BENCHMARK CAPITAL PARTNERS IV LP Form SC 13D/A April 27, 2010

#### SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D (RULE 13d-101)

# INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 1)

Infinera Corporation (Name of Issuer)

Common Stock (Title of Class of Securities)

45667G103 (CUSIP Number)

Steven M. Spurlock

c/o Benchmark Capital 2480 Sand Hill Road, Suite 200 Menlo Park, California 94025

(650) 854-8180

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### COPY TO:

Sean Caplice, Esq. c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP 1200 Seaport Blvd., Redwood City, CA 94063 (650) 463-5201

March 23, 2010 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

This information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 19 Pages

CUSI	P NO. 45667G103		13 D	Page 2 of 19 Pages		
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Capital Partners IV, L.P. ("BCP IV")					
2	CHECK THE APPR	OPRIATE BOX IF A ME		UP		
2	(a) " (1 SEC USE ONLY	b) x				
3 4	SOURCE OF FUND	ıc.				
5			DDOCEEDINGS IS	S REQUIRED PURSUANT TO ITEM		
3	2(d) or 2(e) "	SCLOSURE OF LEGAL	ROCEEDINGS I	REQUIRED FORSUANT TO TIEM		
6		PLACE OF ORGANIZAT	ION Delaware			
O	NUMBER OF	7	SOLE VOTING	G POWER		
	TOMBER OF	,		es of Common Stock of Issuer		
	SHARES			res"), except that Benchmark Capital		
				o. IV, L.L.C. ("BCMC IV"), the general		
	BENEFICIALLY		•	IV, may be deemed to have sole power		
			•	ares, and Alexandre Balkanski		
	OWNED BY EACH		("Balkanski"),	Bruce W. Dunlevie ("Dunlevie"), J. William		
			Gurley ("Gurle	y"), Kevin R. Harvey ("Harvey"), Robert C.		
	REPORTING		Kagle ("Kagle"	) and Steven M. Spurlock ("Spurlock"), the		
			members of BC	MC IV, may be deemed to have shared		
	PERSON		power to vote the			
		8	SHARED VOT			
	WITH		See response to			
		9		ITIVE POWER		
				mon Shares, except that BCMC IV, the		
				of BCP IV, may be deemed to have		
			sole power to dispose of these shares, and Balkanski,			
				Dunlevie, Gurley, Harvey, Kagle and Spurlock, the		
				MC IV, may be deemed to have shared		
		10	• •	se of these shares. POSITIVE POWER		
		10	See response to			
11	AGGREGATE AMO	OUNT BENEFICIALLY (	•			
11	REPORTING PERS		WINED DI ERCI	2,657,763		
12		E AGGREGATE AMOU	NT IN ROW 11	2,007,700		
12	EXCLUDES CERTA		ivi nvito v ii			
	SHARES			•		
13		SS REPRESENTED BY A	AMOUNT IN ROW	7 11 2.7%		
14	TYPE OF REPORTI	NG PERSON		PN		

CUSIP	NO. 45667G103		13 D	Page 3 of 19 Pages		
1	1 NAME OF REPORTING PERSON					
		ION NO. OF ABOVE	PERSONS (ENTITIE	ES ONLY)		
		anagement Co. IV, L.I	· · · · · · · · · · · · · · · · · · ·			
2		PRIATE BOX IF A M		UP		
	(a) " (b	) x				
3	SEC USE ONLY					
4	SOURCE OF FUNDS	 				
5	CHECK BOX IF DIS	CLOSURE OF LEGA	L PROCEEDINGS IS	REQUIRED PURSUANT TO ITEM		
	2(d) or 2(e) "					
6	CITIZENSHIP OR PI	ACE OF ORGANIZA	TION Delaware			
	NUMBER OF	7	SOLE VOTING	G POWER		
			2,657,763 Com	mon Shares, all of which are directly		
	SHARES		owned by BCP	IV. BCMC IV, the general partner of		
			BCP IV, may b	be deemed to have sole power to vote		
	BENEFICIALLY		these shares, ar	nd Balkanski, Dunlevie, Gurley,		
				and Spurlock, the members of		
	OWNED BY EACH			y be deemed to have shared power to		
			vote these share			
	REPORTING	8	SHARED VOT			
			See response to			
	PERSON	9		SITIVE POWER		
				amon Shares, all of which are directly		
	WITH			IV. BCMC IV, the general partner of		
			•	be deemed to have sole power to		
			_	e shares, and Balkanski, Dunlevie,		
			•	, Kagle and Spurlock, the members of		
				y be deemed to have shared power to		
		10	dispose of these	e snares. POSITIVE POWER		
		10				
11	ACCDEC ATE AMO	UNT BENEFICIALLY	See response to			
11	REPORTING PERSO		OWNED BI EACH			
12		E AGGREGATE AMO	IINT IN DOW 11	2,657,763		
12	EXCLUDES CERTA		ONT IN ROW II			
	SHARES	111				
13		S REPRESENTED BY	AMOUNT IN ROW	,		
15	11		I I I I I I I I I I I I I I I I I I I	2.7%		
14	TYPE OF REPORTIN	IG PERSON		00		

