

Hamel Judy G
Form 4
May 17, 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 *
Hamel Judy G

(Last) (First) (Middle)

C/O LUMENTUM, 400 NORTH MCCARTHY BLVD

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Lumentum Holdings Inc. [LITE]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2018

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)
SVP & General Counsel

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)
			Code	V	Amount or Price		
Common Stock	05/15/2018		M ⁽¹⁾		515 A \$ 0	27,614 ⁽²⁾	D
Common Stock	05/15/2018		A ⁽³⁾		6,627 A \$ 0	34,241	D
Common Stock	05/16/2018		S ⁽⁴⁾		181 D \$ 63.59 ⁽⁵⁾	34,060	D
Common Stock	05/17/2018		S ⁽⁴⁾		360 D \$ 63.21 ⁽⁶⁾	33,700	D

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

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(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 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	05/15/2018		M	515	05/15/2018 ⁽⁷⁾	Common Stock	515

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hamel Judy G C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035			SVP & General Counsel	

Signatures

/s/ Judy G
Hamel

05/17/2018

**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) Each unit converts upon vesting into one share of common stock.
 - (2) Includes 326 shares purchased on May 15, 2018 pursuant to the company's Employee Stock Purchase Plan (ESPP).
 - (3) 1/3 of the shares shall vest annually beginning on the one (1) year anniversary of the Vesting Start Date thereafter the remaining shares vest in equal installments on the second and third anniversary thereafter, on the same day of the month as the Vesting Start Date, subject

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to the grant holder continuing to be an employee through each such date, or as provided under the 2015 EIP.

- (4) These shares were sold by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the restricted stock unit award.

- (5) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$63.00 to \$64.05. This transaction was apart of a group sale. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$62.675 to \$63.675. This transaction was apart of a group sale. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (7) Restricted Stock Units have no expiration date.

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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