

INFINERA CORP  
Form 4  
February 04, 2015

**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 \*  
Welch David F

(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)  
02/02/2015

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)  
President

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					14,132	D	
Common Stock	02/02/2015		S <sup>(1)</sup>		10,000	D	\$ 16.0378 246,788
Common Stock	02/02/2015		S <sup>(4)</sup>		20,000	D	\$ 16.0741 240,000
Common Stock					319,493	I	

Common Stock	553,750	I	<u>(6)</u> See Footnote <u>(7)</u>
Common Stock	2,500	I	See Footnote <u>(8)</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)

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)	\$ 2					<u>(9)</u>	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 2					<u>(9)</u>	08/08/2016	Common Stock	137,500
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(9)</u>	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(9)</u>	06/06/2017	Common Stock	29,214

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Employee Stock Option (Right to Buy)	\$ 7.61	<u>(9)</u>	06/06/2017	Common Stock	101,342
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(9)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(9)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 7.11	<u>(9)</u>	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45	<u>(9)</u>	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	20,250
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	41,535
	<u>(10)</u>	<u>(11)</u>	<u>(11)</u>		26,333

Restricted Stock Units							Common Stock	
Restricted Stock Units	(10)				(12)	(12)	Common Stock	40,000
Restricted Stock Units	(10)				(13)	(13)	Common Stock	36,000
Restricted Stock Units	(10)				(14)	(14)	Common Stock	62,770
Restricted Stock Units	(10)	02/02/2015		A	37,500	(15)	(15)	Common Stock 37,500
Restricted Stock Units	(10)	02/02/2015		A	20,923	(16)	(16)	Common Stock 20,923

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X		President	

## Signatures

/s/ Michael Post, by Power of Attorney

02/04/2015

\_\_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 the Rule 10b5-1 Trading Plan for The Welch Family Trust u/a dtd 04/03/1996 ("The Welch Family Trust"), which was adopted on May 29, 2014.

(2) This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$15.81 to \$16.30 per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation (the "Company") or a security holder of the Company, Dr. Welch will provide full information regarding the number of shares sold at each separate price.

(3) These shares are held directly by The Welch Family Trust, for which Dr. Welch is a trustee.

(4) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Welch Group, L.P. ("The Welch Group"), which was adopted on May 29, 2014.

(5) These shares are held directly by The Welch Group, for which Dr. Welch is the general partner.

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- (6) These shares are held directly by LRFA, LLC, for which Dr. Welch is the sole managing member.
- (7) These shares are held directly by SEI Private Trust Company, Trustee of The Welch Family Heritage Trust I u/I dated 9/24/01.  
These shares are held directly by Dr. Welch as a trustee for his children. Dr. Welch disclaims beneficial ownership of the shares held in trust for his children, and this report shall not be deemed an admission that Dr. Welch is the beneficial owner of the shares held in trust for his children for purposes of Section 16 or for any other purpose.
- (8) This option is fully-vested.
- (9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Company.
- (10) These RSUs vest in three annual installments beginning on February 5, 2013.
- (11) These RSUs vest in three annual installments beginning on February 5, 2014.
- (12) These RSUs vest in four annual installments beginning on August 5, 2014.
- (13) These RSUs vest in three annual installments beginning on May 5, 2015.

(14) On January 30, 2013, Dr. Welch was granted a performance-based RSU award at target for 75,000 shares of common stock, subject to the achievement of certain performance criteria. One-third of the shares are eligible to vest in each performance period up to a maximum of 150% of target. The performance criteria related to these shares were met at 150% of target for the second performance period, as determined by the administrator per the terms of the original grant, and the common stock issuable with respect to these 37,500 performance-based RSUs will vest on February 5, 2015, subject to Dr. Welch's continuous status as a service provider through such date.

(15) On February 25, 2014, Dr. Welch was granted a performance-based RSU award at target for 41,847 shares of common stock, subject to the achievement of certain performance criteria. One-third of the shares are eligible to vest in each performance period up to a maximum of 150% of target. The performance criteria related to these shares were met at 150% of target for the first performance period, as determined by the administrator per the terms of the original grant, and the common stock issuable with respect to these 20,923 performance-based RSUs will vest on February 5, 2015, subject to Dr. Welch's continuous status as a service provider through such date.

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.