

HEARD DAVID W  
Form 4  
November 09, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEARD DAVID W**

(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)

**11/09/2018**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 11/09/2018                              |                                                             | P                                    |                                                                         | 20,000                                                                                                             | A                                                                       | \$<br>4,7434<br>(1)                                               |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 44,532                                                            |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | D                                                                 |

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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5) |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                                  | Amount or<br>Number of<br>Shares |
| Restricted<br>Stock<br>Units                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | (3)                                                                 | Common<br>Stock                                        | 112,500                          |
| Restricted<br>Stock<br>Units                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (4)                                                            | (4)                                                                 | Common<br>Stock                                        | 68,750                           |
| Restricted<br>Stock<br>Units                        | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                       | (5)                                                            | (5)                                                                 | Common<br>Stock                                        | 70,000                           |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                 | Other |
| HEARD DAVID W<br>C/O INFINERA CORPORATION<br>140 CASPIAN COURT<br>SUNNYVALE, CA 94089 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Michael Post, by Power of Attorney  
11/09/2018

\_\_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).

This price represents the weighted average purchase price of the shares bought in multiple transactions at prices ranging from \$4.695 to

- (1) \$4.8025 per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation (the "Company") or a security holder of the Company, Mr. Heard will provide full information regarding the number of shares purchased at each separate price.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Company.
- (3) These RSUs vest in four annual installments beginning on July 5, 2018.
- (4) These RSUs vest in four annual installments beginning on May 5, 2019.
- (5) These RSUs vest in four annual installments beginning on October 5, 2019.

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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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