

INFINERA CORP  
Form 8-K  
February 11, 2010

**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):**

**February 11, 2010**

**INFINERA CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-33486**  
**(Commission File Number)**

**77-0560433**  
**(IRS Employer**  
**Identification No.)**

**169 Java Drive**

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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.**

(d)(1) On February 10, 2010, the Board of Directors (the Board ) of Infinera Corporation (the Company ) appointed Philip Koen to the Board,

(2) There are no arrangements or understandings between Mr. Koen and any other persons pursuant to which Mr. Koen was appointed a director of the Company.

(3) Mr. Koen was named to the Board s Audit committee.

(4) There are no transactions in which Mr. Koen has an interest requiring disclosure under Item 404(a) of Regulation S-K.

(5) Mr. Koen will receive compensation for his service on the Board in accordance with the Company s standard compensatory arrangement for non-employee directors. As part of this compensation the Board granted Mr. Koen a stock option for 100,000 shares the Company s common stock, one half of which shall vest 12 months after grant and the balance of which shall vest monthly over a period of 24 months thereafter. Mr. Koen will also enter into a director indemnification agreement with the Company in the form previously filed with the SEC.

A copy of the Company s February 11, 2010 press release announcing Mr. Koen s election to the Board is attached hereto as Exhibit 99.1

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release dated February 11, 2010

**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: February 11, 2010

By: /s/ **MICHAEL O. McCARTHY III**  
**Michael O. McCarthy III**

**Chief Legal Officer**