

Lumentum Holdings Inc.
Form 424B3
June 01, 2018

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MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT

Dear Oclaro Stockholders:

On March 11, 2018, Lumentum Holdings Inc. ("Lumentum"), Protia Merger Sub, Inc. ("Merger Sub"), and Protia Merger, LLC ("Merger Sub LLC"), and Oclaro, Inc. ("Oclaro") entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which Lumentum will acquire Oclaro in a merger transaction.

Upon the terms and subject to the conditions of the Merger Agreement, Merger Sub will merge with and into Oclaro (the "First Step Merger" , and the time at which the First Step Merger is effective, the "Effective Time"). As soon as practicable following the First Step Merger, and as the second step in a single integrated transaction with the First Step Merger, Lumentum will cause Oclaro to merge with and into Merger Sub LLC (the "Second Step Merger" and, taken together with the First Step Merger, the "Merger"), with Merger Sub LLC surviving as a direct wholly owned subsidiary of Lumentum. If the Merger is completed, Oclaro stockholders will receive, in exchange for each outstanding share of Oclaro common stock owned immediately prior to the Merger (1) \$5.60 in cash without interest (the "Cash Consideration") and (2) 0.0636 of a share of Lumentum common stock, subject to the conditions and restrictions set forth in the Merger Agreement (the "Stock Consideration" and, together with the Cash Consideration, the "Merger Consideration"). The proportion of Cash Consideration and Stock Consideration is subject to adjustment in certain limited circumstances, as described in the accompanying proxy statement/prospectus.

Based on the closing stock price of Lumentum common stock on March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement, the per share value of Oclaro common stock implied by the Merger Consideration was \$9.99. Based on the closing stock price of Lumentum common stock on May 29, 2018, the most recent practicable date prior to the date of the accompanying proxy statement/prospectus, the per share value of Oclaro common stock implied by the Merger Consideration was \$9.60. The implied value of the Merger Consideration will fluctuate as the market price of Lumentum common stock fluctuates because a portion of the Merger Consideration is payable in a fixed number of shares of Lumentum common stock. As a result, the value of the Merger Consideration that Oclaro stockholders will receive upon completion of the Merger could be greater than, less than or the same as the implied value of the Merger Consideration on May 29, 2018, or at the time of the Oclaro special meeting described in the accompanying proxy statement/prospectus (referred to as the special meeting).

It is expected that, immediately after completion of the Merger, former Oclaro stockholders will own approximately 16% of the outstanding shares of Lumentum common stock.

The Merger is intended to qualify as a reorganization for U.S. federal income tax purposes, but its qualification as such depends upon the value of the Stock Consideration relative to the value of the total Merger Consideration, which cannot be finally determined until after the closing of the Merger. It is possible that the Merger will not qualify as a reorganization for U.S. federal income tax purposes, in which case it would be a fully taxable transaction. On the date of the closing of the Merger, Lumentum and Oclaro will make a determination, in consultation with their tax counsel,

as to whether or not the Merger qualifies as a reorganization for U.S. federal income tax purposes, and Lumentum will inform the Oclaro stockholders of such determination as soon as practicable after the Closing. We encourage Oclaro stockholders to carefully review the information under the heading **Material U.S. Federal Income Tax Consequences** of this proxy statement/prospectus for a description of certain U.S. tax consequences of the Merger.

Oclaro will hold a special meeting of its stockholders to vote on matters related to the proposed Merger. The special meeting will be held on July 10, 2018, at 8:00 a.m., Pacific time, at Oclaro's headquarters located at 225 Charcot Avenue, San Jose, California 95131. At the special meeting, Oclaro stockholders will be asked to adopt the Merger Agreement (the **Merger Proposal**). In addition, Oclaro stockholders will be asked to approve, on a non-binding, advisory basis, the compensation payments that will or may be made to Oclaro's named executive officers in connection with the Merger (the **Compensation Proposal**) and to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to adopt the Merger Agreement (the **Adjournment Proposal**).

The Oclaro board of directors unanimously recommends that Oclaro stockholders vote FOR the Merger Proposal, FOR the Compensation Proposal and FOR the Adjournment Proposal.

Your vote is very important. We cannot complete the Merger without the adoption of the Merger Agreement by Oclaro stockholders. It is important that your shares be represented and voted regardless of the size of your holdings. A failure to vote will have the same effect as a vote AGAINST the adoption of the Merger Agreement. Whether or not you plan to attend the special meeting, we urge you to submit a proxy to have your shares voted in advance of the special meeting by using one of the methods described in the accompanying proxy statement/prospectus.

