank, trust company or other nominee and that nominee tenders Common Shares on your behalf, that nominee may charge you a fee for doing so. We urge you to consult your broker, dealer, commercial bank, trust company or other nominee to determine whether any such charges will apply. *See Section 3.*

**Will I have to pay a stock transfer tax if I tender my Common Shares?**

If you instruct the Depository in the Letter of Transmittal to make the payment for the tendered Common Shares to the holder of record, you will not incur any stock transfer tax. *See Section 5.*

**What will happen if I do not tender my Common Shares?**

Holders who do not participate in the Offer will retain their Common Shares and, if the Company completes the Offer, their relative ownership interest in the Company will increase. *See Section 2.*

**How many Common Shares is Vicor offering to purchase?**

We will purchase, at the Purchase Price, Common Shares properly tendered, accepted for tender, and not properly withdrawn up to a maximum aggregate purchase price of \$10 million. Since the Purchase Price will only be determined after the Expiration Date, the number of Common Shares to be purchased will not be known until after that date. If the Purchase Price is determined to be \$4.00 per Common Share, the Minimum Purchase Price, the maximum number of Common Shares that will be purchased under the Offer is 2,500,000. If the Purchase Price is determined to be \$5.00 per Common Share, the Maximum Purchase Price, the minimum number of Common Shares that will be purchased under the Offer is 2,000,000.

The Offer is not conditioned upon any minimum number of Common Shares being tendered. The Offer is, however, subject to a number of other terms and conditions. *See Section 1 and Section 7.*

**What will happen if the number of Common Shares tendered results in an aggregate purchase price of more than \$10 million?**

If the number of Common Shares properly tendered, accepted for tender, and not properly withdrawn would result in an aggregate purchase price above \$10 million, we will purchase all such Common Shares at or below the Purchase Price on a *pro rata* basis, except for “odd lots” (i.e., lots held by owners of less than 100 shares), which we will purchase on a priority basis as described in the immediately following paragraph. *See Section 1.*

**If I own fewer than 100 shares and I tender all of my shares, will I be subject to proration?**

If you own beneficially or of record fewer than 100 Common Shares, you properly tender all of these Common Shares at or below the Purchase Price before the Offer expires, and you complete the section entitled “Odd Lots” in the Letter of Transmittal, we will purchase all of your Common Shares without subjecting them to the proration procedure. *See Section 1.*

**How long do I have to tender my Common Shares?**

You may tender your Common Shares until the Offer expires on the Expiration Date. If a broker, dealer, commercial bank, trust company or other nominee holds your Common Shares, it is likely such nominee will have an earlier deadline for you to act to provide instructions to accept the Offer on your behalf. We urge you to immediately contact your broker, dealer, commercial bank, trust company or other nominee to find out its deadline. *See Sections 1 and 3.*

**Once I have tendered Common Shares in the Offer, can I withdraw my tender?**

Yes. You can withdraw your Common Shares at any time prior to the Expiration Date, or such later time and date to which we may extend the Offer, in which case you can withdraw your Common Shares until the expiration of the Offer as extended. In addition, unless we have already accepted your Common Shares for payment, you may withdraw your Tendered Common Shares at any time after 11:59 P.M., New York City time, on May 16, 2013. *See Section 4.*

**How do I withdraw Common Shares previously tendered?**

To properly withdraw Common Shares you previously tendered, you must deliver, on a timely basis, a written or facsimile notice of your withdrawal to the Depository, at one of its addresses appearing on the back



cover page of this Offer to Purchase, while you still have the right to withdraw the Common Shares. Your notice of withdrawal must specify your name, the number of Common Shares to be withdrawn and the name of the registered holder of such Common Shares. Some additional requirements apply if the certificates for Common Shares to be withdrawn have been delivered to the Depositary or if your Common Shares have been tendered under the procedure for book-entry transfer set forth in Section 3. If you have tendered your Common Shares by giving instructions to a broker, dealer, commercial bank, trust company or other nominee, you must instruct that nominee to arrange for the withdrawal of your Common Shares. *See Section 4.*

**Can the Offer be extended, amended or terminated and, if so, under what circumstances?**

We can extend the Offer in our sole discretion at any time, subject to applicable laws. We may, however, decide not to extend the Offer. If we were to extend the Offer, we cannot indicate, at this time, the length of any extension we may provide. If we extend the Offer, we will delay the acceptance of any Common Shares tendered. We can also amend or terminate the Offer, subject to applicable law. *See Sections 7 and 15.*

**How will I be notified if the Offer is extended or amended?**

If the Offer is extended, we will issue a press release announcing the extension and the new Expiration Date no later than 9:00 a.m., New York City time, on the first business day after the previously scheduled Expiration Date (i.e., April 23, 2013). We will announce any amendment to the Offer by issuing a press release announcing the amendment. *See Section 15.*

**How do holders of vested stock options for Common Shares participate in the Offer?**

Options to purchase Common Shares cannot be tendered in the Offer. If you hold vested but unexercised options, you may exercise such options through the Company's Stock Plan Administrator, E\*TRADE Financial Corporation, in accordance with the Company's policies and practices, and tender the Common Shares received upon such exercise in accordance with the Offer. Exercises of options cannot be revoked even if some or all of the Common Shares received upon the exercise thereof and tendered in the Offer are not purchased pursuant to the Offer for any reason. You should evaluate this Offer to Purchase carefully to determine if participation would be advantageous to you based on your stock option exercise prices and the expiration date of your options, the range of tender prices and the provisions for pro rata purchases described in Section 1. We strongly encourage option holders to discuss the Offer with their own tax advisor, financial advisor and/or securities broker.

It is the option holder's responsibility to tender Common Shares in the Offer to the extent such holder wants to participate, and it may be difficult to secure delivery of Common Shares issued pursuant to vested stock options in a time period sufficient to allow tender of those Common Shares prior to the Expiration Date. Accordingly, we suggest you exercise your vested options and satisfy the exercise price for such Common Shares in accordance with the terms of the related stock option plan and option agreement and Company policies and practices at least four business days prior to the Expiration Date (which, unless the Offer is extended, means you should exercise your vested stock options and satisfy the related exercise price no later than 4:00 p.m., New York City time, on April 16, 2013). *See Section 3.*

**What are the conditions to the Offer?**

Our obligation to accept and purchase and pay for Common Shares tendered in the Offer depends upon a number of conditions that must be satisfied or waived on or prior to the Expiration Date, including:

- no action, suit, proceeding or application by any government or governmental, regulatory or administrative agency, authority or tribunal or by any other person, domestic, foreign or supranational, before any court, authority, agency, other tribunal or arbitrator or arbitration shall have been instituted or shall be pending,

nor shall we have received notice of any such action, that directly or indirectly (1) challenges or seeks to challenge, restrain, prohibit, delay or otherwise affect the making of the Offer, the acquisition by us of some or all of the Common Shares pursuant to the Offer or otherwise relates in any manner to the Offer or seeks to obtain material damages in respect of the Offer or (2) seeks to make the purchase of, or payment for, some or all of the Common Shares pursuant to the Offer illegal or may result in a delay in our ability to accept for payment or pay for some or all of the Common Shares;

- our acceptance for payment, purchase or payment for any Common Shares tendered in the Offer shall not violate or conflict with, or otherwise be contrary to, any applicable law, statute, rule, regulation, decree or order;
- no action shall have been taken nor any statute, rule, regulation, judgment, decree, injunction or order (preliminary, permanent or otherwise) shall have been proposed, sought, enacted, entered, promulgated, enforced or deemed to be applicable to the Offer or us or any of our subsidiaries by any court, government or governmental agency or other regulatory or administrative authority or body, domestic or foreign, which (1) indicates that any approval or other action of any such court, agency or authority may be required in connection with the Offer or the purchase of Common Shares thereunder or (2) is reasonably likely to make the purchase of, or payment for, some or all of the Common Shares pursuant to the Offer illegal or to prohibit, restrict or delay consummation of the Offer;
- no general suspension of trading in, or limitation on prices for, securities on any United States national securities exchange or in the over-the-counter market, declaration of a banking moratorium or any suspension of payments in respect of banks in the United States, whether or not mandatory, or any limitation, whether or not mandatory, by any governmental, regulatory or administrative agency or authority on, or any event that is likely, in our reasonable judgment, to materially adversely affect, the extension of credit by banks or other lending institutions in the United States shall have occurred;
- no commencement or escalation, on or after March 21, 2013, of war, armed hostilities or other international or national calamity, including, but not limited to, an act of terrorism involving the United States or any other jurisdiction in which Vicor or any of our subsidiaries have an office;
- no decrease of more than 10% in the market price for the Common Shares or in the Dow Jones Industrial Average, New York Stock Exchange Index, NASDAQ Composite Index or the Standard and Poor's 500 Composite Index measured from the close of trading on March 20, 2013, shall have occurred;
- no change in general political, market, economic, financial or industry conditions in the United States or internationally that, in our reasonable judgment, has, or could reasonably be expected to have, a material adverse effect on the business, properties, assets, liabilities, capitalization, holders' equity, condition (financial or otherwise), operations, results of operations or prospects of Vicor and our subsidiaries, taken as a whole, on the value of or trading in the Common Shares, on our ability to consummate the Offer or on the benefits of the Offer to us, shall have occurred;
- no change, condition, event or development (including any act of nature or man-made disaster) or any condition, event or development involving a prospective change in the business, properties, assets, liabilities, capitalization, holders' equity, condition (financial or otherwise), operations, licenses, franchises, permits, permit applications, results of operations or prospects of Vicor or any of our subsidiaries that, in our reasonable judgment, has, or could reasonably be expected to have, a material adverse effect on Vicor and our subsidiaries, taken as a whole, on the value of or trading in the Common Shares, on our ability to consummate the Offer or on the benefits of the Offer to us, shall have occurred;
- no tender or exchange offer for any or all of our outstanding Common Shares (other than the Offer) shall have been proposed, announced or made by any person or entity or shall have been publicly disclosed; and

- no approval, permit, authorization, favorable review or consent or waiver of or filing with any domestic or foreign governmental entity or other authority or any third party consent or notice, required to be obtained or made in connection with the Offer, shall not have been obtained or made on terms and conditions satisfactory to us in our reasonable judgment.
- we shall have determined the completion of the Offer and the purchase of the Common Shares pursuant to the Offer would be likely, in our reasonable judgment, to cause the Common Shares to be (1) held by less than 300 persons, (2) delisted from NASDAQ, or (3) eligible for deregistration under the Exchange Act.

See Section 7.

**Are there any governmental or regulatory approvals, consents, or filings to be made or obtained in connection with the Offer?**

We are not aware of any approval or other action by any governmental, administrative or regulatory authority or agency, domestic, foreign or supranational, required for our purchase or ownership of Common Shares as contemplated by the Offer. Should any such approval or other action or notice filings be required, we presently contemplate we will seek that approval or other action and make or cause to be made such notice filings. We cannot predict whether we will be required to delay the acceptance for payment of or payment for Common Shares tendered in the Offer pending the outcome of any such approval or other action. There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial cost or conditions or that the failure to obtain the approval or other action might not result in adverse consequences to our business and financial condition. Our obligations under the Offer to accept for payment and pay for Common Shares are subject to the satisfaction of certain conditions. See Sections 7 and 13.

**What are the federal income tax consequences if I tender my Common Shares?**

Generally, if you are a "U.S. Holder" (as defined in Section 14), the receipt of cash from us in exchange for the Common Shares you tender in the Offer will be a taxable event for federal income tax purposes. The receipt of cash for your tendered Common Shares will generally be treated for federal income tax purposes either as (a) a sale or exchange of tendered Common Shares eligible for capital gain or loss treatment or (b) a distribution in respect of stock from the Company. If you are a U.S. Holder, you should complete the Form W-9 included as part of the Letter of Transmittal. Any tendering holder or other payee who is a U.S. Holder and who fails to complete, sign and return to the Depositary the Form W-9 included in the Letter of Transmittal (or such other Internal Revenue Service form as may be applicable) may be subject to federal backup withholding. Such withholding would be equal to 28% of the gross proceeds paid to the holder or other payee pursuant to the Offer. All holders should review the discussion in Sections 3 and 14 regarding material federal income tax issues and consult their own tax advisor regarding the tax consequences of the Offer. See Sections 3 and 14.

**What is the accounting treatment of the Offer for Vicor?**

The financial reporting for the purchase of Common Shares pursuant to the Offer will result in a reduction of our stockholders' equity in an amount equal to the aggregate purchase price of the Common Shares purchased plus the fees related to the Offer, as well as a corresponding reduction in total cash. The reduction in the number of Common Shares outstanding will be included in the computation of basic and diluted earnings per share. See Section 2.

**What is the recent market price for the Common Shares?**

On March 15, 2013, the last full trading day before announcement of the intention to make the Offer, the reported closing price of the Common Shares on the NASDAQ Global Select Market ("NASDAQ") was \$4.77

per Common Share, and on March 20, 2013, the last full trading day before commencement of the Offer, the reported closing price of the Common Shares on NASDAQ was \$4.80 per Common Share.

You are urged to obtain current market quotations for the Common Shares before deciding whether, and at what price or prices, to tender your Common Shares pursuant to the Offer. *See Section 8.*

**What is the rationale for the Offer?**

The Company's Board of Directors believes the purchase of Common Shares at current per share price levels is a prudent and appropriate use of the Company's financial resources, given our current capitalization, cash balance, and operational profile. The Board of Directors also believes the use of the "Modified Dutch Auction" process is prudent and appropriate means of determining the Purchase Price and providing adequate liquidity to any investors whose trading ability may be constrained by the relatively low trading volume and small trading float of the Common Shares. *See Section 2.*

**Has the Company or its Board of Directors adopted a position on the Offer?**

The Company's Board of Directors has approved the Offer. However, none of the Company's Board of Directors or executive officers, the Information Agent, or the Depositary makes any recommendation to you as to whether an individual holder should tender or refrain from tendering Common Shares or as to the price or prices at which a holder may choose to tender Common Shares. You must make your own decisions as to whether to tender your Common Shares and, if so, how many Common Shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in, or incorporated by reference in, this Offer to Purchase and in the Letter of Transmittal, including the purposes and effects of the Offer. You are urged to discuss your decisions with your own tax advisors, financial advisors, and/or securities brokers. *See Section 2.*

**Do Vicor's executive officers or members of its Board of Directors intend to tender their Common Shares in the Offer?**

Our directors and executive officers have informed us they do not intend to participate in the Offer. To our knowledge, none of our affiliates intends to tender any Common Shares in the Offer.

**Whom do I contact if I have questions about the Offer?**

For additional information or assistance, you may contact Georgeson Inc., our Information Agent, at the telephone number and address set forth on the back cover page of this Offer to Purchase. You may request additional copies of this Offer to Purchase, the Letter of Transmittal and other Offer documents from the Information Agent at the telephone number and address on the back cover page of this Offer to Purchase. The Information Agent will promptly furnish to holders additional copies of these materials at the Company's expense. Holders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

## FORWARD-LOOKING STATEMENTS

This Offer to Purchase, the documents incorporated by reference herein and the documents to which we refer you contain forward-looking statements about the Company. 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: the transition of our business strategically and organizationally from serving a highly diversified customer base to serving an increasing number of large customers; the level of customer orders overall and, in particular, from large customers and the delivery lead times associated therewith; the financial and operational impact of customer changes to shipping schedules; the derivation of a portion of our sales in each quarter from orders booked in the same quarter; our ongoing development of power conversion architectures, switching topologies, packaging technologies, and products; our plans to invest in expanded manufacturing capacity and the timing thereof; our belief regarding currency risk being mitigated because of limited foreign exchange fluctuation exposure; our continued success depending in part on our ability to attract and retain qualified personnel; our belief cash generated from operations and the total of our cash and cash equivalents will be sufficient to fund operations for the foreseeable future; our intentions regarding the declaration and payment of cash dividends; our intentions regarding protecting our rights under our patents; and our expectation that no current litigation or claims will have a material adverse impact on its financial position or results of operations. These statements are based upon our current expectations and estimates as to the prospective events and circumstances that may or may not be within our control and as to which there can be no assurance. Actual results could differ materially from those implied by forward-looking statements as a result of various factors, including our ability to: hire and retain key personnel; develop and market new products and technologies cost effectively and on a timely basis; leverage our new technologies in standard products to promote market acceptance of our new approach to power system architecture; leverage design wins into increased product sales; continue to meet requirements of key customers and prospects; enter into licensing agreements increasing our market opportunity and accelerating market penetration; realize significant royalties under such licensing agreements; achieve sustainable bookings rates for our products across both markets and geographies; improve manufacturing and operating efficiencies; successfully enforce our intellectual property rights; successfully defend outstanding litigation; and maintain an effective system of internal controls over financial reporting, including our ability to obtain required financial information for investments on a timely basis, our ability to assess the value of assets, including illiquid investments, and the accounting therefor. These and other factors that may influence actual results are described in our most recent Annual Report on Form 10-K, including but not limited to those described 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 discussion of our business contained therein, including the identification and assessment of factors that may influence actual results, may not be exhaustive. Therefore, the information presented in this Offer to Purchase should be read together with other documents we file with the Securities and Exchange Commission from time to time, including Forms 10-K, 10-Q and 8-K, which may supplement, modify, supersede or update information discussed herein.

## INTRODUCTION

To Holders of Vicor Corporation Common Shares:

Vicor Corporation (the “Company,” “Vicor,” “we,” “our” or “us”) invites its holders to tender their shares of common stock, par value \$0.01 per share of the Company (the “Common Shares”), for purchase by the Company.

Upon the terms and subject to the conditions of this Offer to Purchase and the Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the “Offer”), we are offering to purchase up to 2,500,000 Common Shares pursuant to (i) auction tenders at prices specified by the tendering holders of not greater than \$5.00 (the “Maximum Share Price”) nor less than \$4.00 per Common Share (the “Minimum Share Price”) (“Auction Tenders”), or (ii) purchase price tenders, under which Common Shares will be purchased, upon the terms and subject to the conditions of the Offer, at the Purchase Price (as defined below) determined as provided herein (“Purchase Price Tenders”). Holders who wish to tender Common Shares without specifying a price at which such Common Shares may be purchased by the Company should make a Purchase Price Tender.

**The Offer will expire on April 22, 2013, at 5:00 p.m., New York City time, unless the Offer is extended or withdrawn (such date, as it may be extended, the “Expiration Date”).**

After the Expiration Date, assuming the conditions to the Offer have been satisfied or waived, we will determine a single price per Common Share (the “Purchase Price”), which will be not more than the Maximum Share Price and not less than the Minimum Share Price, we will pay for Common Shares properly tendered in the Offer and not properly withdrawn, taking into account the number of Common Shares tendered pursuant to Auction Tenders and Purchase Price Tenders and the prices specified by holders tendering Common Shares pursuant to Auction Tenders. Common Shares tendered pursuant to Purchase Price Tenders will be deemed to have been tendered at the Minimum Purchase Price for purposes of determining the Purchase Price. The Purchase Price will be the lowest price per Common Share that would enable us to purchase the maximum number of properly tendered Common Shares having an aggregate purchase price not exceeding \$10,000,000. Common Shares tendered pursuant to an Auction Tender will only be taken up if the price specified in the Auction Tender is equal to or less than the Purchase Price.

All Common Shares purchased pursuant to the Offer will be purchased at the same Purchase Price regardless of whether the holder tendered at a lower price. However, because of the “odd lot” priority, proration and conditional tender provisions described in this Offer to Purchase, all of the Common Shares tendered at or below the Purchase Price may not be purchased if more than the number of Common Shares we seek are properly tendered and not properly withdrawn.

Only Common Shares properly tendered at prices at or below the Purchase Price, and not properly withdrawn, will be purchased. Common Shares tendered but not purchased pursuant to the Offer will be returned promptly following the Expiration Date. See Sections 3 and 4.

HOLDERS MUST COMPLETE, AMONG OTHER ITEMS, THE SECTION OF THE LETTER OF TRANSMITTAL RELATING TO THE PRICE OR PRICES AT WHICH THEY ARE TENDERING COMMON SHARES IN ORDER TO PROPERLY TENDER COMMON SHARES. HOLDERS WHO TENDER COMMON SHARES MUST SPECIFY WHETHER THEY ARE MAKING AN AUCTION TENDER OR A PURCHASE PRICE TENDER. ANY HOLDER WISHING TO TENDER COMMON SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH COMMON SHARES ARE BEING TENDERED. SEE SECTION 3.

THE OFFER IS NOT CONDITIONED UPON OBTAINING FINANCING OR ANY MINIMUM NUMBER OF COMMON SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO A NUMBER OF OTHER TERMS AND CONDITIONS. SEE SECTION 7.

THE COMPANY'S BOARD OF DIRECTORS HAS APPROVED THE OFFER. HOWEVER, NONE OF THE COMPANY'S BOARD OF DIRECTORS OR EXECUTIVE OFFICERS, THE INFORMATION AGENT, OR THE DEPOSITARY MAKES ANY RECOMMENDATION TO YOU WHETHER TO TENDER OR REFRAIN FROM TENDERING YOUR COMMON SHARES OR AS TO THE PRICE OR PRICES AT WHICH YOU MAY CHOOSE TO TENDER YOUR COMMON SHARES. YOU MUST MAKE YOUR OWN DECISIONS AS TO WHETHER TO TENDER YOUR COMMON SHARES AND, IF SO, HOW MANY COMMON SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH YOU WILL TENDER THEM. IN DOING SO, YOU SHOULD READ CAREFULLY THE INFORMATION IN, OR INCORPORATED BY REFERENCE IN, THIS OFFER TO PURCHASE AND IN THE LETTER OF TRANSMITTAL, INCLUDING THE PURPOSES AND EFFECTS OF THE OFFER. SEE SECTION 2. YOU ARE URGED TO DISCUSS YOUR DECISIONS WITH YOUR OWN TAX ADVISORS, FINANCIAL ADVISORS, AND/OR SECURITIES BROKERS.

Upon the terms and subject to the conditions of the Offer, if the number of Common Shares properly tendered, accepted for tender, and not properly withdrawn prior to the Expiration Date would result in an aggregate purchase price of more than \$10,000,000, we will purchase such Common Shares:

- *First*, owned beneficially or of record by a holder of fewer than 100 Common Shares who properly tenders all of such Common Shares at or below the Purchase Price (partial tenders will not qualify for this preference) and completes, or whose broker, bank or other nominee completes, the section captioned "Odd Lots" in the Letter of Transmittal;
- *Second*, from all holders who properly tender Common Shares at or below the Purchase Price, on a pro rata basis, with appropriate adjustments to avoid the purchase of fractional Common Shares (except for holders who tendered Common Shares conditionally for which the condition was not satisfied), until we have purchased Common Shares resulting in an aggregate purchase price of \$10,000,000; and
- *Third*, only if necessary to permit us to purchase Common Shares resulting in an aggregate purchase price of \$10,000,000 million, from holders who properly tender Common Shares at or below the Purchase Price conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, holders whose Common Shares are conditionally tendered must have properly tendered and not properly withdrawn all of their Common Shares prior to the Expiration Date. See Sections 1 and 6.

Because of the "odd lot" priority, proration and conditional tender provisions described above, we may not purchase all of the Common Shares that you tender even if you tender them at or below the Purchase Price. See Section 1.

The Purchase Price will be paid to tendering holders in cash, less any applicable withholding taxes and without interest, for all Common Shares purchased. Tendering holders who hold Common Shares registered in their own name and who tender their Common Shares directly to the Depositary will not be obligated to pay brokerage commissions, solicitation fees or, except as set forth in Section 5 hereof, stock transfer taxes on the purchase of Common Shares by us pursuant to the Offer. Holders owning Common Shares in a brokerage account or otherwise through a broker, dealer, commercial bank, trust company or other nominee are urged to consult their broker, dealer, commercial bank, trust company or other nominee to determine whether any charges may apply if holders tender Common Shares through such nominees and not directly to the Depositary. See Section 3.

Also, any tendering holder or other payee who is a U.S. Holder (as defined in Section 14) and who fails to complete, sign and return to the Depositary the Form W-9 included with the Letter of Transmittal (or such other Internal Revenue Service form as may be applicable) may be subject to federal income tax backup withholding of 28% of the gross proceeds paid to the U.S. Holder or other payee pursuant to the Offer, unless such holder establishes that such holder is within the class of persons exempt from backup withholding. See Section 3. Also, see Section 14 regarding material federal income tax consequences of the Offer.

In addition, holders of vested but unexercised options to purchase Common Shares under our share-based compensation plans may exercise such options through the Company's Stock Plan Administrator, E\*TRADE Financial Corporation, in accordance with the terms of our share-based compensation plan and the Company's policies and practices, and tender in the Offer some or all of the Common Shares issued upon such exercise. See Sections 3 and 11.

We will pay all reasonable fees and expenses incurred in connection with the Offer by the Depositary and Information Agent. See Section 16.

As of March 7, 2013, there were 28,011,782 Common Shares issued and outstanding. The Company also has Class B Common Stock, par value \$0.01 per share, of which 11,767,052 shares were issued and outstanding as of March 7, 2013. Shares of Class B Common Stock are not registered under the Exchange Act and are not the subject of this Offer. The maximum of 2,500,000 Common Shares we are offering to purchase under the Offer represents approximately 8.9% of the total number of Common Shares issued and outstanding as of March 7, 2013. Assuming the Offer is fully subscribed, the minimum of 2,000,000 Common Shares we are offering to purchase under the Offer represents approximately 7.1% of the total number of Common Shares issued and outstanding as of March 7, 2013. See Section 1.

The Common Shares are listed on the NASDAQ Global Select Market ("NASDAQ") and trade under the symbol "VICR". On March 15, 2013, the last full trading day before the announcement of the intention to make the Offer, the reported closing price of the Common Shares on NASDAQ was \$4.77 per Common Share. On March 20, 2013, the last full trading day before the announcement of the Offer's commencement, the reported closing price of the Common Shares on NASDAQ was \$4.80 per Common Share. You are urged to obtain current market quotations for the Common Shares before deciding whether, and at what price or prices, to tender your Common Shares pursuant to the Offer. See Section 8.

