

Lumentum Holdings Inc.
Form 4
August 24, 2016

FORM 4

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

OMB APPROVAL

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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 *
LOWE ALAN S

(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)
08/22/2016

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)
CEO and President

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	(A) or (D)	Price			
Common Stock	08/22/2016		M ⁽¹⁾		2,743	A	\$ 0	38,880	D	
Common Stock	08/22/2016		F ⁽²⁾		1,431	D	\$ 34.6	37,449	D	
Common Stock	08/22/2016		M ⁽¹⁾		2,286	A	\$ 0	39,735	D	
Common Stock	08/22/2016		F ⁽²⁾		1,192	D	\$ 34.6	38,543	D	
Common Stock	08/22/2016		M		10,008	A	\$ 10.76	48,551	D	

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Common Stock	08/22/2016		S ⁽³⁾	10,008	D	\$ (4)	33,9958	38,543	D	
Common Stock	08/22/2016		M	20,016	A	\$	10.76	58,559	D	
Common Stock	08/22/2016		S ⁽³⁾	20,016	D	\$ (4)	33,9958	38,543	D	
Common Stock	08/22/2016		M	39,577	A	\$	18.82	78,120	D	
Common Stock	08/22/2016		S ⁽³⁾	39,577	D	\$ (5)	34.0571	38,543	D	
Common Stock	08/22/2016		M	19,788	A	\$	18.82	58,331	D	
Common Stock	08/22/2016		S ⁽³⁾	19,788	D	\$ (5)	34.0571	38,543	D	
Common Stock	08/22/2016		S ⁽³⁾	37,611	D	\$ (5)	34.0545	932	D	
Common Stock	08/22/2016		S ⁽⁶⁾	23,611	D	\$ (7)	34.0142	47,221	I	Family Trust
Common Stock	08/22/2016		S ⁽⁶⁾	23,611	D	\$ (7)	34.015	23,610	I	Family Trust

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

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- (1) Each unit converts upon vesting into one share of common stock.

These shares were retained 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. The amount retained by the Company was not in excess of the amount of the tax liability.

- (3) Sale of shares pursuant to 10b5-1 plan dated 5/31/16.

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 \$33.53 to \$34.65. 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.

- (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 \$33.82 to \$34.65. 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) Sale of shares pursuant to Family Trust 10b5-1 plan dated 5/31/2016.

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 \$33.54 to \$34.65. 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.

- (8) 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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