

Ali Wajid
 Form 4
 February 15, 2019

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 *
 Ali Wajid

(Last) (First) (Middle)

400 NORTH MCCARTHY BLVD

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Lumentum Holdings Inc. [LITE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2019

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)
 EVP & Chief Financial 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)
			Code	V	Amount or Price		
Common Stock	02/15/2019		A		110,774 <u>(1)</u>	A	\$ 0 111,774 D
Common Stock	02/15/2019		A		22,154 <u>(2)</u>	A	\$ 0 133,928 D

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

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SEC 1474
 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ali Wajid 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035			EVP & Chief Financial Officer	

Signatures

/s/ Judy G Hamel as
Attorney-in-Fact
Date: 02/15/2019

**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) Each restricted stock unit (RSU) represents the contingent right to receive, following vesting, one share of Common Stock of Lumentum Holdings. 15% of the shares shall vest on the Initial Vest Date and 25% of the shares shall vest on February 15, 2020 the remaining shares shall vest quarterly thereafter on the 15th day of the following months of May, August, November and February, following February 15, 2020 in eight (8) equal installments (rounded down for any fractional shares, with the final vesting installment to be rounded up as necessary so that 100% of the shares shall have vested as of the last vest date), subject to the grant holder continuing to be an employee through each such date, or as provided under the 2015 EIP.

(2) Each restricted stock unit (RSU) represents the contingent right to receive, following vesting, one share of Common Stock of Lumentum Holdings. 1/3 of the shares shall vest on the Initial Vest Date and the remaining shares shall vest quarterly thereafter on the 15th day of the following months of May, August, November and February following the Initial Vest Date in eight (8) equal installments (rounded down for any fractional shares, with the final vesting installment to be rounded up as necessary so that 100% of the shares shall have vested as of the last vest date), subject to the grant holder continuing to be an employee through each such date, or as provided under the 2015 EIP.

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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