References in this Offer to Purchase to "dollars" and "\$" are to the lawful currency of the United States of America, unless otherwise indicated or the context suggests otherwise.



## THE OFFER

### Section 1. Number of Common Shares; Purchase Price; Proration.

*General.* Promptly following the Expiration Date, Vicor will, upon the terms and subject to the conditions of the Offer, determine a single Purchase Price (which will be not more than the Maximum Purchase Price and not less than the Minimum Purchase Price) it will pay for Common Shares properly tendered in the Offer and not properly withdrawn, taking into account the number of Common Shares tendered pursuant to Auction Tenders and Purchase Price Tenders and the prices specified by holders tendering Common Shares pursuant to Auction Tenders. Common Shares tendered pursuant to Purchase Price Tenders will be deemed to have been tendered at the Minimum Purchase Price for purposes of determining the Purchase Price. The Purchase Price will be the lowest price per Common Share of not more than the Maximum Purchase Price and not less than the Minimum Purchase Price that will enable Vicor to purchase the maximum number of Common Shares properly tendered, accepted for tender, and not properly withdrawn having an aggregate purchase price not exceeding \$10 million. Common Shares properly tendered pursuant to an Auction Tender will only be taken up if the price specified in the Auction Tender is equal or less than the Purchase Price.

Promptly after determining the Purchase Price, Vicor will publicly announce the Purchase Price and all holders who have properly tendered and not properly withdrawn their Common Shares pursuant to Auction Tenders at prices equal to or less than the Purchase Price or pursuant to Purchase Price Tenders will receive the Purchase Price, payable in cash, without interest, but subject to applicable withholding taxes, for all Common Shares purchased upon the terms and subject to the conditions of the Offer, including the provisions relating to “odd lot” priority, proration and conditional tender described below.

The Purchase Price will be denominated in United States dollars and all payments to tendering holders under the Offer will be made in United States dollars.

Holders properly tendering Common Shares pursuant to Auction Tenders at the Minimum Purchase Price, and holders properly tendering Common Shares pursuant to Purchase Price Tenders can reasonably expect to have such Common Shares purchased at the Purchase Price if any Common Shares are purchased under the Offer (subject to provisions relating to “odd lot” priority, proration and conditional tender described below).

Common Shares acquired pursuant to the Offer will be acquired by Vicor free and clear of all liens, charges, encumbrances, security interests, claims, restrictions and equities whatsoever, together with all rights and benefits arising therefrom, provided that any dividends or distributions which may be declared, paid, issued, distributed, made or transferred on or in respect of such Common Shares to holders of record on or prior to the date on which the Common Shares are taken up and paid for under the Offer shall be for the account of such holders. See Section 8.

**The Offer is not conditioned upon obtaining financing or any minimum number of Common Shares being tendered. The Offer is, however, subject to a number of other terms and conditions. See Section 7.**

*Priority of Purchases.* Upon the terms and subject to the conditions of the Offer, if the number of Common Shares properly tendered, accepted for tender, and not properly withdrawn would result in an aggregate purchase price of more than \$10,000,000, we will purchase such Common Shares:

- *First*, we will purchase all shares tendered by any Odd Lot Holder (as defined below) who:
  - properly tenders and does not properly withdraw all shares owned beneficially or of record by the Odd Lot Holder at a price at or below the Purchase Price (tenders of less than all of the shares owned by an Odd Lot Holder will not qualify for this preference); and
  - completes the section entitled “Odd Lots” in the Letter of Transmittal or, in the case of a book-entry transfer, an Agent’s Message (as defined below), and, if applicable, in the Notice of Guaranteed Delivery;

- *Second*, from all holders who properly tender Common Shares at or below the Purchase Price, on a pro rata basis, with appropriate adjustments to avoid the purchase of fractional Common Shares (except for holders who tendered Common Shares conditionally for which the condition was not satisfied), until we have purchased Common Shares resulting in an aggregate purchase price of \$10,000,000; and
- *Third*, only if necessary to permit us to purchase Common Shares resulting in an aggregate purchase price of \$10,000,000 million, from holders who properly tender Common Shares at or below the Purchase Price conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, holders whose Common Shares are conditionally tendered must have properly tendered and not properly withdrawn all of their Common Shares prior to the Expiration Date.

As a result of the foregoing priorities applicable to the purchase of Common Shares tendered, it is possible all of the Common Shares a holder tenders in the Offer at or below the Purchase Price may not be purchased. In addition, if a tender is conditioned upon the purchase of a specified number of Common Shares, it is possible none of those Common Shares will be purchased.

*Odd Lots.* The term “odd lots” means all shares properly tendered prior to the Expiration Date at prices at or below the Purchase Price and not properly withdrawn by any person who owned, beneficially or of record, a total of fewer than 100 shares and so certified in the appropriate place on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery (an “Odd Lot Holder”). To qualify for this preference, an Odd Lot Holder must tender all shares owned by the Odd Lot Holder in accordance with the procedures described in Section 3. Odd lots will be accepted for payment before any proration of the purchase of other tendered shares. This preference is not available to partial tenders or to beneficial or record holders of 100 or more shares in the aggregate, even if these holders have separate accounts or certificates representing fewer than 100 shares. By tendering in the Offer, an Odd Lot Holder who holds shares in his or her name and tenders such shares directly to the Depository would not only avoid the payment of brokerage commissions, but also would avoid any applicable odd lot discounts in a sale of the holder’s shares. Any Odd Lot Holder wishing to tender all of his or her shares pursuant to the Offer should complete the section entitled “Odd Lots” in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery.

*Proration.* If proration of Common Shares properly tendered, accepted for tender, and not properly withdrawn is required, we will determine the proration factor promptly following the Expiration Date. Subject to adjustment to avoid the purchase of fractional Common Shares and subject to conditional tenders described in Section 6, proration for each holder tendering Common Shares (other than a Odd Lot Holder) will be based on the ratio of the number of Common Shares properly tendered and not properly withdrawn by the holder to the total number of Common Shares properly tendered and not properly withdrawn by all holders (other than Odd Lot Holders) at or below the Purchase Price. The preliminary results of any proration will be announced by press release promptly after the Expiration Date. After the Expiration Date, holders may obtain preliminary proration information from the Information Agent and also may be able to obtain the information from their brokers. If the Offer is oversubscribed, Common Shares properly tendered at or below the Purchase Price will be subject to proration.

As described in Section 14, the number of Common Shares we will purchase from a holder pursuant to the Offer may affect the federal income tax consequences of the purchase to the holder and, therefore, may be relevant to a holder’s decisions whether or not to tender Common Shares and whether or not to condition any tender upon our purchase of a stated number of Common Shares held by such holder. The Letter of Transmittal affords each holder who tenders Common Shares registered in such holder’s name directly to the Depository the opportunity to designate the order of priority in which Common Shares tendered are to be purchased in the event of proration as well as the ability to condition such tender on a minimum number of Common Shares being purchased. See Section 6.

This Offer to Purchase and the Letter of Transmittal will be mailed to record holders of the Common Shares and will be furnished to brokers, dealers, commercial banks, trust companies and other nominee holders and

similar persons whose names, or the names of whose nominees, appear on Vicor's Common Share holder list, or, if applicable, who are listed as participants in a clearing agency's security position listing, for subsequent transmittal to beneficial owners of Common Shares.

**Section 2. Purpose of the Offer; Certain Effects of the Offer.**

*Purpose of the Offer.*

THE COMPANY'S BOARD OF DIRECTORS HAS APPROVED THE OFFER. HOWEVER, NONE OF THE COMPANY'S BOARD OF DIRECTORS OR EXECUTIVE OFFICERS, THE INFORMATION AGENT, OR THE DEPOSITARY MAKES ANY RECOMMENDATION TO YOU AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING YOUR SHARES OR AS TO THE PRICE OR PRICES AT WHICH YOU MAY CHOOSE TO TENDER YOUR SHARES. WE HAVE NOT AUTHORIZED ANY PERSON TO MAKE ANY SUCH RECOMMENDATION. YOU MUST MAKE YOUR OWN DECISIONS AS TO WHETHER TO TENDER YOUR SHARES AND, IF SO, HOW MANY SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH YOU WILL TENDER THEM. IN DOING SO, YOU SHOULD READ CAREFULLY THE INFORMATION IN, OR INCORPORATED BY REFERENCE IN, THIS OFFER TO PURCHASE AND IN THE LETTER OF TRANSMITTAL, INCLUDING THE PURPOSES AND EFFECTS OF THE OFFER. YOU ARE URGED TO DISCUSS YOUR DECISIONS WITH YOUR OWN TAX ADVISORS, FINANCIAL ADVISORS, AND/OR SECURITIES BROKERS.

Our Board of Directors believes the purchase of Common Shares at current per share price levels is a prudent and appropriate use of the Company's financial resources, given our current capitalization, cash balance, and operational profile. The Board of Directors also believes the use of the "Modified Dutch Auction" process is prudent and appropriate means of determining the Purchase Price and providing adequate liquidity to any investors whose trading ability may be constrained by the relatively low trading volume and small trading float of the Common Shares.

Holders with a longer-term investment horizon seeking to achieve a greater percentage of equity ownership in the Company will be able to do so by not participating in the Offer, which, if the Offer is completed, would result in those holders having a greater percentage ownership in Vicor.

Where shares are tendered by the registered owner of those shares directly to the Depositary, the sale of those shares in the Offer may permit the seller to avoid the usual transaction costs associated with open market sales. Furthermore, any Odd Lot Holders who hold shares registered in their names and tender their shares directly to the Depositary and whose shares are purchased under the Offer will avoid not only the payment of brokerage commissions but also any applicable odd lot discounts that might be payable on sales of their shares in market transactions.

On March 7, 2013, Vicor announced the final results of its earlier tender offer, which commenced on November 26, 2012, and expired on March 1, 2013, by which the Company had offered to repurchase Common Shares, at a price no greater than \$5.38 per share and no less than \$4.30 per share, valued in aggregate up to \$20 million. The Company accepted for purchase 2,031,995 of its Common Shares at a price of \$5.38 per share for a total cost of approximately \$10.9 million, excluding fees and expenses relating to the tender offer. The Common Shares purchased pursuant to the earlier tender offer represented approximately 6.8% of the 30,043,777 Common Shares issued and outstanding as of March 6, 2013.

*Certain Effects of the Offer.* Holders who do not tender their Common Shares in the Offer and holders who otherwise retain an equity interest in the Company as a result of a partial tender of Common Shares or proration will continue to be owners of the Company. As a result, if we complete the Offer, those holders consequently will realize an increase in their relative ownership interest in the Company and also will bear the attendant risks associated with owning our Common Shares. Holders may be able to sell non-tendered Common Shares in the

future in the open market at a net price significantly higher or lower than the Purchase Price pursuant to the Offer. We can give no assurance as to the price at which a holder may be able to sell Common Shares in the future.

The Offer will reduce our trading float (i.e., the number of Common Shares owned by non-affiliated holders and available for trading in the securities markets), and is likely to reduce the number of our holders. The ownership of our Common Stock is concentrated between Dr. Patrizio Vinciarelli, the Company's Chairman of the Board, President and Chief Executive Officer, and a limited number of institutional investors. As a result of the Offer, the proportional holdings of affiliates, notably Dr. Vinciarelli, and large institutional holders will increase. However, we believe completion of the Offer will not result in a change of control of the Company, nor do we believe the trading float will be reduced to a point at which the remaining Common Shares would not qualify for listing on NASDAQ.

Dr. Vinciarelli owned, as of March 20, 2013, 9,675,480 Common Shares, representing approximately 35% of our Common Shares outstanding. Dr. Vinciarelli owns 11,023,648 shares of our Class B Common Stock, representing 93.7% of such shares issued and outstanding. Because a share of Class B Common Stock, exchangeable into one Common Share, possesses 10 votes per share, Dr. Vinciarelli controls share voting power, on a fully-diluted basis, in excess of 82%. As such, Vicor is defined as a "Controlled Company" under NASDAQ rules and therefore exempt from certain governance requirements regarding independence and composition of certain committees of the Board of Directors.

Certain institutional investors have been long-term owners of our Common Stock. As of December 31, 2012, the most recent reporting date for institutional holders, the 10 largest institutional shareholders owned over 22% of our issued and outstanding shares and over 30% of our Common Shares. Accordingly, the trading float for our Common Stock and average daily trading volumes are relatively small, which can negatively impact investors' ability to buy or sell shares of our Common Stock in a timely manner.

Common Shares we acquire pursuant to the Offer will be retained as treasury shares by us (unless and until our Board of Directors determines to retire or reissue such Common Shares). Such Common Shares will be held in treasury with the status of authorized Common Shares and will be available for us to reissue without further holder action for all purposes except as prohibited or limited by applicable law or the rules of NASDAQ. We have no current plans for the reissuance of Common Shares purchased pursuant to the Offer, but reserve the right to do so without notice.

The financial reporting for the purchase of Common Shares pursuant to the Offer will result in a reduction of our stockholders' equity in an amount equal to the aggregate purchase price of the Common Shares purchased plus the fees related to the Offer, as well as a corresponding reduction in total cash. The reduction in the number of Common Shares outstanding will be included in the computation of basic and diluted earnings per share.

Our Common Shares are currently "margin securities" under the rules of the Federal Reserve Board. This has the effect, among other things, of allowing brokers to extend credit to their customers using the Common Shares as collateral. We believe, following the purchase of Common Shares pursuant to the Offer, the Common Shares will continue to be "margin securities" for purposes of the Federal Reserve Board's margin regulations.

Except as disclosed or incorporated by reference in this Offer to Purchase, Vicor currently has no plans, proposals or negotiations underway that relate to or would result in:

- any material extraordinary transaction, such as a merger, reorganization or liquidation, involving Vicor or any of its subsidiaries;
- any purchase, sale or transfer of a material amount of assets of Vicor or any of its subsidiaries;
- any material change in the present dividend rate or policy, or indebtedness or capitalization of Vicor;

- any change in the present Board of Directors or management of Vicor, including, but not limited to, any plans or proposals to change the number or the term of members of our Board of Directors, or to fill any existing vacancies on the Board of Directors, or to change any material term of the employment contract of any executive officer;
- any other material change in Vicor's corporate structure or business;
- any class of equity securities of Vicor becoming eligible for termination of registration under Section 12(g)(4) of the Exchange Act or ceasing to be authorized for listing on NASDAQ;
- the suspension of Vicor's obligation to file reports under Section 15(d) of the Exchange Act;
- the acquisition by any person of additional securities of Vicor, or the disposition by any person of securities of Vicor, other than purchases and dispositions related to the exercise of outstanding options to purchase Common Shares and the vesting of restricted stock units granted to certain employees (including members of our Board of Directors and executive officers); or
- any changes in Vicor's Certificate of Incorporation or Bylaws, in each case as currently in effect, or other governing instruments or other actions that could impede the acquisition of control of Vicor.

Although we do not currently have any plans, other than as disclosed or incorporated by reference in this Offer to Purchase, that relate to or would result in any of the events discussed above, as we evaluate opportunities, we may undertake or plan actions that relate to or could result in one or more of these events (including, without limitation, opportunities to acquire or dispose of businesses). We reserve the right to change our plans and intentions at any time as we deem appropriate.

### **Section 3. Procedures for Tendering Common Shares.**

*Proper Tender of Common Shares.* For Common Shares to be tendered properly in the Offer:

- the certificates for the Common Shares, or confirmation of receipt of the Common Shares pursuant to the procedure for book-entry transfer set forth below, together with a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, including any required signature guarantees, or an Agent's Message (as defined below) in the case of a book-entry transfer, and any other documents required by the Letter of Transmittal, must be received prior to the Expiration Date by the Depository at its address set forth on the back cover page of this Offer to Purchase; or
- the tendering holder must, prior to the Expiration Date, comply with the guaranteed delivery procedure set forth below.

**In accordance with Instruction 5 to the Letter of Transmittal, each holder desiring to tender Common Shares in the Offer must either check (1) one, and only one, of the boxes in the section of the Letter of Transmittal captioned "Auction Price Tender: Price (in Dollars) per Common Share at Which Common Shares are Being Tendered," indicating the price at which Common Shares are being tendered, or (2) the box in the section of the Letter of Transmittal captioned "Purchase Price Tender," in which case you will be deemed to have tendered your Common Shares at the Minimum Purchase Price (YOU SHOULD UNDERSTAND THIS ELECTION MAY CAUSE THE PURCHASE PRICE TO BE LOWER AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PURCHASE PRICE.) A tender of Common Shares will be proper only if, among other things, one, and only one, of these boxes is checked on the Letter of Transmittal. Holders who tender Common Shares must specify whether they are making an Auction Tender or Purchase Price Tender.**

If tendering holders wish to maximize the chance that their Common Shares will be purchased, they should check the box in the section of the Letter of Transmittal captioned "Purchase Price Tender." Note this election is

deemed to be a tender of Common Shares at the Minimum Purchase Price and could result in the tendered Common Shares being purchased at the Minimum Purchase Price. See Section 8 for recent market prices for the Common Shares.

If tendering holders wish to indicate a specific price at which their Common Shares are being tendered, they must check the box indicating such price under the section captioned "Auction Price Tenders: Price per Common Share at Which Common Shares are Being Tendered." Tendering holders should be aware this election could mean that none of their Common Shares will be purchased if the price selected by the holder is higher than the Purchase Price. A holder who wishes to tender Common Shares at more than one price must complete a separate Letter of Transmittal for each price at which Common Shares are being tendered. The same Common Shares cannot be tendered (unless previously properly withdrawn in accordance with the terms of the Offer) at more than one price. Separate notices of withdrawal (described in Section 4) are not required for each Letter of Transmittal unless each Letter of Transmittal tenders Common Shares at different prices; however, absent a notice of withdrawal, subsequent Letters of Transmittal do not revoke prior Letters of Transmittal. Holders may contact the Depository for additional instructions.

Holders holding Common Shares in a brokerage account or otherwise through a broker, dealer, commercial bank, trust company or other nominee, must contact their broker, dealer, commercial bank, trust company or other nominee in order to tender their Common Shares. Holders who hold Common Shares through nominee holders are urged to consult their nominees to determine whether any charges may apply if holders tender Common Shares through such nominees and not directly to the Depository.

Odd Lot Holders must tender all of their shares and also complete the section entitled "Odd Lots" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery, if they wish to qualify for the preferential treatment available to Odd Lot Holders as described in Section 1.

Holders may tender Common Shares subject to the condition that all or a specified minimum number of Common Shares be purchased. Any holder desiring to make such a conditional tender should so indicate in the section entitled "Conditional Tender" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery. It is the tendering holder's responsibility to determine the minimum number of Common Shares to be purchased. **HOLDERS ARE URGED TO CONSULT THEIR OWN INVESTMENT AND TAX ADVISORS WITH RESPECT TO THE EFFECT OF PRORATION OF THE OFFER AND THE ADVISABILITY OF MAKING A CONDITIONAL TENDER.** See Sections 6 and 14.

*Signature Guarantees and Method of Delivery.* No signature guarantee is required if:

- the Letter of Transmittal is signed by the registered holder of the Common Shares tendered and the holder has not completed either the box entitled "Special Delivery Instructions" or the box entitled "Special Payment Instructions" in the Letter of Transmittal; or
- Common Shares are tendered for the account of a broker, dealer, commercial bank, or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program, the NASDAQ OMX Group, Inc., Medallion Signature Program, the Stock Exchange Medallion Program, or an "eligible guarantor institution," as the term is defined in Rule 17Ad-15 under the Exchange Act (each of the foregoing constituting an "Eligible Institution").

If a certificate for Common Shares is registered in the name of a person other than the person executing a Letter of Transmittal, or if payment is to be made, or Common Shares not purchased or tendered are to be issued, to a person other than the registered holder of the certificate surrendered, then the tendered certificate must be endorsed or accompanied by an appropriate stock power, signed in either case exactly as the name of the registered holder appears on the certificate, with the signature guaranteed by an Eligible Institution.

In all cases, payment for Common Shares tendered and accepted for payment pursuant to the Offer will be made only after timely receipt by the Depository of certificates for the Common Shares (or a timely confirmation

of the book-entry transfer of the Common Shares into the Depository's account at DTC, as described below), a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, including any required signature guarantees, or an Agent's Message (as defined below) in the case of a book-entry transfer, and any other documents required by the Letter of Transmittal.

**The method of delivery of all documents, including certificates for Common Shares, the Letter of Transmittal and any other required documents, including delivery through DTC, is at the sole election and risk of the tendering holder. Common Shares will be deemed delivered only when actually received by the Depository (including, in the case of a book-entry transfer, by book-entry confirmation). If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.**

*Book-Entry Delivery.* The Depository will establish an account with respect to the Common Shares for purposes of the Offer at DTC within two business days after the date of this Offer to Purchase, and any financial institution that is a participant in DTC's system may make book-entry delivery of the Common Shares by causing DTC to transfer those Common Shares into the Depository's account in accordance with DTC's procedures for that transfer. Although delivery of Common Shares may be effected through a book-entry transfer into the Depository's account at DTC, either (1) a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, with any required signature guarantees, or an Agent's Message, and any other required documents must, in any case, be transmitted to, and received by, the Depository at one of its addresses set forth on the back cover page of this Offer to Purchase prior to the Expiration Date or (2) the guaranteed delivery procedure described below must be followed if book-entry transfer of the Common Shares cannot be effected prior to the Expiration Date.

The confirmation of a book-entry transfer of Common Shares into the Depository's account at DTC is referred to in this Offer to Purchase as a "book-entry confirmation." **Delivery of documents to DTC in accordance with DTC's procedures will not constitute delivery to the Depository.**

The term "Agent's Message" means a message transmitted by DTC to, and received by, the Depository and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgement from the participant tendering Common Shares through DTC that such participant has received, and agrees to be bound by, the terms of the Letter of Transmittal and that Vicor may enforce such agreement against that participant.

*Guaranteed Delivery.* If a holder desires to tender Common Shares in the Offer and the holder's Common Share certificates are not immediately available or cannot be delivered to the Depository prior to the Expiration Date (or the procedures for book-entry transfer cannot be completed on a timely basis), or if time will not permit delivery of all required documents to the Depository prior to the Expiration Date, the Common Shares may still be tendered if all of the following conditions are satisfied:

- the tender is made by or through an Eligible Institution;
- the Depository receives by hand, mail, overnight courier or facsimile transmission, prior to the Expiration Date, a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form Vicor has provided with this Offer to Purchase, including (where required) a signature guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery; and
- the certificates for all tendered Common Shares, in proper form for transfer (or confirmation of book-entry transfer of the Common Shares into the Depository's account at DTC), together with a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, or an Agent's Message in the case of a book-entry transfer, and any required signature guarantees and other documents required by the Letter of Transmittal, are received by the Depository within three business days after the date of receipt by the Depository of the Notice of Guaranteed Delivery.

Holders may contact the Information Agent or their broker for assistance. The contact information for the Information Agent is on the back cover page of this Offer to Purchase.

*Stock Options.* Options to purchase Common Shares cannot be tendered in the Offer. If you hold vested but unexercised options, you may exercise such options through the Company's Stock Plan Administrator, E\*TRADE Financial Corporation, in accordance with the terms of our share-based compensation plans and the Company's policies and practices, and tender the Common Shares received upon such exercise in accordance with the Offer. Exercises of options cannot be revoked even if some or all of the Common Shares received upon the exercise thereof and tendered in the Offer are not purchased pursuant to the Offer for any reason. You should evaluate this Offer to Purchase carefully to determine if participation would be advantageous to you based on your stock option exercise prices and the expiration date of your options, the range of tender prices and the provisions for pro rata purchases by Vicor described in Section 1. We strongly encourage option holders to discuss the Offer with their own tax advisor, financial advisor and/or securities broker.

Please be advised it is the option holder's responsibility to tender Common Shares in the Offer to the extent such holder wants to participate and it may be difficult to secure delivery of Common Shares issued pursuant to vested stock options in a time period sufficient to allow tender of those Common Shares prior to the Expiration Date. Accordingly, we suggest you exercise your vested options and satisfy the exercise price for such Common Shares in accordance with the terms of the related stock option plan and option agreement and Company policies and practices at least four business days prior to the Expiration Date (which, unless the Offer is extended, means you should exercise your vested stock options and satisfy the related exercise price no later than 4:00 p.m., New York City time, on April 16, 2013).

*Return of Unpurchased Common Shares.* If any tendered Common Shares are not purchased, or if less than all Common Shares evidenced by a holder's certificates are tendered, certificates for unpurchased Common Shares will be returned promptly after the expiration or termination of the Offer or the proper withdrawal of the Common Shares, or, in the case of Common Shares tendered by book-entry transfer at DTC, the Common Shares will be credited to the appropriate account maintained by the tendering holder at DTC, in each case without expense to the holder.

*U.S. Federal Income Tax Backup Withholding.* Under the federal income tax backup withholding rules, unless an exemption applies under the applicable law and regulations, 28% of the gross proceeds payable to a tendering holder or other payee who is a U.S. Holder pursuant to the Offer must be withheld and remitted to the Internal Revenue Service (the "IRS"), unless the tendering holder or other payee provides its taxpayer identification number (employer identification number or social security number) to the Depositary (as payor) and certifies under penalties of perjury that the number is correct or otherwise establishes an exemption. Therefore, each tendering holder that is a U.S. Holder (as defined in Section 14) should complete and sign the Form W-9 included as part of the Letter of Transmittal so as to provide the information and certification necessary to avoid backup withholding, unless the holder otherwise establishes to the satisfaction of the Depositary that the holder is not subject to backup withholding. If a U.S. Holder does not provide the Depositary with the correct taxpayer identification number, the U.S. Holder may be subject to penalties imposed by the IRS. If backup withholding results in an overpayment of taxes, a refund may be obtained from the IRS in accordance with its refund procedures.