CUSIF	NO. 45667G103		13 D	Page 4 of 19 Pages	
1	NAME OF REPORT	TING PERSON			
	I.R.S. IDENTIFICAT	TION NO. OF ABOVE PE	ERSONS (ENTITIES	ONLY)	
	Benchmark Capital F	Partners VI, L.P. ("BCP V	<b>["</b> )		
2	CHECK THE APPR	OPRIATE BOX IF A ME	MBER OF A GROUP		
	(a) " (1	b) x			
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
5	CHECK BOX IF DIS 2(d) or 2(e)	SCLOSURE OF LEGAL F	PROCEEDINGS IS R	EQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR P	PLACE OF ORGANIZATI	ON Delaware		
	NUMBER OF	7	SOLE VOTING P	OWER	
				n Shares, except that Benchmark	
	SHARES			ent Co. VI, L.L.C. ("BCMC VI"), the	
			general partner of	BCP VI, may be deemed to have sole	
	BENEFICIALLY		•	e shares, and Balkanski, Matthew R.	
				Dunlevie, Peter H. Fenton ("Fenton"),	
	OWNED BY EACH		-	agle, Mitchell H. Lasky ("Lasky") and	
			_	bers of BCMC VI, may be deemed	
	REPORTING			ver to vote these shares.	
		8	SHARED VOTIN		
	PERSON		See response to ro		
	******	9	SOLE DISPOSITI		
	WITH			n Shares, except that BCMC VI, the	
			-	BCP VI, may be deemed to have sole	
			-	f these shares, and Balkanski,	
				Fenton, Gurley, Harvey, Kagle,	
				k, the members of BCMC VI, may	
				shared power to dispose of these	
		10	shares. SHARED DISPOS	SITIVE DOWED	
		10			
11	ACCDECATE AMO	OUNT BENEFICIALLY O	See response to ro	w 9.	
11	REPORTING PERSO		WNEDDIEACH	2,191,307	
12		IE AGGREGATE AMOUI	NT IN ROW 11	2,171,507	
12	EXCLUDES CERTA		VI IIVROW II		
	SHARES	1111			
13					
14	TYPE OF REPORTI			PN	
		1.01210011		111	

CUSII	P NO. 29383P100		13 D	Page 5 of 19 Pages
1	NAME OF REPORTI I.R.S. IDENTIFICAT Benchmark Capital M	ION NO. OF ABOVE	PERSONS (ENTITIES	S ONLY)
2		PRIATE BOX IF A N	MEMBER OF A GROU	JP .
3	SEC USE ONLY	X		
4	SOURCE OF FUNDS			
5			L PROCEEDINGS IS	REQUIRED PURSUANT TO
	ITEM $2(d)$ or $2(e)$			
6	CITIZENSHIP OR PI	LACE OF ORGANIZA	ATION Delaware	
	NUMBER OF	7	SOLE VOTING	F POWER
	SHARES		owned by BCP	which are directly VI. BCMC VI, the general partner of the deemed to have sole power to vote
	BENEFICIALLY		these shares, and	d Balkanski, Cohler, Dunlevie, Harvey, Kagle, Lasky and Spurlock,
	OWNED BY EACH		the members of	BCMC VI, may be deemed to have vote these shares.
	REPORTING	8	SHARED VOT	ING POWER
	PERSON	9	See response to SOLE DISPOSI	
	WITH		owned by BCP	VI. BCMC VI, the general partner of e deemed to have sole power to
			dispose of these	shares, and Balkanski, Cohler,
				n, Gurley, Harvey, Kagle, Lasky and
			_	embers of BCMC VI, may be deemed
				power to dispose of these shares.
		10		OSITIVE POWER
	A CODEC ATE AND		See response to	row 9.
11	AGGREGATE AMO REPORTING PERSO		Y OWNED BY EACH	2,191,307
12	CHECK BOX IF THE		NINT IN ROW 11	2,191,307
14	EXCLUDES CERTA		ONT IN IXOW II	
13			Y AMOUNT IN ROW	11 2.2%
14	TYPE OF REPORTIN			00

