

OCLARO, INC.
Form 8-K
December 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 10, 2012

OCLARO, INC.

(Exact name of Registrant as specified in its charter)

Edgar Filing: OCLARO, INC. - Form 8-K

Delaware (State or other jurisdiction of incorporation or organization)	000-30684 (Commission file number) 2560 Junction Avenue, San Jose, California 95134 (Address of principal executive offices, zip code) (408) 383-1400 (Registrant's telephone number, including area code)	20-1303994 (I.R.S. Employer Identification Number)
--------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------------

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

Offering of Notes

On December 10, 2012, Oclaro, Inc. (the Company) issued a press release announcing that its indirect, wholly-owned subsidiary, Oclaro Luxembourg S.A., intends to commence an offering of exchangeable senior secured second lien notes due 2018 that are exchangeable for shares of the Company's Common Stock. A copy of the press release is included herein as Exhibit 99.1 and is incorporated herein by reference.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

Risk Factor Updates

The Company has updated the risk factors disclosed under Item 1A. Risk Factors of its Quarterly Report on Form 10-Q for the fiscal quarter ended September 29, 2012. The updated risk factors are included herein as Exhibit 99.2 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by the Company on December 10, 2012.
99.2	Oclaro, Inc. Risk Factors

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OCLARO, INC.

Date: December 10, 2012

By: /s/ Jerry Turin
Jerry Turin
Chief Financial Officer

EXHIBIT LIST

Exhibit No.	Description
99.1	Press Release issued by the Company on December 10, 2012.
99.2	Oclaro, Inc. Risk Factors