

INFINERA CORP

Form 4

July 28, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Welch David F

(Last) (First) (Middle)

C/O INFINERA
CORPORATION, 140 CASPIAN
COURT

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INFINERA CORP [INFN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock					405,161	I	See Footnote (1)
Common Stock					140,000	I	See Footnote (2)
Common Stock					319,493	I	See Footnote (3)
Common					553,750	I	See

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Stock						Footnote (4)
Common Stock	2,500	I				See Footnote (5)

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

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SEC 1474
(9-02)

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2							(6)	08/08/2016	Common Stock	137,500
Employee Stock Option (Right to Buy)	\$ 8.19							(6)	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61							(6)	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61							(6)	06/06/2017	Common Stock	101,342
Employee Stock Option	\$ 7.61							(6)	02/28/2018	Common Stock	2,817

(Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 7.61	(6)	02/28/2018	Common Stock	81,683	
Employee Stock Option (Right to Buy)	\$ 7.11	(6)	02/10/2019	Common Stock	100,000	
Employee Stock Option (Right to Buy)	\$ 7.45	(6)	08/10/2019	Common Stock	150,000	
Employee Stock Option (Right to Buy)	\$ 8.58	(6)	02/10/2021	Common Stock	20,250	
Employee Stock Option (Right to Buy)	\$ 8.58	(6)	02/10/2021	Common Stock	60,750	
Employee Stock Option (Right to Buy)	\$ 8.58	(6)	02/10/2021	Common Stock	39,465	
Employee Stock Option (Right to Buy)	\$ 8.58	(6)	02/10/2021	Common Stock	41,535	
Restricted Stock Units	(7)	(8)	(8)	Common Stock	24,000	
Restricted Stock Units	(7)	(9)	(9)	Common Stock	20,923	
Restricted Stock Units	(7)	(10)	(10)	Common Stock	19,180	

Restricted Stock Units	<u>(7)</u>					<u>(11)</u>	<u>(11)</u>	Common Stock	28,770
Restricted Stock Units	<u>(7)</u>					<u>(12)</u>	<u>(12)</u>	Common Stock	86,850
Restricted Stock Units	<u>(7)</u>	07/26/2016		A	13,042	<u>(13)</u>	<u>(13)</u>	Common Stock	13,042

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X		President	

Signatures

/s/ Michael Post, by Power of
Attorney

07/28/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares are held directly by The Welch Family Trust u/a dtd 04/03/1996, for which Dr. Welch is a trustee.
- (2) These shares are held directly by The Welch Group, for which Dr. Welch is the general partner.
- (3) These shares are held directly by LRFA, LLC, for which Dr. Welch is the sole managing member.
- (4) These shares are held directly by SEI Private Trust Company, Trustee of The Welch Family Heritage Trust I u/I dated 9/24/01.
- (5) These shares are held directly by Dr. Welch as a trustee for his children. Dr. Welch disclaims beneficial ownership of the shares held in trust for his children, and this report shall not be deemed an admission that Dr. Welch is the beneficial owner of the shares held in trust for his children for purposes of Section 16 or for any other purpose.
- (6) This option is fully-vested.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation common stock.
- (8) These RSUs vest in four annual installments beginning on August 5, 2014.
- (9) These RSUs vest in three annual installments beginning on May 5, 2015.
- (10) These RSUs vest in three annual installments beginning on May 5, 2016.
- (11) These RSUs vest as to 50% of the shares on May 5, 2017 and 50% of the shares on May 5, 2018.
- (12) These RSUs vest in four annual installments beginning on May 5, 2017.
- (13) On February 24, 2015, Dr. Welch was granted a performance-based RSU award, subject to the achievement of certain performance criteria. The performance criteria related to these shares were met at 136% of target for the performance period, as determined by the administrator per the terms of the original grant, and the common stock issuable with respect to these RSUs will vest on August 5, 2016,

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subject to Dr. Welch's continuous status as a service provider through such 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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