

Jankovic Walter
 Form 4
 December 10, 2018

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 *
 Jankovic Walter

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)
 12/06/2018

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Pres., Optical Connectivity

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 Indirect Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	12/06/2018		F(1)		21,613	D	\$ 8.44
Common Stock	12/10/2018		D		228,387	D	0

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

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SEC 1474 (9-02)

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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 of Shares
Restricted Stock Units	(3)	12/10/2018		D	22,500	(4)	(5)	Common Stock	22,500
Restricted Stock Units	(3)	12/10/2018		D	40,000	(6)	(7)	Common Stock	40,000
Restricted Stock Units	(3)	12/10/2018		D	67,500	(8)	(5)	Common Stock	67,500
Restricted Stock Units	(3)	12/10/2018		D	120,000	(9)	(7)	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jankovic Walter 225 CHARCOT AVE SAN JOSE, CA 95131	Pres., Optical Connectivity

Signatures

Mike Fernicola,
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) Withholding of 21,613 shares to satisfy tax obligations arising in connection with the non-reportable vesting of equity awards.
Pursuant to the Agreement and Plan of Merger, dated March 11, 2018 (the "Merger Agreement"), Lumentum Holdings Inc. ("Lumentum") acquired Oclaro, Inc. ("Oclaro") in a merger transaction (the "Merger") which became effective on December 10, 2018.
- (2) At the effective time of the Merger (the "Effective Time"), 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").
- (3) Each restricted stock unit represents a contingent right to receive one share of Oclaro common stock.

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- (4) Pursuant to the terms of Mr. Jankovic's letter agreement with Lumentum, dated July 3, 2018 (the "Letter Agreement"), the vesting of 22,500 Oclaro restricted stock units ("RSUs") granted on August 1, 2018 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (5) On August 1, 2018, Mr. Jankovic was granted 90,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 1st, May 1st, August 1st and November 1st the Initial Vesting Date over the three years of continuous service thereafter.
- (6) Pursuant to the terms of the Letter Agreement, the vesting of 40,000 RSUs granted on February 12, 2018 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (7) On February 12, 10, 2018, Mr. Jankovic was granted 160,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.
- (8) Pursuant to the terms of the Merger Agreement, 67,500 RSUs granted on August 1, 2018 that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 13,047 shares of Lumentum common stock.
- (9) Pursuant to the terms of the Merger Agreement, 120,000 RSUs granted on February 12, 2018 that were unvested and outstanding as of the Effective Time were assumed by Lumentum in the Merger and replaced with restricted stock units for 23,196 shares of Lumentum common stock.

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.

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