

NEOPHOTONICS CORP  
Form SC 13G/A  
January 28, 2019

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 7)\*

NeoPhotonics  
Corporation  
(Name of  
Issuer)

Common Stock,  
\$0.0025 par  
value per share  
(Title of Class  
of Securities)

64051T100  
(CUSIP  
Number)

December 31,  
2018  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 23

Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Investment Partners IX, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	1,641,718 shares of Common Stock <sup>1</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>8</b>	1,641,718 shares of Common Stock <sup>1</sup>

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,641,718 shares of  
Common Stock<sup>1</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

3.56%  
TYPE OF  
REPORTING  
PERSON

**12** PN

<sup>1</sup> Represents 1,622,872 shares of Common Stock plus options to acquire 18,846 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Associates IX, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware SOLE VOTING POWER
<b>5</b>	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b> 1,641,718 shares of Common Stock <sup>2</sup> SOLE DISPOSITIVE POWER
<b>7</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>8</b>	1,641,718 shares of Common Stock <sup>2</sup>
<b>9</b>	

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

1,641,718 shares of  
Common Stock<sup>2</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

3.56%  
TYPE OF  
REPORTING  
**12** PERSON

OO-LLC

<sup>2</sup> Represents 1,622,872 shares of Common Stock plus options to acquire 18,846 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Oak IX Affiliates Fund, Limited Partnership
	CHECK THE
<b>2</b>	APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
<b>5</b>	
	0 shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	17,491 shares of Common Stock <sup>3</sup>
<b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	
	17,491 shares of Common Stock <sup>3</sup>
<b>9</b>	

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

17,491 shares of  
Common Stock<sup>3</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

**12** 0.04%  
TYPE OF  
REPORTING  
PERSON

PN

<sup>3</sup> Represents 17,291 shares of Common Stock plus options to acquire 200 shares of Common Stock.



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak IX Affiliates, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 56,891 shares of Common Stock <sup>4</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	56,891 shares of Common Stock <sup>4</sup> AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

56,891 shares of  
Common Stock<sup>4</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

**10**

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

0.12%  
TYPE OF  
REPORTING  
PERSON

**12**

OO-LLC

<sup>4</sup> Represents 56,238 shares of Common Stock plus options to acquire 653 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak IX Affiliates Fund - A, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b> 39,400 shares of Common Stock <sup>5</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	39,400 shares of Common Stock <sup>5</sup> AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

39,400 shares of  
Common Stock<sup>5</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

0.09%

TYPE OF

REPORTING

**12**

PERSON

PN

<sup>5</sup> Represents 38,947 shares of Common Stock plus options to acquire 453 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Investment Partners X, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	3,768,691 shares of Common Stock <sup>6</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	3,768,691 shares of Common Stock <sup>6</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,768,691 shares of  
Common Stock<sup>6</sup>

**10**

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

8.18%  
TYPE OF  
REPORTING  
PERSON

**12**

PN

<sup>6</sup> Represents 3,731,759 shares of Common Stock plus options to acquire 36,932 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Associates X, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware SOLE VOTING POWER
<b>5</b>	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>6</b> 3,768,691 shares of Common Stock <sup>7</sup> SOLE DISPOSITIVE POWER
<b>7</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>8</b>	3,768,691 shares of Common Stock <sup>7</sup>
<b>9</b>	

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

3,768,691 shares of  
Common Stock<sup>7</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

8.18%  
TYPE OF  
REPORTING  
**12** PERSON

OO-LLC

<sup>7</sup> Represents 3,731,759 shares of Common Stock plus options to acquire 36,932 shares of Common Stock.