The accompanying proxy statement/prospectus provides important information regarding the special meeting and a detailed description of the Merger Agreement, the Merger and the matters to be presented at the special meeting. **We urge you to read the accompanying proxy statement/prospectus carefully and in its entirety. Please pay particular attention to the section titled Risk Factors beginning on page 57 of the accompanying proxy statement/prospectus.**

We look forward to seeing you at the special meeting and, on behalf of the Oclaro board of directors, thank you for your continued support.

Sincerely,

Marissa Peterson

Chairman of the Board of Directors

May 31, 2018

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Merger or the securities to be issued in connection with the Merger or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying proxy statement/prospectus is dated May 31, 2018 and is first being mailed to Oclaro stockholders on or about June 4, 2018.

OCLARO, INC.

225 Charcot Avenue

San Jose, California 95131

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held on July 10, 2018

To the Stockholders of Oclaro, Inc.:

The special meeting of stockholders of Oclaro, Inc., a Delaware corporation (Oclaro), will be held on July 10, 2018 at 8:00 a.m., Pacific time, at Oclaro s headquarters located at 225 Charcot Avenue, San Jose, California 95131, for the purpose of considering and voting upon the following matters:

1. *Merger Proposal.* To vote on a proposal (the Merger Proposal) to adopt the Agreement and Plan of Merger, dated as of March 11, 2018, among Lumentum Holdings Inc. (Lumentum), Oclaro, Inc. (Oclaro), Protam Merger Sub, Inc. (Merger Sub), and Protam Merger, LLC (Merger Sub LLC), as it may be amended from time to time (the Merger Agreement), which provides for the acquisition of Oclaro through (1) a merger of Merger Sub with and into Oclaro (the First Step Merger) with Oclaro surviving the First Step Merger, and (2), as soon as reasonably practicable following the First Step Merger, a merger of Oclaro with and into Merger Sub LLC (the Second Step Merger, and, together with the First Step Merger, the Merger), with Merger Sub LLC surviving as a direct wholly owned subsidiary of Lumentum.
2. *Non-Binding, Advisory Approval of Compensation Payments.* To vote on a proposal (the Compensation Proposal) to approve, on a non-binding, advisory basis, the compensation payments that will or may be made to Oclaro s named executive officers in connection with the Merger.
3. *Adjournment of the Special Meeting.* To vote on a proposal (the Adjournment Proposal) to approve the adjournment of the special meeting, from time to time, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal.

The accompanying proxy statement/prospectus describes the proposals listed above in more detail. Please refer to the accompanying proxy statement/prospectus, including the Merger Agreement and the other annexes and documents included in, or incorporated by reference into, the accompanying proxy statement/prospectus, for further information with respect to the business to be transacted at the special meeting. You are encouraged to read the entire proxy statement/prospectus carefully before voting. In particular, see the section titled Risk Factors beginning on page 57 of this proxy statement/prospectus.

The Oclaro board of directors unanimously determined that the Merger, the Merger Agreement and the other transactions contemplated by the Merger Agreement are advisable, fair to and in the best interests of Oclaro and its stockholders and approved and declared advisable the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement. **The Oclaro board of directors unanimously recommends that Oclaro stockholders vote FOR the Merger Proposal, FOR the Compensation Proposal and FOR the Adjournment**

Proposal.

The Oclaro board of directors has fixed the close of business on May 15, 2018 as the record date for determination of Oclaro stockholders entitled to receive notice of, and to vote at, the special meeting or any adjournments or postponements thereof. Only holders of record of Oclaro common stock as of the close of business on the record date are entitled to receive notice of, and to vote at, the special meeting.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN.

The Merger cannot be completed unless the Merger Proposal is adopted by the affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of Oclaro common stock as of the record date. The affirmative vote, in person or by proxy, of holders of a majority of the voting power of the shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter is required to approve the Compensation Proposal and the Adjournment Proposal.

Whether or not you expect to attend the special meeting in person, Oclaro urges you to submit a proxy to have your shares voted as promptly as possible by either: (1) submitting your proxy by properly signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope, which you should do early enough so that it is received before the date of the special meeting; (2) submitting your proxy by using the Internet at www.proxyvote.com; or (3) submitting your proxy by calling 1-800-690-6903, the toll-free (within the U.S. or Canada) phone number on your proxy card. If your shares are held in the name of a bank, brokerage firm or other nominee, please follow the instructions on the voting instruction card furnished by such bank, brokerage firm or other nominee. Any stockholder of record attending the special meeting may vote in person even if such stockholder has returned a proxy card.

If you have any questions about the special meeting, the Merger, the proposals or the accompanying proxy statement/prospectus, would like additional copies of the proxy statement/prospectus, need to obtain proxy cards or other information related to this proxy solicitation or need help submitting a proxy or voting your shares of Oclaro common stock, please contact Oclaro's proxy solicitor:

MacKenzie Partners, Inc.
1407 Broadway
New York, New York 10018
(212) 929-5500
or
Toll-Free (800) 322-2885

Oclaro will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement thereof. Our board of directors has no knowledge of any other business to be transacted at the special meeting.

