

INFINERA CORP  
Form 4  
May 03, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
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)  
05/02/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 05/02/2016                           |  | M                              | 50,000 A \$ 2   | 390,571   | 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<br>(4)        |
| Common<br>Stock |  | 2,500 |  | I |  | See<br>Footnote<br>(5) |

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

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(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 of Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 2   | 05/02/2016                           |  | M                              | 50,000  | (6) 08/08/2016   | Common Stock 50,000   |
| 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                      | \$ 7.61  |                                      |  |                                |   | (6) 06/06/2017   | Common Stock 101,342  |

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|                                      |         |     |            |              |         |  |
|--------------------------------------|---------|-----|------------|--------------|---------|--|
| (Right to Buy)                       |         |     |            |              |         |  |
| Employee Stock Option (Right to Buy) | \$ 7.61 | (6) | 02/28/2018 | Common Stock | 2,817   |  |
| 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  |  |
|                                      | (7)     | (9) | (9)        |              | 41,846  |  |



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(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.

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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