

Peng Yat Bun
Form 4
February 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Peng Yat Bun

2. Issuer Name and Ticker or Trading Symbol
NEOPHOTONICS CORP [NPTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2911 ZANKER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN JOSE, CA 94134
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/07/2011		C		206,864	A	\$ 0	661,456	I	See Footnotes (1) (2)
Common Stock	02/07/2011		C		189,188	A	\$ 0	850,644	I	See Footnotes (1) (3)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Series X Preferred Stock	(4)	02/07/2011		C	517.16	(4) (4)	Common Stock	206,864
Series 2 Preferred Stock	(5)	02/07/2011		C	189,188	(5) (5)	Common Stock	189,188

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Peng Yat Bun 2911 ZANKER ROAD SAN JOSE, CA 94134	X			

Signatures

/s/ Yat Bun (Robert) Peng by Erin Williams,
Attorney-in-Fact 02/07/2011

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person is a member of the Issuer's board of directors as designee of Concord Investments Company Ltd. and its affiliates. Concord Investments Co. Ltd. owns 100% of the shares of Nison Limited and Wellway International Limited and 55% of the shares of
- (1) Creative China Investment Limited. The Reporting Person is a director of each of Nison Limited, Wellway International Limited and Creative China Investment Limited and may be deemed to have voting and investment power with respect to these shares. The Reporting Person disclaims ownership of these shares except to the extent of his proportionate pecuniary interest therein.
 - (2) Represents 206,864 shares of Common Stock issuable upon conversion of Series X Preferred Stock held by Nison Limited.
 - (3) Includes 122,254 shares held by Nison Limited, 47,036 shares held by Wellway International Limited and 19,898 shares held by Creative China Investment Limited.
 - (4) Each share of Issuer's Series X Preferred Stock automatically converted into 400 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
 - (5) Each share of Issuer's Series 2 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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