BY ORDER OF THE BOARD OF
DIRECTORS

Marissa Peterson
Chairman of the Board of Directors

San Jose, California

May 31, 2018

ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates by reference important business and financial information about Lumentum and Oclaro from other documents that Lumentum and Oclaro have filed with the United States Securities and Exchange Commission (SEC) and that are not included in or delivered with this proxy statement/prospectus. This information is available for you to review at the SEC 's public reference room located at 100 F Street, N.E., Room 1580, Washington, D.C. and through the SEC 's website at www.sec.gov. You can obtain copies of this proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

For Information Regarding Lumentum:

Lumentum Holdings Inc.

400 North McCarthy Boulevard

Milpitas, California 95035

Telephone: (408) 546-5483

Attn: Investor Relations

For Information Regarding Oclaro:

Oclaro, Inc.

225 Charcot Avenue

San Jose, California 95131

Telephone: (408) 383-1400

Attn: Investor Relations

or

MacKenzie Partners, Inc.

1407 Broadway

New York, New York 10018

(212) 929-5500

or

Toll-Free (800) 322-2885

Investors may also consult Lumentum 's and Oclaro 's websites for more information concerning the Merger described in this proxy statement/prospectus. Lumentum 's website is www.lumentum.com and Oclaro 's website is www.oclaro.com. Information included on these websites is not incorporated by reference into this proxy statement/prospectus.

In addition, if you have questions about the Merger, the special meeting, or the proposals to be considered at the special meeting, need additional copies of this document and the annexes to this document, or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Oclaro 's proxy solicitor, MacKenzie Partners, Inc., at the address and telephone number set forth above. You will not be charged for any of these documents that you request.

If you would like to request any documents, please do so by July 2, 2018 in order to receive them before the special meeting.

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For more information, please see the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus.

ABOUT THIS PROXY STATEMENT/PROSPECTUS

This proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by Lumentum, constitutes a prospectus of Lumentum under Section 5 of the Securities Act of 1933, as amended (the Securities Act), with respect to the shares of Lumentum common stock to be issued pursuant to the Merger. This proxy statement/prospectus also constitutes a proxy statement for Oclaro under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act). It also constitutes a notice of meeting with respect to the special meeting.

You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. Lumentum and Oclaro take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give you and, if given, such information must not be relied on as having been authorized. This proxy statement/prospectus is dated May 31, 2018. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than that date. You should not assume that the information incorporated by reference into this proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this proxy statement/prospectus to Oclaro stockholders nor the issuance by Lumentum of shares of Lumentum common stock in connection with the Merger will create any implication to the contrary.

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation. Information contained in this proxy statement/prospectus regarding Lumentum has been provided by Lumentum and information contained in this proxy statement/prospectus regarding Oclaro has been provided by Oclaro.

All references in this proxy statement/prospectus to Lumentum refer to Lumentum Holdings Inc., a Delaware corporation, and its consolidated subsidiaries, unless the context requires otherwise; all references in this proxy statement/prospectus to Oclaro refer to Oclaro, Inc., a Delaware corporation, and its consolidated subsidiaries, unless the context requires otherwise; all references to Merger Sub refer to Protia Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Lumentum formed for the sole purpose of effecting the Merger; and all references to Merger Sub LLC refer to Protia Merger, LLC, a Delaware limited liability company and a wholly owned subsidiary of Lumentum; unless otherwise indicated or as the context requires, all references in this proxy statement/prospectus to we, our and us refer to Lumentum and Oclaro, collectively; unless otherwise indicated or as the context requires, all references to the Merger Agreement refer to the Agreement and Plan of Merger dated as of March 11, 2018, as it may be amended from time to time in accordance with its terms, by and among Lumentum, Merger Sub, Merger Sub LLC and Oclaro, a copy of which is included as Annex A to this proxy statement/prospectus. All summaries of, and references to, the Merger Agreement described in this proxy statement/prospectus are qualified by the full copy of and complete text of the Merger Agreement in the form attached hereto as an Annex A. Also, in this proxy statement/prospectus, \$ refers to U.S. dollars.

Oclaro stockholders should not construe the contents of this proxy statement/prospectus as legal, tax or financial advice. Oclaro stockholders should consult with their own legal, tax, financial or other professional advisors.

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QUESTIONS AND ANSWERS

The following are some questions that you, as a stockholder of Oclaro, Inc. (Oclaro) may have regarding the Merger (as defined below) and the other matters being considered at the special meeting and the answers to those questions. Lumentum Holdings Inc. (Lumentum) and Oclaro urge you to carefully read the remainder of this proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the Merger and the other matters being considered at the special meeting. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this proxy statement/prospectus.

