

CARANO BANDEL L  
Form 4  
June 12, 2012

**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

(Last) (First) (Middle)

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

(Street)

NORWALK, CT 06851

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/08/2012

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)

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.27	06/08/2012	A		11,709		06/08/2012 <sup>(1)</sup>	06/08/2022	Common Stock	11,709

## 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 NORWALK, CT 06851			X	

## Signatures

Bandel L. Carano	06/12/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak Associates XI, LLC, general partner of Oak Investment Partners XI, Limited Partnership	06/12/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak Associates X, LLC, general partner of Oak Investment Partners X, Limited Partnership	06/12/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak X Affiliates, LLC, general partner of Oak X Affiliates Fund, Limited Partnership	06/12/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak Associates IX, LLC, general partner of Oak Investment Partners IX, Limited Partnership	06/12/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund, Limited Partnership	06/12/2012
__Signature of Reporting Person	Date
/s/ Bandel L. Carano, Managing Member of Oak IX Affiliates, LLC, general partner of Oak IX Affiliates Fund A, Limited Partnership	06/12/2012
__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) This option shall vest ratably at a rate of 1/24th of the total number of shares granted on each monthly anniversary of the grant date, so long as the optionee remains a member of the Board of Director of the Issuer.
  - (2) Not applicable - This option was issued pursuant to the 2010 Equity Incentive Plan and in accordance with the the Issuer's Non-Employee Director Compensation Policy.  
  
Includes Director Option to purchase 3,591 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 38 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 86 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 7,648 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 123 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 223 shares of Common Stock, which is held by Mr. Carano on behalf of Oak Investment Partners XI, Limited Partnership ("Oak XI").

### Remarks:

Bandel L. Carano is a Director NePhotronics Corporation. Mr. Carano is a Managing Member of Oak Associates IX, L.L.C., t

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the

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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