

INFINERA CORP
Form 8-K
May 24, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 23, 2011

INFINERA CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33486
(Commission
File Number)

77-0560433
(IRS Employer
Identification No.)

Edgar Filing: INFINERA CORP - Form 8-K

140 Caspian Court

Sunnyvale, CA 94089

(Address of principal executive offices, including zip code)

(408) 572-5200

(Registrant's telephone number, including area code)

169 Java Drive

Sunnyvale, CA 94089

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d)(1) On May 23, 2011, the Board of Directors (the Board) of Infinera Corporation (the Company) increased the size of the Board to nine (9) members and appointed Mark A. Wegleitner to the Board.

(2) There are no arrangements or understandings between Mr. Wegleitner and any other persons pursuant to which Mr. Wegleitner was appointed a director of the Company.

(3) Mr. Wegleitner was named to the Board's Nominating and Governance Committee.

(4) There are no transactions in which Mr. Wegleitner has an interest requiring disclosure under Item 404(a) of Regulation S-K.

(5) Mr. Wegleitner will receive compensation for his service on the Board in accordance with the Company's standard compensatory arrangement for non-employee directors. As part of this compensation, the Board granted Mr. Wegleitner a stock option for 100,000 shares the Company's common stock, half of which shall vest 12 months after grant and the balance of which shall vest monthly over a period of twelve months thereafter, subject to Mr. Wegleitner's continued service to the Company. Mr. Wegleitner will also enter into a director indemnification agreement with the Company in the form previously filed with the SEC.

A copy of the Company's May 24, 2011 press release announcing Mr. Wegleitner's election to the Board is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|----------------------------------|
| 99.1 | Press release dated May 24, 2011 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INFINERA CORPORATION

By: /s/ MICHAEL O. MCCARTHY III
Michael O. McCarthy III
Chief Legal and Administrative Officer

Date: May 24, 2011

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|----------------------------------|
| 99.1 | Press release dated May 24, 2011 |

4