

INFINERA CORP
Form 4
February 04, 2015

FORM 4

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

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

OMB APPROVAL

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(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)

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) 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |
| Common Stock | | | | | 730,719 | I | See Footnote (1) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 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 | | | | | | | (2) | 11/23/2016 | Common Stock | 75,000 |
| Employee Stock Option (Right to Buy) | \$ 8.19 | | | | | | | (2) | 11/23/2019 | Common Stock | 5,595 |
| Employee Stock Option (Right to Buy) | \$ 8.19 | | | | | | | (2) | 11/23/2019 | Common Stock | 294,405 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | | | | | | | (2) | 02/28/2018 | Common Stock | 15,056 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | | | | | | | (2) | 02/10/2021 | Common Stock | 14,286 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | | | | | | | (2) | 02/10/2021 | Common Stock | 32,965 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | | | | | | | (2) | 02/10/2021 | Common Stock | 30,475 |
| Employee Stock | \$ 8.58 | | | | | | | (2) | 02/10/2021 | Common Stock | 182,250 |

Option
(Right to
Buy)

Restricted
Stock
Units

(3)

(4)

(4)

Common
Stock

51,666

Restricted
Stock
Units

(3)

(5)

(5)

Common
Stock

75,333

Restricted
Stock
Units

(3)

(6)

(6)

Common
Stock

106,888

Restricted
Stock
Units

(3)

02/02/2015

A

85,000

(7)

(7)

Common
Stock

85,000

Restricted
Stock
Units

(3)

02/02/2015

A

80,166

(8)

(8)

Common
Stock

80,166

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

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) 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 February 5, 2013.
- (5) These RSUs vest in three annual installments beginning on February 5, 2014.
- (6) These RSUs vest in three annual installments beginning on May 5, 2015.
- (7) On January 30, 2013, Mr. Fallon was granted a performance-based RSU award at target for 170,000 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

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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 85,000 performance-based RSUs will vest on February 5, 2015, subject to Mr. Fallon's continuous status as a service provider through such date.

On February 25, 2014, Mr. Fallon was granted a performance-based RSU award at target for 160,330 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

- (8) 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 80,166 performance-based RSUs will vest on February 5, 2015, subject to Mr. Fallon'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.

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