

LOWE ALAN S
Form 4
May 17, 2018

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 *
LOWE ALAN S

(Last) (First) (Middle)

C/O LUMENTUM, 400 NORTH MCCARTHY BLVD

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Lumentum Holdings Inc. [LITE]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2018

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)
CEO and 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 | 05/15/2018 | | M ⁽¹⁾ | 12,783 A \$ 0 | 227,326 | D | |
| Common Stock | 05/15/2018 | | G ⁽²⁾ | 1,000 D \$ 0 ⁽³⁾ | 226,708 ⁽⁴⁾ | D | |
| Common Stock | 05/16/2018 | | S ⁽⁵⁾ | 6,421 D \$ 63.59 ⁽⁶⁾ | 220,287 | D | |
| Common Stock | 05/17/2018 | | S | 6,362 ⁽⁷⁾ D \$ 63.4031 ⁽⁸⁾ | 213,925 | D | |

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 | 05/15/2018 | | M | 12,783 | 05/15/2018 ⁽⁹⁾ | Common Stock | 12,783 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOWE ALAN S C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035 | X | | CEO and President | |

Signatures

/s/ Judy G Hamel as
Attorney-in-Fact

05/17/2018

**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) Each unit converts upon vesting into one share of common stock.

(2) On May 15, 2018, the reporting person made a charitable gift of 1,000 shares.

(3) Bona Fide Gift. No compensation was given to the donor for the gifting of shares.

(4) Includes 382 shares purchased on May 15, 2018 pursuant to the company's Employee Stock Purchase Plan (ESPP).

(5) These shares were sold by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the restricted stock units.

(6)

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The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$63.00 to \$64.05. This transaction was apart of a group sale. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (7) Transaction pursuant to 10b5-1 plan dated 5/31/16 1st AMEND 5-30-2017

The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line

- (8) range from \$63.05 to \$63.675. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (9) Restricted Stock Units have no expiration 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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