INFINERA Corp Form 4 February 23, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Welch David F Issuer Symbol INFINERA Corp [INFN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title Other (specify C/O INFINERA 02/21/2017 below) CORPORATION, 140 CASPIAN President **COURT** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089 Person

(State)

(City)

(City)	(State) (2	Table	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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					620,408	I	See Footnote (1)		
Common Stock					307,593	I	See Footnote (2)		
Common Stock					542,550	I	See Footnote (3)		
Common					140,000	I	See		

OMB APPROVAL

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January 31,

2005

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Stock									Footnote (4)	
Common Stock						2,50	0	I 1	See Footnote (5)	
Reminder: Re	port on a separ	arate line for each class	s of securities benefic	-	•		-	CI	0.1.71	
	Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.									
			tive Securities Acqui uts, calls, warrants, o							
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Code	5. Number or Derivative Securities Acquired (Disposed of (Instr. 3, 4 5)	ive Expiration Date ies (Month/Day/Year) ed (A) or ed of (D)		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)	\$ 7.61						<u>(6)</u>	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61						<u>(6)</u>	06/06/2017	Common Stock	101,34
Employee Stock Option (Right to Buy)	\$ 7.61						<u>(6)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61						<u>(6)</u>	02/28/2018	Common Stock	81,683

Employee Stock Option

\$ 7.11

02/10/2019 Common 100,00

Stock

(6)

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(Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 7.45				<u>(6)</u>	08/10/2019	Common Stock	150,00
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(6)</u>	02/10/2021	Common Stock	20,250
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(6)</u>	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(6)</u>	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(6)</u>	02/10/2021	Common Stock	41,535
Restricted Stock Units	<u>(7)</u>				(8)	(8)	Common Stock	12,000
Restricted Stock Units	<u>(7)</u>				<u>(9)</u>	<u>(9)</u>	Common Stock	20,923
Restricted Stock Units	<u>(7)</u>				(10)	(10)	Common Stock	19,180
Restricted Stock Units	<u>(7)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	28,770
Restricted Stock Units	<u>(7)</u>				(12)	(12)	Common Stock	86,850
Restricted Stock Units	(7)	02/21/2017	A	114,831	(13)	(13)	Common Stock	114,83

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Welch David F
C/O INFINERA CORPORATION 140 CASPIAN COURT

Relationships

Relationships

President

Signatures

/s/ Michael Post, by Power of Attorney

SUNNYVALE, CA 94089

02/23/2017

**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).
- (1) These shares are held directly by The Welch Family Trust u/a dtd 04/03/1996, for which Dr. Welch is a trustee.
- (2) These shares are held directly by LRFA, LLC, for which Dr. Welch is the sole managing member.
- (3) These shares are held directly by SEI Private Trust Company, Trustee of The Welch Family Heritage Trust I u/I dated 9/24/01, for which Dr. Welch is a trustee.
- (4) These shares are held directly by The Welch Group, L.P., for which Dr. Welch is the general partner.
- 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.
- (6) This option is fully-vested.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation common stock.
- (8) These RSUs vest in four annual installments beginning on August 5, 2014.
- (9) These RSUs vest in three annual installments beginning on May 5, 2015.
- (10) These RSUs vest in three annual installments beginning on May 5, 2016.
- (11) These RSUs vest as to 50% of the shares on May 5, 2017 and 50% of the shares on May 5, 2018.
- (12) These RSUs vest in four annual installments beginning on May 5, 2017.
- (13) 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. 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.

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