

CARANO BANDEL L
Form 4
March 07, 2019

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 *
CARANO BANDEL L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O OAK INVESTMENT PARTNERS, 901 MAIN AVENUE, SUITE 600

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORWALK, CT 06851

(City) (State) (Zip)

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)
Common Stock	03/05/2019		J(1)	(A) or (D) D	5,571,335 (1) (D) 60,442 (2)	I	See Note (3)

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)

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARANO BANDEL L C/O OAK INVESTMENT PARTNERS 901 MAIN AVENUE, SUITE 600 NORWALK, CT 06851	X	X		
OAK INVESTMENT PARTNERS IX L P 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851		X		
OAK IX AFFILIATES FUND LP 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851		X		
OAK IX AFFILIATES FUND A LP 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851		X		
OAK INVESTMENT PARTNERS X LTD PARTNERSHIP 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851		X		
OAK X AFFILIATES FUND LP 901 MAIN AVENUE SUITE 600 NORWALK, CT 06851		X		
Oak Investment Partners XI L P 901 MAIN AVENUE SUITE 600		X		

NORWALK, CT 06851

Signatures

Bandel L. Carano __Signature of Reporting Person	03/07/2019 Date
/s/ Bandel L. Carano, Managing Member of Oak Associates IX, LLC, General Partner of Oak Investment Partners IX, Limited Partnership __Signature of Reporting Person	03/07/2019 Date
/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, General Partner of Oak IX Affiliates Fund, Limited Partnership __Signature of Reporting Person	03/07/2019 Date
/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates-A, LLC, General Partner of Oak IX Affiliates-A, Limited Partnership __Signature of Reporting Person	03/07/2019 Date
/s/ Bandel L. Carano, Managing Member of Oak Associates X, LLC, General Partner of Oak Investment Partners X, Limited Partnership __Signature of Reporting Person	03/07/2019 Date
/s/ Bandel L. Carano, Managing Member of Oak X Affiliates, LLC, General Partner of Oak X Affiliates Fund, Limited Partnership __Signature of Reporting Person	03/07/2019 Date
/s/ Bandel L. Carano, Managing Member of Oak Associates XI, LLC, General Partner of Oak Investment Partners XI, Limited Partnership __Signature of Reporting Person	03/07/2019 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) On March 5, 2019, Oak Investment Partners IX, L.P. ("Oak IX"), Oak IX Affiliates Fund, L.P. ("Oak IX Affiliates"), Oak IX Affiliates Fund-A, L.P. ("Oak IX Affiliates-A"), Oak Investment Partners X, L.P. ("Oak X"), Oak X Affiliates Fund, L.P. ("Oak X Affiliates"), and Oak Investment Partners XI, L.P. ("Oak XI") made in-kind distributions of 1,622,872, 17,291, 38,947, 3,731,759, 59,911, and 100,555 shares respectively, without any additional consideration of Common Stock of the Issuer to the Limited Partners of Oak Investment Partners IX, L.P., Oak IX Affiliates Fund, L.P., Oak IX Affiliates Fund-A, L.P., Oak Investment Partners X, L.P., Oak X Affiliates Fund, L.P., and Oak Investment Partners XI, L.P.
- (2) Consists of Director Option to purchase 19,452 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners IX, Limited Partnership ("Oak IX"); Director Option to purchase 206 shares of Common Stock, which is held by Mr. Carano on behalf of Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates"); Director option to purchase 467 shares of Common Stock, which is held by Mr. Carano on behalf of Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Affiliates-A"); Director Options to purchase 38,326 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners X, Limited Partnership ("Oak X"); Director Option to purchase 616 shares of Common Stock, which is held by Mr. Carano on behalf of Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates"); and Director Options to purchase 1,375 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners XI, Limited Partnership ("Oak XI").
- (3) Common Stock distributed was held by Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X, Oak X Affiliates, and Oak XI. Oak Associates IX, L.L.C. is the General Partner of Oak IX; Oak IX Affiliates, L.L.C. is the General Partner of Oak IX Affiliates and Oak IX Affiliates-A; Oak Associates X, L.L.C. is the General Partner of Oak X; Oak X Affiliates, L.L.C. is the General Partner of Oak X Affiliates; and Oak Associates XI, L.L.C. is the General Partner of Oak XI and may be deemed to beneficially own the reported securities.

Remarks:

Signatures

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Bandel L. Carano is a Director of the Issuer. Mr. Carano is a Managing Member of Oak Associates IX, L.L.C., the General Pa

This Form 4 is being filed by Bandel L. Carano, Oak IX, Oak IX Affiliates, Oak IX Affiliates-A, Oak X, Oak X Affiliates, and
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays
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