

CARANO BANDEL L
Form 4
February 08, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CARANO BANDEL L

(Last) (First) (Middle)

C/O OAK INVESTMENT PARTNERS, 525 UNIVERSITY AVENUE, SUITE 1300

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2011

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)

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 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	(A) or (D)	Price		
Common Stock	02/07/2011		C		420,701	A	\$ 0 574,921	I	See Footnotes (1) (2) (3) (4)
Common Stock	02/07/2011		C		156,518	A	\$ 0 731,439	I	See Footnotes (1) (2) (3) (5)
Common Stock	02/07/2011		C		1,048,226	A	\$ 0 1,779,665	I	See Footnotes (1) (2) (3) (6)
Common Stock	02/07/2011		C		3,515,808	A	\$ 0 5,295,473	I	See

Stock

Footnotes
(1) (2) (3) (7)

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 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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series 1 Preferred Stock	<u>(8)</u>	02/07/2011		C	V	(A) 420,701	(D)	<u>(8)</u>	<u>(8)</u>	Common Stock	420,701
Series 2 Preferred Stock	<u>(9)</u>	02/07/2011		C	V	(A) 156,518	(D)	<u>(9)</u>	<u>(9)</u>	Common Stock	156,518
Series 3 Preferred Stock	<u>(10)</u>	02/07/2011		C	V	(A) 1,048,226	(D)	<u>(10)</u>	<u>(10)</u>	Common Stock	1,048,226
Series X Preferred Stock	<u>(11)</u>	02/07/2011		C	V	(A) 8,789.52	(D)	<u>(11)</u>	<u>(11)</u>	Common Stock	3,515,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARANO BANDEL L C/O OAK INVESTMENT PARTNERS 525 UNIVERSITY AVENUE, SUITE 1300 PALO ALTO, CA 94301	X	X		
OAK INVESTMENT PARTNERS IX L P 525 UNIVERSITY AVENUE, SUITE 1300 PALO ALTO, CA 94301		X		
OAK IX AFFILIATES FUND A LP		X		

525 UNIVERSITY AVENUE, SUITE 1300
PALO ALTO, CA 94301

OAK IX AFFILIATES FUND LP
525 UNIVERSITY AVENUE, SUITE 1300 X
PALO ALTO, CA 94301

OAK INVESTMENT PARTNERS X LTD PARTNERSHIP
525 UNIVERSITY AVENUE, SUITE 1300 X
PALO ALTO, CA 94301

OAK X AFFILIATES FUND LP
525 UNIVERSITY AVENUE, SUITE 1300 X
PALO ALTO, CA 94301

Signatures

/s/ Bandel L Carano 02/07/2011
 __Signature of Reporting Person Date

/s/ Oak Investment Partners IX, Limited Partnership by Bandel L. Carano, Managing Member
of Oak Associates IX, LLC, The General Partner of Oak Investment Partners IX, Limited
Partnership 02/07/2011
 __Signature of Reporting Person Date

/s/ Oak IX Affiliates Fund A, Limited Partnership by Bandel L. Carano, Managing Member
of Oak Associates IX, LLC, The General Partner of Oak IX Affiliates Fund A, Limited
Partnership 02/07/2011
 __Signature of Reporting Person Date

/s/ Oak IX Affiliates Fund, Limited Partnership by Bandel L. Carano, Managing Member of
Oak Associates IX, LLC, The General Partner of Oak IX Affiliates Fund, Limited Partnership 02/07/2011
 __Signature of Reporting Person Date

/s/ Oak Investment Partners X, Limited Partnership by Bandel L. Carano, Managing Member
of Oak Associates X, LLC, The General Partner of Oak Investment Partners X, Limited
Partnership 02/07/2011
 __Signature of Reporting Person Date

/s/ Oak X Affiliates Fund, Limited Partnership by Bandel L. Carano, Managing Member of
Oak Associates X, LLC, The General Partner of Oak X Affiliates Fund, Limited Partnership 02/07/2011
 __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).
 Bandel L. Carano is a member of the Issuer's board of directors as designee of Oak Investment Partners. The names of the parties who share power to vote and dispose of the shares held by Oak Investment Partners IX, L.P. are Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman and Ann H. Lamont, each of whom is a Managing Member of Oak Associates IX, LLC, the
 (1) General Partner of Oak Investment Partners IX, L.P. The names of the parties who share power to vote and dispose of the shares held by Oak IX Affiliates Fund, L.P. and Oak IX Affiliates Fund-A, L.P. are Bandel L. Carano, Fredric W. Harman, Edward F. Glassmeyer, Gerald R. Gallagher and Ann H. Lamont, each of whom is a Managing Member of Oak IX Affiliates, LLC, the General Partner of both Oak IX Affiliates Fund, L.P. and Oak IX Affiliates Fund-A, L.P. (Continued in Footnote 2).

(2)

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The names of the parties who share power to vote and dispose of the shares held by Oak Investment Partners X, L.P. are Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont, each of whom is a Managing Member of Oak Associates X, LLC, the General Partner of Oak Investment Partners X, L.P. The names of the parties who share power to vote and dispose of the shares held by Oak X Affiliates Fund, L.P. are Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont, each of whom is a Managing Member of Oak X Affiliates, LLC, the General Partner of Oak X Affiliates Fund, L.P. (Continued in Footnote 3).

- (3) The names of the parties who share power to vote and dispose of the shares held by Oak Investment Partners XI, L.P. are Bandel L. Carano, Edward F. Glassmeyer, Gerald R. Gallagher, Fredric W. Harman and Ann H. Lamont, each of whom is a Managing Member of Oak Associates XI, LLC, the General Partner of Oak Investment Partners XI, L.P. Bandel L. Carano and these individuals disclaim beneficial ownership with respect to such shares except to the extent of their pecuniary interest therein.
- (4) Includes 406,611 shares directly owned by Oak Investment Partners IX, LP, 9,758 shares directly owned by Oak IX Affiliates Fund A, LP and 4,332 shares directly owned by Oak IX Affiliates Fund, LP.
- (5) Includes 151,275 shares directly owned by Oak Investment Partners IX, LP, 3,631 shares directly owned by Oak IX Affiliates Fund A, LP and 1,612 shares directly owned by Oak IX Affiliates Fund, LP.
- (6) Includes 923,355 shares directly owned by Oak Investment Partners IX, LP, 22,163 shares directly owned by Oak IX Affiliates Fund A, LP, 9,841 shares directly owned by Oak IX Affiliates Fund, LP and 92,867 shares directly owned by Oak Investment Partners XI, LP.
- (7) Includes 3,460,256 shares of common stock issuable upon conversion of Series X Preferred Stock directly owned by Oak Investment Partners X, LP and 55,552 shares of common stock issuable upon conversion of Series X Preferred Stock directly owned by Oak X Affiliates Fund, LP.
- (8) Each share of Issuer's Series 1 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
- (9) Each share of Issuer's Series 2 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
- (10) Each share of Issuer's Series 3 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
- (11) Each share of Issuer's Series X Preferred Stock automatically converted into 400 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had 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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