Certain "exempt recipients" (including, among others, all corporations and certain Non-U.S. Holders (as defined in Section 14)) are not subject to backup withholding. In order for a Non-U.S. Holder (other than a partnership) to qualify as an exempt recipient, that holder must submit an IRS Form W-8BEN, W-8IMY (with any required attachments), W-8ECI, or W-8EXP, as applicable (which may be obtained on the IRS website ([www.irs.gov](http://www.irs.gov))), signed under penalties of perjury, attesting to that holder's exempt status. See Instruction 2 to the Letter of Transmittal.

Information reporting to the IRS may also apply to proceeds from the Offer.



**Holders are urged to consult with their own tax advisors regarding information reporting and possible qualifications for exemption from backup withholding tax and the procedure for obtaining any applicable exemption.**

For a more complete discussion of federal income tax consequences to tendering holders, see Section 14.

*Determination of Validity; Rejection of Common Shares; Waiver of Defects; No Obligation to Give Notice of Defects.* All questions as to the number of Common Shares to be accepted, the Purchase Price to be paid for Common Shares to be accepted and the validity, form, eligibility, including time of receipt, and acceptance for payment of any tender of Common Shares will be determined by Vicor, in its sole discretion, and will be final and binding on all parties. Vicor reserves the absolute right to reject any or all tenders of any Common Shares it determines are not in proper form or the acceptance for payment of or payment for which may, in the opinion of the Company's counsel, be unlawful. Vicor also reserves the absolute right to waive any of the conditions of the Offer prior to the Expiration Date with respect to all tendered Common Shares. Vicor also reserves the absolute right to waive any defect or irregularity in any tender with respect to any particular Common Shares, whether or not Vicor waives similar defects or irregularities in the case of any other holder. No tender of Common Shares will be deemed to have been properly made until all defects or irregularities have been cured by the tendering holder or waived by Vicor. Vicor will not be liable for failure to waive any condition of the Offer, or any defect or irregularity in any tender of Common Shares. None of Vicor, the Depositary, the Information Agent, or any other person will be obligated to give notice of any defects or irregularities in tenders, nor will any of them incur any liability for failure to give any such notice.

*Tendering Holder's Representation and Warranty; Our Acceptance Constitutes an Agreement.* It is a violation of Rule 14e-4 promulgated under the Exchange Act for a person acting alone or in concert with others, directly or indirectly, to tender Common Shares for such person's own account unless, at the time of tender and at the end of the proration period or period during which Common Shares are accepted by lot, such person has a "net long position" (i.e., more Common Shares held in long positions than in short positions) in (1) a number of Common Shares equal to or greater than the amount tendered and will deliver or cause to be delivered such Common Shares for the purpose of tendering to us within the period specified in the Offer or (2) other securities immediately convertible into, exercisable for or exchangeable into a number of Common Shares ("Equivalent Securities") equal to or greater than the number of Common Shares tendered and, upon the acceptance of such tender, will acquire such Common Shares by conversion, exchange, or exercise of such Equivalent Securities and will deliver or cause to be delivered such Common Shares so acquired for the purpose of tender to us within the period specified in the Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of Common Shares made pursuant to any method of delivery set forth herein will constitute the tendering holder's acceptance of the terms and conditions of the Offer, as well as the tendering holder's representation and warranty to us that (i) such holder has a "net long position" in a number of Common Shares or Equivalent Securities at least equal to the Common Shares being tendered within the meaning of Rule 14e-4 and (ii) such tender of Shares complies with Rule 14e-4. Our acceptance for payment of Common Shares tendered in the Offer will constitute a binding agreement between the tendering holders and us upon the terms and subject to the conditions of the Offer, including the foregoing representations and warranties of the tendering holders.

*Lost or Destroyed Certificates.* If any certificate representing Common Shares has been lost or destroyed, the holder should promptly notify the Depositary at the phone number or address set forth on the back cover page of this Offer to Purchase. The holder will then be instructed as to the steps that must be taken in order to replace the certificate(s) or to submit an affidavit of lost or destroyed certificate(s) and agreement of indemnity. The Letter of Transmittal and related documents cannot be processed until the procedures for replacing lost or destroyed certificates have been followed. Holders are requested to contact the Depositary immediately in order to permit timely processing of this documentation.

**Certificates for Common Shares, together with a properly completed Letter of Transmittal and any other documents required by the Letter of Transmittal, must be delivered to the Depositary and not to Vicor or the Information Agent. Any certificates delivered to Vicor or the Information Agent will not be forwarded to the Depositary and will not be deemed to be properly tendered.**

#### **Section 4. Withdrawal Rights.**

Common Shares tendered in the Offer may be withdrawn at any time prior to the Expiration Date. In addition, unless Vicor has already accepted your tendered Common Shares for payment, you may withdraw your tendered Common Shares at any time after 11:59 P.M., New York City time, on May 16, 2013. Except as otherwise provided in this Section 4, tenders of Common Shares pursuant to the Offer are irrevocable.

For a withdrawal to be effective, a written or facsimile notice of withdrawal must be received in a timely manner by the Depositary at one of its addresses set forth on the back cover page of this Offer to Purchase, and any notice of withdrawal must specify the name of the tendering holder, the number of Common Shares to be withdrawn and the name of the registered holder of the Common Shares to be withdrawn, if different from the person who tendered the Common Shares. A holder who has tendered Common Shares at more than one price must complete a separate notice of withdrawal for Common Shares tendered at each price. If the certificates for Common Shares to be withdrawn have been delivered or otherwise identified to the Depositary, then, before the release of those certificates, the tendering holder also must submit the serial numbers shown on those particular certificates for Common Shares to be withdrawn and, unless an Eligible Institution has tendered those Common Shares, the signature(s) on the notice of withdrawal must be guaranteed by an Eligible Institution. If Common Shares have been tendered pursuant to the procedure for book-entry transfer described in Section 3, the notice of withdrawal also must specify the name and the number of the account at DTC to be credited with the withdrawn Common Shares and must otherwise comply with DTC's procedures.

Withdrawals may not be rescinded, and any Common Shares properly withdrawn will be deemed not properly tendered for purposes of the Offer. However, properly withdrawn Common Shares may be re-tendered prior to the Expiration Date by again following one of the procedures described in Section 3.

All questions as to the form and validity, including the time of receipt, of any notice of withdrawal will be determined by Vicor, in its sole discretion, and will be final and binding on all parties. Vicor reserves the absolute right to waive any defect or irregularity in the notice of withdrawal or method of withdrawal of Common Shares by any holder, whether or not Vicor waives similar defects or irregularities in the case of any other holder. None of Vicor, the Depositary, the Information Agent, or any other person will be obligated to give notice of any defects or irregularities in any notice of withdrawal, nor will any of them incur liability for failure to give any such notice.

If Vicor extends the Offer, is delayed in its purchase of Common Shares, or is unable to purchase Common Shares pursuant to the Offer for any reason, then, without prejudice to the Company's rights under the Offer, the Depositary may, subject to applicable law, retain tendered Common Shares on behalf of Vicor, and such Common Shares may not be withdrawn, except to the extent tendering holders are entitled to withdrawal rights as described in this Section 4.

#### **Section 5. Purchase of Common Shares and Payment of Purchase Price.**

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Date, we will (1) determine the Purchase Price we will pay for Common Shares properly tendered and not properly withdrawn prior to the Expiration Date, taking into account the number of Common Shares so tendered and the prices specified by tendering holders, and (2) accept for payment and pay an aggregate purchase price of up to \$10 million for Common Shares properly tendered at prices at or below the Purchase Price and not properly withdrawn prior to the Expiration Date. For purposes of the Offer, we will be deemed to have accepted for payment, subject to the "odd lot" priority, proration and conditional tender provisions of the Offer, Common Shares properly tendered at or below the Purchase Price and not properly withdrawn, only when, as and if we give oral or written notice to the Depositary of our acceptance of the Common Shares for payment pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer, we will accept for payment and pay the Purchase Price per Common Share for all of the Common Shares accepted for payment pursuant to the Offer promptly after the Expiration Date. In all cases, payment for Common Shares tendered and accepted for payment pursuant to the Offer will be made promptly, taking into account any time necessary to determine any proration, but only after timely receipt by the Depository of (1) certificates for Common Shares, or a timely book-entry confirmation of the deposit of Common Shares into the Depository's account at DTC, (2) a properly completed and duly executed Letter of Transmittal (or manually signed facsimile of the Letter of Transmittal) including any required signature guarantees, or, in the case of a book-entry transfer, an Agent's Message, and (3) any other required documents.

We will pay for Common Shares purchased pursuant to the Offer by depositing the aggregate Purchase Price for the Common Shares with the Depository, which will act as agent for tendering holders for the purpose of receiving payment from us and transmitting payment to the tendering holders.

In the event of proration, we will determine the proration factor and pay for those tendered Common Shares accepted for payment promptly after the Expiration Date. Certificates for all Common Shares tendered and not purchased, including all Common Shares tendered at prices in excess of the Purchase Price and Common Shares not purchased due to proration or conditional tenders, will be returned or, in the case of Common Shares tendered by book-entry transfer, will be credited to the account maintained with DTC by the participant who delivered the Common Shares, to the tendering holder at our expense promptly after the Expiration Date or termination of the Offer.

**Under no circumstances will we pay interest on the Purchase Price, even if there is any delay in making payment. In addition, if certain events occur prior to the Expiration Date, we may not be obligated to purchase Common Shares pursuant to the Offer. See Section 7.**

In addition, subject to applicable law, we have expressly reserved the right, in our sole discretion, to amend the Offer in any respect, including by decreasing or increasing the consideration offered in the Offer or by decreasing or increasing the number of Shares sought in the Offer. See Section 15.

We will pay all stock transfer taxes, if any, payable on the transfer to us of Common Shares purchased pursuant to the Offer. If, however, payment of the Purchase Price is to be made to, or (in the circumstances permitted by the Offer) if unpurchased Common Shares are to be registered in the name of, any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person signing the Letter of Transmittal, the amount of all stock transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to the person, will be deducted from the Purchase Price unless satisfactory evidence of the payment of the stock transfer taxes, or exemption from payment of the stock transfer taxes, is submitted to the Depository.

#### **Section 6. Conditional Tender of Common Shares.**

Under certain circumstances described in Section 1 and subject to the exception for Odd Lot Holders, if the Offer is over-subscribed, we will prorate the Common Shares purchased pursuant to the Offer. As discussed in Section 14, the number of Common Shares to be purchased from a particular holder may affect the federal income tax treatment of the purchase to the holder and the holder's decision whether to tender. The conditional tender alternative is made available for holders seeking to take steps to have Common Shares sold pursuant to the Offer treated as a sale or exchange of such Common Shares by the holder, rather than a distribution to the holder, for federal income tax purposes. Accordingly, a holder may tender Common Shares subject to the condition that all or a specified minimum number of the holder's Common Shares tendered must be purchased if any Common Shares tendered are purchased. Any holder desiring to make a conditional tender must so indicate in the section entitled "Conditional Tender" in the Letter of Transmittal, and, if applicable, in the Notice of Guaranteed Delivery. It is the tendering holder's responsibility to calculate the minimum number of Common Shares that must be purchased from the holder in order for the holder to qualify for sale or exchange (rather than

distribution) treatment for U.S. federal income tax purposes. Holders are urged to consult with their own tax advisors. No assurances can be provided that a conditional tender will achieve the intended U.S. federal income tax result for any holder tendering Common Shares.

Any tendering holder wishing to make a conditional tender must calculate and appropriately indicate the minimum number of Common Shares that must be purchased if any are to be purchased. After the Expiration Date, if the number of Common Shares properly tendered and not properly withdrawn pursuant to Auction Tender at a price equal to or less than the Purchase Price and pursuant to Purchase Price Tender would result in an aggregate purchase price of more than \$10 million, so that we must prorate our acceptance of and payment for tendered Common Shares, we will calculate a preliminary proration percentage, after taking into account the priority given to tenders of odd lots, based upon all Common Shares properly tendered, conditionally or unconditionally, and not properly withdrawn. If the effect of this preliminary proration would be to reduce the number of Common Shares to be purchased from any tendering holder below the minimum number specified by that holder, the Common Shares conditionally tendered will automatically be regarded as withdrawn (except as provided in the next paragraph).

After giving effect to these withdrawals, we will accept the remaining Common Shares properly tendered, conditionally or unconditionally, on a *pro rata* basis, if necessary. If the withdrawal of conditional tenders would cause the total number of Common Shares to be purchased to fall below an aggregate Purchase Price of \$10 million, then, to the extent feasible, we will select enough of the Common Shares conditionally tendered that would otherwise have been withdrawn to permit us to purchase such number of Common Shares. In selecting among the conditional tenders, we will select by random lot, treating all tenders by a particular holder as a single lot, and will limit our purchase in each case to the designated minimum number of Common Shares to be purchased. To be eligible for purchase by random lot, holders whose Common Shares are conditionally tendered must have properly tendered all of their Common Shares.

All Common Shares tendered by a holder subject to a conditional tender and withdrawn as a result of proration and not otherwise purchased will be returned at our expense to the tendering holder promptly after the Expiration Date.

#### **Section 7. Conditions of the Offer.**

Notwithstanding any other provision of the Offer, we will not be required to accept for payment, purchase or pay for any Common Shares tendered, and may terminate or amend the Offer or may postpone the acceptance for payment of, or the purchase of or the payment for, Common Shares tendered, subject to the rules under the Exchange Act, if at any time prior to the Expiration Date any of the following events or circumstances shall have occurred (or shall have been reasonably determined by us to have occurred):

- no action, suit, proceeding or application by any government or governmental, regulatory or administrative agency, authority or tribunal or by any other person, domestic, foreign or supranational, before any court, authority, agency, other tribunal or arbitrator or arbitration shall have been instituted or shall be pending, nor shall we have received notice of any such action, that directly or indirectly (1) challenges or seeks to challenge, restrain, prohibit, delay or otherwise affect the making of the Offer, the acquisition by us of some or all of the Common Shares pursuant to the Offer or otherwise relates in any manner to the Offer or seeks to obtain material damages in respect of the Offer or (2) seeks to make the purchase of, or payment for, some or all of the Common Shares pursuant to the Offer illegal or may result in a delay in our ability to accept for payment or pay for some or all of the Common Shares;
- our acceptance for payment, purchase or payment for any Common Shares tendered in the Offer shall not violate or conflict with, or otherwise be contrary to, any applicable law, statute, rule, regulation, decree or order;

- no action shall have been taken nor any statute, rule, regulation, judgment, decree, injunction or order (preliminary, permanent or otherwise) shall have been proposed, sought, enacted, entered, promulgated, enforced or deemed to be applicable to the Offer or us or any of our subsidiaries by any court, government or governmental agency or other regulatory or administrative authority or body, domestic or foreign, which (1) indicates that any approval or other action of any such court, agency or authority may be required in connection with the Offer or the purchase of Common Shares thereunder or (2) is reasonably likely to make the purchase of, or payment for, some or all of the Common Shares pursuant to the Offer illegal or to prohibit, restrict or delay consummation of the Offer;
- no general suspension of trading in, or limitation on prices for, securities on any United States national securities exchange or in the over-the-counter market, declaration of a banking moratorium or any suspension of payments in respect of banks in the United States, whether or not mandatory, or any limitation, whether or not mandatory, by any governmental, regulatory or administrative agency or authority on, or any event that is likely, in our reasonable judgment, to materially adversely affect, the extension of credit by banks or other lending institutions in the United States shall have occurred;
- no commencement or escalation, on or after March 21, 2013, of war, armed hostilities or other international or national calamity, including, but not limited to, an act of terrorism involving the United States or any other jurisdiction in which Vicor or any of our subsidiaries have an office;
- no decrease of more than 10% in the market price for the Common Shares or in the Dow Jones Industrial Average, New York Stock Exchange Index, NASDAQ Composite Index or the Standard and Poor's 500 Composite Index measured from the close of trading on March 20, 2013, shall have occurred;
- no change in general political, market, economic, financial or industry conditions in the United States or internationally that, in our reasonable judgment, has, or could reasonably be expected to have, a material adverse effect on the business, properties, assets, liabilities, capitalization, holders' equity, condition (financial or otherwise), operations, results of operations or prospects of Vicor and our subsidiaries, taken as a whole, on the value of or trading in the Common Shares, on our ability to consummate the Offer or on the benefits of the Offer to us, shall have occurred;
- no change, condition, event or development (including any act of nature or man-made disaster) or any condition, event or development involving a prospective change in the business, properties, assets, liabilities, capitalization, holders' equity, condition (financial or otherwise), operations, licenses, franchises, permits, permit applications, results of operations or prospects of Vicor or any of our subsidiaries that, in our reasonable judgment, has, or could reasonably be expected to have, a material adverse effect on Vicor and our subsidiaries, taken as a whole, on the value of or trading in the Common Shares, on our ability to consummate the Offer or on the benefits of the Offer to us, shall have occurred;
- no tender or exchange offer for any or all of our outstanding Common Shares (other than the Offer) shall have been proposed, announced or made by any person or entity or shall have been publicly disclosed;
- no approval, permit, authorization, favorable review or consent or waiver of or filing with any domestic or foreign governmental entity or other authority or any third party consent or notice, required to be obtained or made in connection with the Offer, shall not have been obtained or made on terms and conditions satisfactory to us in our reasonable judgment; and
- we shall have determined the completion of the Offer and the purchase of the Common Shares pursuant to the Offer would be likely, in our reasonable judgment, to cause the Common Shares to be (1) held by less than 300 persons, (2) delisted from NASDAQ, or (3) eligible for deregistration under the Exchange Act.

Each of the conditions referred to above is for our sole benefit and may be asserted or waived by us, in whole or in part, at any time and from time to time in our discretion prior to the Expiration Date. Our failure at

any time to exercise any of the foregoing rights will not be deemed a waiver of any right, and each such right will be deemed an ongoing right that may be asserted at any time and from time to time prior to the Expiration Date. Any determination by us concerning the fulfillment or non-fulfillment of the conditions described above will be final and binding on all parties except as finally determined in a subsequent judicial proceeding if Vicor's determinations are challenged by a holder.

#### Section 8. Price Range of Common Shares; Dividends.

Our Common Shares are listed for trading on NASDAQ under the symbol "VICR." The following table sets forth, for each of the fiscal quarters indicated, the high and low closing prices per Common Share as reported on NASDAQ and cash dividends declared on a per share basis.

	<u>High</u>	<u>Low</u>	<u>Cash Dividend Declared Per Share (1)</u>
<b>Fiscal Year ended December 31, 2011</b>			
First Quarter	\$17.58	\$14.05	\$ 0.00
Second Quarter	\$17.40	\$14.81	\$ 0.00
Third Quarter	\$16.74	\$ 8.15	\$ 0.15
Fourth Quarter	\$10.69	\$ 7.00	\$ 0.00
<b>Fiscal Year ended December 31, 2012</b>			
First Quarter	\$10.42	\$ 7.50	\$ 0.00
Second Quarter	\$ 8.39	\$ 5.78	\$ 0.00
Third Quarter	\$ 7.41	\$ 5.93	\$ 0.00
Fourth Quarter	\$ 6.87	\$ 5.00	\$ 0.00
<b>Fiscal Year ending December 31, 2013</b>			
First Quarter (through March 20, 2013)	\$ 5.85	\$ 4.72	\$ 0.00

(1) Per share calculation based on the sum of Common Shares and shares of Class B Common Stock outstanding as of the declaration of the cash dividend.

On March 15, 2013, the last trading day prior to the announcement of our intention to conduct the Offer, the reported closing price of the Common Shares on NASDAQ was \$4.77 per Common Share. On March 20, 2013, the last trading day prior to the commencement of the Offer, the reported closing price of the Common Shares on NASDAQ was \$4.80 per Common Share. **You are urged to obtain current market quotations for the Common Shares before deciding whether, and at what price or prices, to tender your Common Shares pursuant to the Offer.**

#### Section 9. Source and Amount of Funds.

The Offer is not subject to a financing contingency. Assuming the Offer is fully subscribed, we expect the aggregate purchase price for the Common Shares, together with related fees and expenses, to be approximately \$10,100,000. Vicor will fund any purchase of Common Shares pursuant to the Offer, including the related fees and expenses, from available cash.

#### Section 10. Certain Information Concerning the Company.

*The Company.* 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. In addition to its operations in the United States, Vicor has operations in Europe, Japan and China. We recently established a sales and customer support presence in India.

*Available Information.* We are subject to the informational filing requirements of the Exchange Act and, accordingly, are obligated to file reports, statements and other information with the SEC relating to our business, financial condition and other matters. Information, as of particular dates, concerning members of our Board of Directors and executive officers, their remuneration, stock options granted to them, the principal holders of our securities and any material interest of these persons in transactions with us is required to be disclosed in proxy statements distributed to our holders and filed with the SEC. We also have filed an Issuer Tender Offer Statement on Schedule TO (the "Schedule TO") with the SEC that includes additional information relating to the Offer.

These reports, statements and other information can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of this material may also be obtained by mail, upon payment of the SEC's customary charges, from the Public Reference Section of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The SEC also maintains a website on the Internet at [www.sec.gov](http://www.sec.gov) offering access to reports, proxy and information statements and other information regarding registrants filing electronically with the SEC. You may access the Company's publicly filed documents at this site, including the Schedule TO and the documents incorporated therein by reference. You may obtain information about the Public Reference Room by calling the SEC for more information at 1-800-SEC-0330. You may also visit the Investor Relations pages of the Company's website (located at [www.vicorpower.com](http://www.vicorpower.com)) to access our SEC filings, including the Schedule TO and related documents, as well as the filings "incorporated by reference" shown immediately below.

*Incorporation by Reference.* The rules of the SEC allow us to "incorporate by reference" information into this Offer to Purchase, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The following documents that have been previously filed with the SEC contain important information about us and we incorporate them by reference (other than any portions of the respective filings that were furnished to, rather than filed with, the SEC under applicable SEC rules):

- Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as filed on March 7, 2013.
- Current Reports on Form 8-K, as filed on March 4 and March 8, 2013.

**Any statement contained in any document incorporated by reference into this Offer to Purchase shall be deemed to be modified or superseded to the extent that an inconsistent statement is made in this Offer to Purchase or any subsequently filed document.** Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Offer to Purchase.

You can obtain any of the documents incorporated by reference in this Offer to Purchase from the SEC's website at the address or website set forth above, as well as from the Investor Relations page of the Company's website at [www.vicorpower.com](http://www.vicorpower.com). You may also request a copy of these filings, at no cost, by writing or telephoning the Information Agent at its address and telephone number set forth below:

Georgeson Inc.  
599 Lexington Avenue  
New York, NY 10022  
All Shareholders Call Toll Free: (888) 605-7561

**Section 11. Interests of Members of Our Board of Directors and Executive Officers; Transactions and Arrangements Concerning the Common Shares.**

*Common Shares Outstanding.* As of March 7, 2013, we had 28,011,782 issued and outstanding Common Shares. Since the Purchase Price will only be determined after the Expiration Date, the number of Common Shares purchased in the Offer will not be known until after that time. If the Purchase Price is determined to be the Minimum Purchase Price under the Offer, the maximum number of Common Shares purchased under the Offer will be 2,500,000. Assuming the Offer is fully subscribed, if the Purchase Price is determined to be the Maximum Purchase Price, the minimum number of Common Shares purchased under the Offer will be 2,000,000. The maximum of 2,500,000 Common Shares the Company is offering to purchase under the Offer represents approximately 8.9% of the total number of Common Shares issued and outstanding as of March 20, 2013. Assuming the Offer is fully subscribed, the minimum of 2,000,000 Common Shares that the Company is offering to purchase under the Offer represents approximately 7.1% of the total number of Common Shares issued and outstanding as of March 7, 2013.

*Interests of Members of Our Board of Directors and Executive Officers.* As of March 7, 2013, members of our Board of Directors and our executive officers as a group (15 persons) beneficially owned an aggregate of 22,123,403 Common Shares and shares of Class B Common Stock, representing 55.4% of the total number of outstanding Common Shares and shares of Class B Common Stock as determined in accordance with Exchange Act Rule 13d-3. Dr. Vinciarelli owned, as of March 7, 2013, 9,675,480 Common Shares, representing approximately 34.5% of our Common Shares outstanding. Dr. Vinciarelli also owned, as of March 7, 2013, 11,023,648 shares of our Class B Common Stock, representing 93.7% of such shares issued and outstanding.

The following tables set forth as of March 7, 2013 (i) the aggregate number and percentage of Common Shares and shares of Class B Common Stock beneficially owned (as determined under Exchange Act Rule 13d-3) by each person who owns (to our knowledge and based on the most current Schedule 13Ds and 13Gs filed with the SEC for each such person) more than 5% of our outstanding Common Shares and shares of Class B Common Stock, and (ii) the aggregate number of Common Shares and shares of Class B Common Stock beneficially owned (as determined under Exchange Act Rule 13d-3) by each member of our Board of Directors and our executive officers, and as a group. For purposes of these tables, and in accordance with SEC rules, Common Shares and shares of Class B Common Stock are considered “beneficially owned” if the person directly or indirectly has sole or shared power to vote or direct the voting of the securities or has sole or shared power to divest or direct the divestment of the securities. A person is also considered to beneficially own Common Shares or shares of Class B Common Stock he or she has the right to acquire within 60 days after March 7, 2013, in accordance with Exchange Act Rule 13d-3.

The business address of each member of our Board of Directors and executive officers is c/o Vicor Corporation, 25 Frontage Road, Andover, MA 01810.

