

INFINERA CORP
 Form 3
 June 06, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BALKANSKI ALEXANDRE | | (Month/Day/Year) | INFINERA CORP [INFN] | |
| (Last) | (First) | (Middle) | 06/06/2007 | |
| 2480 SAND HILL ROAD,Â SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | |
| MENLO PARK,Â CAÂ 94025 | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 42,500 | I | See footnote ⁽¹⁾ |

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

SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|-----------------|--------------|----------------------------|--|----------------------------|------------------|
| Series A Convertible Preferred Stock | Â (2) | Â (2) | Common Stock | 865,137 \$ (2) | | I | See footnote (1) |
| Series D Convertible Preferred Stock | Â (3) | Â (3) | Common Stock | 215,146 \$ (3) | | I | See footnote (1) |
| Series E Convertible Preferred Stock | Â (4) | Â (4) | Common Stock | 1,534,980 \$ (4) | | I | See footnote (1) |
| Non-qualified stock option (right to buy) | Â (5) | 01/03/2017 | Common Stock | 75,000 \$ 4.04 | | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BALKANSKI ALEXANDRE 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025 | Â X | Â | Â | Â |

Signatures

/s/ Alexandre Balkanski
06/06/2007

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are held directly by Benchmark Capital Partners IV, L.P., as nominee ("BCP IV"). Alexandre Balkanski is a managing member of Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the general partner of BCP IV, and may be deemed to share voting and dispositive power over the shares that may be deemed beneficially held by BCMC IV. The reporting person disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.
- (2) The Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1.033 basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (3) The Series D Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (4) The Series E Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (5) The option is subject to an early exercise provision and is immediately exercisable. One-fourth of the shares subject to the option vest on January 3, 2008 and one forty-eighth of the shares shall vest monthly thereafter.

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.