

OCLARO, INC.  
Form 425  
March 13, 2018

Filed by Lumentum Holdings Inc.

Pursuant to Rule 425 Under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Oclaro, Inc.

Commission File No.: 000-30684

**Subject:** Lumentum to join forces with Oclaro

Dear Lumentum Team,

Today is a very exciting day for Lumentum.

Earlier this morning, Lumentum and Oclaro announced the signing of a definitive agreement under which Lumentum will acquire all of the outstanding Oclaro shares in a \$1.8B cash and stock transaction. Oclaro will bring a very talented team and strong portfolio of optical communications products and technology to Lumentum.

I believe this transaction will create strong long term value for Lumentum's shareholders and is good for our customers and our employees. The combination accelerates our strategy, strengthens our portfolio and positions us very well for the future needs of our customers. Combined we will be a leader in the Telecom Transmission, Transport and 3D Sensing markets. The combined teams' talent and scale combined with the deep Intellectual Property and experience will increase the pace of innovation and accelerate the development of the new products our customers desire.

The transaction is subject to customary closing conditions, including regulatory approvals and the approval of Oclaro's shareholders. We expect the transaction to close in the second half of calendar 2018.

For now, and until the transaction closes, it will be business as usual for each of our companies as we work individually to support the customers and markets we serve.

In closing, I would like to thank each of you for your hard work and dedication that has put us in a great position in the market.

Sincerely,

**Alan S. Lowe**

President and Chief Executive Officer

Lumentum

[www.lumentum.com](http://www.lumentum.com)

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**Cautionary Note Regarding Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements generally relate to future events or our future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as may, will, should, expects, plans, anticipates, could, intends, target, contemplates, believes, estimates, predicts, potential or continue or the negative of these words or other similar words or expressions that concern Lumentum's expectations, strategy, plans or intentions. Lumentum's expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected, including but not limited to: the risk that the transaction does not close, due to the failure of one or more conditions to closing or the failure of the businesses (including personnel) to be integrated successfully after closing; the risk that synergies and non-GAAP earnings accretion will not be realized or realized to the extent anticipated; uncertainty as to the market value of the Lumentum merger consideration to be paid in the merger; the risk that required governmental or Oclaro stockholder approvals of the merger (including U.S. or China antitrust approvals) will not be obtained or that such approvals will be delayed beyond current expectations; the risk that following this transaction, Lumentum's financing or operating strategies will not be successful; litigation in respect of either company or the merger; and disruption from the merger making it more difficult to maintain customer, supplier, key personnel and other strategic relationships.

The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described under the caption "Risk Factors" and elsewhere in our filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ended July 1, 2017, which was filed with the SEC on August 29, 2017, our Quarterly Report on Form 10-Q for the quarter ended December 30, 2017, which was filed with the SEC on February 6, 2018 and those discussed under the caption "Risk Factors" in the S-4 to be filed by Lumentum with the SEC at a future date in connection with this transaction and in the documents which are incorporated by reference therein. The forward-looking statements in this communication are based on information available to Lumentum as of the date hereof, and Lumentum disclaims any obligation to update any forward-looking statements, except as required by law.

**Additional Information and Where to Find It**

This communication is being made in respect of a proposed business combination involving Lumentum Holdings Inc. and Oclaro, Inc. In connection with the proposed transaction, Lumentum will file with the SEC a Registration Statement on Form S-4 that includes the preliminary proxy statement of Oclaro and that will also constitute a prospectus of Lumentum. The information in the preliminary proxy statement/prospectus is not complete and may be changed. Lumentum may not sell the common stock referenced in the proxy statement/prospectus until the Registration Statement on Form S-4 filed with the SEC becomes effective. The preliminary proxy statement/prospectus and this communication are not offers to sell Lumentum securities, are not soliciting an offer to buy Lumentum securities in any state where the offer and sale is not permitted and are not a solicitation of any vote or approval. The definitive proxy statement/prospectus will be mailed to stockholders of Oclaro.

LUMENTUM AND OCLARO URGE INVESTORS AND SECURITY HOLDERS TO READ THE DEFINITIVE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain these materials (when they are available) and other documents filed with the SEC free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov). Copies of documents filed with the SEC by Lumentum (when they become available) may be obtained free of charge on Lumentum's website at [www.lumentum.com](http://www.lumentum.com) or by directing a written request to Lumentum Holdings Inc., Investor Relations, 400 North McCarthy Boulevard, Milpitas, CA 95035. Copies of documents filed with the SEC by Oclaro (when they become available) may be obtained free of charge on Oclaro's website at [www.oclaro.com](http://www.oclaro.com) or by directing a written request to Oclaro, Inc. Investor Relations, 225 Charcot Avenue, San Jose, CA 95131.

### **Participants in the Merger Solicitation**

Each of Lumentum Holdings Inc., Oclaro, Inc. and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding these persons who may, under the rules of the SEC, be considered participants in the solicitation of Oclaro stockholders in connection with the proposed transaction is set forth in the proxy statement/prospectus described above filed with the SEC. Additional information regarding Lumentum's executive officers and directors is included in Lumentum's definitive proxy statement, which was filed with the SEC on September 19, 2017. Additional information regarding Oclaro's executive officers and directors is included in Oclaro's definitive proxy statement, which was filed with the SEC on September 27, 2017. You can obtain free copies of these documents using the information in the paragraph immediately above.

Units described above will be paid to Mr. Dries in a lump sum no later than 60 days following the date of termination. All amounts contributed by the Company to the CAP for the benefit of Mr. Dries will vest upon such termination.

In the event of termination of Mr. Dries' employment, all outstanding stock options, restricted stock, restricted stock units and any other unvested equity incentives will be treated in accordance with the terms of their applicable award agreements in effect on the date of termination.

For 24 months following the termination of Mr. Dries' employment by the Company for "cause" or by Mr. Dries without "good reason" and for 18 months following any other termination of Mr. Dries' employment, he will be subject to confidentiality, non-competition and non-solicitation restrictions.

The Employment Agreement also includes other customary terms, including with respect to termination for cause, death and disability.

Effective August 10, 2016, Alfred Lumsdaine will relinquish his title of Executive Vice President, Chief Financial and Administrative Officer and no longer be deemed an officer with reporting requirements under Section 16 of the Securities Exchange Act. As previously disclosed, Mr. Lumsdaine will remain employed by the Company until September 30, 2016.

9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press Release, dated August 10, 2016

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEALTHWAYS, INC.

By: /s/ Mary Flipse  
Mary S. Flipse  
Chief Legal Officer  
Date: August 11, 2016

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EXHIBIT INDEX

Exhibit 99.1 Press Release, dated August 10, 2016

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