**(i) Owners of More than 5% of Our Class A Shares and Common Shares**

<u>Name of Beneficial Owner (1)</u>	<u>Total Number of Shares Beneficially Owned (2) (3)</u>	<u>Percent of Common Stock Beneficially Owned</u>	<u>Percent of Class B Common Stock Beneficially Owned</u>	<u>Percent of Voting Power</u>
Patrizio Vinciarelli	20,699,128	34.5%	93.7%	82.2%
Estia J. Eichten	1,177,597(4)	1.7%	5.9%	5.1%
Manatuck Hill Partners, LLC (5) 1465 Post Road East Westport, CT 06880	1,996,238	7.1%	*	1.4%
BlackRock, Inc. (6) 40 East 52nd Street New York, NY 10022	1,565,509	5.2%	*	1.1%

(1) The address for each of the persons named in the table, but not specified therein, is: c/o Vicor Corporation, 25 Frontage Road, Andover, MA 01810.



- (2) Includes shares issuable upon the exercise of options to purchase Common Stock of the Corporation that are exercisable or will become exercisable on or before March 7, 2013 in the following amounts:

<u>Name of Beneficial Owner</u>	<u>Shares</u>
Estia J. Eichten	5,873

- (3) The calculation of the total number of shares of Common Stock beneficially owned includes the following: for Dr. Vinciarelli, 11,023,648 shares of Class B Common Stock; for Mr. Eichten, 690,700 shares of Class B Common Stock; and for all Directors and executive officers as a group, 11,714,348 shares of Class B Common Stock.
- (4) Includes 8,750 shares of Common Stock beneficially owned by Mr. Eichten's spouse as to which Mr. Eichten disclaims beneficial ownership. In addition, includes 71,945 shares of Common Stock held by the Belle S. Feinberg Memorial Trust of which Mr. Eichten is a trustee. Mr. Eichten disclaims beneficial ownership of the shares of Common Stock held by the Belle S. Feinberg Memorial Trust.
- (5) Information reported is based upon a Form 13G filed on February 14, 2013, reflecting holdings as of December 31, 2012. All shares are held by Manatuck Hill Partners, LLC, which holds sole voting and dispositive power with regard to such shares. We have not made any independent determination as to the beneficial ownership of such holder and are not restricted in any determination we may make by reason of inclusion of such holder or its shares in this table.
- (6) Information reported is based upon a Form 13G filed on January 30, 2013, reflecting holdings as of December 31, 2012. All shares are held by BlackRock, Inc., which holds sole voting and dispositive power with regard to such shares. We have not made any independent determination as to the beneficial ownership of such holder and are not restricted in any determination we may make by reason of inclusion of such holder or its shares in this table.

**(ii) Ownership of Directors and Executive Officers**

<u>Name of Beneficial Owner (1)</u>	<u>Total Number of Shares Beneficially Owned (2) (3)</u>	<u>Percent of Common Stock Beneficially Owned</u>	<u>Percent of Class B Common Stock Beneficially Owned</u>	<u>Percent of Voting Power</u>
Patrizio Vinciarelli	20,699,128	34.5%	93.7%	82.2%
Estia J. Eichten	1,177,597(4)	1.7%	5.9%	5.1%
David T. Riddiford	102,845(5)	*	*	*
Barry Kelleher	26,130	*	*	*
Samuel J. Anderson	21,744	*	*	*
Richard E. Zengilowski	10,560	*	*	*
James A. Simms	25,873	*	*	*
Claudio Tuozzolo	5,873	*	*	*
Jason L. Carlson	17,873	*	*	*
Liam K. Griffin	14,873	*	*	*
All Directors and executive officers as a group (15 persons)	22,143,403	37.0%	99.6%	87.5%

\* Less than 1%

- (1) The address for each of the persons named in the table, but not specified therein, is: c/o Vicor Corporation, 25 Frontage Road, Andover, MA 01810.

- (2) Reflects ownership of Common Shares and Class B Common Stock, as well as shares issuable upon the exercise of options to purchase Common Stock of the Corporation that are exercisable or will become exercisable on or before March 7, 2013, in the following amounts:

<u>Name of Beneficial Owner</u>	<u>Shares</u>
Estia J. Eichten	5,873
David T. Riddiford	5,873
Barry Kelleher	23,873
Samuel J. Anderson	5,873
Richard E. Zengilowski	10,000
James A. Simms	25,873
Claudio Tuozzolo	5,873
Jason L. Carlson	17,873
Liam K. Griffin	14,873

- (3) The calculation of the total number of shares of Common Stock beneficially owned includes the following: for Dr. Vinciarelli, 11,023,648 shares of Class B Common Stock; for Mr. Eichten, 690,700 shares of Class B Common Stock; and for all Directors and executive officers as a group, 11,714,348 shares of Class B Common Stock.

*Recent Securities Transactions.* Based on our records and on information provided to us by members of our Board of Directors and our executive officers, affiliates and subsidiaries, none of the Company nor any of the members of our Board of Directors or our executive officers, affiliates and subsidiaries have effected any transactions involving our Common Shares during the 60 days prior to March 7, 2013.

*Stock Purchase Option Awards.* The Company has awarded grants of options for the purchase of shares of Common Stock under the Vicor Corporation 1993 Stock Option Plan, the Vicor Corporation 1998 Stock Option and Incentive Plan, and the Vicor Corporation Amended and Restated 2000 Stock Option and Incentive Plan (the "Vicor 2000 Plan") (collectively, the "Vicor Plans"). All of the Vicor Plans have been approved by our Stockholders. As March 7, 2013 (the end of the most recently completed fiscal year), the Company is authorized to grant awards with respect to an additional 2.1 million Common Shares under the Vicor Plans. The exercise price of stock options for the purchase of Common Shares is generally set at the closing price of the Common Shares on NASDAQ on the effective date of the award. In certain circumstances, the exercise price may be set at a higher level to provide for additional performance incentives. Under the Vicor 2000 Plan, two types of options are authorized: those with time-based vesting ("Non-Performance Options") and those for which vesting is based on the Company reaching certain financial objectives. The Non-Performance Options generally vest over various periods of up to five years and may be exercised for up to 10 years from the date of award, which is the maximum contractual term. Performance-Based Options vest upon the achievement of certain quarterly revenue targets by the Company's Brick Business Unit, and may also be exercised for up to 10 years from the date of grant. Stock options also have been granted to all members of our Board of Directors, with the exception of Dr. Vinciarelli, in accordance with the terms of the Vicor 2000 Plan.

*General.* Except as otherwise described or incorporated by reference in this Offer to Purchase, the Schedule TO or the Company's most recent proxy statement, and except for the share-based compensation plans, which are described in Note 3 to the financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which descriptions are incorporated herein by reference, and the agreements described above, none of the Company nor, to the best of the Company's knowledge, any of its affiliates, members of our Board of Directors or executive officers is a party to any contract, arrangement, understanding or relationship with any other person relating, directly or indirectly, to the Offer or with respect to any securities of the Company, including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of securities, joint ventures, loan or option arrangements, puts or calls, guaranties of loans, guaranties against loss or the giving or withholding of proxies, consents or authorizations.

**Section 12. Effects of the Offer on the Market for Common Shares; Registration under the Exchange Act.**

The purchase by the Company of Common Shares pursuant to the Offer will reduce the number of Common Shares that might otherwise be traded publicly and is likely to reduce the number of holders. As a result, trading of a relatively small volume of the Common Shares after consummation of the Offer may have a greater impact on trading prices than would be the case prior to consummation of the Offer.

We believe there will be a sufficient number of Common Shares outstanding and publicly traded following completion of the Offer to ensure a continued trading market for the Common Shares. Based upon published guidelines of NASDAQ, we do not believe our purchase of Common Shares under the Offer will cause the number of remaining Common Shares outstanding to fall below a number causing delisting from NASDAQ. The Offer is conditioned upon, among other things, our determination the consummation of the Offer and the purchase of Common Shares will not cause the Common Shares to be delisted from NASDAQ. See Section 7.

Our Common Shares are currently “margin securities” under the rules of the Federal Reserve Board. This has the effect, among other things, of allowing brokers to extend credit to their customers using such Common Shares as collateral. We believe, following the purchase of Common Shares under the Offer, the Common Shares will continue to be “margin securities” for purposes of the Federal Reserve Board’s margin rules and regulations.

The Common Shares are registered under the Exchange Act, which requires, among other things, the Company to furnish certain information to our holders and the SEC and to comply with the SEC’s proxy rules in connection with meetings of our holders. We believe our purchase of Common Shares under the Offer pursuant to the terms of the Offer will not result in the Common Shares becoming eligible for deregistration under the Exchange Act.

It is a condition of our obligation to purchase Common Shares pursuant to the Offer, as a result of the consummation of the Offer, there not be a reasonable likelihood the Common Shares will be held by less than 300 persons or the Common Shares will be eligible for deregistration under the Exchange Act.

**Section 13. Certain Legal Matters; Regulatory Approvals.**

We are not aware of any license or regulatory permit material to our business that might be adversely affected by our acquisition of Common Shares as contemplated pursuant to the Offer, nor are we aware of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic, foreign or supranational, required for our acquisition or ownership of Common Shares as contemplated by the Offer. If any such approval were required, we cannot predict whether we would be required to delay the acceptance for payment of or payment for Common Shares tendered in the Offer pending such approval or other action. There can be no assurance any such approval or other action, if needed, would be obtained or would be obtained without substantial cost or conditions or the failure to obtain the approval or other action might not result in adverse consequences to our business and financial condition. Our obligations under the Offer to accept for payment and pay for Common Shares are subject to the satisfaction of certain conditions. See Section 7.

**Section 14. Material U.S. Federal Income Tax Consequences.**

The following discussion is a summary of material U.S. federal income tax consequences to our holders of an exchange of Common Shares for cash pursuant to the Offer. This discussion is general in nature and does not discuss all aspects of federal income taxation that may be relevant to a particular holder in light of the holder’s particular circumstances, or to certain types of holders subject to special treatment under federal income tax laws (such as insurance companies, tax-exempt organizations, regulated investment companies, real estate investment trusts, U.S. Holders as defined below, whose “functional currency” is not the United States dollar, partnerships or

other entities treated as partnerships or pass-through entities for federal income tax purposes (or their investors or beneficiaries), persons holding Common Shares as part of a hedging, integrated, conversion or constructive sale transaction or a straddle, financial institutions, brokers, dealers in securities or currencies, traders that elect to mark-to-market their securities, certain expatriates or former long-term residents of the United States, personal holding companies or stockholders that own, or are deemed to own, more than 5% of our Common Shares). In addition, the discussion does not consider the effect of any alternative minimum taxes or foreign, state, local or other tax laws, or any tax considerations (e.g., estate or gift tax) other than federal income tax considerations, that may be applicable to particular holders. Further, this summary assumes that holders hold their shares as “capital assets” (generally, property held for investment) within the meaning of section 1221 of the Internal Revenue Code of 1986, as amended (the “Code”) and generally assumes that they did not receive their Common Shares through the exercise of employee stock options or otherwise as compensation. In addition, the discussion assumes the provisions of Section 5881 of the Code are not applicable to any payments made pursuant to the Offer.

If a partnership or other entity treated as a partnership for federal income tax purposes holds Common Shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. A partnership holding Common Shares and partners in such partnership should consult their own tax advisors about the federal income tax consequences of an exchange of Common Shares for cash pursuant to the Offer.

This summary is based on the Code and applicable U.S. Treasury regulations, rulings, administrative pronouncements and judicial decisions thereunder as of the date hereof, all of which are subject to change or differing interpretations at any time with possible retroactive effect.

We have not sought, nor will we seek, any ruling from the IRS with respect to the matters discussed below. There can be no assurances that the IRS will not take a different position concerning tax consequences of the sale of shares to us pursuant to the Offer or that any such position would not be sustained.

As used herein, a “U.S. Holder” means a beneficial owner of shares that is for U.S. federal income tax purposes (1) an individual citizen or resident alien of the United States, (2) a corporation (or other entity taxed as a corporation) created or organized in or under the laws of the United States or any political subdivision thereof, (3) an estate the income of which is subject to federal income taxation regardless of its source or (4) a trust if (x) the administration of the trust is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust, or (y) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a United States person.

As used herein, a “Non-U.S. Holder” means a beneficial owner of shares that is not (i) a U.S. Holder and (ii) a partnership or other entity classified as a partnership for federal income tax purposes.

**EACH STOCKHOLDER IS ADVISED TO CONSULT ITS OWN TAX ADVISOR TO DETERMINE THE FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX CONSEQUENCES TO IT OF THE OFFER.**

*Consequences to U.S. Holders.* An exchange of Common Shares for cash pursuant to the Offer will generally be treated as either a taxable sale or exchange or as a taxable distribution with respect to such shares.

If the receipt of cash by a U.S. Holder in exchange for the tender of Common Shares pursuant to the Offer is treated as a sale or exchange (as described below) of such Common Shares for federal income tax purposes, the U.S. Holder will recognize capital gain or loss equal to the difference between (1) the amount of cash received by the U.S. Holder for such Common Shares and (2) the U.S. Holder’s “adjusted tax basis” for such Common Shares at the time of the sale. Generally, a U.S. Holder’s adjusted tax basis for the Common Shares will be equal to the cost of the Common Shares to the U.S. Holder, decreased (but not below zero) by the amount of any distributions treated as a tax-free return of capital. This gain or loss will be characterized as long-term capital

gain or loss if the U.S. Holder's holding period for the Common Shares that were sold exceeds one year as of the date we are treated as purchasing the Common Shares in the Offer for federal income tax purposes. A U.S. Holder that is an individual, trust or estate is generally eligible for a reduced rate of federal income tax on long-term capital gain. A U.S. Holder's ability to deduct capital losses may be limited. A U.S. Holder must calculate gain or loss separately for each block of Common Shares (generally, Common Shares acquired at the same cost in a single transaction) we purchase from the U.S. Holder under the Offer.

A U.S. Holder's exchange of Common Shares for cash pursuant to the Offer will be treated as a sale or exchange of the Common Shares for federal income tax purposes pursuant to Section 302 of the Code if the sale:

- results in a "complete termination" of the stockholder's stock interest in us under Section 302(b)(3) of the Code;
- is a "substantially disproportionate" redemption with respect to the stockholder under Section 302(b)(2) of the Code; or
- is "not essentially equivalent to a dividend" with respect to the stockholder under Section 302(b)(1) of the Code.

In determining whether any of these tests have been met, a U.S. Holder must take into account not only the stock that the holder actually owns, but also the stock that it constructively owns within the meaning of Section 318 of the Code (as modified by Section 302(c) of the Code). Under these constructive ownership rules, a holder will be considered to own those shares of stock owned, directly or indirectly, by certain members of the holder's family and certain entities (such as corporations, partnerships, trusts and estates) in which the holder has an equity interest, as well as shares of stock the holder has an option to purchase. U.S. Holders should consult their own tax advisors with respect to the operation of these constructive ownership rules.

One of the following tests must be satisfied with respect to the U.S. Holder in order for the exchange of Common Shares for cash to be treated as a sale or exchange by that holder for federal income tax purposes. Due to the factual nature of these tests, holders should consult their tax advisors to determine whether the purchase of their Common Shares in the Offer qualifies for sale or exchange treatment in their particular circumstances.

A distribution to a holder will result in a "complete termination" of the holder's equity interest in us if either (1) all of the shares of stock in us actually and constructively owned by the holder are exchanged for cash pursuant to the Offer or (2) all of the shares of stock in us actually owned by the holder are exchanged for cash pursuant to the Offer and the holder is eligible to waive, and effectively waives, the attribution of shares of stock in us constructively owned by the holder in accordance with the procedures described in Section 302(c)(2) of the Code. A U.S. Holder may also satisfy the "complete termination" test if, in the same transaction, some of its shares of stock in us are redeemed and all of the remainder of its shares of stock in us are sold or otherwise transferred to a third party so that after the transaction the U.S. Holder no longer owns (actually or constructively) any shares of stock in us. U.S. Holders wishing to satisfy the "complete termination" test through waiver of attribution in accordance with the procedures described in Section 302(c)(2) of the Code should consult their own tax advisors concerning the mechanics and desirability of such a waiver.

A distribution to a holder will be "substantially disproportionate" if the percentage of the outstanding shares of stock in us actually and constructively owned by the holder immediately following the exchange of Common Shares for cash pursuant to the Offer is less than 80% of the percentage of the outstanding shares of stock in us actually and constructively owned by the holder immediately before the exchange (treating as outstanding all Common Shares purchased in the Offer from the particular holder and all other holders).

A distribution to a holder is "not essentially equivalent to a dividend" if it results in a "meaningful reduction" in the holder's stock interest in us. Whether a holder meets this test will depend on the holder's particular facts and circumstances. The IRS has indicated in a published revenue ruling that even a small

reduction in the percentage interest of a holder whose relative stock interest in a publicly held corporation is minimal and who exercises no control over corporate affairs should constitute a “meaningful reduction.” Holders should consult their tax advisors as to the application of this test to their particular circumstances.

Each holder should be aware that because proration may occur in the Offer, even if all the shares of stock in us actually and constructively owned by a holder are tendered pursuant to the Offer, fewer than all of the Common Shares tendered may be purchased by us unless the tendering holder has made a conditional tender. Thus, proration may affect whether the surrender by a holder pursuant to the Offer will meet any of the three tests under Section 302 of the Code. Furthermore, contemporaneous dispositions or acquisitions of Common Shares by a U.S. Holder or related individuals or entities (whether or not part of the 2,031,995 Common Shares tendered in the Company’s tender offer that expired March 1, 2013) may be deemed to be part of a single integrated transaction and may be taken into account in determining whether any of the three tests under Section 302(b) of the Code has been satisfied or whether the exchange of Common Shares for cash is pursuant to a plan the purpose or effect of which is a series of redemptions resulting in a distribution that (in the aggregate) is not substantially disproportionate with respect to the holder. Holders should consult their tax advisors as to the possible application of this “step transaction” test to their particular circumstances.

If a U.S. Holder’s receipt of cash attributable to an exchange of Common Shares for cash pursuant to the Offer does not meet one of the tests of Section 302 of the Code described above, then the full amount of cash received by the U.S. Holder with respect to our purchase of Common Shares under the Offer will be treated as a distribution to the U.S. Holder with respect to the U.S. Holder’s Common Shares and will be treated as ordinary dividend income to the U.S. Holder to the extent of such holder’s ratable share of our current or accumulated earnings and profits as determined under federal income tax principles. Provided certain holding period requirements and other conditions are satisfied, non-corporate U.S. Holder generally will be subject to federal income tax at a maximum rate of 20% with respect to dividends received on or after January 1, 2013. To the extent that the amount of the distribution exceeds our current and accumulated earnings and profits, the excess first will be treated as a return of capital that will reduce the U.S. Holder’s adjusted tax basis in the Common Shares exchanged in the Offer. Any amount remaining after the U.S. Holder’s adjusted tax basis has been reduced to zero will be taxable to the U.S. Holder as capital gain realized on the sale or exchange of such Common Shares. The redeemed holder’s basis in the redeemed Common Shares (after any reduction as noted above) will be allocated to other shares of stock in us held by the redeemed holder. A dividend received by a corporate U.S. Holder may be (1) eligible for a dividends-received deduction (subject to applicable exceptions and limitations) and (2) subject to the “extraordinary dividend” provisions of Section 1059 of the Code. Corporate holders should consult their own tax advisors regarding (1) whether a dividends-received deduction will be available to them, and (2) the application of Section 1059 of the Code to the ownership and disposition of their Common Shares.

*Medicare Tax.* For taxable years beginning after December 31, 2012, a U.S. Holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, will be subject to a 3.8% tax on the lesser of (1) the U.S. Holder’s “net investment income” for the relevant taxable year and (2) the excess of the U.S. Holder’s modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals will be between \$125,000 and \$250,000 depending on the individual’s circumstances). Net investment income generally includes dividends, and net gains from the disposition of stock, unless such net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). A U.S. Holder that is an individual, estate or trust should consult their tax advisor regarding the applicability of the Medicare tax to its income and gains in respect to an exchange of their Common Shares for cash.

*Consequences to Non-U.S. Holders.* Gain realized by a Non-U.S. Holder on an exchange of Common Shares for cash pursuant to the Offer generally will not be subject to federal income tax if the exchange is treated as a sale or exchange for tax purposes pursuant to the tests of Section 302 of the Code described above unless (1) such gain is effectively connected with the conduct by such Non-U.S. Holder of a trade or business in the

United States (and, if an applicable income tax treaty applies, the gain is attributable to a United States permanent establishment maintained by such Non-U.S. Holder), (2) in the case of gain realized by a Non-U.S. Holder that is an individual, such Non-U.S. Holder is present in the United States for 183 days or more in the taxable year of the exchange and certain other conditions are met, (3) our Common Shares that are exchanged constitute a United States real property interest, or (4) the Non-U.S. Holder does not qualify for an exemption from backup withholding, as discussed in Section 3.

Non-U.S. Holders described in clause (1) above will be subject to federal income tax on a net income basis at applicable graduated federal income tax rates in much the same manner as if such holder were a resident of the United States, and in the case of a corporate Non-U.S. Holder, such Non-U.S. Holder may be subject to a branch profits tax at a 30% rate, or a lower rate specified in an applicable income tax treaty. An individual described in clause (2) above will be taxed on his or her gains at a flat rate of 30% (or such lower rate as may be specified by an applicable income tax treaty), which may be offset by certain U.S. source capital losses of such Non-U.S. Holder provided that such Non-U.S. Holder has timely filed federal income tax returns with respect to such losses.

Our Common Shares will constitute a United States real property interest with respect to a Non-U.S. Holder if we are or have been a “United States real property holding corporation” for federal income tax purposes at any time during the shorter of (i) the period during which the Non-U.S. Holder held such shares or (ii) the five-year period ending on the date the Non-U.S. Holder exchanges such Common Shares pursuant to the Offer. We do not believe we have been a United States real property holding corporation during the five-year period preceding the sale pursuant to the Offer.

If a Non-U.S. Holder does not satisfy any of the Section 302 tests explained above, the full amount received by the Non-U.S. Holder with respect to our purchase of Common Shares under the Offer will be treated as a distribution to the Non-U.S. Holder with respect to the Non-U.S. Holder’s Common Shares, rather than as an amount received in a sale or exchange of such Common Shares. Because satisfaction of the Section 302 tests is dependent on matters of fact, the Depositary, or other withholding agent, will presume, for withholding purposes, that all amounts paid to Non-U.S. Holders in exchange for their Common Shares are distributions, unless a Non-U.S. Holder provides to the Depositary, or other withholding agent, evidence satisfactory to the Depositary, or other withholding agent, that such amounts will be considered to be received in a sale or exchange pursuant to the provisions of Section 302 of the Code. The treatment, for federal income tax purposes, of such distribution as a dividend, a tax-free return of capital or a capital gain from the sale of Common Shares, and the reallocation of the basis of the redeemed Common Shares, will be determined in the manner described above (see “— Consequences to U.S. Holders”). To the extent that amounts received by a Non-U.S. Holder with respect to our purchase of Common Shares under the Offer are treated as dividends and not as tax-free returns of capital or capital gains distributions, such dividends will generally be subject to withholding of federal income tax at the rate of 30% or such lower rate as may be specified by an applicable income tax treaty, provided we have received proper certification of the application of such income tax treaty, unless such dividends are effectively connected with a Non-U.S. Holder’s conduct of a trade or business within the United States. Non-U.S. Holders should consult their own tax advisors regarding their entitlement to benefits under an applicable income tax treaty and the manner of claiming the benefits of such treaty. If any amount is withheld and the Non-U.S. Holder is not liable for such amount of tax, such Non-U.S. Holder may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the IRS. Amounts treated as dividends that are effectively connected with a Non-U.S. Holder’s conduct of a trade or business in the United States and, if required by an applicable income tax treaty, that are attributable to a permanent establishment in the United States, are not subject to the federal withholding tax, but generally are instead taxed in the manner applicable to U.S. Holders, as described above. In that case, we will not have to withhold federal withholding tax if the Non-U.S. Holder complies with applicable certification and disclosure requirements. In addition, dividends received by a foreign corporation that are effectively connected with the conduct of a trade or business in the United States may be subject to a branch profits tax at a 30% rate, or a lower rate specified in an applicable income tax treaty. See Section 3 “Procedures For Tendering Shares” with respect to the application of federal income tax withholding to payments made to Non-U.S. Holders.

*Federal Income Tax Backup Withholding.* See Section 3 “Procedures For Tendering Common Shares” with respect to the federal income tax backup withholding requirements.

THIS DISCUSSION IS GENERAL IN NATURE AND DOES NOT DISCUSS ALL ASPECTS OF U.S. FEDERAL INCOME TAXATION THAT MAY BE RELEVANT TO A PARTICULAR HOLDER IN LIGHT OF THE STOCKHOLDER’S PARTICULAR CIRCUMSTANCES, OR TO CERTAIN TYPES OF HOLDERS SUBJECT TO SPECIAL TREATMENT UNDER U.S. FEDERAL INCOME TAX LAWS. YOU ARE ADVISED TO CONSULT WITH YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE OFFER, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND FOREIGN TAX LAWS.

**Section 15. Extension of the Offer; Termination; Amendment.**

We expressly reserve the right, in our sole discretion and subject to applicable law, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 7 shall have occurred or shall be deemed by us to have occurred, to extend the period of time the Offer is open and delay acceptance for payment of, and payment for, any Common Shares by giving oral or written notice of such extension to the Depository and making a public announcement of such extension. We also expressly reserve the right, in our sole discretion, to terminate the Offer and reject for payment and not pay for any Common Shares not theretofore accepted for payment or paid for or, subject to applicable law, to postpone payment for Common Shares, upon the occurrence of any of the conditions specified in Section 7 by giving oral or written notice of such termination or postponement to the Depository and making a public announcement of such termination or postponement. Our reservation of the right to delay payment for Common Shares that we have accepted for payment is limited by Rule 13e-4(f)(5) under the Exchange Act, which requires we must pay the consideration offered or return the Common Shares tendered promptly after termination or withdrawal of the Offer. Subject to compliance with applicable law, we further reserve the right, in our sole discretion, to amend the Offer in any respect (including, without limitation, by decreasing or increasing the consideration offered pursuant to the Offer to holders or by decreasing or increasing the number of Common Shares being sought in the Offer). Amendments to the Offer may be made at any time and from time to time by public announcement of such amendments. In the case of an extension, the notice of the amendment must be issued no later than 9:00 a.m., New York City time, on the next business day after the last previously scheduled or announced Expiration Date. Any public announcement made pursuant to the Offer will be disseminated promptly to holders in a manner reasonably designed to inform holders of such change. Without limiting the manner in which we may choose to make a public announcement, except as required by applicable law, we shall have no obligation to publish, advertise or otherwise disseminate any such public announcement other than by making a release through Marketwire, Incorporated, or another comparable service.