Questions and Answers about the Merger

Q: What is the proposed transaction on which I am being asked to vote?

A: You are being asked to vote to adopt the Agreement and Plan of Merger, dated as of March 11, 2018 (as it may be amended from time to time, the Merger Agreement), entered into by and among Lumentum, Protia Merger Sub, Inc., a direct wholly owned subsidiary of Lumentum (Merger Sub), Protia Merger, LLC, a direct wholly owned subsidiary of Lumentum (Merger Sub LLC), and Oclaro. A copy of the Merger Agreement is included as **Annex A** to this proxy statement/prospectus. Upon the terms and subject to the conditions of the Merger Agreement, Merger Sub will merge with and into Oclaro (the First Step Merger). As soon as practicable following the First Step Merger, and as the second step in a single integrated transaction with the First Step Merger, Lumentum will cause Oclaro to merge with and into Merger Sub LLC (the Second Step Merger and, taken together with the First Step Merger, the Merger) in accordance with the applicable provisions of the Delaware General Corporation Law (the DGCL), with Merger Sub LLC surviving as a direct wholly owned subsidiary of Lumentum.

The Merger cannot be completed unless, among other things, holders of a majority of shares of outstanding Oclaro common stock as of the Record Date (as defined below) for the special meeting of Oclaro stockholders (the special meeting) vote to adopt the Merger Agreement. The Oclaro board of directors (the Oclaro Board) unanimously recommends that stockholders vote **FOR** the adoption of the Merger Agreement. Your failing to submit a proxy or vote in person at the special meeting, your abstaining from voting, or your failing to provide your bank, brokerage firm or other nominee with instructions on how to vote your shares, as applicable, will have the same effect as a vote **AGAINST** the adoption of the Merger Agreement.

Q: Why am I receiving this proxy statement/prospectus?

A: This proxy statement/prospectus contains important information about the Merger and the other proposals being voted on at the special meeting, and you should read it carefully. This document constitutes both a proxy statement of Oclaro and a prospectus of Lumentum. It is a proxy statement because the Oclaro Board is soliciting proxies from its stockholders. It is a prospectus because Lumentum will issue shares of Lumentum common stock in connection with the Merger. These materials provide instructions on how to vote your shares at the special meeting or to grant your proxy and give voting instructions to the proxyholders named herein so your shares will be voted without requiring you to attend the special meeting in person. Your vote is important. We encourage you to submit your proxy as soon as possible.

Q: What will Oclaro stockholders receive for their shares of Oclaro common stock in the Merger?

A: If the Merger is completed, Oclaro stockholders will be entitled to receive, in exchange for each share of Oclaro common stock they hold at the Effective Time (as defined below), merger consideration equal to \$5.60 in cash without interest (the Cash Consideration), plus 0.0636 of a share of Lumentum common stock (such ratio, the Exchange Ratio), subject to the conditions and restrictions set forth in the Merger Agreement (the Stock Consideration and, together with the Cash Consideration, the Merger

Consideration). If the aggregate number of shares of Lumentum common stock that you are entitled to receive as part of the Merger Consideration otherwise would include a fraction of a share of Lumentum common stock, you will receive cash in lieu of that fractional share.

Q: Is the Merger Consideration guaranteed to have the implied value per share of Oclaro common stock described in the press release announcing the Merger?

A: No. As detailed below, the implied value of the Merger Consideration will fluctuate as the market price of Lumentum common stock fluctuates because a portion of the Merger Consideration is payable in a fixed number of shares of Lumentum common stock. For example, based on the closing price of Lumentum common stock on March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement, the per share value of Oclaro common stock implied by the Merger Consideration was \$9.99. In comparison, based on the closing price of Lumentum common stock on May 29, 2018, the most recent practicable date prior to the date of the accompanying proxy statement/prospectus, the per share value of Oclaro common stock implied by the Merger Consideration was \$9.60. This calculation does not provide for an adjustment to the Merger Consideration to the extent that the number of shares of Lumentum common stock issuable in the Merger would exceed the Stock Threshold, as discussed below.

Accordingly, the value of the Merger Consideration that Oclaro stockholders will receive upon completion of the Merger could be greater than, less than or the same as the implied value of the Merger Consideration on March 9, 2018, on May 29, 2018, the most recent practicable date prior to the date of the accompanying proxy statement/prospectus, or at the time of the special meeting. Accordingly, you should obtain current stock price quotations for Lumentum common stock and Oclaro common stock before deciding whether to vote in favor of the Merger. Lumentum common stock and Oclaro common stock trade on the NASDAQ Global Select Market (NASDAQ) under the symbols LITE and OCLR, respectively.

Q: What happens if circumstances occur such that more than 19.9% of the issued and outstanding shares of Lumentum common stock immediately prior to the Effective Time would be issued pursuant to the Exchange Ratio?

