

INFINERA CORP

Form 4

April 28, 2015

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

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(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)

04/24/2015

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	04/24/2015		M	134,944	A \$ 8.19	134,944	D
Common Stock	04/24/2015		M	15,056	A \$ 7.61	150,000	D
Common Stock	04/24/2015		S ⁽¹⁾	150,000	D \$ 19.6495	0	D
Common Stock	04/24/2015		S ⁽¹⁾	50,000	D \$ 19.6495	802,418	I

See
Footnote
(3)

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

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 8.19					(4) 11/23/2016	Common Stock 75,000
Employee Stock Option (Right to Buy)	\$ 8.19					(4) 11/23/2019	Common Stock 5,595
Employee Stock Option (Right to Buy)	\$ 8.19	04/24/2015		M	134,944	(4) 11/23/2019	Common Stock 294,400
Employee Stock Option (Right to Buy)	\$ 7.61	04/24/2015		M	15,056	(4) 02/28/2018	Common Stock 15,056
Employee Stock Option (Right to Buy)	\$ 8.58					(4) 02/10/2021	Common Stock 14,286
Employee Stock Option (Right to Buy)	\$ 8.58					(4) 02/10/2021	Common Stock 32,965

Employee Stock Option (Right to Buy)	\$ 8.58	(4)	02/10/2021	Common Stock	30,475
Employee Stock Option (Right to Buy)	\$ 8.58	(4)	02/10/2021	Common Stock	182,25
Restricted Stock Units	(5)	(6)	(6)	Common Stock	37,660
Restricted Stock Units	(5)	(7)	(7)	Common Stock	106,88
Restricted Stock Units	(5)	(8)	(8)	Common Stock	55,240

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

04/28/2015

__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 sale was made in connection with Mr. Fallon's Rule 10b5-1 Trading Plan, which was adopted on May 15, 2014.

This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$19.25 to \$20.15 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 sold at each separate price.

(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 common stock of the Company.

(6) These RSUs vest in three annual installments beginning on February 5, 2014.

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(7) These RSUs vest in three annual installments beginning on May 5, 2015.

(8) These RSUs vest in three annual installments beginning on May 5, 2016.

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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