CUSIF	P NO. 29383P100		13 D	Page 6 of 19 Pages
1	NAME OF REPORT I.R.S. IDENTIFICAT Alexandre Balkanski		E PERSONS (ENTITIES (	ONLY)
2		OPRIATE BOX IF A	MEMBER OF A GROUP	*
3	SEC USE ONLY	Α		
4	SOURCE OF FUNDS	S		
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZ	ATION U.S. Citizen	
	NUMBER OF	7	SOLE VOTING F -0-	POWER
	SHARES	8	SHARED VOTIN	
	BENEFICIALLY		directly owned by	on Shares, of which 2,657,763 are BCP IV and 2,191,307 are directly . BCMC IV is the general partner
	OWNED BY EACH		of BCP IV, and B	CMC VI is the general partner of ki is a member of both BCMC IV
	REPORTING			d may be deemed to have shared
	PERSON	9	SOLE DISPOSIT	
	WITH	10	SHARED DISPO 4,849,070 Commo directly owned by owned by BCP VI of BCP IV, and Bo BCP VI. Balkans	on Shares, of which 2,657,763 are BCP IV and 2,572,907 are directly and BCMC IV is the general partner CMC VI is the general partner of ki is a member of both BCMC IV d may be deemed to have shared
11	AGGREGATE AMO	UNT BENEFICIALL	Y OWNED BY EACH	of these shares.
	REPORTING PERSO			4,489,070
12	CHECK BOX IF THE EXCLUDES CERTA	E AGGREGATE AM IN SHARES	OUNT IN ROW 11	
13	PERCENT OF CLAS	S REPRESENTED B	Y AMOUNT IN ROW 11	5.0%
14	TYPE OF REPORTI	NG PERSON		IN

CUSIP NO. 29383P100			13 D	Page 7 of 19 Pages		
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)					
2		PRIATE BOX IF A MEM	BER OF A GROUP			
3	(a) " (b) SEC USE ONLY	X				
4	SOURCE OF FUNDS					
5		LOSURE OF LEGAL PR	OCEEDINGS IS REOU	TRED PURSUANT TO		
-	ITEM 2(d) or 2(e)					
6	CITIZENSHIP OR PL	ACE OF ORGANIZATIO	N			
	U.S. Citizen					
	NUMBER OF	7	SOLE VOTING POW	ER		
			-0-			
	SHARES	8	SHARED VOTING P			
	BENEFICIALLY			hares, all of which are directly CMC VI is the general partner		
	DENEFICIALL I			r, a member of BCMC VI, may		
	OWNED BY EACH			ared power to vote these shares.		
	OWINED DI EITEII	9	SOLE DISPOSITIVE			
	REPORTING		-0-			
		10	SHARED DISPOSITI	VE POWER		
	PERSON		2,191,307 Common Sl	hares, all of which are directly		
				CMC VI is the general partner		
	WITH			r, a member of BCMC VI, may		
				ared power to dispose of these		
	A CODECATE ANOTH		shares.			
11		INT BENEFICIALLY OW	VNED BY EACH	2 101 207		
REPORTING PERSON  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11			2,191,307			
12	EXCLUDES CERTAI		I IN KOW II			
13		N SHAKES REPRESENTED BY AM	MOUNT IN ROW 11	2.2%		
13	TYPE OF REPORTING		IOUM II KOW II	2.270 IN		
		C 1 2110 011		111		

