

Eby Elizabeth Lynne
 Form 4
 August 17, 2017

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 *
 Eby Elizabeth Lynne

2. Issuer Name and Ticker or Trading Symbol
 NEOPHOTONICS CORP [NPTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

2911 ZANKER RD

08/15/2017

SVP, CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

SAN JOSE, CA 95134

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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.

SEC 1474
 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Am Num Sha |
|---|------------------------------|------------------|------------|---------------------------------|-----|------------------|-----------------|--------------|------------|
| | | | | (A) | (D) | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 5.89 | 08/15/2017 | A | 184,500 | | (1) | 08/14/2027 | Common Stock | 18 |
| Restricted Stock Units (right to acquire) | \$ 0 (2) | 08/15/2017 | A | 50,000 | | (3) | 08/14/2018 | Common Stock | 50 |
| Restricted Stock Units (right to acquire) | \$ 0 (2) | 08/15/2017 | A | 123,000 | | (4) | 08/14/2021 | Common Stock | 12 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| Eby Elizabeth Lynne 2911 ZANKER RD SAN JOSE, CA 95134 | | | SVP, CFO | |

Signatures

By: /s/Judi Otteson, Attorney-in-Fact For: Elizabeth Lynne Eby
08/17/2017

__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) 25% of the Option Shares shall vest on the one-year anniversary of the Vesting Commencement Date, and 1/48th of the total number of Option Shares shall vest on each monthly anniversary of the Vesting Commencement Date, so long as the optionee remains an employee of or consultant to the Company or its qualifying subsidiaries.
 - (2) Each restricted stock unit represents a contingent right to receive one share of NeoPhotonics common stock.
 - (3) 100% of the underlying shares shall vest on the one-year anniversary of the Vesting Commencement Date, subject to the recipient's continued service through such date.
 - (4) 25% of the underlying shares shall vest on each year anniversary of the Vesting Commencement Dates, subject to the recipient's continued service through such date.

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.