

INFINERA CORP
Form 425
April 10, 2015

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):

April 9, 2015

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.)

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140 Caspian Court

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 2.02 Results of Operations and Financial Condition.

As previously disclosed in its Form 8-K filed on April 9, 2015, Infinera Corporation (the Company) has announced its intent to combine with Sweden-based Transmode AB, a Swedish company (Transmode), pursuant to a public exchange offer to acquire all issued and outstanding shares of Transmode (the Offer). In connection with the Offer, the Company held a conference call on April 9, 2015 at 8:30 a.m. EDT (the Conference Call), which included discussion of financial results for the first quarter of 2015. The transcript of the Conference Call is furnished as Exhibit 99.1 to this Current Report.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished under Item 2.02 and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

As mentioned above, the Company has announced its intent to combine with Transmode. Under the Offer, the value of consideration offered to Transmode shareholders is equal to 109 SEK per share, consisting of both cash and Infinera's common stock. The Company discussed this and other matters relating to the Offer during the Conference Call. The transcript of the Conference Call is furnished as Exhibit 99.1 to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
99.1	Transcript of the Infinera Corporation Conference Call on April 9, 2015, 8:30 am EDT.

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: April 9, 2015

By: /s/ JAMES L. LAUFMAN
James L. Laufman

Senior Vice President and General Counsel

EXHIBIT INDEX

Exhibit Number	Description
99.1	Transcript of the Infinera Corporation Conference Call on April 9, 2015, 8:30 am EDT.