If we materially change the terms of the Offer or the information concerning the Offer, or if we waive a material condition of the Offer, we will extend the Offer to the extent required by Rules 13e-4(d)(2), 13e-4(e)(3) and 13e-4(f)(1) promulgated under the Exchange Act. These rules and certain related releases and interpretations of the SEC provide that the minimum period during which a tender offer must remain open following material changes in the terms of the tender offer or information concerning the tender offer (other than a change in price or a change in percentage of securities sought) will depend on the facts and circumstances, including the relative materiality of such terms or information. If:

- we increase or decrease the price to be paid for Common Shares; or
- we decrease the number of Shares being sought in the Offer, or increase the number of Shares being sought in the Offer by more than 2% of our outstanding Common Shares; and
- the Offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that notice of such an increase or decrease is first published, sent or given to holders in the manner specified in this Section 15, then, in each case, the Offer will be extended until the expiration of the period of 10 business days, from, and including, such date. For purposes of the Offer, a “business day” means any day other than a Saturday, Sunday or Federal holiday and consists of the time period from 12:01 a.m. through 12:00 Midnight, New York City time.



**Section 16. Fees and Expenses.**

We have retained Computershare Trust Company, N.A. (“Computershare”), to act as Depositary in the Offer. As Depositary, Computershare will collect tenders, tabulate the applicable payments and issue out proceeds/unaccepted shares accordingly. Computershare in its capacity as Depositary, will receive reasonable and customary compensation for the respective services, will be reimbursed by us for reasonable out-of-pocket expenses incurred in connection with the Offer and will be indemnified against certain liabilities in connection with the Offer, including certain liabilities under the federal securities laws.

We have retained Georgeson Inc. to act as Information Agent in connection with the Offer. The Information Agent, among other duties, may contact holders by mail, telephone, facsimile and personal interviews and may request brokers, dealers and other nominee holders to forward materials relating to the Offer to beneficial owners. Georgeson, in its capacity as Information Agent, will receive reasonable and customary compensation for the respective services, will be reimbursed by us for reasonable out-of-pocket expenses incurred in connection with the Offer and will be indemnified against certain liabilities in connection with the Offer, including certain liabilities under the federal securities laws.

We will not pay any fees or commissions to brokers, dealers or other persons (other than fees to the Depositary and the Information Agent, as described above) for soliciting tenders of Common Shares pursuant to the Offer. Holders holding Common Shares through brokers, dealers or other nominee holders are urged to consult the brokers, dealers or other nominee holders to determine whether transaction costs may apply if holders tender Common Shares through the brokers, dealers or other nominee holders and not directly to the Depositary. We will, however, upon request, reimburse brokers, dealers and commercial banks for customary mailing and handling expenses incurred by them in forwarding the Offer and related materials to the beneficial owners of Common Shares held by them as a nominee or in a fiduciary capacity. No broker, dealer, commercial bank or trust company has been authorized to act as our agent, or the agent of the Depositary or the Information Agent, for purposes of the Offer. We will pay or cause to be paid all stock transfer taxes, if any, on our purchase of Common Shares, except as otherwise provided in Section 5 hereof.

**Section 17. Miscellaneous.**

We are not aware of any jurisdiction in which the making of the Offer is not in compliance with applicable law. If we become aware of any jurisdiction in which the making of the Offer is not in compliance with any applicable law, we will make a good faith effort to comply with the applicable law. If, after good faith effort, we cannot comply with the applicable law, we will not make the Offer to, nor will we accept tenders from or on behalf of, the holders of Common Shares residing in that jurisdiction. In any jurisdiction where the securities or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on our behalf by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

After completing the Offer, we may consider various forms of share repurchases, including open market purchases, tender offers and/or accelerated share repurchases after taking into account our results of operations, financial position and capital requirements, general business conditions, legal, tax, regulatory, rating agency and contractual constraints or restrictions and other factors deemed relevant.

Pursuant to Rule 13e-4(c)(2) under the Exchange Act, we have filed with the SEC the Schedule TO, which contains additional information relating to the Offer. The Schedule TO, including the exhibits and any amendments and supplements thereto, may be examined, and copies may be obtained, at the same places and in the same manner as is set forth in Section 10 with respect to information concerning Vicor.

Rule 13e-4(f) under the Exchange Act prohibits us from purchasing any Common Shares other than in the Offer until at least 10 business days after the Expiration Time. Accordingly, any additional purchases outside of the Offer may not be consummated until at least 10 business days after the Expiration Time.

**We have not authorized any person to make any recommendation on our behalf as to whether you should tender or refrain from tendering your Common Shares in the Offer or as to the price or prices at which you may choose to tender your Common Shares in the Offer. You should rely only on the information contained in this Offer to Purchase and in the Letter of Transmittal or in documents to which we have referred you. Our delivery of this Offer to Purchase shall not under any circumstances create any implication the information contained in this Offer to Purchase is correct as of any time other than the date of this Offer to Purchase or there have been no changes in the information included or incorporated by reference herein or in the affairs of Vicor or any of its subsidiaries or affiliates since the date hereof. We have not authorized anyone to provide you with information or to make any representation in connection with the Offer other than the information and representations contained in this Offer to Purchase or in the Letter of Transmittal. If anyone makes any recommendation or gives any information or representation, you must not rely upon that recommendation, information or representation as having been authorized by us, the Depositary, or the Information Agent.**

Vicor Corporation

March 21, 2013

The Letter of Transmittal, certificates for Common Shares and any other required documents should be sent or delivered by each holder of the Company or his or her broker, dealer, commercial bank, trust company or other nominee to the Depository as follows:

*The Depository for the Offer is:*

**Computershare Trust Company, N.A.**

*By Overnight Courier:*

**Computershare Trust Company, N.A.  
Attn Corp Actions  
250 Royall St.  
Suite V  
Canton MA 02021**

*By Mail:*

**Computershare Trust Company, N.A.  
Attn Corp Actions  
P.O. Box 43011  
Providence RI 02940-3011**

*By Facsimile Transmission:*

**For Eligible Institutions Only:**

**(617) 360-6810**

**For Confirmation Only Telephone:**

**(781) 575-2332**

Any questions or requests for assistance may be directed to the Information Agent at its telephone number and address set forth below. Requests for additional copies of this Offer to Purchase, the Letter of Transmittal or the Notice of Guaranteed Delivery may be directed to the Information Agent at the telephone number and address set forth below. You may also contact your broker, dealer, commercial bank, trust company or nominee for assistance concerning the tender offer. To confirm delivery of shares, holders are directed to contact the Depository.

*The Information Agent for the Offer is:*

**Georgeson**

599 Lexington Avenue  
New York, NY 10022

All Shareholders Call Toll Free: (888) 605-7561

**Letter of Transmittal**  
**To Tender Common Shares Pursuant to the**  
**Offer to Purchase**  
**Dated March 21, 2013**  
 by  
**VICOR CORPORATION**  
**Via a Modified Dutch Auction**  
**Up to 2,500,000 Shares of its Common Stock**  
**at a Purchase Price Not Greater Than \$5.00 Per Share Nor Less Than \$4.00 Per Share**  
**For Not More Than \$10,000,000 Cash**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON APRIL 22, 2013, UNLESS THE OFFER IS EXTENDED.**

**Computershare Trust Company, N.A.**

**By Overnight Courier:**  
**Computershare Trust Company, N.A.**  
**Attn Corp Actions**  
**250 Royall St.**  
**Suite V**  
**Canton, MA 02021**

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**By Facsimile Transmission:**  
**For Eligible Institutions Only:**  
**(617) 360-6810**  
**For Confirmation Only Telephone:**  
**(781) 575-2332**

YOU SHOULD READ CAREFULLY THIS LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, BEFORE YOU COMPLETE IT. FOR THIS LETTER OF TRANSMITTAL TO BE PROPERLY DELIVERED, IT MUST BE RECEIVED BY THE DEPOSITARY AT ONE OF THE ABOVE ADDRESSES BEFORE OUR OFFER EXPIRES (IN ADDITION TO THE OTHER REQUIREMENTS DETAILED IN THIS LETTER OF TRANSMITTAL AND ITS INSTRUCTIONS). DELIVERY OF THIS LETTER OF TRANSMITTAL TO ANOTHER ADDRESS WILL NOT CONSTITUTE PROPER DELIVERY. DELIVERIES TO US, THE INFORMATION AGENT OR THE BOOK-ENTRY TRANSFER FACILITY WILL NOT BE FORWARDED TO THE DEPOSITARY AND WILL NOT CONSTITUTE A PROPER DELIVERY.

**DESCRIPTION OF SHARES TENDERED**

*(See Instructions 3 and 4)*

Name(s) and Address(es) of Registered Holder(s) (please fill in exactly as name(s) appear(s) on Certificate(s))	Shares Tendered For Certificates Enclosed (Attach Additional Signed List if Necessary)		
	Certificate Number (1)	Total Number of Shares Evidenced by Certificate(s)	Number of Shares Tendered (2)
	Total Certificated Shares Tendered:		
	Total Shares Tendered by Book-Entry:		
	Total Shares Tendered:		

- (1) Need not be completed by holders who tender shares by book-entry transfer.
- (2) Unless otherwise indicated, it will be assumed that all Common Shares represented by any certificates delivered to the Depositary are being tendered.  
*See Instruction 4.*

**WHEN SHOULD YOU USE THIS LETTER OF TRANSMITTAL?**

You should complete this Letter of Transmittal only if:

- You are including with this Letter of Transmittal certificates representing shares that you are tendering; or
- You are concurrently tendering shares by book-entry transfer to the account maintained by the depository at The Depository Trust Company (the “book-entry transfer facility”) pursuant to Section 3 of the Offer to Purchase and you are not using an agent’s message (as defined in Instruction 2).

**ADDITIONAL INFORMATION REGARDING TENDERED SHARES**

- Check here if any certificate evidencing the shares you are tendering with this Letter of Transmittal has been lost, stolen, destroyed or mutilated. If so, you must complete an Affidavit of Loss and return the executed Affidavit of Loss with your Letter of Transmittal. A bond may be required to be posted by you to secure against the risk that the certificates may be re-circulated and you may be required to pay a fee. Please call Computershare Trust Company, N.A., the Depository and the Company’s transfer agent for the Common Shares, at (800) 546-5141, for instructions as to obtaining an Affidavit of Loss. See Instruction 12.
- Check here if tendered shares are being delivered by book-entry transfer made to an account maintained by the depository with the book-entry transfer facility and complete the following (only financial institutions that are participants in the system of the book-entry transfer facility may deliver shares by book-entry transfer):

Name of Tendering Institution: \_\_\_\_\_

Account Number: \_\_\_\_\_

Transaction Code Number: \_\_\_\_\_

Name(s) of Registered Owner(s): \_\_\_\_\_

Account Number: \_\_\_\_\_

**PRICE AT WHICH YOU ARE TENDERING**  
*(See Instruction 5)*

YOU MUST **CHECK ONE BOX, AND ONLY ONE BOX**, IF YOU WANT TO TENDER YOUR COMMON SHARES. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, YOUR COMMON SHARES WILL NOT BE PROPERLY TENDERED.

**COMMON SHARES TENDERED AT A PRICE DETERMINED BY YOU:**

By checking one of the boxes below instead of the box under "COMMON SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO THE OFFER," you are tendering Common Shares at the price indicated. If the Purchase Price (as defined below) is less than the price you indicate below, none of your Common Shares will be purchased. If you want to tender portions of your Common Shares at more than one price, you must complete a separate Letter of Transmittal for each price at which you tender Common Shares. The same Common Shares cannot be tendered at more than one price.

**PRICE (IN DOLLARS) PER COMMON SHARE AT WHICH COMMON SHARES ARE BEING TENDERED**

- |                                 |                                 |                                 |                                 |
|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| <input type="checkbox"/> \$4.00 | <input type="checkbox"/> \$4.30 | <input type="checkbox"/> \$4.60 | <input type="checkbox"/> \$4.90 |
| <input type="checkbox"/> \$4.10 | <input type="checkbox"/> \$4.40 | <input type="checkbox"/> \$4.70 | <input type="checkbox"/> \$5.00 |
| <input type="checkbox"/> \$4.20 | <input type="checkbox"/> \$4.50 | <input type="checkbox"/> \$4.80 |                                 |

OR

**COMMON SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO THE OFFER:**

- By checking THIS ONE BOX INSTEAD OF ONE OF THE PRICE BOXES ABOVE, you are tendering Common Shares and are willing to accept the Purchase Price in accordance with the terms of our Offer. This action will maximize the chance of having the Company purchase your Common Shares (subject to the possibility of proration). Note this could result in your receiving a price per share as low as \$4.00.

**ODD LOTS**

As described in Section 1 of the Offer to Purchase, under certain conditions, holders owning fewer than 100 Common Shares may have all of their Common Shares accepted for payment before any proration of other tendered Common Shares. This preference is not available to partial tenders, or to beneficial or record holders of an aggregate of 100 or more Common Shares, even if these holders have separate accounts representing fewer than 100 Common Shares. Accordingly, this section is to be completed only if Common Shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 Common Shares. The undersigned either (check one box):

- is the beneficial or record owner of fewer than 100 Common Shares in the aggregate, all of which are being tendered; or
- is a broker, dealer, commercial bank, trust company, or other nominee (a) tendering for the beneficial owner(s) Common Shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), each such person is the beneficial owner of an aggregate of fewer than 100 Common Shares and is tendering all of such Common Shares.

In addition, the undersigned is tendering Common Shares either (check one box):

- at the Purchase Price; or
- at the price per share indicated above in the section captioned "Price per Share at which Common Shares Are Being Tendered."

**CONDITIONAL TENDER**  
*(See Instruction 13)*

You may condition your tender of Common Shares on the Company's purchase of a specified minimum number of your tendered Common Shares, all as described in Section 6 of the Offer to Purchase. Unless the minimum number of Common Shares you indicate below is purchased by us in our Offer, none of the Common Shares you tender will be purchased. It is your responsibility to calculate the minimum number of Common Shares that must be purchased if any are purchased, and you are urged to consult your own tax advisors or financial advisors before completing this section. Unless the following box has been checked and a minimum number of Common Shares specified, your tender will be deemed unconditional.

- The minimum number of Common Shares that must be purchased, if any are purchased, is \_\_\_\_\_ Common Shares.

If, because of proration, the minimum number of Common Shares you designated above will not be purchased, we may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your Common Shares and checked the following box:

- The tendered Common Shares represent all Common Shares held by me.

**SPECIAL DELIVERY INSTRUCTIONS**  
*(See Instructions 1, 6, 7 and 8)*

You may check one, both or none of the boxes below, as applicable.

- Check this box and complete the box below ONLY if you want certificate(s) for Common Shares not tendered or not purchased to be mailed to someone other than you or to you at an address other than the one shown above.
- Check this box and complete the box below ONLY if you want the check for the aggregate net purchase price, where such check is to be issued in your name, to be issued to someone other than you.

Name:
Address (OTHER THAN A POST OFFICE BOX IF THE FIRST BOX ABOVE IS CHECKED):
Social Security or Tax Identification Number:

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**NOTE:**

**SIGNATURES MUST BE PROVIDED IN THE BOX LABELED  
“IMPORTANT—HOLDERS SIGN HERE”**

**IF YOU WANT TO TENDER YOUR COMMON SHARES,  
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.**



## LETTER OF TRANSMITTAL

To Computershare Trust Company, N.A.:

The undersigned hereby tenders to Vicor Corporation, a Delaware corporation (“Vicor”), the above-described Common Shares of Vicor common stock, \$0.01 par value per share at the price per share indicated in this Letter of Transmittal, to the seller in cash, without interest, upon the terms, and subject to the conditions, set forth in the offer to purchase (the “Offer to Purchase”), dated March 21, 2013, receipt of which is hereby acknowledged, and in this Letter of Transmittal which, together with the Offer to Purchase, as amended or supplemented from time to time, together constitute the “Offer.”

Subject to, and effective upon, acceptance for payment of the Common Shares tendered in accordance with the terms and subject to the conditions of the Offer, including, if the Offer is extended or amended, the terms and conditions of the extension or amendment, the undersigned agrees to sell, assign and transfer to, or upon the order of, Vicor all right, title and interest in and to all Common Shares tendered and orders the registration of all Common Shares tendered by book-entry transfer that are purchased under the Offer to or upon the order of Vicor and irrevocably constitutes and appoints the Computershare Trust Company, N.A. (the “Depository”) as the true and lawful agent and attorney-in-fact of the undersigned with respect to the Common Shares with full knowledge that the Depository also acts as the agent of Vicor, with full power of substitution (the power of attorney being deemed to be an irrevocable power coupled with an interest), to:

1. deliver certificate(s) representing the Common Shares or transfer ownership of the Common Shares on the account books maintained by the book-entry transfer facility, together, in either case, with all accompanying evidences of transfer and authenticity, to, or upon the order of, Vicor upon receipt by the Depository, as the undersigned’s agent, of the purchase price with respect to the Common Shares;
2. present certificates for the Common Shares for cancellation and transfer (with the Common Shares underlying such certificates to be retired and restored to the status of authorized but unissued stock) on Vicor books; and
3. receive all benefits and otherwise exercise all rights of beneficial ownership of the Common Shares, subject to the next paragraph, all in accordance with the terms and subject to the conditions of the Offer.

The undersigned covenants, represents and warrants to Vicor:

1. the undersigned has full power and authority to tender, sell, assign and transfer the Common Shares tendered hereby and, when and to the extent accepted for payment, Vicor will acquire good, marketable and unencumbered title to the tendered Common Shares, free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or transfer of the Common Shares, and not subject to any adverse claims;
2. the undersigned understands tenders of Common Shares pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions to this Letter of Transmittal will constitute the undersigned’s acceptance of the terms and conditions of the Offer, including the undersigned’s representation and warranty that (a) the undersigned has a “net long position,” within the meaning of Rule 14e-4 promulgated under the Securities Exchange Act of 1934, in the Common Shares or equivalent securities at least equal to the Common Shares being tendered, and (b) the tender of Common Shares complies with Rule 14e-4; and
3. the undersigned will, upon request, execute and deliver any additional documents deemed by the Depository or Vicor to be necessary or desirable to complete the sale, assignment and transfer of the Common Shares tendered.

The undersigned understands Vicor’s acceptance of Common Shares tendered pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions to this Letter of Transmittal

will constitute a binding agreement between the undersigned and Vicor upon the terms and subject to the conditions of the Offer. The undersigned acknowledges under no circumstances will Vicor pay interest on the purchase price, including, without limitation, by reason of any delay in making payment.

The name(s) and address(es) of the registered holder(s) should be printed, if they are not already printed above, exactly as they appear on the certificates evidencing Common Shares tendered. The certificate numbers, the number of Common Shares evidenced by the certificates, the number of Common Shares that the undersigned wishes to tender, and the price at which the Common Shares are being tendered should be set forth in the appropriate boxes above.

The undersigned understands Vicor will determine a single per share price, not less than \$4.00 nor greater than \$5.00, it will pay for Common Shares properly tendered, taking into account the number of Common Shares tendered and the prices specified by tendering holders. Vicor will select the lowest price per share specified by tendering holders (the "Purchase Price") enabling Vicor to purchase Common Shares with an aggregate value of \$10 million or, if Common Shares with an aggregate value of less than \$10 million are properly tendered at or below the maximum price of \$5.00 per share, the highest price at which Common Shares were properly tendered and not properly withdrawn. All Common Shares acquired in the Offer will be acquired at the Purchase Price. All Common Shares properly tendered at prices equal to or below the Purchase Price and not properly withdrawn will be purchased, subject to the conditions of the Offer, odd lot priority, proration and conditional tender provisions described in the Offer to Purchase. Common Shares tendered at prices in excess of the Purchase Price and Common Shares not purchased because of the odd lot priority, proration or conditional tenders will be returned without expense to the holder. We will not purchase fractional Common Shares, and the total number of Common Shares we purchase will be rounded down to the largest number of whole Common Shares that can be purchased for \$10 million.

The undersigned recognizes under the circumstances set forth in the Offer to Purchase, Vicor will not be required to accept for payment or pay for any Common Shares tendered, may terminate or amend the Offer, and may postpone the acceptance for payment of, or the payment for, Common Shares tendered. The undersigned understands certificate(s) for any Common Shares not tendered or not purchased will be returned to the undersigned at the address indicated above, unless otherwise indicated in the box entitled "Special Delivery Instructions" above. The undersigned acknowledges Vicor has no obligation, pursuant to the "Special Delivery Instructions" box, to transfer any certificate for Common Shares from the name of its registered holder(s), or to order the registration or transfer of any Common Shares tendered by book-entry transfer, if Vicor does not purchase any of the Common Shares represented by such certificate or tendered by such book-entry transfer.

The undersigned understands Depository's bank draft for the aggregate net purchase price for the Common Shares tendered and purchased will be issued payable to the order of the undersigned and mailed to the address indicated herein, unless otherwise indicated in the box entitled "Special Delivery Instructions" above.

All authority conferred or agreed to be conferred by this Letter of Transmittal will survive the death or incapacity of the undersigned, and any obligation of the undersigned will be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and legal representatives of the undersigned.

Except as stated in the Offer to Purchase, this tender is irrevocable.

[Signature page below.]

**IMPORTANT—HOLDERS SIGN HERE**

**NOTE:** The registered holder(s) must sign this document exactly as name(s) appear(s) on certificates(s) for Common Shares or on a security position listing or the person(s) authorized to become the registered holder(s) by certificates and documents transmitted with this Letter of Transmittal must sign this document. If a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity is signing this document, please set forth your full title and *see Instruction 6*.

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_

Name(s) (please print): \_\_\_\_\_

Fiduciary or Representative Capacity (Full Title): \_\_\_\_\_

Address: \_\_\_\_\_

Daytime Area Code and Telephone Number: \_\_\_\_\_

Tax Identification or Social Security Number: \_\_\_\_\_

(See Form W-9)

**APPLY MEDALLION GUARANTEE STAMP BELOW**  
*(See Instructions 1 and 6)*

**PLEASE COMPLETE AND RETURN THE ACCOMPANYING FORM W-9**

## Request for Taxpayer Identification Number and Certification

**Give Form to the  
 requester. Do not  
 send to the IRS.**

**Print or  
 type**  
 See  
**Specific  
 Instructions**  
 on page 2.

Name (as shown on your income tax return)	
Business name/disregarded entity name, if different from above	
Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/Sole Proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ____ <input type="checkbox"/> Other (see instructions.)	
<input type="checkbox"/> Exempt payee	
Address (number, street, and apt. or suite no.)	
City, state, and ZIP code	Requester's name and address (optional)
List account number(s) here (optional)	

**Part I Taxpayer Identification Number (TIN)**

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

**Social Security number:**

\_ \_ - \_ -

**Employer Identification number:**

\_ -

**Part II Certification**

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

**Sign  
 Here**      Signature of  
 U.S. person <sup>u</sup>

**Date** <sup>u</sup>

**General Instructions**

Section references are to the Internal Revenue Code unless otherwise noted.

**Purpose of Form**

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

**Note.** If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:  
 —An individual who is a U.S. citizen or U.S. resident alien,

—A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,

—An estate (other than a foreign estate), or

—A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity,
- The U.S. grantor or other owner of a grantor trust and not the trust, and
- The U.S. trust (other than a grantor trust) and not the beneficiaries of the trust.

**Foreign person.** If you are a foreign person, do not use Form W-9. Instead, use the appropriate Form W-8 (see Publication 515, Withholding of Tax on Nonresident Aliens and Foreign Entities).

**Nonresident alien who becomes a resident alien.** Generally, only a nonresident alien individual may use the terms of a tax treaty to reduce or eliminate U.S. tax on certain types of income. However, most tax treaties contain a provision known as a “saving clause.” Exceptions specified in the saving clause may permit an exemption from tax to continue for certain types of income even after the payee has otherwise become a U.S. resident alien for tax purposes.

If you are a U.S. resident alien who is relying on an exception contained in the saving clause of a tax treaty to claim an exemption from U.S. tax on certain types of income, you must attach a statement to Form W-9 that specifies the following five items:

1. The treaty country. Generally, this must be the same treaty under which you claimed exemption from tax as a nonresident alien.
2. The treaty article addressing the income.
3. The article number (or location) in the tax treaty that contains the saving clause and its exceptions.
4. The type and amount of income that qualifies for the exemption from tax.
5. Sufficient facts to justify the exemption from tax under the terms of the treaty article.

**Example.** Article 20 of the U.S.-China income tax treaty allows an exemption from tax for scholarship income received by a Chinese student temporarily present in the United States. Under U.S. law, this student will become a resident alien for tax purposes if his or her stay in the United States exceeds 5 calendar years. However, paragraph 2 of the first Protocol to the U.S.-China treaty (dated April 30, 1984) allows the provisions of Article 20 to continue to apply even after the Chinese student becomes a resident alien of the United States. A Chinese student who qualifies for this exception (under paragraph 2 of the first protocol) and is relying on this exception to claim an exemption from tax on his or her scholarship or fellowship income would attach to Form W-9 a statement that includes the information described above to support that exemption.

