

Lumentum Holdings Inc.  
Form 4/A  
September 01, 2016

**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 \*  
Retort Vincent

(Last) (First) (Middle)  
C/O LUMENTUM, 400 NORTH MCCARTHY BLVD  
(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Lumentum Holdings Inc. [LITE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/18/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and COO

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 Ownership (Instr. 4) |        |   |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|
|  |                                      |  |                                | (A) or (D)  | Price   |  |  |        |   |
| Common Stock                               | 08/16/2016                           |  | S <sup>(1)</sup>               | V   | 8,114   | D  | \$ 32.59                                   | 587    | D |
| Common Stock <sup>(2)</sup> <sup>(3)</sup> | 08/16/2016                           |  | A                              | A   | 64,034  | A  | \$ 0                                       | 64,621 | D |

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

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SEC 1474  
(9-02)

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**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. Price of Derivative Security (Instr. 5) | 9. Nu                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |             |       |
|---|---------------|-----------|-------------|-------|
|   | Director      | 10% Owner | Officer     | Other |
| Retort Vincent<br>C/O LUMENTUM<br>400 NORTH MCCARTHY BLVD<br>MILPITAS, CA 95035 |               |           | EVP and COO |       |

## Signatures

/s/ Judy G Hamel as  
Attorney-in-Fact  
Date: 09/01/2016

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) Transaction pursuant to 10b5-1 plan dated 11/27/2015.

This amended Form 4 is being filed to reflect that the award granted to the reporting person on August 16, 2016 is a restricted stock award and to report the award in Table I. The original Form 4 reporting the award reflected a grant of restricted stock units and such award was reported in Table II. All other terms of the award are the same.

(3) Grant of restricted common stock awarded August 16, 2016, vests 33% on 1st anniversary of grant date then 8 quarterly equal installments over following 2 years.

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