A: The maximum number of shares of Lumentum common stock that will be issued in connection with the Merger is 19.9% of the issued and outstanding shares of Lumentum common stock immediately prior to the Effective Time (the Stock Threshold), and to the extent that the number of shares of Lumentum common stock issuable in the Merger would exceed the Stock Threshold, (i) the Exchange Ratio will be reduced to the minimum extent necessary (rounded down to the nearest one thousandth) such that the aggregate number of shares of Lumentum common stock to be issued in connection with the Merger (including all shares of Lumentum common stock which may be issued after the Effective Time pursuant to certain outstanding Oclaro equity awards) does not exceed the Stock Threshold and (ii) the Cash Consideration for all purposes under the Merger Agreement will be increased on a per share basis by an amount equal to \$68.975 (the closing sales price of a share of Lumentum common stock on March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement), multiplied by the difference between the initial Exchange Ratio and the Exchange Ratio (any such increase, the Supplemental Cash Consideration).

Factors that could give rise to the Stock Threshold being exceeded include, among others, (i) there being more shares of Oclaro common stock outstanding at the Effective Time than on March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement, (ii) there being less shares of Lumentum common stock outstanding at the Effective Time than on March 9, 2018, or (iii) the Parent Average

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Closing Price (which is used to calculate the exchange ratio for conversion of Oclaro's outstanding equity awards, as described and defined below) being lower than \$68.975, the closing price of Lumentum common stock on March 9, 2018. For example, (a) if the Parent Average Closing Price at the Effective Time is \$60.00, (b) Oclaro issues all equity awards it is entitled to issue under the Merger Agreement and (c) there are not more shares of Lumentum common stock outstanding at the Effective Time than were outstanding on March 9, 2018, the Stock Threshold would be

exceeded because more than 19.9% of the outstanding shares of Lumentum common stock would need to be issued in connection with the Merger Consideration and the assumption and conversion of Oclaro's outstanding equity awards. As such, the Exchange Ratio would be decreased from 0.0636 to 0.0620 and \$0.11 of Supplemental Cash Consideration would be payable per share of Oclaro common stock, which would be added to the Cash Consideration for a total amount of cash of \$5.71 payable per share of Oclaro common stock.

Q: How will I receive the Merger Consideration to which I am entitled?

A: After receiving the proper documentation from you, following completion of the Merger, the exchange agent for the Merger will forward to you the Lumentum common stock and cash to which you are entitled. More information on the documentation you are required to deliver to the exchange agent may be found in the section titled "The Merger Agreement Exchange Agent; Letter of Transmittal" beginning on page 127.

Q: After the Merger, how much of Lumentum will Oclaro stockholders own?

A: It is expected that, immediately after completion of the Merger, former Oclaro stockholders will own approximately 16% of the outstanding shares of Lumentum common stock.

Q: Will Oclaro stockholders be able to trade the shares of Lumentum common stock that they receive in the Merger?

A: Yes. Shares of Lumentum common stock are listed on NASDAQ under the symbol "LITE". Shares of Lumentum common stock received in exchange for shares of Oclaro common stock in the Merger will be freely transferable under U.S. federal securities laws.

Q: Are there any risks that I should consider in deciding whether to vote for the adoption of the Merger Agreement?

A: Yes. You should read and carefully consider the risk factors set forth in the section titled "Risk Factors" beginning on page 57 of this proxy statement/prospectus. You also should read and carefully consider the risk factors of Oclaro and Lumentum contained in the documents that are incorporated by reference into this proxy statement/prospectus.

Q: What will I receive in the Merger in exchange for my Oclaro equity awards?

A: At the Effective Time, each unit or award denominated in units (or portion thereof) with respect to which the holder may acquire Oclaro shares or cash upon vesting (each, an "Oclaro RSU") that is outstanding and unvested immediately before the Effective Time (and does not vest as a result of the Merger) will be assumed by Lumentum (each, an "Assumed RSU") on substantially the same terms and conditions as applied to the related

Oclaro RSU immediately before the Effective Time (including the applicable vesting schedule), except the number of shares of Lumentum common stock subject to each Assumed RSU will equal the product of (i) the number of shares of Oclaro common stock underlying the applicable unvested Oclaro RSU immediately before the Effective Time (with any performance milestones deemed achieved based on maximum level of performance) multiplied by (ii) a customary exchange ratio specified in the Merger Agreement and intended to preserve the aggregate value of such Oclaro RSU as of the Effective Time (the Equity Award Exchange Ratio) (rounded down to the nearest whole share).

In addition, any Oclaro RSU that is vested and unsettled will be treated as outstanding Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding.

Each share of Oclaro common stock subject to vesting or lapse restrictions (Oclaro Restricted Stock) that is outstanding and unvested immediately before the Effective Time shall become fully vested at the Effective Time and will be treated as outstanding Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding.

