

NEOPHOTONICS CORP  
Form 4  
June 13, 2013

**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 \*  
**OAK INVESTMENT PARTNERS  
IX L P**

(Last) (First) (Middle)

901 MAIN AVENUE, SUITE 600

(Street)

NORWALK, CT 06851

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**NEOPHOTONICS CORP [NPTN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_\_\_X\_\_\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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SEC 1474 (9-02)

**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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security         |         |            | Code | V | (A) or (D) |     | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|-----------------------------|---------|------------|------|---|------------|-----|---------------------------|-----------------|--------------|----------------------------|
|                             |         |            |      |   | (A)        | (D) |                           |                 |              |                            |
| Stock Option (Right to Buy) | \$ 8.09 | 06/11/2013 | A    |   | 3,090      |     | 06/11/2013 <sup>(1)</sup> | 06/11/2023      | Common Stock | 3,090                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| OAK INVESTMENT PARTNERS IX L P<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851               |               |           | X       |       |
| CARANO BANDEL L<br>C/O OAK INVESTMENT PARTNERS<br>901 MAIN AVENUE, SUITE 600<br>NORWALK, CT 06851 | X             | X         |         |       |
| OAK IX AFFILIATES FUND LP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851                    |               |           | X       |       |
| OAK IX AFFILIATES FUND A LP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851                  |               |           | X       |       |
| OAK INVESTMENT PARTNERS X LTD PARTNERSHIP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851    |               |           | X       |       |
| OAK X AFFILIATES FUND LP<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851                     |               |           | X       |       |
| Oak Investment Partners XI L P<br>901 MAIN AVENUE<br>SUITE 600<br>NORWALK, CT 06851               |               |           | X       |       |

## Signatures

|   |            |
|---|------------|
| Bandel L. Carano  | 06/13/2013 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak Associates XI, LLC, general partner of Oak Investment Partners XI, Limited Partnership | 06/13/2013 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak Associates X, LLC, general partner of Oak Investment Partners X, Limited Partnership   | 06/13/2013 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak X Affiliates, LLC, general partner of Oak X Affiliates Fund, Limited Partnership       | 06/13/2013 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak Associates IX, LLC, general partner of Oak Investment Partners IX, Limited Partnership | 06/13/2013 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund, Limited Partnership     | 06/13/2013 |
| __Signature of Reporting Person   | Date       |
| /s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund A, Limited Partnership   | 06/13/2013 |
| __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 option shall vest ratably at a rate of 1/12th of the total number of shares granted on each monthly anniversary of the grant date, so long as the Reporting Person remains a member of the Board of Director of the Issuer.
- (2) Not applicable - This option was issued pursuant to the 2010 Equity Incentive Plan and in accordance with the the Issuer's Non-Employee Director Compensation Policy.  
  
Includes Director Option to purchase 947 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners IX, Limited Partnership ("Oak IX"); Director Option to purchase 10 shares of Common Stock, which is held by Mr. Carano on behalf of Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates"); Director Option to purchase 23 shares of Common Stock, which is held by Mr. Carano on behalf of Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A");
- (3) Director Options to purchase 2,019 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners X, Limited Partnership ("Oak X"); Director Option to purchase 32 shares of Common Stock, which is held by Mr. Carano on behalf of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates"); and Director Options to purchase 59 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners XI, Limited Partnership ("Oak XI").

### Remarks:

Bandel L. Carano is a Director of the Issuer. Mr. Carano is a Managing Member of Oak Associates IX, L.L.C., the General Pa

This Form 4 is being filed by Bandel L. Carano, Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X, Oak X Affiliates, and

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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