

Fallon Thomas J  
 Form 4  
 February 20, 2018

**FORM 4**

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

OMB APPROVAL

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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

(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)  
 02/15/2018

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)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A)<br>or<br>(D)  | 1,282,031   | I  | See Footnote (1)                  |

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

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**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 | 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 Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                     |   |  |     | <u>(2)</u>  | 11/23/2019      | Common Stock | 90,056               |
| Employee Stock Option (Right to Buy)       | \$ 8.58  |                                      |  |                     |   |  |     | <u>(2)</u>  | 02/10/2021      | Common Stock | 14,286               |
| Employee Stock Option (Right to Buy)       | \$ 8.58  |                                      |  |                     |   |  |     | <u>(2)</u>  | 02/10/2021      | Common Stock | 32,965               |
| Employee Stock Option (Right to Buy)       | \$ 8.58  |                                      |  |                     |   |  |     | <u>(2)</u>  | 02/10/2021      | Common Stock | 30,475               |
| Employee Stock Option (Right to Buy)       | \$ 8.58  |                                      |  |                     |   |  |     | <u>(2)</u>  | 02/10/2021      | Common Stock | 182,250              |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                     |   |  |     | <u>(4)</u>  | <u>(4)</u>      | Common Stock | 18,413               |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                     |   |  |     | <u>(5)</u>  | <u>(5)</u>      | Common Stock | 65,137               |
| Restricted Stock Units                     | <u>(3)</u>   |                                      |  |                     |   |  |     | <u>(6)</u>  | <u>(6)</u>      | Common Stock | 114,830              |
| Restricted Stock Units                     | <u>(3)</u>   | 02/15/2018                           |  | A                   |   | 135,416  |     | <u>(7)</u>  | <u>(7)</u>      | Common Stock | 135,416              |

## Reporting Owners

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

## Signatures

/s/ Michael Post, by Power of Attorney

02/20/2018

\_\_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 Fallon Family Revocable Trust dated 9/7/94, for which Mr. Fallon is a trustee.
- (2) This option is fully-vested.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation common stock.
- (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) These RSUs vest in four annual installments beginning on May 5, 2018.
- (7) These RSUs vest in four annual installments beginning on May 5, 2019.

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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