Except as provided in the next paragraph, each option (or portion thereof) to purchase shares of Oclaro common stock (each, an Oclaro Option) that is outstanding, whether vested or unvested, immediately before the Effective Time will be assumed by Lumentum (each, an Assumed Option) on substantially the same terms and conditions as applied to the related Oclaro Option immediately before the Effective Time (including the applicable vesting schedule), except (A) the number of shares of Lumentum common stock subject to each Assumed Option will equal the product of (x) the number of shares of Oclaro common stock underlying such Assumed Option immediately before the Effective Time multiplied by (y) the Equity Award Exchange Ratio (rounded down to the nearest whole share), and (B) the per share exercise price of each Assumed Option will equal the quotient determined by dividing (x) the exercise price per share of such Assumed Option immediately before the Effective Time by (y) the Equity Award Exchange Ratio (rounded up to the nearest whole cent).

Each Oclaro Option (or portion thereof) that is outstanding and vested immediately before the Effective Time (or vests as a result of the Merger) and held by a holder who is not an employee of Oclaro or its subsidiaries immediately before the Effective Time (each, a Cancelled Oclaro Option) will be cancelled and converted into the right to receive the Merger Consideration in respect of each net option share of Oclaro common stock covered by such Cancelled Oclaro Option, subject to applicable tax withholding. The number of net option shares will be determined under a formula specified in the Merger Agreement that takes into account the exercise price of such Cancelled Oclaro Option. Any fractional net option shares (after aggregating all shares represented by all Cancelled Oclaro Options held by such holder) will be settled in cash based on the cash equivalent value of the Merger Consideration, subject to applicable tax withholding. If the exercise price per share of any Cancelled Oclaro Option is equal to or greater than the Merger Consideration, such Cancelled Oclaro Option will be cancelled without payment of any consideration.

Each stock appreciation right (or portion thereof) related to Oclaro common stock (each, an Oclaro SAR) that is outstanding, whether vested or unvested, will be cancelled and converted into the right to receive a cash amount equal to the product of (x) the number of shares of Oclaro common stock issuable upon exercise of the Oclaro SAR, multiplied by (y) the excess, if any of (1) the cash equivalent value of the Merger Consideration over (2) the strike price of such Oclaro SAR, subject to applicable tax withholding.

Any applicable taxes required to be withheld from the Merger Consideration payable in respect of vested Oclaro RSUs, Oclaro Restricted Stock, and/or Cancelled Oclaro Options will first reduce the Cash Consideration portion of the Merger Consideration, with any remaining amount reducing the Stock Consideration portion of the Merger Consideration (with the value of the stock portion for purposes of such deduction determined based on Lumentum's average closing sale price (rounded to the nearest one tenth of a cent), as reported on NASDAQ for the ten most recent trading days ending on the third trading day before the Effective Time (the Parent Average Closing Price)).

Q: What is required to complete the Merger?

A: Each of Lumentum's and Oclaro's obligation to consummate the Merger is subject, as relevant, to a number of conditions specified in the Merger Agreement, including the following: (1) adoption of the Merger Agreement by the Oclaro stockholders; (2) receipt of antitrust approvals in the United States and the People's Republic of China, which closing condition was satisfied with respect to the United States on April 4, 2018 when Lumentum and Oclaro received early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the HSR Act); (3) absence of laws, orders, judgments and injunctions that enjoin or otherwise prohibit consummation of the Merger in any jurisdiction that is material to the business or operations of Oclaro or Lumentum; (4) effectiveness under the Securities Act of this registration statement of which this proxy statement/prospectus forms a part; (5) approval for listing on NASDAQ of the shares of Lumentum

common stock to be issued in the Merger; (6) subject to certain materiality related standards contained in the Merger Agreement, the accuracy of representations and warranties of Oclaro and Lumentum, and material performance by Oclaro and

Lumentum of their respective obligations contained in the Merger Agreement; and (7) the absence of a material adverse effect with respect to the other party. **The consummation of the Merger is not subject to a financing condition.** See the section titled "The Merger Agreement Conditions to Closing" beginning on page 146 of this proxy statement/prospectus.

Q: When do you expect the Merger to be completed?

A: Lumentum and Oclaro expect the closing of the Merger (the "Closing") to occur in the second half of calendar year 2018. However, the Merger is subject to various regulatory approvals and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Lumentum and Oclaro could result in the Merger being completed at an earlier time, a later time or not at all. There may be a substantial amount of time between the date on which the special meeting is held and the date of the completion of the Merger. The First Step Merger will become effective at such time as the certificate of merger relating to the First Step Merger is duly filed with the Secretary of State of the State of Delaware on the date that the Closing takes place (the "Closing Date"), or at such subsequent date or time as Oclaro, Lumentum and Merger Sub agree and specify in the certificate of merger (the "Effective Time"). As a result of the Merger, Oclaro will no longer be a publicly held company and will cease to exist. Following the Merger, Oclaro common stock will be delisted from NASDAQ and will be deregistered under the Exchange Act.