If you are a nonresident alien or a foreign entity not subject to backup withholding, give the requester the appropriate completed Form W-8.

**What is backup withholding?** Persons making certain payments to you must under certain conditions withhold and pay to the IRS a percentage of such payments. This is called “backup withholding.” Payments that may be subject to backup withholding include interest, tax-exempt interest, dividends, broker and barter exchange transactions, rents, royalties, nonemployee pay, and certain payments from fishing boat operators. Real estate transactions are not subject to backup withholding.

You will not be subject to backup withholding on payments you receive if you give the requester your correct TIN, make the proper certifications, and report all your taxable interest and dividends on your tax return.

**Payments you receive will be subject to backup withholding if:**

1. You do not furnish your TIN to the requester,
2. You do not certify your TIN when required (see the Part II instructions on page 3 for details),
3. The IRS tells the requester that you furnished an incorrect TIN,
4. The IRS tells you that you are subject to backup withholding because you did not report all your interest and dividends on your tax return (for reportable interest and dividends only), or
5. You do not certify to the requester that you are not subject to backup withholding under 4 above (for reportable interest and dividend accounts opened after 1983 only).

Certain payees and payments are exempt from backup withholding. See the instructions below and the separate Instructions for the Requester of Form W-9.

Also see *Special rules for partnerships* on page 1.

## Updating Your Information

You must provide updated information to any person to whom you claimed to be an exempt payee if you are no longer an exempt payee and anticipate receiving reportable payments in the future from this person. For example, you may need to provide updated information if you are a C corporation that elects to be an S corporation, or if you no longer are tax exempt. In addition, you must furnish a new Form W-9 if the name or TIN changes for the account, for example, if the grantor of a grantor trust dies.

## Penalties

**Failure to furnish TIN.** If you fail to furnish your correct TIN to a requester, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

**Civil penalty for false information with respect to withholding.** If you make a false statement with no reasonable basis that results in no backup withholding, you are subject to a \$500 penalty.

**Criminal penalty for falsifying information.** Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

**Misuse of TINs.** If the requester discloses or uses TINs in violation of federal law, the requester may be subject to civil and criminal penalties.

## Specific Instructions

### Name

If you are an individual, you must generally enter the name shown on your income tax return. However, if you have changed your last name, for instance, due to marriage without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first, and then circle, the name of the person or entity whose number you entered in Part I of the form.

**Sole proprietor.** Enter your individual name as shown on your income tax return on the “Name” line. You may enter your business, trade, or “doing business as (DBA)” name on the “Business name/disregarded entity name” line.

**Partnership, C Corporation, or S Corporation.** Enter the entity’s name on the “Name” line and any business, trade, or “doing business as (DBA) name” on the “Business name/disregarded entity name” line.

**Disregarded entity.** Enter the owner’s name on the “Name” line. The name of the entity entered on the “Name” line should never be a disregarded entity. The name on the “Name” line must be the name shown on the income tax return on which the income will be reported. For example, if a foreign LLC that is treated as a disregarded entity for U.S. federal tax purposes has a domestic owner, the domestic owner’s name is required to be provided on the “Name” line. If the direct owner of the entity is also a disregarded entity, enter the first owner that is not disregarded for federal tax purposes. Enter the disregarded entity’s name on the “Business name/disregarded entity name” line. If the owner of the disregarded entity is a foreign person, you must complete an appropriate Form W-8.

**Note.** Check the appropriate box for the federal tax classification of the person whose name is entered on the “Name” line (Individual/sole proprietor, Partnership, C Corporation, S Corporation, Trust/estate).

**Limited Liability Company (LLC).** If the person identified on the “Name” line is an LLC, check the “Limited liability company” box only and enter the appropriate code for the tax classification in the space provided. If you are an LLC that is treated as a partnership for federal tax purposes, enter “P” for partnership. If you are an LLC that has filed a Form 8832 or a Form 2553 to be taxed as a corporation, enter “C” for C corporation or “S” for S corporation. If you are an LLC that is disregarded as an entity separate from its owner under Regulation section 301.7701-3 (except for employment and excise tax), do not check the LLC box unless the owner of the LLC (required to be identified on the “Name” line) is another LLC that is not disregarded for federal tax purposes. If the LLC is disregarded as an entity separate from its owner, enter the appropriate tax classification of the owner identified on the “Name” line.

**Other entities.** Enter your business name as shown on required federal tax documents on the “Name” line. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or DBA name on the “Business name/disregarded entity name” line.

## Exempt Payee

If you are exempt from backup withholding, enter your name as described above and check the appropriate box for your status, then check the "Exempt payee" box in the line following the "Business name/disregarded entity name," sign and date the form.

Generally, individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends.

**Note.** If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding.

The following payees are exempt from backup withholding:

1. An organization exempt from tax under section 501(a), any IRA, or a custodial account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2),
2. The United States or any of its agencies or instrumentalities,
3. A state, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities,
4. A foreign government or any of its political subdivisions, agencies, or instrumentalities, or
5. An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

6. A corporation,
7. A foreign central bank of issue,
8. A dealer in securities or commodities required to register in the United States, the District of Columbia, or a possession of the United States,
9. A futures commission merchant registered with the Commodity Futures Trading Commission,
10. A real estate investment trust,
11. An entity registered at all times during the tax year under the Investment Company Act of 1940,
12. A common trust fund operated by a bank under section 584(a),
13. A financial institution,
14. A middleman known in the investment community as a nominee or custodian, or
15. A trust exempt from tax under section 664 or described in section 4947.

The following chart shows payment types that may be exempt from backup withholding. The chart applies to the exempt payees listed above, 1 through 15.

IF the payment is for . . .	THEN the payment is exempt for . . .
Interest and dividend payments	All exempt payees except for 9
Broker transactions	Exempt payees 1 through 5 and 7 through 13. Also, C corporations.
Barter exchange transactions and patronage dividends	Exempt payees 1 through 5
Payments over \$600 required to be reported and direct sales over \$5,000 <sup>1</sup>	Generally, exempt payees 1 through 7 <sup>2</sup>

<sup>1</sup> See Form 1099-MISC, Miscellaneous Income, and its instructions.

<sup>2</sup> However, the following payments made to a corporation and reportable on Form 1099-MISC are not exempt from backup withholding: medical and health care payments, attorneys' fees, gross proceeds paid to an attorney, and payments for services paid by a federal executive agency.

## Part I. Taxpayer Identification Number (TIN)

**Enter your TIN in the appropriate box.** If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see *How to get a TIN* below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, the IRS prefers that you use your SSN.

If you are a single-member LLC that is disregarded as an entity separate from its owner (see *Limited Liability Company (LLC)* on page 2), enter the owner's SSN (or EIN, if the owner has one). Do not enter the disregarded entity's EIN. If the LLC is classified as a corporation or partnership, enter the entity's EIN.

**Note.** See the chart on page 4 for further clarification of name and TIN combinations.

**How to get a TIN.** If you do not have a TIN, apply for one immediately. To apply for an SSN, get Form SS-5, Application for a Social Security Card, from your local Social Security Administration office or get this form online at [www.ssa.gov](http://www.ssa.gov). You may also get this form by calling 1-800-772-1213. Use Form W-7, Application for IRS Individual Taxpayer Identification Number, to apply for an ITIN, or Form SS-4, Application for Employer Identification Number, to apply for an EIN. You can apply for an EIN online by accessing the IRS website at [www.irs.gov/businesses](http://www.irs.gov/businesses) and clicking on Employer Identification Number (EIN) under Starting a Business. You can get Forms W-7 and SS-4 from the IRS by visiting [IRS.gov](http://IRS.gov) or by calling 1-800-TAX-FORM (1-800-829-3676).

If you are asked to complete Form W-9 but do not have a TIN, write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, generally you will have 60 days to get a TIN and give it to the requester before you are subject to backup withholding on payments. The 60-day rule does not apply to other types of payments. You will be subject to backup withholding on all such payments until you provide your TIN to the requester.

**Note.** Entering "Applied For" means that you have already applied for a TIN or that you intend to apply for one soon.

**Caution:** A disregarded domestic entity that has a foreign owner must use the appropriate Form W-8.

## Part II. Certification

To establish to the withholding agent that you are a U.S. person, or resident alien, sign Form W-9. You may be requested to sign by the withholding agent even if item 1, below, and items 4 and 5 on page 4 indicate otherwise.

For a joint account, only the person whose TIN is shown in Part I should sign (when required). In the case of a disregarded entity, the person identified on the "Name" line must sign. Exempt payees, see *Exempt Payee* on page 3.

**Signature requirements.** Complete the certification as indicated in items 1 through 3, below, and items 4 and 5 on page 4.

1. **Interest, dividend, and barter exchange accounts opened before 1984 and broker accounts considered active during 1983.** You must give your correct TIN, but you do not have to sign the certification.
2. **Interest, dividend, broker, and barter exchange accounts opened after 1983 and broker accounts considered inactive during 1983.** You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.
3. **Real estate transactions.** You must sign the certification. You may cross out item 2 of the certification.
4. **Other payments.** You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services, payments to certain fishing boat crew members and fishermen, and gross proceeds paid to attorneys (including payments to corporations).

5. **Mortgage interest paid by you, acquisition or abandonment of secured property, cancellation of debt, qualified tuition program payments (under section 529), IRA, Coverdell ESA, Archer MSA or HSA contributions or distributions, and pension distributions.** You must give your correct TIN, but you do not have to sign the certification.

## What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account <sup>1</sup>
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor <sup>2</sup>
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee <sup>1</sup>
b. So-called trust account that is not a legal or valid trust under state law	The actual owner <sup>1</sup>
5. Sole proprietorship or disregarded entity owned by an individual	The owner <sup>3</sup>
6. Grantor trust filing under Optional Form 1099 Filing Method 1 (see Regulation section 1.671-4(b)(2)(i)(A))	The grantor *
For this type of account:	Give name and EIN of:
7. Disregarded entity not owned by an individual	The owner
8. A valid trust, estate, or pension trust	Legal entity <sup>4</sup>
9. Corporation or LLC electing corporate status on Form 8832 or Form 2553	The corporation
10. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
11. Partnership or multi-member LLC	The partnership
12. A broker or registered nominee	The broker or nominee
13. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity
14. Grantor trust filing under the Form 1041 Filing Method or the Optional Form 1099 Filing Method 2 (see Regulation section 1.671-4(b)(2)(i)(B))	The trust

<sup>1</sup> List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

<sup>2</sup> Circle the minor's name and furnish the minor's SSN.

<sup>3</sup> You must show your individual name and you may also enter your business or "DBA" name on the "Business name/disregarded entity" name line. You may use either your SSN or EIN (if you have one), but the IRS encourages you to use your SSN.

<sup>4</sup> List first and circle the name of the trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.) Also see *Special rules for partnerships* on page 1.

\***Note.** Grantor also must provide a Form W-9 to trustee of trust.

**Note.** If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.

## Secure Your Tax Records from Identity Theft

Identity theft occurs when someone uses your personal information such as your name, social security number (SSN), or other identifying information, without your permission, to commit fraud or other crimes. An identity thief may use your SSN to get a job or may file a tax return using your SSN to receive a refund.

To reduce your risk:

- Protect your SSN,
- Ensure your employer is protecting your SSN, and
- Be careful when choosing a tax preparer.

If your tax records are affected by identity theft and you receive a notice from the IRS, respond right away to the name and phone number printed on the IRS notice or letter.

If your tax records are not currently affected by identity theft but you think you are at risk due to a lost or stolen purse or wallet, questionable credit card activity or credit report, contact the IRS Identity Theft Hotline at 1-800-908-4490 or submit Form 14039.

For more information, see Publication 4535, Identity Theft Prevention and Victim Assistance.

Victims of identity theft who are experiencing economic harm or a system problem, or are seeking help in resolving tax problems that have not been resolved through normal channels, may be eligible for Taxpayer Advocate Service (TAS) assistance. You can reach TAS by calling the TAS toll-free case intake line at 1-877-777-4778 or TTY/TDD 1-800-829-4059.

**Protect yourself from suspicious emails or phishing schemes.** Phishing is the creation and use of email and websites designed to mimic legitimate business emails and websites. The most common act is sending an email to a user falsely claiming to be an established legitimate enterprise in an attempt to scam the user into surrendering private information that will be used for identity theft.

The IRS does not initiate contacts with taxpayers via emails. Also, the IRS does not request personal detailed information through email or ask taxpayers for the PIN numbers, passwords, or similar secret access information for their credit card, bank, or other financial accounts.

If you receive an unsolicited email claiming to be from the IRS, forward this message to [phishing@irs.gov](mailto:phishing@irs.gov). You may also report misuse of the IRS name, logo, or other IRS property to the Treasury Inspector General for Tax Administration at 1-800-366-4484. You can forward suspicious emails to the Federal Trade Commission at: [spam@uce.gov](mailto:spam@uce.gov) or contact them at [www.ftc.gov/idtheft](http://www.ftc.gov/idtheft) or 1-877-IDTHEFT (1-877-438-4338).

Visit [IRS.gov](http://IRS.gov) to learn more about identity theft and how to reduce your risk.

## Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to provide your correct TIN to persons (including federal agencies) who are required to file information returns with the IRS to report interest, dividends, or certain other income paid to you; mortgage interest you paid; the acquisition or abandonment of secured property; the cancellation of debt; or contributions you made to an IRA, Archer MSA, or HSA. The person collecting this form uses the information on the form to file information returns with the IRS, reporting the above information. Routine uses of this information include giving it to the Department of Justice for civil and criminal litigation and to cities, states, the District of Columbia, and U.S. possessions for use in administering their laws. The information also may be disclosed to other countries under a treaty, to federal and state agencies to enforce civil and criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. You must provide your TIN whether or not you are required to file a tax return. Under section 3406, payers must generally withhold a percentage of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to the payer. Certain penalties may also apply for providing false or fraudulent information.





**INSTRUCTIONS  
FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER**

**1. Signature Guarantees and Method of Delivery.**

No signature guarantee is required if:

- (a) the Letter of Transmittal is signed by the registered holder of the Common Shares tendered and the holder has not completed either the box entitled “Special Delivery Instructions”;
- (b) the box entitled “Special Payment Instructions” in the Letter of Transmittal is not completed; or
- (c) Common Shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program, NASDAQ OMX Group, Inc., Medallion Signature Program, the Stock Exchange Medallion Program, or an “eligible guarantor institution,” as the term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (each of the foregoing constituting an “Eligible Institution”).

If a certificate for Common Shares is registered in the name of a person other than the person executing a Letter of Transmittal, or if payment is to be made, or Common Shares not purchased or tendered are to be issued to a person other than the registered holder of the certificate surrendered, then the tendered certificate must be endorsed or accompanied by an appropriate stock power, signed in either case exactly as the name of the registered holder appears on the certificate, with the signature guaranteed by an Eligible Institution.

**2. Requirements of Tender.**

This Letter of Transmittal is to be completed by holders either if certificates are to be forwarded herewith or, unless an agent’s message (as defined below) is utilized, if delivery of Common Shares is to be made pursuant to the procedures for book-entry transfer set forth in Section 3 of the Offer to Purchase.

For Common Shares to be tendered properly in the Offer: the certificates for the Common Shares, or confirmation of receipt of the Common Shares pursuant to the procedure for book-entry transfer set forth below, together with a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, including any required signature guarantees, or an agent’s message (as defined below) in the case of a book-entry transfer, and any other documents required by the Letter of Transmittal, must be received prior to the Expiration Date by the Depository at its address set forth on the back cover page of this Offer to Purchase; or the tendering holder must, prior to the Expiration Date, comply with the guaranteed delivery procedure set forth below and in Section 3 of the Offer to Purchase.

If a holder desires to tender Common Shares in the Offer and the holder’s Common Share certificates are not immediately available or cannot be delivered to the Depository prior to the Expiration Date (or the procedures for book-entry transfer cannot be completed on a timely basis), or if time will not permit delivery of all required documents to the Depository prior to the Expiration Date, the Common Shares may still be tendered pursuant to the procedures set forth in Section 3 of the Offer to Purchase. Pursuant to those procedures, all of the following conditions must be satisfied: (i) the tender is made by or through an Eligible Institution; (ii) the Depository receives by hand, mail, overnight courier or facsimile transmission, prior to the Expiration Date, a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form the Company has provided with this Offer to Purchase, including (where required) a signature guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery; and (iii) the certificates for all tendered Common Shares, in proper form for transfer (or confirmation of book-entry transfer of the Common Shares into the Depository’s account at DTC), together with a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, or an agent’s message (as defined below) in the case of a book-entry transfer, and any required signature guarantees and other documents required by the Letter of Transmittal, are received by the Depository within three business days after the date of receipt by the Depository of the Notice of Guaranteed Delivery. The

term “Agent’s Message” means a message transmitted by DTC to, and received by, the Depositary and forming a part of a book-entry confirmation, which states that DTC has received an express acknowledgement from the participant tendering Common Shares through DTC that such participant has received, and agrees to be bound by, the terms of this Letter of Transmittal and that the Company may enforce such agreement against that participant.

**The method of delivery of all documents, including certificates for Common Shares, this Letter of Transmittal and any other required documents, including delivery through DTC, is at the sole election and risk of the tendering holder. Common Shares will be deemed delivered only when actually received by the Depositary (including, in the case of a book-entry transfer, by book-entry confirmation).** If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.

Except as specifically provided by the Offer to Purchase, no alternative, conditional or contingent tenders will be accepted. No fractional Common Shares will be purchased. All tendering holders, by execution of this Letter of Transmittal, waive any right to receive any notice of the acceptance for payment of their Common Shares.

**3. *Inadequate Space.***

If the space provided in the box entitled “Description of Common Shares Tendered” in this Letter of Transmittal is inadequate, the certificate numbers and/or the number of Common Shares should be listed on a separate signed schedule attached hereto.

**4. *Partial Tenders (Not Applicable to Holders Who Tender by Book-Entry Transfer).***

If fewer than all the Common Shares represented by any certificate submitted to the Depositary are to be tendered, fill in the number of Common Shares that are to be tendered in the box entitled “Number of Common Shares Tendered.” In that case, if any tendered Common Shares are purchased, new certificate(s) for the remainder of the Common Shares that were evidenced by the old certificate(s) will be sent to the registered holder(s), unless otherwise provided in the appropriate box on this Letter of Transmittal, promptly after the acceptance for payment of, and payment for, the Common Shares tendered herewith. All Common Shares represented by certificates delivered to the Depositary will be deemed to have been tendered unless otherwise indicated.

**5. *Indication of Price at Which Common Shares Are Tendered.***

For Common Shares to be properly tendered, the holder must either (1) check the box indicating the price per Common Share at which such holder is tendering Common Shares under the section captioned “Price (in Dollars) per Common Share at Which Common Shares Are Being Tendered” or (2) check the box in the section captioned “Purchase Price Tender” in order to maximize the chance of having the Company purchase all of the Common Shares tendered (subject to the possibility of proration) (holders should understand this election may lower the Purchase Price and could result in the tendered Common Shares being purchased at the minimum price of \$4.00 per Common Share). For purposes of determining the price at which tendered Common Shares will be purchased by the Company, those Common Shares tendered by holders agreeing to accept the price determined in the Offer will be deemed to be tendered at the minimum price of \$4.00. Selecting option (1) could result in none of the holder’s tendered Common Shares being purchased if the Purchase Price for the Common Shares determined by the Company is less than the price indicated by the holder. Selecting option (2) may lower the Purchase Price and could result in the holder receiving the minimum price of \$4.00 per Common Share. **Only one box under (1) or (2) may be checked. If more than one box is checked, or if no box is checked, there is no proper tender of Common Shares. A holder wishing to tender portions of such holder’s Common Share holdings at different prices must complete a separate Letter of Transmittal for each price at which such holder wishes to tender each**

**such portion of such holder's Common Shares.** The same Common Shares cannot be tendered at more than one price unless previously properly withdrawn as provided in Section 4 of the Offer to Purchase.

**6. Signatures on Letter of Transmittal, Stock Powers and Endorsements.**

If this Letter of Transmittal is signed by the registered holder(s) of the Common Shares tendered hereby, the signature(s) must correspond exactly with the name(s) as written on the face of the certificate(s) without any change whatsoever.

If any of the Common Shares tendered hereby are owned of record by two or more joint owners, all such persons must sign this Letter of Transmittal.

If any Common Shares tendered hereby are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates.

If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, he or she should so indicate when signing, and proper evidence satisfactory to the Company of his or her authority to so act must be submitted with this Letter of Transmittal and any such certificates or stock powers must be guaranteed by an eligible institution. If this Letter of Transmittal is signed by the registered owner(s) of the Common Shares tendered hereby, no endorsements of certificates or separate stock powers are required unless payment of the purchase price is to be made, or certificates for Common Shares not tendered or accepted for payment are to be issued, to a person other than the registered owner(s). Signatures on any such certificates or stock powers must be guaranteed by an eligible institution.

If this Letter of Transmittal is signed by a person other than the registered owner(s) of the Common Shares tendered hereby, or if payment is to be made or certificate(s) for Common Shares not tendered or not purchased are to be issued to a person other than the registered owner(s), the certificate(s) representing such Common Shares must be properly endorsed for transfer or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered owner(s) appear(s) on the certificate(s). The signature(s) on any such certificate(s) or stock power(s) must be guaranteed by an eligible institution. See Instruction 1.

**7. Stock Transfer Taxes.**

The Company will pay all stock transfer taxes, if any, payable on the transfer of Common Shares purchased pursuant to the Offer. If, however, payment of the Purchase Price is to be made to, or (in the circumstances permitted by the Offer) if unpurchased Common Shares are to be registered in the name of, any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person signing the Letter of Transmittal, the amount of all stock transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to the person, will be deducted from the Purchase Price unless satisfactory evidence of the payment of the stock transfer taxes, or exemption from payment of the stock transfer taxes, is submitted to the Depository.

Except as provided in this Instruction 7, it will not be necessary for transfer tax stamps to be affixed to the certificates listed in this Letter of Transmittal.

**8. Special Payment and Delivery Instructions.**

If a bank check for the purchase price of any Common Shares accepted for payment is to be issued in the name of, and/or certificates for any Common Shares not accepted for payment or not tendered are to be issued in the name of and/or returned to, a person other than the signer of this Letter of Transmittal or if a bank check is to be sent, and/or such certificates are to be returned, to a person other than the signer of this Letter of Transmittal or to an address other than that shown above, the appropriate boxes on this Letter of Transmittal should be completed and signatures must be guaranteed as described in Instructions 1 and 6.

**9. Determination of Validity; Rejection of Common Shares; Waiver of Defects; No Obligation to Give Notice of Defects.**

All questions as to the number of Common Shares to be accepted, the Purchase Price to be paid for Common Shares to be accepted and the validity, form, eligibility, including time of receipt, and acceptance for payment of any tender of Common Shares will be determined by the Company, in its sole discretion and will be final and binding on all parties. The Company reserves the absolute right to reject any or all tenders of any Common Shares that it determines are not in proper form or the acceptance for payment of or payment for which may, in the opinion of the Company's counsel, be unlawful. The Company also reserves the absolute right to waive any of the conditions of the Offer prior to the Expiration Date with respect to all tendered Common Shares. The Company also reserves the absolute right to waive any defect or irregularity in any tender with respect to any particular Common Shares, whether or not the Company waives similar defects or irregularities in the case of any other holder. No tender of Common Shares will be deemed to have been properly made until all defects or irregularities have been cured by the tendering holder or waived by the Company. The Company will not be liable for failure to waive any condition of the Offer, or any defect or irregularity in any tender of Common Shares. None of the Company, the Depository, the Information Agent, or any other person will be obligated to give notice of any defects or irregularities in tenders, nor will any of them incur any liability for failure to give any such notice.

**10. U.S. Federal Income Tax Backup Withholding.**

Under the U.S. federal income tax backup withholding rules, unless an exemption applies under the applicable law and regulations, 28% of the gross proceeds payable to a tendering holder or other payee who is a "U.S. Holder" (as defined in Section 14 of the Offer to Purchase) must be withheld and remitted to the Internal Revenue Service (the "IRS"), unless the tendering holder or other payee provides the appropriate taxpayer identification number (employer identification number or social security number) to the Depository (as payor) and certifies under penalties of perjury the number is correct or otherwise establishes an exemption. **Therefore, each tendering holder that is a U.S. Holder should complete and sign the Form W-9 included as part of the Letter of Transmittal so as to provide the information and certification necessary to avoid backup withholding, unless the holder otherwise establishes to the satisfaction of the Depository the holder is not subject to backup withholding.** If a U.S. Holder does not provide the Depository with the correct taxpayer identification number, the U.S. Holder may be subject to penalties imposed by the IRS. If backup withholding results in an overpayment of taxes, a refund may be obtained from the IRS in accordance with its refund procedures.

Certain "exempt recipients" (including, among others, all corporations and certain Non-U.S. Holders (as defined in Section 14 of the Offer to Purchase)), are not subject to backup withholding. In order for a Non-U.S. Holder (other than a partnership) to qualify as an exempt recipient, that holder must submit an IRS Form W-8BEN, W-8IMY (with any required attachments), W-8ECI, or W-8EXP, as applicable (which may be obtained on the IRS website ([www.irs.gov](http://www.irs.gov))), signed under penalties of perjury, attesting to that holder's exempt status.