1	NAME OF REPORTING PERSON
2	Oak X Affiliates Fund, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 shares of Common Stock SHARED VOTING POWER
6	60,505 shares of Common Stock <sup>8</sup> SOLE DISPOSITIVE POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	60,505 shares of Common Stock <sup>8</sup> AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

60,505 shares of  
Common Stock<sup>8</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

**10**

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

0.13%  
TYPE OF  
REPORTING  
PERSON

**12**

PN

<sup>8</sup> Represents 59,911 shares of Common Stock plus options to acquire 594 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Oak X Affiliates, LLC
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
<b>7</b>	60,505 shares of Common Stock <sup>9</sup>
	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	60,505 shares of Common Stock <sup>9</sup>
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

60,505 shares of  
Common Stock<sup>9</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

**10**

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.13%  
TYPE OF  
REPORTING  
PERSON

**12**

OO-LLC

<sup>9</sup> Represents 59,911 shares of Common Stock plus options to acquire 594 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Investment Partners XI, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 shares of Common Stock SHARED VOTING POWER
6	101,893 shares of Common Stock <sup>10</sup> SOLE DISPOSITIVE POWER
7	0 shares of Common Stock SHARED DISPOSITIVE POWER
8	101,893 shares of Common Stock <sup>10</sup>
9	

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH:

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

101,893 shares of  
Common Stock<sup>10</sup>

**10**

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.22%

**12**

TYPE OF  
REPORTING  
PERSON

PN

<sup>10</sup> Represents 100,555 shares of Common Stock plus options to acquire 1,338 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Associates XI, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 shares of Common Stock SHARED VOTING POWER
<b>7</b>	101,893 shares of Common Stock <sup>11</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	101,893 shares of Common Stock <sup>11</sup> AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

101,893 shares of  
Common Stock<sup>11</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS

REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0.22%  
TYPE OF  
REPORTING  
PERSON

12

OO-LLC

<sup>11</sup> Represents 100,555 shares of Common Stock plus options to acquire 1,338 shares of Common Stock.



<b>1</b>	NAME OF REPORTING PERSON
<b>2</b>	Oak Management Corporation CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
<b>5</b>	SOLE VOTING POWER
<b>6</b>	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	5,629,696 shares of Common Stock <sup>12</sup> SOLE DISPOSITIVE POWER
<b>8</b>	0 shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	5,629,696 shares of Common Stock <sup>12</sup>

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,629,696 shares of  
Common Stock<sup>12</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
**11** REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 12.21%  
TYPE OF  
REPORTING  
PERSON

CO

<sup>12</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Bandel L. Carano
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 shares of Common Stock
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	5,629,696 shares of Common Stock <sup>13</sup>
	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	5,629,696 shares of Common Stock <sup>13</sup>
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

5,629,696 shares of  
Common Stock<sup>13</sup>

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

**10**

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**11**

12.21%  
TYPE OF  
REPORTING  
PERSON

**12**

IN

<sup>13</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Edward F. Glassmeyer
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	5,629,696 shares of Common Stock <sup>14</sup>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7
	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	5,629,696 shares of Common Stock <sup>14</sup>
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,629,696 shares of  
Common Stock<sup>14</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

12.21%

TYPE OF

REPORTING

**12**

PERSON

IN

<sup>14</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

<b>1</b>	NAME OF REPORTING PERSON
	Fredric W. Harman
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	5,629,696 shares of Common Stock <sup>15</sup>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	5,629,696 shares of Common Stock <sup>15</sup>
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,629,696 shares of  
Common Stock<sup>15</sup>

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

**10**

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

**11**

AMOUNT IN ROW

(9)

12.21%

TYPE OF

REPORTING

**12**

PERSON

IN

<sup>15</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.



<b>1</b>	NAME OF REPORTING PERSON
	Ann H. Lamont
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
<b>6</b>	5,629,696 shares of Common Stock <sup>16</sup>
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: <b>7</b>	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
<b>8</b>	5,629,696 shares of Common Stock <sup>16</sup>
<b>9</b>	