CUSIP NO.	29383P100		13 D	Page 8 of 19 Pages	
NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Bruce W. Dunlevie					
2	CHECK THE APPRO	PRIATE BOX IF A MEM	BER OF A GROUP		
3	(a) " (b) SEC USE ONLY	X			
	SOURCE OF FUNDS				
5					
		ACE OF ORGANIZATIO	N		
	U.S. Citizen				
1	NUMBER OF	7	SOLE VOTING POW	ER	
			-0-		
	SHARES	8	SHARED VOTING P		
				hares, of which 2,657,763 are	
BI	ENEFICIALLY		•	P IV and 2,191,307 are directly	
OW	NED BY EACH		<del>-</del>	CMC IV is the general partner C VI is the general partner of	
OW	NED DI LACII			a member of both BCMC IV	
1	REPORTING			ay be deemed to have shared	
	all of the		power to vote these sh	· ·	
	PERSON	9	SOLE DISPOSITIVE		
			-0-		
	WITH	10	SHARED DISPOSITI	VE POWER	
				hares, of which 2,657,763 are	
			•	P IV and 2,191,307 are directly	
				CMC IV is the general partner	
				C VI is the general partner of	
				a member of both BCMC IV	
			power to dispose of the	ay be deemed to have shared	
11	AGGREGATE AMOI	JNT BENEFICIALLY OW		ese shares.	
	REPORTING PERSO		TIED DI EITEIT	4,849,070	
		AGGREGATE AMOUNT	Γ IN ROW 11	, ,	
	EXCLUDES CERTAI	N SHARES			
		S REPRESENTED BY AM	MOUNT IN ROW 11	5.0%	
14	TYPE OF REPORTIN	G PERSON		IN	

CUSIP NO	O. 29383P100		13 D	Page 9 of 19 Pages		
1						
		ON NO. OF ABOVE PI	ERSONS (ENTI	TIES ONLY)		
2	Peter H. Fenton		MDED OF A CI	DOLLD		
2	(a) " (b)	PRIATE BOX IF A ME	MBER OF A GI	ROUP		
3	SEC USE ONLY	X				
4	SOURCE OF FUNDS					
5			PROCEEDINGS	S IS REQUIRED PURSUANT TO ITEM		
	2(d) or 2(e)					
6	CITIZENSHIP OR PL	ACE OF ORGANIZAT	ION			
	U.S. Citizen					
	NUMBER OF	7		TING POWER		
	GIVA DEG	0	-0-	YORKING DOWNER		
	SHARES	8		OTING POWER		
	BENEFICIALLY			Common Shares, all of which are directly BCP VI. BCMC VI is the general partner		
	DENEFICIALL I			and Fenton, a member of BCMC VI, may		
C	WNED BY EACH			to have shared power to vote these shares.		
	7,7,722 2 1 2,7011	9		POSITIVE POWER		
	REPORTING		-0-			
		10	SHARED I	DISPOSITIVE POWER		
	PERSON			Common Shares, all of which are directly		
				BCP VI. BCMC VI is the general partner		
	WITH			and Fenton, a member of BCMC VI, may		
			shares.	to have shared power to dispose of these		
11	AGGREGATE AMOI	JNT BENEFICIALLY (		СН		
11	REPORTING	ONI DENEFICIALLI (	JWNLD DI LA	ACTI		
	PERSON			2,191,307		
12	CHECK BOX IF THE	AGGREGATE AMOU	NT IN ROW 11	, ,		
	EXCLUDES CERTAI	N				
	SHARES					
13		S REPRESENTED BY A	AMOUNT IN RO	OW 11		
	2.2%	a penagov				
14	TYPE OF REPORTIN	G PERSON				
	IN					

CUSIP NO. 29383P100			13 D	Page 10 of 19 Pages	
NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) J. William Gurley					
2		PRIATE BOX IF A MEN	MBER OF A GROUP		
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
5	5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO IT 2(d) or 2(e)				
6		ACE OF ORGANIZATI	ON		
	U.S. Citizen NUMBER OF	7	SOLE VOTING PC	OWER	
	SHARES	8	SHARED VOTING 4,849,070 Common	FOWER Shares, of which 2,657,763 are	
	BENEFICIALLY		directly owned by E	BCP IV and 2,191,307 are directly BCMC IV is the general partner	
C	OWNED BY EACH		of BCP IV, and BC	MC VI is the general partner of a member of both BCMC IV and	
	REPORTING		•	be deemed to have shared power	
	PERSON	9	SOLE DISPOSITIV		
	WITH	10	SHARED DISPOSI 4,849,070 Common directly owned by E owned by BCP VI. of BCP IV, and BC BCP VI. Gurley is	Shares, of which 2,657,763 are SCP IV and 2,191,307 are directly BCMC IV is the general partner MC VI is the general partner of a member of both BCMC IV and be deemed to have shared power	
11	REPORTING PERSO	JNT BENEFICIALLY O N		marco.	
12	4,849,070 CHECK BOX IF THE EXCLUDES CERTAI	AGGREGATE AMOUN N SHARES	NT IN ROW 11		
13	PERCENT OF CLASS	S REPRESENTED BY A	MOUNT IN ROW		
	11	5.0%			
14	TYPE OF REPORTIN PERSON	G		IN	

