

NEOPHOTONICS CORP  
Form SC 13G/A  
February 14, 2017

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 5)\*

NeoPhotonics  
Corporation  
(Name of  
Issuer)

Common Stock,  
\$0.0025 par  
value per share  
(Title of Class  
of Securities)

64051T100  
(CUSIP  
Number)

December 31,  
2016  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 23

Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Investment Partners IX, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware SOLE VOTING POWER
<b>5</b>	1,636,496 Shares of Common Stock <sup>1</sup> SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 0 Shares of Common Stock SOLE DISPOSITIVE POWER
<b>7</b>	1,636,496 Shares of Common Stock <sup>1</sup> SHARED DISPOSITIVE POWER
<b>8</b>	0 Shares of Common Stock

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,636,496 Shares of  
Common Stock<sup>1</sup>  
**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

3.87%  
**12** TYPE OF  
REPORTING  
PERSON

PN

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<sup>1</sup> Represents 1,622,872 shares of Common Stock plus options to acquire 13,624 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Associates IX, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 1,636,496 Shares of Common Stock <sup>2</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	1,636,496 Shares of Common Stock <sup>2</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,636,496 Shares of  
Common Stock<sup>2</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

**12** 3.87%  
TYPE OF  
REPORTING  
PERSON

OO-LLC

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<sup>2</sup> Represents 1,622,872 shares of Common Stock plus options to acquire 13,624 shares of Common Stock.

	NAME OF REPORTING PERSON
<b>1</b>	Oak IX Affiliates Fund, Limited Partnership
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	17,435 Shares of Common Stock <sup>3</sup>
	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b>
	0 Shares of Common Stock
	SOLE DISPOSITIVE POWER
	<b>7</b>
	17,435 Shares of Common Stock <sup>3</sup>
	SHARED DISPOSITIVE POWER
	<b>8</b>
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

17,435 Shares of  
Common Stock<sup>3</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.04%  
TYPE OF  
REPORTING  
PERSON

PN

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<sup>3</sup> Represents 17,291 shares of Common Stock plus options to acquire 144 shares of Common Stock.



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak IX Affiliates, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 56,710 Shares of Common Stock <sup>4</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	56,710 Shares of Common Stock <sup>4</sup> AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

56,710 Shares of  
Common Stock<sup>4</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.13%  
TYPE OF  
REPORTING  
PERSON

OO-LLC

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<sup>4</sup> Represents 56,238 shares of Common Stock plus options to acquire 472 shares of Common Stock.

	NAME OF REPORTING PERSON
<b>1</b>	Oak IX Affiliates Fund - A, Limited Partnership
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	39,275 Shares of Common Stock <sup>5</sup>
	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b>
	0 Shares of Common Stock
	SOLE DISPOSITIVE POWER
	<b>7</b>
	39,275 Shares of Common Stock <sup>5</sup>
	SHARED DISPOSITIVE POWER
	<b>8</b>
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

39,275 Shares of  
Common Stock<sup>5</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

0.09%

TYPE OF

REPORTING

**12**

PERSON

PN

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<sup>5</sup> Represents 38,947 shares of Common Stock plus options to acquire 328 shares of Common Stock.

	NAME OF REPORTING PERSON
<b>1</b>	Oak Investment Partners X, Limited Partnership
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	3,756,683 Shares of Common Stock <sup>6</sup>
	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b>
	0 Shares of Common Stock
	SOLE DISPOSITIVE POWER
	<b>7</b>
	3,756,683 Shares of Common Stock <sup>6</sup>
	SHARED DISPOSITIVE POWER
	<b>8</b>
	0 Shares of Common Stock

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,756,683 Shares of  
Common Stock<sup>6</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

8.87%  
TYPE OF  
REPORTING  
PERSON

**12** PN

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<sup>6</sup> Represents 3,731,759 shares of Common Stock plus options to acquire 24,924 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Associates X, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware SOLE VOTING POWER
<b>5</b>	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b> 3,756,683 Shares of Common Stock <sup>7</sup> SOLE DISPOSITIVE POWER
<b>7</b>	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>8</b>	3,756,683 Shares of Common Stock <sup>7</sup>
<b>9</b>	

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,756,683 Shares of  
Common Stock<sup>7</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

8.87%  
TYPE OF  
REPORTING  
**12** PERSON

OO-LLC

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<sup>7</sup> Represents 3,731,759 shares of Common Stock plus options to acquire 24,924 shares of Common Stock.