**11. Requests for Assistance or Additional Copies.**

Questions and requests for assistance may be directed to the Information Agent at the telephone numbers and addresses set forth below. Requests for additional copies of the Offer to Purchase, this Letter of Transmittal or the Notice of Guaranteed Delivery should be directed to the Information Agent. The Information Agent will promptly furnish to holders additional copies of these materials at the Company's expense. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

**12. *Lost, Destroyed or Stolen Certificates.***

If your certificate for part or all of your Common Shares has been lost, stolen, destroyed or mutilated, you should contact Computershare Trust Company, N.A., the Depository and the Company's transfer agent for the Common Shares, at (800) 546-5141, for instructions as to obtaining an Affidavit of Loss. The executed Affidavit of Loss will then be required to be submitted together with this completed Letter of Transmittal in order to receive payment for Common Shares you tender. When completing this Letter of Transmittal, you must check the box under the heading "ADDITIONAL INFORMATION REGARDING TENDERED SHARES" indicating lost, stolen, destroyed or mutilated certificates. In certain circumstances, you may be required to pay a fee. In addition, a bond may be required to be posted by you to secure against the risk the certificates may be subsequently re-circulated. You are urged to contact Computershare Trust Company, N.A., immediately in order to receive further instructions, to permit timely processing of this documentation, and for a determination as to whether you will need to pay a fee or post a bond.

**13. *Conditional Tenders.***

As described in Sections 1 and 6 of the Offer to Purchase, and subject to the exception for Odd Lot Holders, holders may condition their tenders on all or a minimum number of their tendered Common Shares being purchased.

If you wish to make a conditional tender, you must indicate this in the box captioned "Conditional Tender" in this Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery. In the box in this Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery, you must calculate and appropriately indicate the minimum number of Common Shares that must be purchased from you if any are to be purchased from you.

As discussed in Sections 1 and 6 of the Offer to Purchase, proration may influence whether the Company accepts conditional tenders and may result in Common Shares tendered pursuant to a conditional tender being deemed withdrawn if the required minimum number of Common Shares would not be purchased. If, because of proration, the minimum number of Common Shares you designate are not purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your Common Shares and checked the box so indicating. Upon selection by lot, if any, the Company will limit its purchase in each case to the designated minimum number of Common Shares.

All tendered Common Shares will be deemed unconditionally tendered unless the "Conditional Tender" box is completed.

The conditional tender alternative is made available so that a holder may seek to structure the purchase of Common Shares pursuant to the Offer in such a manner that the purchase will be treated as a sale of such Common Shares by the holder, rather than the payment of a dividend to the holder, for U.S. federal income tax purposes. It is the tendering holder's responsibility to calculate the minimum number of Common Shares that must be purchased from the holder in order for the holder to qualify for sale treatment rather than dividend treatment. Each holder is urged to consult his or her own tax advisor. See Section 14 of the Offer to Purchase.

**IMPORTANT**

**This Letter of Transmittal, together with any required signature guarantees, or, in the case of a book-entry transfer, an agent's message, and any other required documents, must be received by the Depository prior to the Expiration Date and either certificates for tendered Common Shares must be received by the Depository or Common Shares must be delivered pursuant to the procedures for book-entry transfer, in each case prior to the Expiration Date, or the tendering holder must comply with the procedures for guaranteed delivery.**

This Letter of Transmittal, certificates for Common Shares and any other required documents should be sent or delivered by each holder of the Company or his or her bank, broker, dealer, trust company or other nominee to the Depository as follows:

*The Depository for the Offer is:*



**Computershare Trust Company, N.A.**

***By Overnight Courier:***

Computershare Trust Company, N.A.,  
Attn Corp Actions  
250 Royall St, Suite V  
Canton, MA 02021

***By Mail:***

Computershare Trust Company, N.A.,  
Attn Corp Actions  
P.O. Box 43011  
Providence, RI 02940-3011

***By Facsimile Transmission:***

For Eligible Institutions Only: (617) 360-6810  
For Confirmation Only Telephone: (781) 575-2332

**Delivery of this Letter of Transmittal to an address other than as set forth above will not constitute a valid delivery to the Depository.**

Questions and requests for assistance may be directed to the Information Agent at the telephone number and location listed below. You may also contact your bank, broker, dealer, trust company or other nominee for assistance concerning the Offer.

*The Information Agent for the Offer is:*



599 Lexington Avenue  
New York, NY 10022

All Shareholders Call Toll Free: (888) 605-7561

**NOTICE OF GUARANTEED DELIVERY****(Not to be used for Signature Guarantee)****for Tender of Common Shares****of****Vicor Corporation****THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M.,  
NEW YORK CITY TIME, ON APRIL 22, 2013, UNLESS THE OFFER IS EXTENDED.**

As set forth in Section 3 of the Offer to Purchase (as defined below), this form must be used to accept the Offer (as defined below) if (1) certificates representing your shares of common stock, par value \$0.01 per share (the "Common Shares"), of Vicor Corporation, a Delaware corporation (the "Company"), are not immediately available or cannot be delivered to the Depository prior to the Expiration Date (or the procedures for book-entry transfer described in the Offer to Purchase and the Letter of Transmittal cannot be completed on a timely basis), or (2) time will not permit all required documents, including a properly completed and duly executed Letter of Transmittal, to reach the Depository prior to the Expiration Date.

This form, signed and properly completed, may be transmitted by facsimile or delivered by hand, mail or overnight delivery to the Depository. See Section 3 of the Offer to Purchase. All capitalized terms used and not defined herein shall have the same meanings as in the Offer to Purchase.

*The Depository for the Offer is:*



**Computershare Trust Company, N.A.**

***By Overnight Courier:***

Computershare Trust Company, N.A.,  
Attn Corp Actions  
250 Royall St,  
Suite V, Canton,  
MA 02021

***By Mail:***

Computershare Trust Company, N.A.,  
Attn Corp Actions  
P.O. Box 43011,  
Providence,  
RI 02940-3011

***By Facsimile Transmission:***

For Eligible Institutions Only:  
(617) 360-6810

For Confirmation Only Telephone:  
(781) 575-2332

**DELIVERY OF THIS NOTICE OF GUARANTEED DELIVERY TO AN ADDRESS, OR TRANSMISSION OF INSTRUCTIONS VIA FACSIMILE NUMBER, OTHER THAN AS SET FORTH ABOVE, WILL NOT CONSTITUTE A VALID DELIVERY.**

**For this Notice of Guaranteed Delivery to be validly delivered, it must be received by the Depository at one of the above addresses, or by facsimile transmission, prior to the Expiration Date. Deliveries to the Company, the Information Agent or the book-entry transfer facility (as described in the Offer to Purchase) will not be forwarded to the Depository and therefore will not constitute valid delivery. Deliveries to The Depository Trust Company will not constitute valid delivery to the Depository.**

**This Notice of Guaranteed Delivery is not to be used to guarantee signatures. If a signature on a Letter of Transmittal is required to be guaranteed by an Eligible Institution (as defined in the Offer to Purchase) under the instructions in the Letter of Transmittal, the signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.**

Ladies and Gentlemen:

The undersigned hereby tenders to Vicor Corporation, a Delaware corporation (the "Company"), at the price per Common Share indicated in this Notice of Guaranteed Delivery, on the terms and subject to the conditions set forth in the Offer to Purchase, dated March 21, 2013 (the "Offer to Purchase"), and the Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer"), receipt of which is hereby acknowledged, the number of Common Shares set forth below, all pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. All capitalized terms used and not defined herein shall have the same meanings as in the Offer to Purchase.

**Number of Common Shares to be tendered:** \_\_\_\_\_ Common Shares. Unless otherwise indicated, it will be assumed all Common Shares are to be tendered.

**THE UNDERSIGNED IS TENDERING COMMON SHARES AS FOLLOWS (CHECK ONLY ONE BOX):**

**(1) AUCTION PRICE TENDER: PRICE (IN DOLLARS) PER COMMON SHARE AT WHICH COMMON SHARES ARE BEING TENDERED (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)**

By checking ONE of the following boxes below **INSTEAD OF THE BOX UNDER "(2) Purchase Price Tender,"** the undersigned is tendering Common Shares at the price checked. This election could mean that none of the Common Shares will be purchased if the price checked below is higher than the Purchase Price. **A HOLDER WHO WISHES TO TENDER COMMON SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE NOTICE OF GUARANTEED DELIVERY FOR EACH PRICE AT WHICH COMMON SHARES ARE TENDERED (SEE SECTION 3 OF THE OFFER TO PURCHASE AND INSTRUCTION 5 TO THE LETTER OF TRANSMITTAL).** The same Common Shares cannot be tendered at more than one price, unless previously and properly withdrawn as provided in Section 4 of the Offer to Purchase.

**AUCTION PRICE TENDER:**

**PRICE (IN DOLLARS) PER COMMON SHARE AT WHICH COMMON SHARES ARE BEING TENDERED**

- |                                 |                                 |                                 |                                 |
|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| <input type="checkbox"/> \$4.00 | <input type="checkbox"/> \$4.30 | <input type="checkbox"/> \$4.60 | <input type="checkbox"/> \$4.90 |
| <input type="checkbox"/> \$4.10 | <input type="checkbox"/> \$4.40 | <input type="checkbox"/> \$4.70 | <input type="checkbox"/> \$5.00 |
| <input type="checkbox"/> \$4.20 | <input type="checkbox"/> \$4.50 | <input type="checkbox"/> \$4.80 |                                 |

**OR**

**(2) PURCHASE PRICE TENDER (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)**

- By checking this one box **INSTEAD OF ONE OF THE PRICE BOXES UNDER "(1) Auction Price Tender: Price (in Dollars) Per Common Share at Which Common Shares Are Being Tendered,"** the undersigned is tendering Common Shares and is willing to accept the Purchase Price, as the same shall be determined by the Company, in accordance with the terms of the Offer. This action will maximize the chance of having the Company purchase the Common Shares pursuant to the Offer (subject to proration). **NOTE THIS ELECTION IS DEEMED TO BE A TENDER OF COMMON SHARES AT THE MINIMUM PRICE OF \$4.00 PER SHARE AND COULD RESULT IN THE TENDERED COMMON SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$4.00 PER COMMON SHARE.** (See Section 3 of the Offer to Purchase and Instruction 5 to the Letter of Transmittal).

**CHECK ONE, AND ONLY ONE, BOX ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF COMMON SHARES.**



**CONDITIONAL TENDER**  
**(See Section 6 of the Offer to Purchase and Section 13 of the Letter of Transmittal)**

A tendering holder may condition his or her tender of Common Shares upon the Company purchasing all or a specified minimum number of the Common Shares tendered, as described in Section 6 of the Offer to Purchase.

Unless at least the minimum number of Common Shares you indicate below is purchased by the Company pursuant to the terms of the Offer, none of the Common Shares tendered by you will be purchased.

**IT IS THE TENDERING HOLDER'S RESPONSIBILITY TO CALCULATE THE MINIMUM NUMBER OF COMMON SHARES THAT MUST BE PURCHASED FROM THE HOLDER IN ORDER FOR THE HOLDER TO QUALIFY FOR SALE OR EXCHANGE (RATHER THAN DISTRIBUTION) TREATMENT FOR U.S. FEDERAL INCOME TAX PURPOSES. HOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISORS BEFORE COMPLETING THIS SECTION. NO ASSURANCES CAN BE PROVIDED THAT A CONDITIONAL TENDER WILL ACHIEVE THE INTENDED U.S. FEDERAL INCOME TAX RESULT FOR ANY HOLDER TENDERING COMMON SHARES.**

Unless this box has been checked and a minimum specified, your tender will be deemed unconditional:

The minimum number of Common Shares that must be purchased from me, if any are purchased from me, is: \_\_\_\_\_ Common Shares.

If, because of proration, the minimum number of Common Shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering holder must have tendered all of his or her Common Shares and checked this box:

The tendered Common Shares represent all Common Shares held by the undersigned.

Certificate Nos. (if available): \_\_\_\_\_

Certificate Nos. (if available): \_\_\_\_\_

(Please Type or Print)

**IMPORTANT—HOLDERS SIGN HERE**

Signature of Holder:	
Date:	
Name:	
Address:	
Telephone:	

If shares will be tendered by book-entry transfer, check this box  and provide the following information:

Name of Tendering Institution: \_\_\_\_\_

Account Number at Book-Entry Transfer Facility: \_\_\_\_\_

VOI/DTC Ticket number: \_\_\_\_\_

**THE GUARANTEE SET FORTH BELOW MUST BE COMPLETED.**

**GUARANTEE (NOT TO BE USED FOR SIGNATURE GUARANTEE)**

The undersigned, a firm that is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association, Inc., including the Securities Transfer Agents Medallion Program, NASDAQ OMX Group, Inc., Medallion Signature Program, the Stock Exchange Medallion Program, or an “eligible guarantor institution,” as the term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), hereby guarantees (1) the above named person(s) “own(s)” the Common Shares tendered hereby within the meaning of Rule 14e-4 under the Exchange Act, (2) such tender of Common Shares complies with Rule 14e-4 under the Exchange Act and (3) it will deliver to the Depository either the certificates representing the Common Shares tendered hereby, in proper form for transfer, or confirmation of book-entry transfer of such Common Shares into the Depository’s account at DTC (as defined in the Offer to Purchase), in any such case, together with a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, or an Agent’s Message (as defined in the Offer to Purchase) in the case of a book-entry transfer, and any required signature guarantees and other documents required by the Letter of Transmittal, within three business days (as defined in the Offer to Purchase) after the date of receipt by the Depository of this Notice of Guaranteed Delivery.

The Eligible Institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal and certificates for Common Shares to the Depository within the time period shown herein. Failure to do so could result in financial loss to such Eligible Institution.

Authorized Signature:	
Date:	
Name:	
Title:	
Member Firm:	
Address:	
Telephone:	
Medallion Stamp:	

**NOTE:**

**DO NOT SEND CERTIFICATES FOR COMMON SHARES WITH THIS NOTICE.**

**CERTIFICATES FOR COMMON SHARES SHOULD BE SENT WITH YOUR LETTER OF TRANSMITTAL.**

**OFFER TO PURCHASE**

**Up to 2,500,000 Shares of its Common Stock  
at a Purchase Price Not Greater Than \$5.00 Per Share Nor Less Than \$4.00 Per Share  
For Not More Than \$10,000,000 Cash**

by

**VICOR CORPORATION**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE**

**AT 5:00 P.M., NEW YORK CITY TIME, ON APRIL 22, 2013, UNLESS THE OFFER IS EXTENDED OR WITHDRAWN (SUCH DATE, AS IT MAY BE EXTENDED, THE "EXPIRATION DATE").**

March 21, 2013

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

Georgeson Inc. has been engaged by Vicor Corporation, a Delaware corporation ("Vicor" or the "Company"), to act as Information Agent in connection with the Company's offer to purchase for cash up to 2,500,000 shares of its common stock, par value \$0.01 per share (the "Common Shares"), pursuant to (i) "Auction Tenders" at prices specified by the tendering holders of not more than \$5.00 per Common Share (the "Maximum Purchase Price") nor less than \$4.00 per Common Share (the "Minimum Purchase Price"), or (ii) "Purchase Price Tenders" made by tendering holders choosing not to specify a price at which such Common Share may be purchase by the Company, in either case upon the terms and subject to the conditions described in this Offer to Purchase and in the accompanying Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer").

Please furnish copies of the enclosed materials to those of your clients for whom you hold Common Shares registered in your name or in the name of your nominee.

After the Expiration Date, the Company will, upon the terms and subject to the conditions of the Offer, determine a single price per Common Share (the "Purchase Price"), which will be not more than the Maximum Purchase Price nor less than the Minimum Purchase Price, to be paid for Common Shares properly tendered in the Offer and not properly withdrawn, taking into account the number of Common Shares tendered pursuant to Auction Tenders and Purchase Price Tenders and the prices specified by holders tendering Common Shares pursuant to Auction Tenders. The Purchase Price will be determined as the lowest price per Common Share, not higher than the Maximum Purchase Price nor lower than the Minimum Purchase Price, at which Common Shares have been tendered or have been deemed to be tendered in the Offer that will enable Vicor to purchase the maximum number of Common Shares properly tendered in the Offer and not properly withdrawn having an aggregate purchase price not exceeding \$10,000,000.

Holders who tender Common Shares must indicate in the Letter of Transmittal whether they are making an Auction Tender or a Purchase Price Tender. Holders wishing to specify the price at which they would sell their tendered Common Shares should indicate an Auction Tender, identifying that price between the Maximum Purchase Price and the Minimum Purchase Price at which the holder is willing to sell his or her tendered Common Shares. Common Shares properly tendered pursuant to an Auction Tender will only be eligible for purchase by the Company if the price specified in the Auction Tender is equal to or less than the Purchase Price. Holders wishing to tender Common Shares without specifying a price at which such Common Shares may be purchased by the Company should make a Purchase Price Tender. Common Shares tendered pursuant to Purchase Price Tenders will be deemed to have been tendered at the Minimum Purchase Price for purposes of determining the Purchase Price. Under both an Auction Tender and a Purchase Price Tender, Common Shares will be purchased by the Company, upon the terms and subject to the conditions of the Offer, at the Purchase Price determined as provided in the Offer.

Only Common Shares properly tendered at prices at or below the Purchase Price, and not properly withdrawn, will be purchased. All Common Shares purchased pursuant to the Offer will be purchased at the same Purchase Price regardless of whether the holder tendered at a lower price. However, because of the “odd lot” priority, proration and conditional tender provisions described in this Offer to Purchase, all of the Common Shares tendered at or below the Purchase Price may not be purchased if more than the number of Common Shares we seek are properly tendered and not properly withdrawn. Common Shares tendered but not purchased pursuant to the Offer will be returned promptly following the Expiration Date.

Upon the terms and subject to the conditions of the Offer, if the number of Common Shares properly tendered at or below the Purchase Price and not properly withdrawn prior to the Expiration Date would result in an aggregate purchase price of more than \$10,000,000, the Company will purchase Common Shares: (i) *first*, owned beneficially or of record by a holder of fewer than 100 Common Shares who properly tenders all of such Common Shares at or below the Purchase Price (partial tenders will not qualify for this preference) and completes, or whose broker, bank or other nominee completes, the section captioned “Odd Lots” in the Letter of Transmittal; (ii) *second*, from all other holders who properly tender Common Shares at or below the Purchase Price, on a pro rata basis with appropriate adjustments to avoid the purchase of fractional Common Shares (except for holders who tendered Common Shares conditionally for which the condition was not satisfied), until the Company has purchased Common Shares resulting in an aggregate purchase price of \$10,000,000; and (iii) *third*, only if necessary to permit the Company to purchase Common Shares resulting in an aggregate purchase price of \$10,000,000, from holders who properly tender Common Shares at or below the Purchase Price conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, holders whose Common Shares are conditionally tendered must have properly tendered and not properly withdrawn all of their Common Shares prior to the Expiration Date. See Sections 1, 3, 4 and 6 of the Offer to Purchase.

For your information, and for forwarding to those of your clients for whom you hold Common Shares registered in your name or in the name of your nominee, we are enclosing the following documents:

1. Offer to Purchase, dated March 21, 2013;
2. Letter of Transmittal (including the Form W-9), for your use in accepting the Offer and tendering Common Shares of, and for the information of, your clients (facsimile copies of the Letter of Transmittal, with manual signatures, may be used to tender Common Shares);
3. Letter to Clients, for you to send to your clients for whose accounts you hold Common Shares registered in your name or in the name of a nominee, with an Instruction Form provided for obtaining such clients’ instructions with regard to the Offer;
4. Notice of Guaranteed Delivery with respect to Common Shares, to be used to accept the Offer if certificates representing your clients’ Common Share certificates are not immediately available or cannot be delivered to you to be further delivered to the Depository prior to the Expiration Date (or the procedures for book-entry transfer cannot be completed on a timely basis), or if time will not permit all required documents, including a properly completed and duly executed Letter of Transmittal, to reach the Depository prior to the Expiration Date; and
5. Return envelope addressed to Computershare Trust Company, N.A., the Depository.

**The conditions of the Offer are described in Section 7 of the Offer to Purchase.**

**Your prompt action is requested. We urge you to contact your clients as promptly as possible. Please note that the Offer and withdrawal rights will expire at 5:00 P.M., New York City time, on April 22, 2013, unless the Offer is extended or withdrawn. Under no circumstances will the Company pay interest on the Purchase Price (as such term is defined in the Offer to Purchase), even if there is any delay in making payment.**

For Common Shares to be tendered properly pursuant to the Offer:

- the certificates for the Common Shares, or confirmation of receipt of the Common Shares pursuant to the procedure for book-entry transfer set forth in the Offer to Purchase, together with a properly completed and duly executed Letter of Transmittal, or a manually signed facsimile of the Letter of Transmittal, including any required signature guarantees, or an Agent's Message (as defined in the Offer to Purchase) in the case of a book-entry transfer, and any other documents required by the Letter of Transmittal, must be received prior to the Expiration Date by the Depository at its address set forth on the back cover page of the Offer to Purchase; or
- the tendering stockholder must, prior to the Expiration Date, comply with the guaranteed delivery procedure set forth in the Offer to Purchase.

**The Company's Board of Directors has approved the offer. However, none of the Company's Board of Directors or executive officers, the Information Agent, or the Depository makes any recommendation to your clients as to whether they should tender or refrain from tendering their Common Shares or as to the price or prices at which they may choose to tender their Common Shares. Your clients must make their own decisions as to whether to tender their Common Shares and, if so, how many Common Shares to tender and the price or prices at which their Common Shares should be tendered. In doing so, your clients should read carefully the information in, or incorporated by reference in, the Offer to Purchase and in the Letter of Transmittal, including the purposes and effects of the Offer. See Section 2 of the Offer to Purchase. Your clients are urged to discuss their decisions with their own tax advisors, financial advisors and/or brokers.**

The Company will not pay any fees or commissions to brokers, dealers or other persons (other than fees to the Information Agent and the Depository, as described in the Offer to Purchase) for soliciting tenders of Common Shares pursuant to the Offer. However, the Company will, on request, reimburse you for customary mailing and handling expenses incurred by you in forwarding copies of the enclosed Offer and related materials to your clients. The Company will pay or cause to be paid all stock transfer taxes, if any, on its purchase of Common Shares pursuant to the Offer, except as otherwise provided in the Offer to Purchase (see Section 5 of the Offer to Purchase).

Questions and requests for assistance may be directed to the Information Agent, and requests for additional copies of the enclosed materials may be directed to the Information Agent, at the telephone number and address listed below.

Very truly yours,  
Georgeson Inc.  
599 Lexington Avenue  
New York, NY 10022  
All Shareholders Call Toll Free: (888) 605-7561

NOTHING CONTAINED IN THIS LETTER OR IN THE ENCLOSED DOCUMENTS SHALL RENDER YOU OR ANY OTHER PERSON THE AGENT OF THE COMPANY, THE DEPOSITARY, THE INFORMATION AGENT OR ANY AFFILIATE OF ANY OF THEM OR AUTHORIZE YOU OR ANY OTHER PERSON TO GIVE ANY INFORMATION OR USE ANY DOCUMENT OR MAKE ANY STATEMENT ON BEHALF OF ANY OF THEM WITH RESPECT TO THE OFFER OTHER THAN THE ENCLOSED DOCUMENTS AND THE STATEMENTS CONTAINED THEREIN.

**OFFER TO PURCHASE**

**Up to 2,500,000 Shares of its Common Stock  
at a Purchase Price Not Greater Than \$5.00 Per Share Nor Less Than \$4.00 Per Share  
For Not More Than \$10,000,000 Cash**

by

**VICOR CORPORATION**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE  
AT 5:00 P.M., NEW YORK CITY TIME, ON APRIL 22, 2013, UNLESS THE OFFER IS EXTENDED OR  
WITHDRAWN (SUCH DATE, AS IT MAY BE EXTENDED, THE "EXPIRATION DATE").**

\_\_\_\_\_, 2013

To Our Clients:

Enclosed for your consideration are the Offer to Purchase, dated March 21, 2013 (the "Offer to Purchase") and the Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer"), by Vicor Corporation, a Delaware corporation ("Vicor" or the "Company"), to purchase for cash up to 2,500,000 shares of its common stock, par value \$0.01 per share (the "Common Shares"), pursuant to (i) "Auction Tenders" at prices specified by the tendering holders of not more than \$5.00 per Common Share (the "Maximum Purchase Price") nor less than \$4.00 per Common Share (the "Minimum Purchase Price"), or (ii) "Purchase Price Tenders" made by tendering holders choosing not to specify a price at which such Common Shares may be purchased by the Company, in either case upon the terms and subject to the conditions described in this Offer to Purchase and in the accompanying Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer").

After the Expiration Date, assuming the conditions to the Offer have been satisfied or waived, the Company will examine the prices chosen by holders for all Common Shares properly tendered and not properly withdrawn. All Common Shares purchased pursuant to the Offer will be purchased at the same Purchase Price regardless of whether the stockholder tendered at a lower price. However, because of the "odd lot" priority, proration and conditional tender provisions described in the Offer to Purchase, all of the Common Shares tendered at or below the Purchase Price may not be purchased if more than the number of Common Shares the Company seeks are properly tendered and not properly withdrawn. Only Common Shares properly tendered at prices at or below the Purchase Price, and not properly withdrawn, will be purchased. Common Shares tendered but not purchased pursuant to the Offer will be returned promptly following the Expiration Date. See Sections 1, 3 and 4 of the Offer to Purchase.

Upon the terms and subject to the conditions of the Offer, if the number of Common Shares properly tendered at or below the Purchase Price and not properly withdrawn prior to the Expiration Date would result in an aggregate purchase price of more than \$10,000,000, the Company will purchase Common Shares: (i) *first*, owned beneficially or of record by a holder of fewer than 100 Common Shares who properly tenders all of such Common Shares at or below the Purchase Price (partial tenders will not qualify for this preference) and completes, or whose broker, bank or other nominee completes, the section captioned "Odd Lots" in the Letter of Transmittal; (ii) *second*, from all holders who properly tender Common Shares at or below the Purchase Price, on a pro rata basis with appropriate adjustments to avoid the purchase of fractional Common Shares (except for holders who tendered Common Shares conditionally for which the condition was not satisfied), until the Company has purchased Common Shares resulting in an aggregate purchase price of \$10,000,000; and (iii) *third*, only if necessary to permit the Company to purchase Common Shares resulting in an aggregate purchase price of \$10,000,000, from holders who properly tender Common Shares at or below the Purchase Price conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, holders whose Common Shares are conditionally tendered must have properly tendered and not properly withdrawn all of their Common Shares prior to the Expiration Date. See Sections 1, 3, 4 and 6 of the Offer to Purchase.