Q: Will I be subject to U.S. federal income tax upon the exchange of shares of Oclaro common stock for the Merger Consideration?

A: The U.S. federal income tax consequences of the Merger depend on whether the Merger qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). One of the requirements that must be satisfied in order for the Merger to qualify as a reorganization is the continuity of interest test, which requires that a sufficient amount of the proprietary interests in Oclaro are preserved by being exchanged in the Merger for Lumentum common stock. The continuity of interest test generally would be satisfied if the Stock Consideration received in the Merger represented at least 40% of the value of the total Merger Consideration, determined based on the value of the Lumentum common stock on the Closing Date. No assurances can be given that the continuity of interest test will be met. As a result, in deciding whether to approve the Merger, you should consider the possibility that it may be taxable to you because the continuity of interest test is not satisfied. You will not be entitled to change your vote in the event the Merger is taxable. On the Closing Date, Lumentum and Oclaro will make a determination, in consultation with their tax counsel, as to whether or not the Merger qualifies as a reorganization for U.S. federal income tax purposes, and Lumentum will inform the Oclaro stockholders of such determination as soon as practicable after the Closing. If the Merger qualifies as a reorganization, a U.S. Holder (as defined below in this proxy statement/prospectus) of Oclaro common stock receiving Lumentum common stock and cash in exchange for Oclaro common stock will generally recognize gain equal to the lesser of (i) the amount of cash received by the U.S. Holder (excluding any cash received in lieu of fractional shares of Lumentum common stock) and (ii) the excess of the amount realized by the U.S. Holder over the U.S. Holder's tax basis in the Oclaro common stock. The amount realized by the U.S. Holder will equal the sum of the fair market value of the Lumentum common stock and the amount of cash (including any cash received in lieu of fractional shares of Lumentum common stock) received by the U.S. Holder. Losses will not be permitted to be recognized. Realized gain or loss must be calculated separately for each identifiable block of shares (i.e. shares acquired at different times and prices) exchanged in the Merger, and a loss realized on the exchange of one block cannot be used to offset a gain recognized on the exchange of another block.

If the Merger does not qualify as a reorganization, the exchange of Oclaro common stock for Lumentum common stock and cash in the First Step Merger will be a fully taxable transaction, in which a U.S. Holder generally will recognize gain or loss equal to the difference between the amount realized (as defined above) and the U.S. Holder's tax basis in the Oclaro common stock. Gain or loss must be calculated separately for each identifiable block of shares exchanged in the First Step Merger. Long-term capital gains of non-corporate taxpayers are generally eligible for preferential rates of taxation. Deductions for capital losses are subject to limitations. Any gain recognized by a non-corporate U.S. holder may be subject to a 3.8% Medicare tax on net investment income.

You should consult your own tax advisor to determine the U.S. federal income tax consequences to you relating to the Merger in light of your own particular circumstances and the consequences to you arising under U.S. federal non-income tax laws or the laws of any state, local or non-U.S. taxing jurisdiction. A more complete description of material U.S. federal income tax consequences of the Merger is provided in the section titled "Material U.S. Federal Income Tax Consequences" beginning on page 152 of this proxy statement/prospectus.

Q: What happens if the Merger is not completed?

A: If the Merger Agreement is not adopted by Oclaro stockholders or if the Merger is not completed for any other reason, Oclaro stockholders will not receive the Merger Consideration in exchange for their shares of Oclaro common stock. Instead, Oclaro will remain an independent public company and Oclaro common stock will continue to be listed and traded on NASDAQ. Under specified circumstances, Oclaro may be required to pay Lumentum a termination fee, or Lumentum may be required to pay Oclaro a termination fee, as described in the section titled "The Merger Agreement - Termination Fees" beginning on page 150 of this proxy statement/prospectus.

Q: What do I need to do?

A: After you have carefully read and considered the information contained in, or incorporated by reference into, this proxy statement/prospectus, please vote by submitting your proxy card or voting instruction form by following the instructions set forth below under the section titled "Questions and Answers about the Special Meeting - How do I vote?" If you hold your shares in street name, please refer to the voting instruction forms provided by your broker, bank or other nominee to vote your shares.

Q: Should I send in my share certificate(s) now?

A: **No. Please DO NOT send any share certificates with your proxy card.** After the Merger is completed, you will receive written instructions, including a letter of transmittal, for exchanging your shares of Oclaro common stock for the cash payment and shares of Lumentum common stock you are entitled to receive in connection with the Merger.

