

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**

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fallon Thomas J

(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) below)

Chief Executive Officer

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)
Common Stock			Code	V Amount (D) Price	1,014,657	I	See Footnote

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

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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)	\$ 8.19							<u>(1)</u>	11/23/2019	Common Stock	90,056
Employee Stock Option (Right to Buy)	\$ 8.58							<u>(1)</u>	02/10/2021	Common Stock	14,286
Employee Stock Option (Right to Buy)	\$ 8.58							<u>(1)</u>	02/10/2021	Common Stock	32,965
Employee Stock Option (Right to Buy)	\$ 8.58							<u>(1)</u>	02/10/2021	Common Stock	30,475
Employee Stock Option (Right to Buy)	\$ 8.58							<u>(1)</u>	02/10/2021	Common Stock	182,250
Restricted Stock Units	<u>(2)</u>							<u>(3)</u>	<u>(3)</u>	Common Stock	35,629
Restricted Stock Units	<u>(2)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	36,826
Restricted Stock Units	<u>(2)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	86,850
Restricted Stock Units	<u>(2)</u>	07/26/2016		A	37,563			<u>(6)</u>	<u>(6)</u>	Common Stock	37,563

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Thomas J C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X		Chief Executive Officer	

## 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) This option is fully-vested.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation common stock.
- (3) These RSUs vest in three annual installments beginning on May 5, 2015.
- (4) These RSUs vest in three annual installments beginning on May 5, 2016.
- (5) These RSUs vest in four annual installments beginning on May 5, 2017.

- (6) On February 24, 2015, Mr. Fallon 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, subject to Mr. Fallon'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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