

NEOPHOTONICS CORP

Form 4

June 08, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARANO BANDEL L

(Last) (First) (Middle)

C/O OAK INVESTMENT  
PARTNERS, 901 MAIN AVENUE,  
SUITE 600

(Street)

NORWALK, CT 06851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

NEOPHOTONICS CORP [NPTN]

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

06/07/2016

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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  
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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)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction<br>of Derivative | 5. Number | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|---|----------------------------------|---------------------------------|-----------|--|---|
|---------------------------|---------------|---|----------------------------------|---------------------------------|-----------|--|---|

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| Security<br>(Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)          |                    |                 |  |
|--------------------------------------|---|-------------------------|--------------------|---|------------------|-----|---------------------------|--------------------|-----------------|--|
|                                      |   |                         | Code               | V   | (A)              | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 9.41   | 06/07/2016              | A                  |   | 2,656            |     | 06/07/2016 <sup>(1)</sup> | 06/06/2026         | Common<br>Stock | 2,656                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CARANO BANDEL L<br>C/O OAK INVESTMENT PARTNERS<br>901 MAIN AVENUE, SUITE 600<br>NORWALK, CT 06851 | X             | X         |         |       |
| OAK INVESTMENT PARTNERS IX L P<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851               |               |           | X       |       |
| OAK IX AFFILIATES FUND LP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851                    |               |           | X       |       |
| OAK IX AFFILIATES FUND A LP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851                  |               |           | X       |       |
| OAK INVESTMENT PARTNERS X LTD PARTNERSHIP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851    |               |           | X       |       |
| OAK X AFFILIATES FUND LP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851                     |               |           | X       |       |
| Oak Investment Partners XI L P<br>901 MAIN AVENUE   |               |           | X       |       |

SUITE 600  
NORWALK, CT 06851

## Signatures

|   |            |
|---|------------|
| Bandel L. Carano  | 06/08/2016 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak Associates XI, LLC, general partner of Oak Investment Partners XI, Limited Partnership | 06/08/2016 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak Associates X, LLC, general partner of Oak Investment Partners X, Limited Partnership   | 06/08/2016 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak X Affiliates, LLC, general partner of Oak X Affiliates Fund, Limited Partnership       | 06/08/2016 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak Associates IX, LLC, general partner of Oak Investment Partners IX, Limited Partnership | 06/08/2016 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund, Limited Partnership     | 06/08/2016 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund A, Limited Partnership   | 06/08/2016 |
| __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) This option shall vest ratably at a rate of 1/12th of the total number of shares granted on each monthly anniversary of the grant date, so long as the Reporting Person remains a member of the Board of Director of the Issuer.
- (2) Not applicable - This option was issued pursuant to the 2010 Equity Incentive Plan and in accordance with the the Issuer's Non-Employee Director Compensation Policy.
- (3) Includes Director Option to purchase 774 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners IX, Limited Partnership ("Oak IX"); Director Option to purchase 8 shares of Common Stock, which is held by Mr. Carano on behalf of Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates"); Director option to purchase 19 shares of Common Stock, which is held by Mr. Carano on behalf of Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A"); Director Options to purchase 1,778 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners X, Limited Partnership ("Oak X"); Director Option to purchase 29 shares of Common Stock, which is held by Mr. Carano on behalf of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates"); and Director Options to purchase 48 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners XI, Limited Partnership ("Oak XI").
- (4) Includes 37,779 Director Options, which are held by Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X, Oak X Affiliates, and Oak XI. Oak Associates IX, L.L.C. is the General Partner of Oak IX; Oak IX Affiliates, L.L.C. is the General Partner of Oak IX Affiliates and Oak IX Affiliates-A; Oak Associates X, L.L.C. is the General Partner of Oak X; Oak X Affiliates, L.L.C. is the General Partner of Oak X Affiliates; and Oak Associates XI, L.L.C. is the General Partner of Oak XI and may be deemed to beneficially own the reported securities.

## Remarks:

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Bandel L. Carano is a Director of the Issuer. Mr. Carano is a Managing Member of Oak Associates IX, L.L.C., the General Pa

This Form 4 is being filed by Bandel L. Carano, Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X, Oak X Affiliates, an

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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