

Mason Thomas Gordon Beck
Form 4
December 10, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mason Thomas Gordon Beck

(Last) (First) (Middle)

225 CHARCOT AVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

OCLARO, INC. [OCLR]

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

12/06/2018

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)

President, IPB

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	12/06/2018		A	15,000	A	\$ 0 (1)	243,907 D
Common Stock	12/06/2018		F(2)	24,052	D	\$ 8.44	219,855 D
Common Stock	12/10/2018		D	219,855	D	(3) 0	D

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**

SEC 1474
(9-02)

Edgar Filing: Mason Thomas Gordon Beck - Form 4

number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	12/10/2018		D	5,469	(5) (6)		Common Stock	5,469
Restricted Stock Units	(4)	12/10/2018		D	5,468	(7) (8)		Common Stock	5,468
Restricted Stock Units	(4)	12/10/2018		D	6,875	(9) (10)		Common Stock	6,875
Restricted Stock Units	(4)	12/10/2018		D	15,000	(1)(11) (12)		Common Stock	15,000
Restricted Stock Units	(4)	12/10/2018		D	22,500	(13) (14)		Common Stock	22,500
Restricted Stock Units	(4)	12/10/2018		D	1,875	(15) (16)		Common Stock	1,875
Restricted Stock Units	(4)	12/10/2018		D	16,407	(17) (6)		Common Stock	16,407
Restricted Stock Units	(4)	12/10/2018		D	16,407	(18) (8)		Common Stock	16,407
Restricted Stock Units	(4)	12/10/2018		D	20,625	(19) (10)		Common Stock	20,625
Restricted Stock Units	(4)	12/10/2018		D	45,000	(1)(20) (12)		Common Stock	45,000

Restricted Stock Units	(4)	12/10/2018	D	67,500	(21)	(14)	Common Stock	67,500
Restricted Stock Units	(4)	12/10/2018	D	5,625	(22)	(16)	Common Stock	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mason Thomas Gordon Beck 225 CHARCOT AVE SAN JOSE, CA 95131			President, IPB	

Signatures

Mike Fernicola,
Attorney-in-Fact

12/10/2018

__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) Represents 15,000 Oclaro, Inc. ("Oclaro") performance-based restricted stock units (the "PSUs") granted on August 10, 2017 that vested in full at the Effective Time (as defined below). On March 11, 2018, the Compensation Committee of Oclaro determined that, contingent upon the occurrence of the Effective Time, the underlying performance milestones for such PSUs would be deemed achieved based on the maximum level of achievement (150% of target), with vesting continuing through August 2020.
- (2) Withholding of 23,701 shares to satisfy tax obligations arising in connection with the non-reportable vesting of equity awards.
- (3) Pursuant to the Agreement and Plan of Merger, dated March 11, 2018 (the "Merger Agreement"), Lumentum Holdings Inc. ("Lumentum") acquired Oclaro in a merger transaction (the "Merger") which became effective on December 10, 2018. At the effective time of the Merger (the "Effective Time"), each share of Oclaro common stock converted into the right to receive, without interest, (a) \$5.60 in cash and (b) 0.0636 of a share of common stock of Lumentum ("Merger Consideration")
- (4) Each restricted stock unit represents a contingent right to receive one share of Oclaro common stock.
- (5) Pursuant to the terms of Mr. Mason's letter agreement with Lumentum, dated July 3, 2018 (the "Letter Agreement"), the vesting of 5,469 Oclaro restricted stock units ("RSUs") granted on August 10, 2016 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (6) On August 10, 2016, Mr. Mason was granted 50,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.
- (7) Pursuant to the terms of the Letter Agreement, the vesting of 5,468 PSUs granted on August 10, 2016 (for which the performance criteria was previously achieved) was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such PSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (8) On August 10, 2016, Mr. Mason was granted 50,000 PSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.
- (9) Pursuant to the terms of the Letter Agreement, the vesting of 6,875 RSUs granted on August 10, 2017 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger

Edgar Filing: Mason Thomas Gordon Beck - Form 4

Consideration in respect of each Oclaro share underlying such award.

- (10) On August 10, 2017, Mr. Mason was granted 40,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.
- (11) Pursuant to the terms of the Letter Agreement, the vesting of 15,000 PSUs granted on August 10, 2017 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such PSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (12) On August 10, 2017, Mr. Mason was issued a grant of up to 60,000 PSUs, vesting 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.
- (13) Pursuant to the terms of the Letter Agreement, the vesting of 22,500 RSUs granted on August 1, 2018 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (14) On August 1, 2018, Mr. Mason was granted 90,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 1st, May 1st, August 1st and November 1st the Initial Vesting Date over the three years of continuous service thereafter.
- (15) Pursuant to the terms of the Letter Agreement, the vesting of 1,875 RSUs granted on February 10, 2015 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (16) On February 10, 2015, Mr. Mason was granted 120,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.
- (17) Pursuant to the terms of the Merger Agreement, 16,407 RSUs granted on August 10, 2016 that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 3,171 shares of Lumentum common stock.
- (18) Pursuant to the terms of the Merger Agreement, 16,407 PSUs granted on August 10, 2016 (for which the performance criteria was previously achieved) that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 3,171 shares of Lumentum common stock.
- (19) Pursuant to the terms of the Merger Agreement, 20,625 RSUs granted on August 10, 2017 that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 3,986 shares of Lumentum common stock.
- (20) Pursuant to the terms of the Merger Agreement, 45,000 PSUs granted on August 10, 2017 that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 8,698 shares of Lumentum common stock.
- (21) Pursuant to the terms of the Merger Agreement, 67,500 RSUs granted on August 1, 2018 that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 13,047 shares of Lumentum common stock.
- (22) Pursuant to the terms of the Merger Agreement, 5,625 RSUs granted on February 10, 2015 that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 1,087 shares of Lumentum common stock.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of the Merger Agreement, a copy of which is filed as Exhibit 2.1

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.