	NAME OF REPORTING PERSON
<b>1</b>	Oak X Affiliates Fund, Limited Partnership
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	60,312 Shares of Common Stock <sup>8</sup>
	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b>
	0 Shares of Common Stock
	SOLE DISPOSITIVE POWER
	<b>7</b>
	60,312 Shares of Common Stock <sup>8</sup>
	SHARED DISPOSITIVE POWER
	<b>8</b>
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

60,312 Shares of  
Common Stock<sup>8</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0.14%  
TYPE OF  
REPORTING  
PERSON

12

PN

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<sup>8</sup> Represents 59,911 shares of Common Stock plus options to acquire 401 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak X Affiliates, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 60,312 Shares of Common Stock <sup>9</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	60,312 Shares of Common Stock <sup>9</sup> AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING  
PERSON

60,312 Shares of  
Common Stock<sup>9</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

**12** 0.14%  
TYPE OF  
REPORTING  
PERSON

OO-LLC

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<sup>9</sup> Represents 59,911 shares of Common Stock plus options to acquire 401 shares of Common Stock.

	NAME OF REPORTING PERSON
<b>1</b>	Oak Investment Partners XI, Limited Partnership
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	101,569 Shares of Common Stock <sup>10</sup>
	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b>
	0 Shares of Common Stock
	SOLE DISPOSITIVE POWER
	<b>7</b>
	101,569 Shares of Common Stock <sup>10</sup>
	SHARED DISPOSITIVE POWER
	<b>8</b>
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

101,569 Shares of  
Common Stock<sup>10</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

0.24%

TYPE OF

REPORTING

**12**

PERSON

PN

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<sup>10</sup> Represents 100,555 shares of Common Stock plus options to acquire 1,014 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Associates XI, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 101,569 Shares of Common Stock <sup>11</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	101,569 Shares of Common Stock <sup>11</sup> AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

101,569 Shares of  
Common Stock<sup>11</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

**10**

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

0.24%  
TYPE OF  
REPORTING  
PERSON

**12**

OO-LLC

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<sup>11</sup> Represents 100,555 shares of Common Stock plus options to acquire 1,014 shares of Common Stock.



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Management Corporation CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	5,611,770 Shares of Common Stock <sup>12</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	5,611,770 Shares of Common Stock <sup>12</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,611,770 Shares of  
Common Stock<sup>12</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

**12** 13.25%  
TYPE OF  
REPORTING  
PERSON

CO

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<sup>12</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 40,435 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Bandel L. Carano
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	5,611,770 Shares of Common Stock <sup>13</sup>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	5,611,770 Shares of Common Stock <sup>13</sup>
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,611,770 Shares of  
Common Stock<sup>13</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

13.25%

TYPE OF

REPORTING

**12**

PERSON

IN

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<sup>13</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 40,435 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Edward F. Glassmeyer
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	5,611,770 Shares of Common Stock <sup>14</sup>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	5,611,770 Shares of Common Stock <sup>14</sup>
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,611,770 Shares of  
Common Stock<sup>14</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

13.25%

TYPE OF

REPORTING

**12**

PERSON

IN

---

<sup>14</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 40,435 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Fredric W. Harman
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	5,611,770 Shares of Common Stock <sup>15</sup>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7
	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	5,611,770 Shares of Common Stock <sup>15</sup>
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,611,770 Shares of  
Common Stock<sup>15</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

13.25%

TYPE OF

REPORTING

**12**

PERSON

IN

---

<sup>15</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 40,435 shares of Common Stock.



<b>1</b>	NAME OF REPORTING PERSON
	Ann H. Lamont
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	5,611,770
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	Shares of Common Stock <sup>16</sup>
	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	5,611,770
	Shares of Common Stock <sup>16</sup>
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,611,770 Shares of  
Common Stock<sup>16</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

13.25%

TYPE OF

REPORTING

**12**

PERSON

IN

---

<sup>16</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 40,435 shares of Common Stock.

