

DRAPER FISHER PARTNERS LLC
 Form 3/A
 February 02, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Draper Fisher Jurvetson Fund VII, L.P.			(Month/Day/Year)	NEOPHOTONICS CORP [NPTN]	
(Last)	(First)	(Middle)	02/01/2011		
2882 SAND HILL ROAD, SUITE 150			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		02/01/2011
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	140,479	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series 1 Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	425,408	\$ <u>(5)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(6)</u>
Series 2 Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	157,385	\$ <u>(7)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(8)</u>
Series 3 Preferred Stock	Â <u>(9)</u>	Â <u>(9)</u>	Common Stock	496,210	\$ <u>(9)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(10)</u>
Series X Preferred Stock	Â <u>(11)</u>	Â <u>(11)</u>	Common Stock	494,560	\$ <u>(11)</u>	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(12)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Draper Fisher Jurvetson Fund VII, L.P. 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
DRAPER ASSOCIATES L P 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
DRAPER FISHER PARTNERS LLC 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
Draper GC Partners, LLC 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
Draper Fisher Jurvetson Partners VII, LLC 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â
DRAPER FISHER ASSOCIATES III ANNEX FUND LP 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ John Fisher, Managing Director, DRAPER FISHER JURVETSON FUND VII, L.P.	02/01/2011
__Signature of Reporting Person	Date
/s/ John Fisher, Managing Director, DRAPER FISHER ASSOCIATES III ANNEX FUND, L.P.	02/01/2011
__Signature of Reporting Person	Date
/s/ Timothy C. Draper, General Partner, DRAPER ASSOCIATES, L.P.	02/01/2011

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<u>Signature of Reporting Person</u>	Date
/s/ John Fisher, Managing Member, DRAPER FISHER JURVETSON PARTNERS VII, LLC	02/01/2011
<u>Signature of Reporting Person</u>	Date
/s/ John Fisher, Managing Member, DRAPER FISHER PARTNERS, LLC	02/01/2011
<u>Signature of Reporting Person</u>	Date
/s/ Timothy C. Draper, Managing Member, DRAPER GC PARTNERS, LLC	02/01/2011
<u>Signature of Reporting Person</u>	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Jurvetson Fund VII, L.P. and also Managing Members of Draper Fisher Jurvetson Partners VII, LLC, that directly hold shares and as such, they may be deemed to have voting and investment power with respect to such shares. Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Associates III Annex Fund, L.P., that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. (Continued in Footnote 2)

The investing and voting power of the shares held by Draper Associates, L.P. is controlled by its General Partner, Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. Timothy C. Draper and John H.N. Fisher are Managing Members of Draper Fisher Partners, LLC, that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. Timothy C. Draper is the Managing Member of Draper GC Partners LLC, that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. These individuals disclaims beneficial ownership with respect to such shares except to the extent of their pecuniary interest therein. In addition, Issuer shares are held by individuals and trusts affiliated with Draper Fisher Jurvetson. (Continued in Footnote 3)
 - (2) The general partners of the limited partnerships holding shares of the Issuer disclaim beneficial ownership of the shares held by the limited partnerships except to the extent of their pecuniary interest therein.

Includes 120,425 shares held by Draper Fisher Jurvetson Fund VII, L.P., 12,691 shares held by Draper Fisher Associates III Annex Fund, L.P., 3,225 shares held by Draper Associates, L.P., 1,754 shares held by Draper Fisher Jurvetson Partners VII, LLC, 823 shares held by Draper Fisher Partners, LLC, 51 shares held by Draper GC Partners, LLC and 1,510 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
 - (3) Each share of Issuer's Series 1 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

Includes 386,133 shares held by Draper Fisher Jurvetson Fund VII, L.P., 17,166 shares held by Draper Fisher Associates III Annex Fund, L.P., 10,400 shares held by Draper Associates, L.P., 5,631 shares held by Draper Fisher Jurvetson Partners VII, LLC, 1,115 shares held by Draper Fisher Partners, LLC, 57 shares held by Draper GC Partners, LLC and 4,906 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
 - (4) Each share of Issuer's Series 2 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

Includes 134,812 shares held by Draper Fisher Jurvetson Fund VII, L.P., 14,298 shares held by Draper Fisher Associates III Annex Fund, L.P., 3,651 shares held by Draper Associates, L.P., 1,966 shares held by Draper Fisher Jurvetson Partners VII, LLC, 928 shares held by Draper Fisher Partners, LLC, 20 shares held by Draper GC Partners, LLC and 1,710 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
 - (5) Each share of Issuer's Series 3 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

Includes 458,079 shares held by Draper Fisher Jurvetson Fund VII, L.P., 12,641 shares held by Draper Fisher Associates III Annex Fund, L.P., 12,406 shares held by Draper Associates, L.P., 6,680 shares held by Draper Fisher Jurvetson Partners VII, LLC, 821 shares held by Draper Fisher Partners, LLC and 5,583 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
 - (6) Each share of Issuer's Series X Preferred Stock will automatically convert into 400 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.

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(12) Includes 467,856 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Fund VII, L.P., 12,640 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Associates, L.P., 6,816 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Partners VII, LLC, 1,376 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Partners, LLC, 32 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper GC Partners, LLC and 5,840 shares of common stock issuable upon conversion of Series X Preferred Stock held by individuals and trusts affiliated with Draper Fisher Jurvetson

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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