

Small Ian
Form 4
December 10, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Small Ian

2. Issuer Name and Ticker or Trading Symbol
OCLARO, INC. [OCLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
225 CHARCOT AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2018

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

SAN JOSE, CA 95131

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	12/10/2018		D		42,153 (1)	D	(2) 0

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Small Ian
 225 CHARCOT AVE
 SAN JOSE, CA 95131

Signatures

David Teichmann,
 Attorney-in-Fact

12/10/2018

__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).
- (1) 13,645 of these securities were restricted shares of Oclaro, Inc. ("Oclaro") common stock subject to outstanding awards. All outstanding Oclaro restricted stock awards held by non-employee directors of Oclaro vested in full at the effective time of the Merger (as defined below) in accordance with their terms and conditions. In accordance with the Merger Agreement (as defined below), these restricted stock awards were converted into the right to receive the Merger Consideration (as defined below) in respect of each Oclaro share underlying such award.
- (2) Pursuant to Agreement and Plan of Merger, dated March 11, 2018 (the "Merger Agreement"), Lumentum Holdings Inc. ("Lumentum") acquired Oclaro in a merger transaction (the "Merger") which became effective on December 10, 2018. At the effective time of the Merger, each share of Oclaro common stock converted into the right to receive, without interest, (a) \$5.60 in cash and (b) 0.0636 of a share of common stock of Lumentum ("Merger Consideration").

Remarks:

This Form 4 reports securities disposed pursuant to the terms of the Merger Agreement, a copy of which is filed as Exhibit 2.1

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 a currently valid OMB number.