**Item 1(a). NAME OF ISSUER**

NeoPhotonics Corporation

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

2911 Zanker Road,  
San Jose, California 95134

**Item 2(a). NAME OF PERSON FILING**

Oak Investment Partners IX, Limited Partnership ("Oak IX")  
Oak Associates IX, LLC  
Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates")  
Oak IX Affiliates, LLC  
Oak IX Affiliates Fund – A, Limited Partnership ("Oak IX Affiliates – A")  
Oak Investment Partners X, Limited Partnership ("Oak X")  
Oak Associates X, LLC  
Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates")  
Oak X Affiliates, LLC  
Oak Investment Partners XI, Limited Partnership ("Oak XI")  
Oak Associates XI, LLC  
Oak Management Corporation ("Oak Management")  
Bandel L. Carano  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

c/o Oak Management Corporation  
901 Main Avenue, Suite 600  
Norwalk, CT 06851

**Item 2(c). CITIZENSHIP**

Please refer to Item 4 on each cover sheet for each filing person.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.0025 per share

**Item 2(e). CUSIP NUMBER**

64051T100

**Item IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK  
3. WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please  
specify the type of institution: \_\_\_\_\_

**Item OWNERSHIP  
4.**

The information in Items 1 and 5 through 11 on the cover pages of this Schedule 13G is hereby incorporated by reference.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon approximately 42,324,018 shares of Common Stock outstanding as of October 31, 2016, as reported in the Issuer's Prospectus Supplement filed pursuant to Rule 424(b)(7) filed with the Securities and Exchange Commission on December 19, 2016 plus certain shares described below that are issuable upon exercise by the Reporting Persons of options to acquire Common Stock.

Oak Associates IX, LLC is the general partner of Oak IX; and Oak IX Affiliates, LLC is the general partner of both Oak IX Affiliates and Oak IX Affiliates - A. Oak Management is the manager of each of Oak IX, Oak IX

Affiliates, and Oak IX Affiliates - A. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates IX, LLC, Oak IX Affiliates, LLC and Oak IX Affiliates - A, and, as such, may be deemed to possess shared beneficial ownership of the shares of Common Stock held by such entities.

Oak Associates X, LLC is the general partner of Oak X; and Oak X Affiliates, LLC is the general partner of Oak X Affiliates. Oak Management is the manager of each of Oak X and Oak X Affiliates. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates X, LLC and Oak X Affiliates, LLC, and, as such, may be deemed to possess shared beneficial ownership of the shares of common stock held by such entities.

Oak Associates XI, LLC is the general partner of Oak XI. Oak Management is the manager of Oak XI. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of Oak Associates XI, LLC, and, as such, may be deemed to possess shared beneficial ownership of the shares of common stock held by the Oak XI.

Amounts shown as beneficially owned by Oak IX and Oak Associates IX, LLC include 13,624 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak IX Affiliates and Oak IX Affiliates, LLC include 144 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX Affiliates that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak IX Affiliates - A and Oak IX Affiliates, LLC include 328 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX Affiliates – A, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak X and Oak Associates X, LLC include 24,924 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak X, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak X Affiliates and Oak X Affiliates, LLC include 401 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak X Affiliates, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak XI and Oak Associates XI, LLC include 1,014 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak XI, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont, include an aggregate of 40,435 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX, Oak IX Affiliates, Oak IX Affiliates – A, Oak X, Oak X Affiliates or Oak XI (in each case as described above), that are issuable upon exercise of options to acquire Common Stock.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a “group” within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a “group” and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

By signing below, each of the undersigned certifies that, to the best of his/her or its individual knowledge and belief, the securities referred to above were (i) not acquired and held for the purpose, or with the effect, of changing or influencing the control of the issuer of the securities and (ii) not acquired and held in connection with, or as a participant in, any transaction having that purpose or effect.





SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such entity or individual is true, complete and correct.

DATE: February 14, 2017

Entities:

Oak Investment Partners IX, Limited Partnership

Oak Associates IX, LLC

Oak IX Affiliates Fund, Limited Partnership

Oak IX Affiliates, LLC

Oak IX Affiliates Fund – A, Limited Partnership

Oak Investment Partners X, Limited Partnership

Oak Associates X, LLC

Oak X Affiliates Fund, Limited Partnership

Oak X Affiliates, LLC

Oak Investment Partners XI, Limited Partnership

Oak Associates XI, LLC

Oak Management Corporation

/s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer

Title: General Partner or Managing Member or attorney-in-fact  
for the above-listed entities

Individuals:

Bandel L. Carano

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer, individually and as attorney-in-fact for the above-listed individuals

**INDEX TO EXHIBITS**

**EXHIBIT A - Joint Filing Agreement (previously filed)**

**EXHIBIT B - Power of Attorney (previously filed)**