

Welch David F  
Form 4  
May 08, 2018

**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 \*  
Welch David F

(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)  
05/05/2018

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)  
Chief Strategy & Tech. 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/05/2018		M		9,590	A	\$ 0	573,941	I	See Footnote (1)
Common Stock	05/05/2018		F		3,317	D	\$ 12.01	570,624	I	See Footnote (1)
Common Stock	05/05/2018		M		14,385	A	\$ 0	585,009	I	See Footnote (1)
Common	05/05/2018		F		4,975	D	\$	580,034	I	See

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Stock					12.01			Footnote (1)
Common Stock	05/05/2018		M	21,713	A	\$ 0	601,747	I See Footnote (1)
Common Stock	05/05/2018		F	7,509	D	\$ 12.01	594,238	I See Footnote (1)
Common Stock	05/05/2018		M	28,708	A	\$ 0	622,946	I See Footnote (1)
Common Stock	05/05/2018		F	11,122	D	\$ 12.01	611,824	I See Footnote (1)
Common Stock							292,293	I See Footnote (2)
Common Stock							528,150	I See Footnote (3)
Common Stock							140,000	I See Footnote (4)
Common Stock							2,500	I See Footnote (5)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Employee Stock Option (Right to Buy)	\$ 7.11				(6)	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45				(6)	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	20,250
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	41,535
Restricted Stock Units	(7)	05/05/2018	M	9,590	(8)	(8)	Common Stock	9,590
Restricted Stock Units	(7)	05/05/2018	M	14,385	(9)	(9)	Common Stock	14,385
Restricted Stock Units	(7)	05/05/2018	M	21,713	(10)	(10)	Common Stock	65,137
Restricted Stock Units	(7)	05/05/2018	M	28,708	(11)	(11)	Common Stock	114,831
Restricted Stock Units	(7)				(12)	(12)	Common Stock	68,750

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X		Chief Strategy & Tech. Officer	

# Signatures

/s/ Michael Post, by Power of Attorney  
Date: 05/08/2018

\*\*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) These shares are held directly by The Welch Family Trust, for which Dr. Welch is a trustee.
- (2) These shares are held directly by LRFA, LLC, for which Dr. Welch is the sole managing member.
- (3) These shares are held directly by The Welch Family Heritage Trust I u/I dated 9/24/01, for which Dr. Welch is a trustee.
- (4) These shares are held directly by The Welch Group, L.P., for which Dr. Welch is a general partner.
- (5) These shares are held directly by Dr. Welch as a trustee for his children. Dr. Welch disclaims beneficial ownership of the shares held in trust for his children, and this report shall not be deemed an admission that Dr. Welch is the beneficial owner of the shares held in trust for his children for purposes of Section 16 or for any other purpose.
- (6) This option is fully-vested.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation common stock.
- (8) These RSUs vest in three annual installments beginning on May 5, 2016.
- (9) These RSUs vest in full on May 5, 2018.
- (10) These RSUs vest in four annual installments beginning on May 5, 2017.
- (11) These RSUs vest in four annual installments beginning on May 5, 2018.
- (12) These RSUs vest in four annual installments beginning on May 5, 2019.

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.