

Welch David F
 Form 4
 February 14, 2018

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 *
 Welch David F

(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)
 02/12/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Strategy & Tech. Officer

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/12/2018		S(1)	60,000	D	\$ 9.0703 (2)	684,351 I See Footnote (3)
Common Stock	02/14/2018		S(1)	20,000	D	\$ 9.3424 (4)	664,351 I See Footnote (3)
Common Stock							292,293 I See Footnote (5)
Common							528,150 I See

Stock						Footnote <u>(6)</u>
Common Stock		140,000	I			See Footnote <u>(7)</u>
Common Stock		2,500	I			See Footnote <u>(8)</u>

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

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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. F Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(9)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(9)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(9)</u>	02/10/2019	Common Stock	100,000
Employee Stock	\$ 7.45					<u>(9)</u>	08/10/2019	Common Stock	150,000

Option (Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 8.58	(9)	02/10/2021	Common Stock	20,250	
Employee Stock Option (Right to Buy)	\$ 8.58	(9)	02/10/2021	Common Stock	60,750	
Employee Stock Option (Right to Buy)	\$ 8.58	(9)	02/10/2021	Common Stock	39,465	
Employee Stock Option (Right to Buy)	\$ 8.58	(9)	02/10/2021	Common Stock	41,535	
Restricted Stock Units	(10)	(11)	(11)	Common Stock	9,590	
Restricted Stock Units	(10)	(12)	(12)	Common Stock	14,385	
Restricted Stock Units	(10)	(13)	(13)	Common Stock	65,137	
Restricted Stock Units	(10)	(14)	(14)	Common Stock	114,831	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X		Chief Strategy & Tech. Officer	

Signatures

/s/ Michael Post, by Power of
Attorney

02/14/2018

__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).
- (1) This sale was made in connection with a Rule 10b5-1 Trading Plan for The Welch Family Trust u/a dtd 04/03/1996 ("The Welch Family Trust").

This price represents the weighted average sale price of the shares sold by The Welch Family Trust in multiple transactions at prices ranging from \$9.00 to \$9.37 per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation (the "Company") or a security holder of the Company, Dr. Welch will provide full information regarding the number of shares sold at each separate price.
- (2) These shares are held directly by The Welch Family Trust, for which Dr. Welch is a trustee.

This price represents the weighted average sale price of the shares sold by The Welch Family Trust in multiple transactions at prices ranging from \$9.18 to \$9.40 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Dr. Welch will provide full information regarding the number of shares sold at each separate price.
- (3) These shares are held directly by LRFA, LLC, for which Dr. Welch is the sole managing member.
- (4) These shares are held directly by The Welch Family Heritage Trust I u/I dated 9/24/01, for which Dr. Welch is a trustee.
- (5) These shares are held directly by The Welch Group, L.P., for which Dr. Welch is a general partner.

These shares are held directly by Dr. Welch as a trustee for his children. Dr. Welch disclaims beneficial ownership of the shares held in trust for his children, and this report shall not be deemed an admission that Dr. Welch is the beneficial owner of the shares held in trust for his children for purposes of Section 16 or for any other purpose.
- (6) This option is fully-vested.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Company.
- (8) These RSUs vest in three annual installments beginning on May 5, 2016.
- (9) These RSUs vest in full on May 5, 2018.
- (10) These RSUs vest in four annual installments beginning on May 5, 2017.
- (11) These RSUs vest in four annual installments beginning on May 5, 2018.

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.