CUSIP NO. 29383P100			13 D	Page 11 of 19 Pages		
I.R.S	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Kevin R. Harvey					
2 CHE (a)	CCK THE APPROP (b)	PRIATE BOX IF A MEM	IBER OF A GROUP			
3 SEC	USE ONLY					
	RCE OF FUNDS					
2(d)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
		ACE OF ORGANIZATION	ON			
	Citizen BER OF	7	COLE VOTING DO	WED		
NUM	BER OF	7	SOLE VOTING PO -0-	WER		
SH	ARES	8	SHARED VOTING	POWER		
			4,849,070 Common	Shares, of which 2,657,763 are		
BENEI	FICIALLY		directly owned by B	CP IV and 2,191,307 are directly		
			•	BCMC IV is the general partner		
OWNED	BY EACH			MC VI is the general partner of		
DED	ODTING		<u> </u>	a member of both BCMC IV and		
REPO	ORTING		to vote these shares.	be deemed to have shared power		
ÞF	RSON	9	SOLE DISPOSITIV			
112	ROOT		-()-	ETOWER		
V	VITH	10	SHARED DISPOSI	TIVE POWER		
			4,849,070 Common	Shares, of which 2,657,763 are		
			•	CP IV and 2,191,307 are directly		
				BCMC IV is the general partner		
				MC VI is the general partner of		
				a member of both BCMC IV and be deemed to have shared power		
			to dispose of these s			
11 AGC	GREGATE AMOU	NT BENEFICIALLY O		nares.		
	ORTING		WINES BY ERICH			
PER	SON			4,849,070		
12 CHE	CK BOX IF THE	AGGREGATE AMOUN	T IN ROW 11			
_	LUDES CERTAIN	1				
	RES	DEDDEGENWED DV 44	ACLINITING DANGE 11			
-		REPRESENTED BY A	MOUNT IN ROW 11			
5.0% 14 TYP	· E OF REPORTINO	7				
	SON	J		IN		
LIK				<del></del> '		

CUSIP	NO. 29383P100		13 D	Page 12 of 19 Pages
NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) " (b) x  SEC USE ONLY SOURCE OF FUNDS CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO 2(d) or 2(e) "  CITIZENSHIP OR PLACE OF ORGANIZATION				
6	U.S. Citizen	LACE OF ORGANIZATI	ION	
	NUMBER OF	7	SOLE VOTING PO	OWER
	SHARES	8	SHARED VOTING	G POWER a Shares, of which 2,657,763 are
	BENEFICIALLY		directly owned by E	BCP IV and 2,191,307 are directly BCMC IV is the general partner
	OWNED BY EACH		of BCP IV, and BC	MC VI is the general partner of a member of both BCMC IV and
	REPORTING		BCMC VI, and may	y be deemed to have shared power
	PERSON	9	to vote these shares SOLE DISPOSITIV	
	WITH	10	SHARED DISPOSE 4,849,070 Common directly owned by F owned by BCP VI. of BCP IV, and BC BCP VI. Kagle is a BCMC VI, and may	a Shares, of which 2,657,763 are BCP IV and 2,191,307 are directly BCMC IV is the general partner MC VI is the general partner of a member of both BCMC IV and by be deemed to have shared power
11	AGGREGATE AMOREPORTING PERSO	UNT BENEFICIALLY C	to dispose of these sownED BY EACH	shares.
12	4,849,070 CHECK BOX IF THE	E AGGREGATE AMOU	NT IN ROW 11	
14	EXCLUDES CERTA		MI IIN KO W II	
13	PERCENT OF CLAS 5.0%	S REPRESENTED BY A	MOUNT IN ROW 11	
14	TYPE OF REPORTIN	NG PERSON		