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

5,629,696 shares of  
Common Stock<sup>16</sup>

**10** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
**11** AMOUNT IN ROW  
(9)

**12** 12.21%  
TYPE OF  
REPORTING  
PERSON

IN

<sup>16</sup> Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

CUSIP No. 64051T100 13G/A Page 18 of 23 Pages

**Item 1(a). NAME OF ISSUER**

NeoPhotonics Corporation

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

2911 Zanker Road,  
San Jose, California 95134

**Item 2(a). NAME OF PERSON FILING**

Oak Investment Partners IX, Limited Partnership ("Oak IX")  
Oak Associates IX, LLC  
Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates")  
Oak IX Affiliates, LLC  
Oak IX Affiliates Fund – A, Limited Partnership ("Oak IX Affiliates – A")  
Oak Investment Partners X, Limited Partnership ("Oak X")  
Oak Associates X, LLC  
Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates")  
Oak X Affiliates, LLC  
Oak Investment Partners XI, Limited Partnership ("Oak XI")  
Oak Associates XI, LLC  
Oak Management Corporation ("Oak Management")  
Bandel L. Carano  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

c/o Oak Management Corporation  
901 Main Avenue, Suite 600  
Norwalk, CT 06851

**Item 2(c). CITIZENSHIP**

Please refer to Item 4 on each cover sheet for each filing person.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.0025 per share

**Item 2(e). CUSIP NUMBER**

64051T100

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP**

The information in Items 1 and 5 through 11 on the cover pages of this Schedule 13G is hereby incorporated by reference.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon approximately 46,049,277 shares of Common Stock outstanding as of October 31, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the Securities and Exchange Commission on November 5, 2018, plus certain shares described below that are issuable upon exercise by the Reporting Persons of options to acquire Common Stock.

Oak Associates IX, LLC is the general partner of Oak IX; and Oak IX Affiliates, LLC is the general partner of both Oak IX Affiliates and Oak IX Affiliates - A. Oak Management is the manager of each of Oak IX, Oak IX Affiliates, and Oak IX Affiliates - A. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates IX, LLC, Oak IX Affiliates, LLC and Oak IX Affiliates - A, and, as such, may be deemed to possess shared beneficial ownership of the shares of Common Stock held by such entities.

Oak Associates X, LLC is the general partner of Oak X; and Oak X Affiliates, LLC is the general partner of Oak X Affiliates. Oak Management is the manager of each of Oak X and Oak X Affiliates. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates X, LLC and Oak X Affiliates, LLC, and, as such, may be deemed to possess shared beneficial ownership of the shares of common stock held by such entities.

Oak Associates XI, LLC is the general partner of Oak XI. Oak Management is the manager of Oak XI. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of Oak Associates XI, LLC, and, as such, may be deemed to possess shared beneficial ownership of the shares of common stock held by the Oak XI.

Amounts shown as beneficially owned by Oak IX and Oak Associates IX, LLC include 18,846 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak IX Affiliates and Oak IX Affiliates, LLC include 200 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX Affiliates that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak IX Affiliates - A and Oak IX Affiliates, LLC include 453 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX Affiliates - A, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak X and Oak Associates X, LLC include 36,932 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak X, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak X Affiliates and Oak X Affiliates, LLC include 594 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak X Affiliates, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak XI and Oak Associates XI, LLC include 1,338 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak XI, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont, include an aggregate of 58,361 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX, Oak IX Affiliates, Oak IX Affiliates – A, Oak X, Oak X Affiliates or Oak XI (in each case as described above), that are issuable upon exercise of options to acquire Common Stock.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Not applicable.



SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such entity or individual is true, complete and correct.

DATE: January 28, 2019

Entities:

Oak Investment Partners IX, Limited Partnership

Oak Associates IX, LLC

Oak IX Affiliates Fund, Limited Partnership

Oak IX Affiliates, LLC

Oak IX Affiliates Fund – A, Limited Partnership

Oak Investment Partners X, Limited Partnership

Oak Associates X, LLC

Oak X Affiliates Fund, Limited Partnership

Oak X Affiliates, LLC

Oak Investment Partners XI, Limited Partnership

Oak Associates XI, LLC

Oak Management Corporation

/s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer

Title: General Partner or Managing Member or attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer, individually and as attorney-in-fact for the above-listed individuals

**INDEX TO EXHIBITS**

**EXHIBIT A - Joint Filing Agreement (previously filed)**

**EXHIBIT B - Power of Attorney (previously filed)**