

INFINERA CORP  
Form 8-K  
August 12, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**August 10, 2009**

**INFINERA CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-33486**  
(Commission File Number)

**169 Java Drive**

**77-0560433**  
(IRS Employer

Identification No.)

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Sunnyvale, CA 94089

(Address of principal executive offices, including zip code)

(408) 572-5200

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) On August 10, 2009, the Compensation Committee (the Committee) of the Board of Directors of Infinera Corporation (the Company) approved one-time equity awards to certain named executive officers in the form of restricted stock units and stock options (the Equity Awards) in connection with the Company's leadership transition recently disclosed by the Company on a Current Report on Form 8-K filed with the Securities and Exchange Commission on July 21, 2009.

The Equity Awards were granted pursuant to the Company's 2007 Equity Incentive Plan and are comprised of the following numbers of restricted stock units and shares underlying stock options:

<b>Executive Officer</b>	<b>Position</b>	<b>Restricted Stock Units</b>	<b>Shares Underlying Stock Options</b>
Tom Fallon	Chief Operating Officer	75,000	150,000
Duston M. Williams	Chief Financial Officer	170,000	
David F. Welch, Ph.D.	Chief Marketing and Strategy Officer	75,000	150,000
Scott A. Chandler	Vice President, North America	35,000	70,000

All of the restricted stock units will fully vest on April 1, 2011, and each stock option will vest monthly over a 24 month period from the date of grant of August 10, 2009 with an exercise price of \$7.45 per share, provided that a recipient of any of the Equity Awards remains an employee, consultant or director of the Company on each such vesting date.

*SIGNATURES*

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*INFINERA CORPORATION*

Date: August 12, 2009

By: /s/ Michael O. McCarthy III  
Michael O. McCarthy III

Chief Legal Officer