

INFINERA CORP
Form 8-K
January 19, 2016

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):
January 14, 2016

INFINERA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	001-33486	77-0560433
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
140 Caspian Court Sunnyvale, CA 94089		
(Address of principal executive offices, including zip code)		
(408) 572-5200		
(Registrant's telephone number, including area code)		
Not Applicable		
(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:

- .. 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.

(b) On January 14, 2016, Carl Redfield notified Infinera Corporation (the “Company”) of his decision to not stand for re-election and retire from the Company’s board of directors (the “Board”) and committees thereof effective as of the date of the 2016 Annual Meeting of Stockholders to be held on May 12, 2016. Mr. Redfield served on the Nominating and Governance Committee and the Compensation Committee.

(d) On January 14, 2016, John P. Daane was appointed to serve as a member of the Board. Mr. Daane will serve as a Class III Director (with a term expiring at the 2016 Annual Meeting of Stockholders) until his successor is duly elected and qualified or his earlier death, resignation or removal. There are no arrangements or understandings between Mr. Daane and any other persons pursuant to which Mr. Daane was appointed a director of the Company. There are also no family relationships between Mr. Daane and any director or executive officer of the Company. Mr. Daane has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Daane will receive compensation for his service on the Board in accordance with the Company’s standard compensatory arrangements for non-employee directors. As part of this compensation, Mr. Daane is eligible to receive an initial award of restricted stock units equal to \$165,000 in value based on the fair market value of Company common stock as reported on the NASDAQ Stock Market. This initial award will vest annually over three years. Mr. Daane will also enter into a director indemnification agreement with the Company in the form previously filed with the Securities and Exchange Commission.

A copy of the Company’s January 19, 2016 press release announcing Mr. Daane’s appointment 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 of Infinera Corporation dated January 19, 2016

SIGNATURES

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

Date: January 19, 2016

By: /s/ JAMES L. LAUFMAN
James L. Laufman
Senior Vice President and General Counsel

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release of Infinera Corporation dated January 19, 2016