CU	SIP NO. 29383P100			13 D	Page 13 of 19 Pages
1	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)				
2	Mitchell H. Lasky CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) " (b) x				
3	SEC USE ONLY				
4	SOURCE OF FUN				
5	or 2(e)	DISCLO	SURE OF LEGAL PRO	CEEDINGS IS RE	QUIRED PURSUANT TO ITEM 2(d)
6	CITIZENSHIP OR	R PLACI	E OF ORGANIZATION		
	U.S. Citizen				
	NUMBER OF	7	SOLE VOTING POW -0-	VER	
	SHARES	8	SHARED VOTING F	= ''	
				•	are directly owned by BCP VI. BCMC
	BENEFICIALLY		VI is the general partr deemed to have share		Lasky, a member of BCMC VI, may be se shares.
	OWNED BY EACH	9	SOLE DISPOSITIVE	POWER	
	REPORTING	10	SHARED DISPOSIT	IVE POWER	
			2,191,307 Common S	hares, all of which	are directly owned by BCP VI. BCMC
	PERSON				Lasky, a member of BCMC VI, may be
			deemed to have share	d power to dispose	of these shares.
	WITH		DENEELOLALLY OWN		2 101 207
11	REPORTING PERS		BENEFICIALLY OWNI	ED BY EACH	2,191,307
12			GREGATE AMOUNT IN	N ROW 11	
12	EXCLUDES CERT			(110 )	
13	PERCENT OF CLA		PRESENTED BY AMOU	UNT IN	2.2%
	ROW 11				
14	TYPE OF REPORTING PERSON IN				

CU	JSIP NO. 29383P100		13 D	Page 14 of 19 Pages			
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)						
2	CHECK THE A	Steven M. Spurlock CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
_	(a) " (b) x	-					
3		SEC USE ONLY					
4		SOURCE OF FUNDS					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM						
6	. , , , ,	2(d) or 2(e) " CITIZENSHIP OR PLACE OF ORGANIZATION					
U	U.S. Citizen	JKILA	CE OF ORGANIZATION				
	NUMBER OF	7	SOLE VOTING POWER				
			-0-				
	SHARES	8	SHARED VOTING POWER				
			4,849,070 Common Shares, of which 2,65	•			
	BENEFICIALLY		and 2,191,307 are directly owned by BCP	9 1			
			of BCP IV, and BCMC VI is the general p				
	OWNED BY EACH		member of both BCMC IV and BCMC V	I, and may be deemed to have shared			
	DEDODTING	0	power to vote these shares.				
	REPORTING	9	SOLE DISPOSITIVE POWER -0-				
	PERSON	10	SHARED DISPOSITIVE POWER				
	LIGOT	10	4,849,070 Common Shares, of which 2,65	77 763 are directly owned by BCP IV			
	WITH		and 2,191,307 are directly owned by BCP				
			of BCP IV, and BCMC VI is the general p	<u> </u>			
			member of both BCMC IV and BCMC V				
			power to dispose of these shares.				
11			BENEFICIALLY OWNED BY EACH	4,849,070			
	REPORTING PER						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  EXCLUDES CERTAIN SHARES					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 5.0%					
14	TYPE OF REPOR			IN			

Page 15 of 19 Pages

#### Statement on Schedule 13D

This Amendment No. 1 is filed to amend the original Statement on Schedule 13D (the "Original 13D Filing" filed by the Reporting Persons relating to the beneficial ownership of common stock, par value \$0.001 per share (the "Common Stock"), of Infinera Corporation, a Delaware corporation (the "Issuer"). This Amendment No. 1 is being filed by Benchmark Capital Partners IV, L.P., Benchmark Capital Management Co. IV, L.L.C., Benchmark Capital Partners VI, L.P., Benchmark Capital Management Co. VI, L.L.C., Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock to report the sale of Common Stock of the Company.

ITEM 1. Security and Issuer.

The class of equity securities to which this statement relates is the Common Stock of the Issuer. The Issuer's principal executive offices are located at 169 Java Drive, Sunnyvale, California, 94089.

ITEM 2. Identity and Background.

(a) Name:

This Statement is filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership ("BCP IV"), Benchmark Capital Management Co. IV, L.L.C, a Delaware limited liability company ("BCMC IV"), Benchmark Capital Partners VI, L.P., a Delaware limited partnership ("BCP VI"), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company ("BCMC VI"), Alexandre Balkanski ("Balkanski"), Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter H. Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey") Robert C. Kagle ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock"), each of which is a member of BCMC IV and/or BCMC VI. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC IV, the general partner of BCP IV, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by BCP IV. Balkanski, Dunlevie, Gurley, Harvey, Kagle and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned by BCP IV.

BCMC VI, the general partner of BCP VI, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by BCP VI. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned by BCP VI.

