

Jurvetson Stephen T
 Form 3/A
 February 02, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
J [^] urvetson Stephen T		(Month/Day/Year)	NEOPHOTONICS CORP [NPTN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
				02/01/2011
2882 SAND HILL ROAD, [^] SUITE 150			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
MENLO PARK, [^] CA [^] 94025			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	136,814	I	See Footnotes ⁽¹⁾ ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series 1 Preferred Stock	Â (3)	Â (3)	Common Stock	413,681	\$ (3)	I	See Footnotes (1) (4)
Series 2 Preferred Stock	Â (5)	Â (5)	Common Stock	153,273	\$ (5)	I	See Footnotes (1) (6)
Series 3 Preferred Stock	Â (7)	Â (7)	Common Stock	482,359	\$ (7)	I	See Footnotes (1) (8)
Series X Preferred Stock	Â (9)	Â (9)	Common Stock	480,368	\$ (9)	I	See Footnotes (1) (10)
Stock Option (right to buy)	Â (11)	12/12/2020	Common Stock	1,000	\$ 7.5	D	Â
Stock Option (right to buy)	Â (12)	01/26/2020	Common Stock	4,000	\$ 12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jurvetson Stephen T 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	Â X	Â	Â	Â

Signatures

/s/ Stephen T. Jurvetson by Erin Williams,
Attorney-in-Fact

02/01/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Reporting Person is a member of the Issuer's board of directors as designee of Draper Fisher Jurvetson. The Reporting Person is a Managing Director of the general partner entities of Draper Fisher Jurvetson Fund VII, L.P. and also a Managing Member of Draper Fisher Jurvetson Partners VII, LLC, that directly hold shares and as such, he may be deemed to have voting and investment power with respect to such shares. The Reporting Person is a Managing Director of the general partner entities of Draper Fisher Associates III Annex Fund, L.P., that directly holds shares and as such, he may be deemed to have voting and investment power with respect to such shares. The Reporting Person disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(2) Includes 120,425 shares held by Draper Fisher Jurvetson Fund VII, L.P., 12,691 shares held by Draper Fisher Associates III Annex Fund, L.P., 1,754 shares held by Draper Fisher Jurvetson Partners VII, LLC, 823 shares held by Draper Fisher Partners, LLC and 1,121 shares held by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.

(3) Each share of Issuer's Series 1 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

(4) Includes 386,133 shares held by Draper Fisher Jurvetson Fund VII, L.P., 17,166 shares held by Draper Fisher Associates III Annex Fund, L.P., 5,631 shares held by Draper Fisher Jurvetson Partners VII, LLC, 1,115 shares held by Draper Fisher Partners, LLC and

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3,636 shares held by the Steve and Karla Juvetson Living Trust dated August 27, 2002.

- (5) Each share of Issuer's Series 2 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

(6) Includes 134,812 shares held by Draper Fisher Juvetson Fund VII, L.P., 14,298 shares held by Draper Fisher Associates III Annex Fund, L.P., 1,966 shares held by Draper Fisher Juvetson Partners VII, LLC, 928 shares held by Draper Fisher Partners, LLC and 1,269 held by the Steve and Karla Juvetson Living Trust dated August 27, 2002.

- (7) Each share of Issuer's Series 3 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

(8) Includes 458,079 shares held by Draper Fisher Juvetson Fund VII, L.P., 12,641 shares held by Draper Fisher Associates III Annex Fund, L.P., 6,680 shares held by Draper Fisher Juvetson Partners VII, LLC, 821 shares held by Draper Fisher Partners, LLC and 4,138 held by the Steve and Karla Juvetson Living Trust dated August 27, 2002.

- (9) Each share of Issuer's Series X Preferred Stock will automatically convert into 400 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

(10) Includes 467,856 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Juvetson Fund VII, L.P., 6,816 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Juvetson Partners VII, LLC, 1,376 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Partners, LLC and 4,320 shares of common stock issuable upon conversion of Series X Preferred Stock held by the Steve and Karla Juvetson Living Trust dated August 27, 2002.

- (11) 25% of the option shares shall vest on the one-year anniversary of the vesting commencement date (12/01/2010), and 1/48th of the total number of option shares shall vest on each monthly anniversary thereafter, so long as the Reporting Person remains an employee of or consultant to the Issuer or its qualifying subsidiaries.

(12) 50% of the option shares shall vest on the one-year anniversary of the vesting commencement date (12/08/2009), and 1/24th of the total number of option shares shall vest on each monthly anniversary thereafter, so long as the Reporting Person remains an employee of or consultant to the Issuer or its qualifying subsidiaries.

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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