Because of the odd lot priority, proration and conditional tender provisions described above, the Company may not purchase all of the Common Shares that you tender even if you tender them at or below the Purchase Price. See Section 1 of the Offer to Purchase.

**We are the holder of record (directly or indirectly) of Common Shares held for your account. As such, we are the only ones who can tender your Common Shares, and then only pursuant to your instructions.** We are sending you the Letter of Transmittal for your information only; you cannot use it to tender Common Shares we hold for your account.

Please instruct us, by completing the attached Instruction Form, as to whether you wish us to tender all or any portion of the Common Shares we hold for your account on the terms and subject to the conditions of the Offer.

Please note the following:

1. You may tender your Common Shares at a price not greater than \$5.00 nor less than \$4.00 per Common Share, in even increments, as indicated in the attached Instruction Form, net to you in cash, less any applicable withholding tax and without interest.
2. You should consult with your broker or other financial or tax advisor regarding the possibility of designating the priority in which your Common Shares will be purchased in the event of proration.
3. The Offer is not conditioned upon obtaining financing or any minimum number of Common Shares being tendered. Vicor will fund any purchase of Common Shares pursuant to the Offer, including related fees and expenses, from available cash. Additionally, the Offer is subject to a number of other terms and conditions. See Section 7 of the Offer to Purchase.
4. The Offer and withdrawal rights will expire at 5:00 P.M., New York City time, on April 22, 2013, unless the Offer is extended or withdrawn by Vicor.
5. Tendering holders whose Common Shares are registered in their own names and who tender directly to Computershare Trust Company, N.A., the Depository for the Offer, will not be obligated to pay brokerage fees or commissions or, except as set forth in Section 5 of the Offer to Purchase, stock transfer taxes on the purchase of Common Shares by the Company pursuant to the Offer. You should consult with us as to whether any other charges will apply as a result of your instruction to us to tender your Common Shares on your behalf.
6. If you wish to tender Common Shares at more than one price, you must complete a separate Instruction Form for each price at which you wish to tender Common Shares. We must submit separate Letters of Transmittal on your behalf for each price at which you are tendering Common Shares.
7. If you wish to tender Common Shares subject to the condition that all or a specified minimum number of your Common Shares tendered must be purchased if any Common Shares tendered are purchased, you may elect to do so by completing the section captioned "Conditional Tender" in the attached Instruction Form.
8. Any tendering holder or other payee who is a "U.S. Holder" (as defined in Section 14 of the Offer to Purchase) and who fails to complete, sign and return to the Depository the Form W-9 included with the Letter of Transmittal (or such other Internal Revenue Service form as may be applicable) may be subject to federal income tax backup withholding of 28% of the gross proceeds paid to the U.S. Holder or other payee pursuant to the Offer, unless such holder establishes that such holder is within the class of persons that is exempt from backup withholding. See Section 3 of the Offer to Purchase.

**If you wish to have us tender all or any portion of your Common Shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form.** An envelope to return

your Instruction Form to us is enclosed. If you authorize us to tender your Common Shares, we will tender all your Common Shares unless you specify otherwise on the attached Instruction Form. If you wish to tender Common Shares at more than one price, you must complete multiple forms as provided in Instruction 6 above.

**Your prompt action is requested. Your Instruction Form or Forms should be forwarded to us in ample time to permit us to submit a tender on your behalf prior to the Expiration Date. Please note that the Offer and withdrawal rights will expire at 5:00 P.M., New York City time, on April 22, 2013, unless the Offer is extended or withdrawn.**

The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders in any jurisdiction in which the making or acceptance of offers to sell Common Shares would not be in compliance with the laws of that jurisdiction. If the Company becomes aware of any such jurisdiction in which the making of the Offer or the acceptance of Common Shares pursuant to the Offer is not in compliance with applicable law, the Company will make a good faith effort to comply with the applicable law. If, after such good faith effort, the Company cannot comply with the applicable law, the Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders residing in such jurisdiction. In any jurisdiction in which the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on the Company's behalf by one or more registered brokers or dealers licensed under the laws of that jurisdiction.

**THE COMPANY'S BOARD OF DIRECTORS HAS APPROVED THE OFFER. HOWEVER, NONE OF THE COMPANY'S BOARD OF DIRECTORS OR EXECUTIVE OFFICERS, THE INFORMATION AGENT, OR THE DEPOSITARY MAKES ANY RECOMMENDATION TO YOU AS TO WHETHER TO TENDER OR REFRAIN FROM TENDERING YOUR COMMON SHARES OR AS TO THE PRICE OR PRICES AT WHICH YOU MAY CHOOSE TO TENDER YOUR COMMON SHARES. YOU MUST MAKE YOUR OWN DECISIONS AS TO WHETHER TO TENDER YOUR COMMON SHARES AND, IF SO, HOW MANY COMMON SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH YOU WILL TENDER THEM. IN DOING SO, YOU SHOULD READ CAREFULLY THE INFORMATION IN, OR INCORPORATED BY REFERENCE IN, THE OFFER TO PURCHASE AND IN THE LETTER OF TRANSMITTAL, INCLUDING THE PURPOSES AND EFFECTS OF THE OFFER. YOU ARE URGED TO DISCUSS YOUR DECISIONS WITH YOUR OWN TAX ADVISORS, FINANCIAL ADVISORS AND/OR BROKERS.**



**INSTRUCTION FORM WITH RESPECT TO  
OFFER TO PURCHASE  
Up to 2,500,000 Shares of its Common Stock  
at a Purchase Price Not Greater Than \$5.00 Per Share Nor Less Than \$4.00 Per Share  
For Not More Than \$10,000,000 Cash**

**by  
VICOR CORPORATION**

The undersigned acknowledge(s) receipt of your letter and the enclosed Offer to Purchase, dated March 21, 2013 (the "Offer to Purchase"), and the Letter of Transmittal (which together, as they may be amended or supplemented from time to time, constitute the "Offer"), by Vicor Corporation, a Delaware corporation (Vicor or the "Company"), to purchase for cash up to 2,500,000 shares of its common stock, par value \$0.01 per share (the "Common Shares"), pursuant to (i) "Auction Tenders" at prices specified by the tendering holders of not more than \$5.00 per Common Share (the "Maximum Purchase Price") nor less than \$4.00 per Common Share (the "Minimum Purchase Price"), or (ii) "Purchase Price Tenders" made by tendering holders choosing not to specify a price at which such Common Share may be purchase by the Company, in either case upon the terms and subject to the conditions described in the Offer to Purchase and in the accompanying Letter of Transmittal.

**The undersigned hereby instruct(s) you to tender to the Company the number of Common Shares indicated below or, if no number is indicated, all Common Shares you hold for the account of the undersigned, on the terms and subject to the conditions of the Offer.**

In participating in the Offer, the undersigned acknowledges that: (i) the Offer is established voluntarily by the Company, it is discretionary in nature and it may be extended, modified, suspended or terminated by the Company as provided in the Offer to Purchase; (ii) the undersigned is voluntarily participating in the Offer; (iii) the future value of the Common Shares is unknown and cannot be predicted with certainty; (iv) the undersigned has received the Offer to Purchase and the Letter of Transmittal; (v) any foreign exchange obligations triggered by the undersigned's tender of Common Shares or the receipt of proceeds are solely his or her responsibility; and (vi) regardless of any action that the Company takes with respect to any or all income/capital gains tax, social security or insurance tax, transfer tax or other tax-related items ("Tax Items") related to the Offer and the disposition of Common Shares, the undersigned acknowledges that the ultimate liability for all Tax Items is and remains his or her sole responsibility. In that regard, the undersigned authorizes the Company to withhold all applicable Tax Items legally payable by the undersigned.

The undersigned consents to the collection, use and transfer, in electronic or other form, of the undersigned's personal data as described in this document by and among, as applicable, the Company, its subsidiaries, and third party administrators for the exclusive purpose of implementing, administering and managing his or her participation in the Offer.

**Number of Common Shares to be tendered by you for the account of the undersigned: \_\_\_\_\_ Common Shares**

**Unless otherwise indicated, we will assume all Common Shares held for your account are to be tendered.**

**The undersigned acknowledges the need to complete a separate Instruction Form in the event a holder wishes to tender portions of his or her Common Shares at more than one price. The undersigned also acknowledges that the same Common Shares cannot be tendered at more than one price.**

The undersigned is tendering common shares as indicated below:

**A. AUCTION PRICE TENDER**

**PRICE PER COMMON SHARE AT WHICH COMMON SHARES ARE BEING TENDERED:**

**(CHECK ONLY ONE BOX)**

- |                                 |                                 |                                 |                                 |
|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| <input type="checkbox"/> \$4.00 | <input type="checkbox"/> \$4.30 | <input type="checkbox"/> \$4.60 | <input type="checkbox"/> \$4.90 |
| <input type="checkbox"/> \$4.10 | <input type="checkbox"/> \$4.40 | <input type="checkbox"/> \$4.70 | <input type="checkbox"/> \$5.00 |
| <input type="checkbox"/> \$4.20 | <input type="checkbox"/> \$4.50 | <input type="checkbox"/> \$4.80 |                                 |

By checking one of the boxes above instead of the box under “COMMON SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO THE OFFER” below, the undersigned is tendering Common Shares at the price indicated. If the Purchase Price (as defined in the Offer to Purchase) is less than the price indicated above, none of the Common Shares tendered will be purchased. If the undersigned wishes to tender Common Shares at more than one price, the undersigned must complete a separate Instruction Form for each price at which the undersigned wishes to tender Common Shares.

OR

**B. PURCHASE PRICE TENDER**

**TENDER AT A PRICE DETERMINED PURSUANT TO THE OFFER:**

- By checking this one box instead of an individual box associated with a specified price, the undersigned is tendering Common Shares and willing to accept the Purchase Price in accordance with the terms set forth in the Offer to Purchase. This action will maximize the chance of having the Company purchase the tendered Common Shares (subject to the possibility of proration). The undersigned acknowledges that this election is deemed to be a tender of Common Shares at the minimum price of \$4.00 per Common Share and could result in receipt of a price per share as low as \$4.00.

**CHECK ONE, AND ONLY ONE, BOX ON THIS PAGE. IF MORE THAN ONE BOX IS CHECKED, OR  
IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF COMMON SHARES.**

**CONDITIONAL TENDER**

**(See Section 6 of the Offer to Purchase and Instruction 13 to the Letter of Transmittal)**

A tendering holder may condition his or her tender of Common Shares upon the Company purchasing all or a specified minimum number of the Common Shares tendered, as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of Common Shares indicated below is purchased by the Company pursuant to the terms of the Offer, none of the Common Shares tendered by you will be purchased.

**It is the tendering holder's responsibility to calculate the minimum number of Common Shares that must be purchased from the holder in order for the holder to qualify for sale or exchange (rather than distribution) treatment for U.S. federal income tax purposes. Holders are urged to consult with their own tax advisors before completing this section. No assurances can be provided that a conditional tender will achieve the intended U.S. federal income tax result for any holder tendering Common Shares.** Unless this box has been checked and a minimum number of Common Shares specified, your tender will be deemed unconditional.

The minimum number of Common Shares that must be purchased from me, if any are purchased from me, is \_\_\_\_\_ Common Shares.

If, because of proration, the minimum number of Common Shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering stockholder must have tendered all of his or her Common Shares and checked this box:

The tendered Common Shares represent all Common Shares held by the undersigned.

The method of delivery of this document is at the election and risk of the tendering holder. If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.

**IMPORTANT—SIGN HERE**

Signature(s): \_\_\_\_\_

Dated: \_\_\_\_\_

Name(s) (please print): \_\_\_\_\_

Fiduciary or Representative Capacity (Full Title): \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Daytime Area Code and Telephone Number: \_\_\_\_\_

Tax Identification or Social Security Number: \_\_\_\_\_

\_\_\_\_\_

(See Form W-9)

*This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of Vicor Corporation common stock. The Offer (as defined below) is made solely by the Offer to Purchase dated March 21, 2013, and the related Letter of Transmittal, as they may be amended or supplemented from time to time. The Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of Vicor Corporation common stock in any jurisdiction in which the making or acceptance of offers to sell shares would not be in compliance with the laws of that jurisdiction. In any jurisdiction in which the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer, the Offer shall be deemed to be made on behalf of Vicor Corporation by one or more registered brokers or dealers licensed under the laws of that jurisdiction.*

**Notice of Offer to Purchase for Cash**  
by  
**Vicor Corporation**  
of  
**Shares of its Common Stock for an Aggregate Purchase Price of \$10 Million,  
Up to a Maximum of 2,500,000 Shares, at a Per Share Purchase Price Not Less Than  
\$4.00 Per Share Nor Greater Than \$5.00 Per Share in a Modified Dutch Auction**

Vicor Corporation, a Delaware corporation (“Vicor” or the “Company”), is offering to purchase shares of its common stock, \$0.01 par value per share (the “Common Shares”) with an aggregate purchase price of \$10 million (the “Offer”), or such lesser amount of Common Shares as are properly tendered and not properly withdrawn, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 21, 2013 (the “Offer to Purchase”), and in the related Letter of Transmittal, as they may be amended or supplemented from time to time.

**The Offer is not conditioned upon any minimum number of Common Shares being tendered or the receipt of financing. The Offer is, however, subject to certain other important conditions set forth in the Offer to Purchase.**

<p><b>THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 5:00 P.M., NEW YORK CITY TIME, ON APRIL 22, 2013 (THE “EXPIRATION DATE”), UNLESS THE COMPANY EXTENDS THE OFFER.</b></p>
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**The Board of Directors of Vicor has approved the Offer. However, none of the Company’s Board of Directors or executive officers, the Information Agent, or the Depositary is making any recommendation to you as to whether you should tender or refrain from tendering your Common Shares or as to what price or prices you should choose to tender your Common Shares. No one is making a recommendation as to whether you should tender Common Shares in the Offer, and you should make your own decision based on your views as to the value of Common Shares and the Company’s prospects, as well as your liquidity needs, investment objectives, and other individual considerations. You must decide whether to tender your Common Shares and, if so, how many Common Shares to tender and the price or prices at which you will tender them. You should discuss whether to tender your Common Shares with your investment, financial or tax advisor.**

As of March 7, 2013, Vicor had 28,011,782 Common Shares outstanding, reflecting the purchase, as of March 6, 2013, of 2,031,995 Common Shares tendered in the Company’s tender offer that expired March 1, 2013. In addition, as of March 7, 2013, there were 11,767,052 shares of Class B Common Stock outstanding, which are not the subject of the Offer. At the minimum price of \$4.00 per Common Share in the Offer, Vicor would purchase a maximum of 2,500,000 Common Shares, or approximately 8.9% of its outstanding Common Shares as of March 7, 2013, in the Offer. This maximum number of Common Shares purchased would represent approximately 6.3% of the total Common Shares and Class B Common Stock outstanding as of March 7, 2013. At the maximum price of \$5.00 per Common Share in the Offer, Vicor would purchase a minimum of 2,000,000 Common Shares, or approximately 7.1% of its outstanding Common Shares as of March 7, 2013, in the Offer. This minimum number of Common Shares would represent approximately 5.0% of the total Common Shares and Class B Common Stock outstanding as of March 7, 2013. Based on the foregoing, if the Offer is fully subscribed, Vicor will have between 25,511,782 and 26,011,782 Common Shares outstanding following the completion of the Offer.

If the terms and conditions of the Offer have been satisfied or waived and holders have properly tendered and not properly withdrawn Common Shares having an aggregate value in excess of \$10 million, measured at the maximum price at which such Common Shares were properly tendered, subject to the conditional tender procedures, Vicor will purchase Common Shares in the following order of priority:

- first, all such Common Shares owned beneficially or of record by a holder of fewer than 100 Common Shares of common stock who properly tenders all of such Common Shares at or below the purchase price (partial tenders will not qualify for this preference) and completes, or whose broker, bank or other nominee completes, the section captioned “Odd Lots” in the Letter of Transmittal;

- second, after purchase of all of the foregoing Common Shares, all other Common Shares tendered at or below the purchase price on a *pro rata* basis, if necessary (with appropriate rounding adjustments to avoid purchases of fractional shares); and
- third, if necessary to permit the Company to purchase Common Shares having an aggregate purchase price of \$10 million, Common Shares conditionally tendered at or below the purchase price for which the condition was not initially satisfied, to the extent feasible, by random lot (to be eligible for purchase by random lot, holders whose Common Shares are conditionally tendered must have tendered all of their Common Shares).

All Common Shares tendered and not purchased, including Common Shares tendered at prices above the purchase price Vicor selects and Common Shares not purchased because of the odd lot priority, proration or the conditional tender procedures, will be returned to holders at the Company's expense promptly following the Expiration Date.

Although Vicor does not currently intend to extend the Expiration Date of the Offer, the Company expressly reserves the right to do so, in its sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 7 of the Offer to Purchase occur or are deemed by Vicor to have occurred, and thereby delay acceptance for payment of, and payment for, any Common Shares by giving oral or written notice of such extension to the depositary and making a public announcement of such extension.

Common Shares tendered in the Offer may be withdrawn at any time before the Expiration Date. Thereafter, such tenders of Common Shares are irrevocable except that Common Shares may be withdrawn at any time after 11:59 P.M., New York City time, on May 16, 2013, unless accepted for payment before that time as provided in the Offer to Purchase. For a withdrawal to be effective, the Depositary must receive (at its address set forth on the back cover of the Offer to Purchase) a notice of withdrawal in written or facsimile transmission form on a timely basis. The notice of withdrawal must specify the name of the person who tendered the Common Shares to be withdrawn, the number of Common Shares tendered, the number of Common Shares to be withdrawn, the name of the registered holder, which Common Shares are being withdrawn and at which price the Common Shares are being withdrawn. If the certificates have been delivered or otherwise identified to the Depositary, then, prior to the release of those certificates, the tendering stockholder must also submit the serial numbers shown on the particular certificates evidencing the Common Shares and the signature on the notice of withdrawal must be guaranteed by an eligible guarantor institution (except in the case of Common Shares tendered by an eligible guarantor institution). If Common Shares have been tendered pursuant to the procedure for book-entry transfer set forth in Section 3 of the Offer to Purchase, the notice of withdrawal must specify the name and the number of the account at the book-entry transfer facility to be credited with the withdrawn Common Shares and otherwise comply with the procedures of the facility.

For purposes of the Offer, Vicor will be deemed to have accepted for payment, and therefore purchased, Common Shares properly tendered at or below the purchase price and not properly withdrawn, subject to the odd lot priority, proration and conditional tender provisions of the Offer, only when Vicor gives notice to the Depositary of acceptance of Common Shares for payment under the Offer.

Holders desiring to tender their Common Shares must follow the procedures set forth in Section 3 of the Offer to Purchase and in the Letter of Transmittal.

Vicor will pay for the Common Shares purchased in the Offer by depositing the aggregate purchase price for the Common Shares with the Depositary, which will act as agent for tendering holders for the purpose of receiving payment from Vicor and transmitting payment to the tendering holders. In the event of proration, Vicor will determine the proration factor and pay for those tendered Common Shares accepted for payment promptly after the Expiration Date. However, Vicor does not expect to be able to announce the final results of any such proration immediately following expiration of the Offer. In such case, it could be approximately four business days after the Expiration Date before Vicor is able to commence payment for the tendered Common Shares.

Vicor will determine, in its sole discretion, all questions as to the number of Common Shares to be accepted, the price to be paid and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of Common Shares. The Company's determination will be final and binding on all parties, subject to the rights of holders to challenge such determination in a court of competent jurisdiction. Vicor reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance of or payment for which it determines may be unlawful. Vicor also reserves the absolute right to waive any of the conditions of the Offer and any defect or irregularity in the tender of any particular Common Shares or any particular stockholder. No tender of Common Shares will be deemed to be properly made until all defects or irregularities have been cured by the tendering holder or waived by the Company. By tendering Common Shares to Vicor, holders agree to accept all decisions Vicor makes concerning these matters and waive any right holders might otherwise have to challenge those decisions.

Generally, the receipt of cash for tendered Common Shares will be treated for United States federal income tax purposes either as (a) proceeds of a sale or exchange eligible for capital gains treatment or (b) a dividend to the extent of Vicor's available current year or accumulated earnings and profits, and thereafter first as a non-taxable return of capital (to the extent of the tax basis in

such Common Shares of Vicor stock) and then as capital gain. Foreign holders, depending on their circumstances, may have 30% of the gross proceeds paid withheld by Vicor for United States federal income tax purposes. Holders are strongly encouraged to read the Offer to Purchase, in particular, Sections 3 and 14, for additional information regarding the United States federal income tax consequences of participating in the Offer, and also are encouraged to consult their tax advisors.

The information required to be disclosed by Rule 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended, is contained in the Offer to Purchase and is incorporated herein by reference.

**The Offer to Purchase and the Letter of Transmittal contain important information that should be read before any decision is made with respect to the Offer.**

Copies of the Offer to Purchase and the Letter of Transmittal are being mailed to record holders of Common Shares as of March 21, 2013, and will be furnished to brokers, dealers, commercial banks, trust companies and other nominee holders and similar persons whose names, or the names of whose nominees, appear on the holder list of Vicor or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of Common Shares. Additional copies of the Offer to Purchase and the Letter of Transmittal may be obtained from the Information Agent at the address and telephone number set forth below. Any questions or requests for assistance may be directed to the Information Agent at the toll-free telephone number and address set forth below. Holders also may contact their broker, dealer, commercial bank or trust company for assistance concerning the Offer.

***The Information Agent for the Offer is:***

**Georgeson Inc.**

599 Lexington Avenue

New York, NY 10022

All Shareholders Call Toll Free: (888) 605-7561

March 21, 2013

**Vicor Corporation Announces Commencement of Modified Dutch  
Auction Tender Offer to Repurchase up to \$10 Million of Common Shares**

ANDOVER, MA — (Marketwire - March 21, 2013) - Vicor Corporation (NASDAQ: VICR) (“Vicor” or the “Company”) announced today it is commencing a “Modified Dutch Auction” tender offer to repurchase shares of its Common Stock, at a price no greater than \$5.00 per share and no less than \$4.00 per share, valued in aggregate up to \$10 million, as announced on March 18, 2013.

The tender offer is scheduled to expire, unless extended by the Company, at 5:00 P.M., Eastern Daylight Time, on Monday, April 22, 2013. The Company will fund the purchase of tendered shares from cash on hand.

Holders of shares of Vicor Common Stock will have the opportunity to tender some or all of their shares for purchase by the Company. Based upon the number of shares tendered and the prices specified by tendering shareholders, the Company will determine the lowest per share price within the range that will enable it to buy shares cumulatively valued at \$10 million, or such lesser number of shares that are properly tendered and not properly withdrawn. The Company also reserves the right to purchase up to an additional 3.0% of its Common Shares outstanding, or approximately 896,500 additional shares, without amending or extending the tender offer. All shares accepted for payment will be paid the same price, regardless of whether a stockholder tendered such shares at a lower price within the range. Assuming the \$10 million value of the tender offer, at the maximum price of \$5.00 per share, Vicor would repurchase approximately 2.0 million shares, representing approximately 7.1% of the 28,011,782 basic shares of Common Stock issued and outstanding as of March 7, 2013, and approximately 5.0% of total common shares, which include shares of Class B Common Stock not subject to the tender offer. The maximum purchase price of \$5.00 represented a premium of approximately 5.0% to the closing price on the NASDAQ Stock Market on March 15, 2013, of \$4.77 per share, the last full trading day prior to the Company’s announcement of its intent to commence the tender offer, and an approximately 4.2% premium to the closing price on the NASDAQ Stock Market of \$4.80 per share on March 20, 2013, the last full trading day before today’s commencement of the tender offer.

Shareholders whose shares are purchased via this tender offer will be paid the determined purchase price per share net in cash, without interest, after the expiration of the tender offer period. The tender offer is not contingent upon obtaining financing or any minimum number of shares being tendered. The tender offer is subject to a number of other terms and conditions to be specified in the Offer to Purchase to be distributed to shareholders. Directors, executive officers and affiliates of Vicor are not eligible to participate in the tender offer.

The Information Agent for the offer is Georgeson Inc., and the Share Depository is Computershare Trust Company, N.A. None of the Company’s Board of Directors or executive officers, the Information Agent, or the Share Depository makes any recommendation to shareholders as to whether to tender or refrain from tendering their Common Shares or the price at which to tender their Common Shares.

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any shares of Vicor Common Stock. The tender offer will be made solely by the Offer to Purchase and the related Letter of Transmittal. Shareholders and investors are urged to read the Company’s tender offer statement on Schedule TO filed with the U.S. Securities and Exchange Commission (SEC) today in connection with the tender offer, which includes exhibits, the Offer to Purchase and the related Letter of Transmittal. Each of these documents have been filed with the SEC, and investors may obtain them without charge from the SEC at its website ([www.sec.gov](http://www.sec.gov)) or from Georgeson Inc., the Information Agent for the tender offer, by calling (888) 605-7561.



This news release contains, in addition to historical information, forward-looking statements related to the proposed tender offer, including the timing, total number of shares to be purchased under the proposed tender offer, the intent of certain directors to participate in the offer and the process for the proposed tender offer. Such statements are based on management's current expectations and are subject to a number of uncertainties and risks, which could cause actual results to differ materially from those described in the forward-looking statements. Information about potential factors that could affect Vicor's business, results of operations and financial condition is included in the Risk Factors sections of the Company's filings with the SEC. All forward-looking statements included in this document are based on information available to Vicor as of the date of this document, and except to the extent Vicor may be required to update such information under any applicable securities laws, Vicor assumes no obligation to update such forward-looking statements.

#### 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  
Tel: 978-470-2900  
Fax: 978-749-3439