

Fallon Thomas J
Form 4
April 01, 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 *
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)
03/28/2019

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)
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 Ownership (Instr. 4)
Common Stock				(A) or (D)	1,377,075	I	See Footnote (1)

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)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(2)</u>	11/23/2019	Common Stock	90,000
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	32,967
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(2)</u>	02/10/2021	Common Stock	30,435
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(2)</u>	02/10/2021	Common Stock	182,000
Restricted Stock Units	<u>(3)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	43,435
Restricted Stock Units	<u>(3)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	86,870
Restricted Stock Units	<u>(3)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	135,705
Performance Stock Units	<u>(7)</u>	03/28/2019		A	162,500	<u>(8)</u>	<u>(8)</u>	Common Stock	162,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Thomas J C/O INFINERA CORPORATION 140 CASPIAN COURT	X		Chief Executive Officer	

SUNNYVALE, CA 94089

Signatures

/s/ Michael Post, by Power of
Attorney

04/01/2019

__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) 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 (the "Company") common stock.
- (4) These RSUs vest in four annual installments beginning on May 5, 2017.
- (5) These RSUs vest in four annual installments beginning on May 5, 2018.
- (6) These RSUs vest in four annual installments beginning on May 5, 2019.
- (7) Each performance stock unit ("PSU") represents a contingent right to receive one share of common stock of the Company.

These PSUs become eligible to vest, if at all, within three years of the grant date if the closing price of the Company's common stock is equal to or greater than \$10.00 per share for 90 consecutive days. If the performance target is met prior to the expiration of the three-year term, a pro-rata portion of the PSUs will vest on the 5th of the month after the certification date and the remaining portion will vest on the 5th of the month after the end of the three-year term, subject to Mr. Fallon remaining a service provider through each such date. For example, if the performance target is met in the eighteenth month after the date of grant then half the shares will be eligible to vest, and the remaining half will vest after the expiration of the term.

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.