

Fallon Thomas J
 Form 4
 November 13, 2017

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

2. Issuer Name and Ticker or Trading Symbol
 INFINERA Corp [INFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/13/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

C/O INFINERA CORPORATION, 140 CASPIAN COURT

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SUNNYVALE, CA 94089

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/13/2017		P		100,000	A	\$ 6.3313
							1,282,031 ⁽²⁾
							<u>(1)</u>
							I
							See Footnote <u>(3)</u>

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

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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)	8. F...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(4)</u>	11/23/2019	Common Stock	90,056
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(4)</u>	02/10/2021	Common Stock	14,286
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(4)</u>	02/10/2021	Common Stock	32,965
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(4)</u>	02/10/2021	Common Stock	30,475
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(4)</u>	02/10/2021	Common Stock	182,250
Restricted Stock Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	18,413
Restricted Stock Units	<u>(5)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	65,137
Restricted Stock Units	<u>(5)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	114,831

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

11/13/2017

**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).

This price represents the weighted average purchase price of the shares bought in multiple transactions at prices ranging from \$6.30 to

- (1) \$6.37 per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation (the "Company") or a security holder of the Company, Mr. Fallon will provide full information regarding the number of shares purchased at each separate price.
- (2) This includes 2,127 shares acquired under the Company's 2007 Employee Stock Purchase Plan on August 15, 2017.
- (3) These shares are held directly by The Fallon Family Revocable Trust dated 9/7/94, for which Mr. Fallon is a trustee.
- (4) This option is fully-vested.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Company's common stock.
- (6) These RSUs vest in three annual installments beginning on May 5, 2016.
- (7) These RSUs vest in four annual installments beginning on May 5, 2017.
- (8) These RSUs vest in four annual installments beginning on May 5, 2018.

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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