

COLLINS EDWARD B

Form 4

December 10, 2018

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COLLINS EDWARD B

(Last) (First) (Middle)

225 CHARCOT AVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

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

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

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)
X 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)
Common Stock	12/10/2018		D	169,333	D	0	D
Common Stock	12/10/2018		D	77,731	D	0	I
Common Stock	12/10/2018		D	70,000	D	0	I

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

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(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)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 3.54	12/10/2018		D	8,000	<u>(3)</u> 10/21/2019	Common Stock	8,000
Stock Options (Right to Buy)	\$ 5.8	12/10/2018		D	14,881	<u>(4)</u> 10/26/2021	Common Stock	14,881

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLLINS EDWARD B 225 CHARCOT AVE SAN JOSE, CA 95131				

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) Pursuant to 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. 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").
- (2) As a trustee of The Edward Collins Revocable Trust.
Pursuant to the terms of the Merger Agreement, Mr. Collins's 8,000 vested Oclaro stock options that were outstanding as of the Effective Date were cancelled and terminated and converted into the right to receive the Merger Consideration in respect of each Net Option Share
- (3) (as defined in the Merger Agreement) covered by such cancelled options; provided that, in lieu of the Merger Consideration, any fractional Net Option Share (after aggregating all shares represented by all such cancelled options) was settled in cash based on the Cash Equivalent Consideration (as defined in the Merger Agreement) (the "Option Consideration").

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- (4) Pursuant to the terms of the Merger Agreement, Mr. Collins's 14,881 vested Oclaro stock options that were outstanding as of the Effective Time were cancelled and terminated and converted into the right to receive the Option 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.

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