(b) Residence or business address:

The address of the principal business office for each of the Reporting Persons is c/o Benchmark Capital, 2480 Sand Hill Road, Suite 200, Menlo Park, California, 94025.

(c) The principal occupation of each individual who is a Reporting Person is venture capitalist. The principal business of BCP IV and BCP VI is to make investments in private and public companies, and the principal business of BCMC IV and BCMC VI is to serve as the general partner of BCP IV and BCP VI, respectively.

#### Page 16 of 19 Pages

- (d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Citizenship:

BCP IV and BCP VI are Delaware limited partnerships. BCMC IV and BCMC VI are Delaware limited liability companies. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are United States citizens.

ITEM 3. Source and Amount of Funds or Other Consideration. Not applicable

ITEM 4. Purpose of Transaction.

BCP VI sold an aggregate of 996,800 shares of the Issuer's Common Stock, as detailed in Item 5(c) below.

The Reporting Persons hold their securities of the Issuer for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Common Stock and/or retain and/or sell all or a portion of the shares of Common Stock held by the Reporting Persons in the open market or in privately negotiated transactions, and/or may distribute the Common Stock held by the Reporting Persons to their respective partners. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Common Stock, general market and economic conditions, ongoing evaluation of the Company's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities, and other future developments.

Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

### ITEM 5. Interest in Securities of the Issuer.

- (a) See Rows 11 and 13 for each Reporting Person. The percentage listed in Row 13 for each Reporting Person was calculated based upon 97,794,833 shares of Common Stock outstanding as of March 24, 2010, as reported by the Issuer.
  - (b) See Rows 7, 8, 9, and 10 for each Reporting Person.
- (c) BCP VI sold an aggregate of 996,800 shares of the Issuer's Common Stock in open market transactions within 60 days of the date of this filing, as follows:

Page 17 of 19 Pages

	2. Number of shares of common	3. Average price	
1. Date of transaction	stock sold	per share	
3/17/2010	373,000	\$	8.1629
3/18/2010	215,000	\$	8.1255
3/19/2010	130,000	\$	8.1334
3/22/2010	118,800	\$	8.0232
3/23/2010	160,000	\$	8.1753

- (d) Under certain circumstances set forth in the limited partnership agreements of BCP IV and BCP VI, the general partners and the limited partners of each of such entities, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or managing member.
- (e) In connection with the transactions reported hereunder, each of the Reporting Persons ceased to be joint filers reporting beneficial ownership of more than five percent of a class of securities of the Company.
- ITEM 6. Contracts, Arrangements, Understandings or Relationships with respect to the Securities of the Issuer.
- 2,191,307 shares of the Issuer's Common Stock are held directly by BCP IV, as nominee for BCP IV, Benchmark Founders' Fund IV, L.P., Benchmark Founders' Fund IV-B, L.P., Benchmark Founders' Fund IV-X, L.P., and related individuals.
- 2,657,763 shares of the Issuer's Common Stock are held directly by BCP VI, as nominee for BCP VI, Benchmark Founders' Fund VI, L.P., Benchmark Founders' Fund VI-B, L.P., and related individuals.

In connection with his service on the Issuer's board of directors, Balkanski received an option to purchase 75,000 shares of the Issuer's Common Stock on January 3, 2007, an option to purchase 12,500 shares of the Issuer's Common Stock on May 13, 2008, and 15,000 performance share units representing the contingent right to purchase up to 30,000 shares of the Issuer's Common Stock on February 10, 2009. On December 15, 2009, Alex Balkanski resigned from the Issuer's board of directors. Following this resignation, all such options expired without exercise.

ITEM 7. Materials to be Filed as Exhibits.

Exhibit A: Reference to Steven M. Spurlock as Attorney-In-Fact (incorporated by reference to the Original 13D Filing)

Exhibit B: Agreement regarding joint filing of Schedule 13D (incorporated by reference to the Original 13D Filing)

#### **SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 26, 2010

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock Managing Member

BENCHMARK CAPITAL PARTNERS VI, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock Managing Member

ALEXANDRE BALKANSKI MATTHEW R. COHLER BRUCE W. DUNLEVIE PETER H. FENTON J. WILLIAM GURLEY KEVIN R. HARVEY ROBERT C. KAGLE MITCHELL H. LASKY STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact

<sup>\*</sup>Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

### EXHIBIT INDEX

Exhibit	Description
A	Incorporated by Reference to the Original 13D Filing
В	Incorporated by Reference to the Original 13D Filing