

Oaktree Optical Holdings, L.P.  
 Form 3  
 October 11, 2018

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

OMB APPROVAL

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**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 <b>and</b> Ticker or Trading Symbol	
Ô Oaktree Optical Holdings, L.P.  (Last) (First) (Middle)			(Month/Day/Year) 10/01/2018	INFINERA Corp [INFN]	
C/O OAKTREE CAPITAL MANAGEMENT, L.P., Ô 333 S. GRAND AVENUE, 28TH FLOOR  (Street)			4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		5. If Amendment, Date Original Filed(Month/Day/Year)
LOS ANGELES, Ô CA Ô 90071  (City) (State) (Zip)			_____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer    _____ Other (give title below)    (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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, par value \$0.001 per share	20,975,384 <u>(1)</u> <u>(2)</u>	D <u>(3)</u> <u>(4)</u> <u>(5)</u>	Ô

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

SEC 1473 (7-02)

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Optical Holdings, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
Oaktree Fund GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
OAKTREE FUND GP I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
Oaktree Capital I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
OCM HOLDINGS I, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
OAKTREE HOLDINGS, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
Oaktree Capital Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^
Oaktree Capital Group Holdings GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	^	^ X	^	^

## Signatures

OAKTREE OPTICAL HOLDINGS, INC., L.P. By: Oaktree Fund GP, LLC Its: GP By: Oaktree Fund GP I, L.P. Its: Managing Member By: /s/ Brian Price, Authorized Signatory	10/11/2018
__Signature of Reporting Person	Date
OAKTREE FUND GP, LLC By: Oaktree Fund GP I, L.P. Its: Managing Member By: /s/ Brian Price, Authorized Signatory	10/11/2018
__Signature of Reporting Person	Date
OAKTREE FUND GP I, L.P. By: /s/ Brian Price, Authorized Signatory	10/11/2018
__Signature of Reporting Person	Date
OAKTREE CAPITAL I, L.P. By: /s/ Brian Price, Vice President	10/11/2018
__Signature of Reporting Person	Date
OCM HOLDINGS I, LLC By: /s/ Brian Price, Vice President	10/11/2018
__Signature of Reporting Person	Date
OAKTREE HOLDINGS, LLC By: /s/ Brian Price, Vice President	10/11/2018
__Signature of Reporting Person	Date
OAKTREE CAPITAL GROUP, LLC By: Oaktree Capital Group Holdings GP, LLC Its: Manager By: /s/ Brian Price, Vice President	10/11/2018
__Signature of Reporting Person	Date
OAKTREE CAPITAL GROUP HOLDINGS GP, LLC By: /s/ Brian Price, Vice President	10/11/2018
__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).

- Represents shares of common stock, par value \$0.001 ("Common Stock"), of Infinera Corporation (the "Issuer") acquired by Oaktree Optical Holdings, L.P. ("Optical") pursuant to the Unit Purchase Agreement, dated as of July 23, 2018 (the "UPA"), by and among
- (1) Coriant Investor LLC, a majority owned subsidiary of Optical ("Seller") and Optical (solely for the purposes of certain sections therein). Pursuant to the UPA, (i) Seller transferred to the Issuer, and the Issuer purchased from Seller, all of the issued and outstanding limited liability company interests of Telecom Holding Parent LLC, a Delaware limited liability company (the "Company") and;
- (2) (continued from footnote 1) (ii) the Issuer repaid certain amounts due to Optical in satisfaction of the certain obligations owed to Optical by the Company and its subsidiaries pursuant to a financing agreement among Optical, certain of the Company's subsidiaries party thereto, and the other lenders party thereto (together, the "Transactions"). As a result of the Transactions, Optical received cash consideration and the shares of Common Stock reported herein.
- (3) Optical directly owns the Common Stock reported herein. This Form 3 is also being filed by (i) Oaktree Fund GP, LLC ("Fund GP") in its capacity as general partner of Optical; (ii) Oaktree Fund GP I, L.P. ("GP I") in its capacity as managing member of Fund GP; (iii) Oaktree Capital I, L.P. ("Capital I") in its capacity as the general partner of GP I; (iv) OCM Holdings I, LLC ("Holdings I") in its capacity as the general partner of Capital I; (v) Oaktree Holdings, LLC ("Holdings LLC") in its capacity as the managing member of Holdings I;
- (4) (cont'd from footnote 3) (vi) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings LLC; and (vii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP") in its capacity as the duly appointed manager of OCG (each a "Reporting Person" and, collectively, the "Reporting Persons"). Each Reporting Person disclaims beneficial ownership of all Common Stock reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any Common Stock reported herein.
- (5) OCGH GP is a limited liability company managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to have indirect beneficial ownership of the Common Stock held directly by Optical. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock held directly by Optical, except to the extent of his respective pecuniary interests therein, and the filing of this Form 3 shall not be construed as an admission that any such person is the beneficial owner of any Common Stock

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reported herein.

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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