

Fallon Thomas J
 Form 4
 May 08, 2018

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 *
 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)
 05/05/2018

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(A) or Disposed of (D) Code				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	05/05/2018		M		18,413	A	\$ 0	1,300,444	I	See Footnote (1)
Common Stock	05/05/2018		F		6,353	D	\$ 12.01	1,294,091	I	See Footnote (1)
Common Stock	05/05/2018		M		21,713	A	\$ 0	1,315,804	I	See Footnote (1)
Common Stock	05/05/2018		F		7,509	D	\$	1,308,295	I	See

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Stock					12.01			Footnote <u>(1)</u>
Common Stock	05/05/2018		M	28,708	A	\$ 0	1,337,003	I See Footnote <u>(1)</u>
Common Stock	05/05/2018		F	9,928	D	\$ 12.01	1,327,075	I See Footnote <u>(1)</u>

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)

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 or Number of 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				(2)	02/10/2021	Common Stock	182,250
Restricted Stock Units	(3)	05/05/2018	M	18,413	(4)	(4)	Common Stock	18,413
Restricted Stock Units	(3)	05/05/2018	M	21,713	(5)	(5)	Common Stock	21,713
Restricted Stock Units	(3)	05/05/2018	M	28,708	(6)	(6)	Common Stock	28,708
Restricted Stock Units	(3)				(7)	(7)	Common Stock	135,416

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
Date: 05/08/2018

__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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.