Questions and Answers about the Special Meeting

Q: When and where will the special meeting be held?

A: The special meeting will be held on July 10, 2018 at 8:00 a.m., Pacific time, at Oclaro's headquarters located at 225 Charcot Avenue, San Jose, California 95131.

Q: Who is soliciting my proxy to vote at the special meeting?

A: The Oclaro Board is soliciting your proxy to vote at the special meeting. This proxy statement/prospectus summarizes the information you need to know to vote on the proposals to be presented at the special meeting.

Q: Who is entitled to vote at the special meeting?

A: Only holders of record of Oclaro common stock at the close of business on May 15, 2018, the record date for the meeting (the Record Date), are entitled to notice of, and to vote at, the special meeting and any postponements or adjournments of the meeting. On the Record Date, 170,656,367 shares of Oclaro common stock were issued and outstanding and no shares of Oclaro s preferred stock were outstanding.

Q: What are the proposals on which I am being asked to vote?

A: There are three proposals that will be voted on at the special meeting:

Merger Proposal: The proposal to adopt the Merger Agreement, which provides for (1) the merger of Merger Sub with and into Oclaro with Oclaro surviving the First Step Merger, and (2), as soon as reasonably practicable following the First Step Merger, the merger of Oclaro with and into Merger Sub LLC with Merger Sub LLC continuing as the surviving entity (the Merger Proposal).

Compensation Proposal: The proposal to approve, on a non-binding, advisory basis, the compensation payments that will or may be made to Oclaro s named executive officers in connection with the Merger (the Compensation Proposal).

Adjournment Proposal: The proposal to approve the adjournment of the special meeting, from time to time, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal (the Adjournment Proposal).

Approval by Oclaro stockholders of the Merger Proposal (the Oclaro Stockholder Approval) is required for completion of the Merger. Approval by Oclaro stockholders of the Compensation Proposal and the Adjournment Proposal is not required for completion of the Merger. No other matters are intended to be brought before the special meeting by Oclaro. However, if other matters are properly brought before the special meeting or at any adjournment or postponement of the special meeting, the persons whom the Oclaro Board has appointed to vote proxies will vote on such matters in their discretion.

Q: What vote is required for approval of the proposals in this proxy statement/prospectus, and what happens if I abstain or fail to instruct my broker, bank or other nominee how to vote my shares?

A: The following are the vote requirements:

Merger Proposal: The affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of Oclaro common stock as of the Record Date is required to approve the Merger Proposal. If you abstain from voting, fail to vote at the special meeting (in person or by proxy), or fail to instruct your broker, bank or other nominee how to vote on the Merger Proposal, it will have the same effect as a vote cast **AGAINST** the Merger Proposal.

Compensation Proposal: The affirmative vote, in person or by proxy, of holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter is required to approve the Compensation Proposal. If you abstain from voting, attend the special meeting and fail to vote, do not attend the special meeting (in person or by proxy) or fail to instruct your broker, bank or other nominee how to vote on the Compensation Proposal, it will have no effect on the outcome of the vote on the Compensation Proposal, assuming a quorum is present.

Adjournment Proposal: The affirmative vote, in person or by proxy, of holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter is required to approve the Adjournment Proposal. If you abstain from voting, attend the special meeting and fail to vote, do not attend the special meeting (in person or by proxy) or fail to instruct your broker, bank or other nominee how to vote on the Adjournment Proposal, it will have no effect on the outcome of the vote on the Adjournment Proposal, assuming a quorum is present.

Q: How does the Oclaro Board recommend that I vote my shares of Oclaro common stock on the proposals?

A: The Oclaro Board unanimously recommends that stockholders vote their shares of Oclaro common stock:

FOR the Merger Proposal;

FOR the Compensation Proposal; and

FOR the Adjournment Proposal.

Q: How do I vote?

A: If you are an Oclaro stockholder of record (that is, if your shares of Oclaro common stock are registered in your name with Computershare Trust Company, N.A., Oclaro's transfer agent), you may vote your shares of Oclaro common stock or submit a proxy to have your shares of Oclaro common stock voted at the special meeting in one of the following ways:

Mail: You may submit your proxy by properly signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope, which you should do early enough so that it is received before the date of the special meeting.

Internet: You may submit your proxy by using the Internet at www.proxyvote.com. Internet voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern time, on July 9, 2018, the day before the special meeting.

Telephone: You may submit your proxy by calling 1-800-690-6903, the toll-free (within the U.S. or Canada) phone number on your proxy card. Telephone voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern time, on July 9, 2018, the day before the special meeting; or

In Person: You may vote your shares of Oclaro common stock by attending the special meeting and voting in person by ballot. Attendance at the special meeting will not, however, in and of itself constitute a vote.

A control number, located on your proxy card, is designed to verify your identity and allow you to vote your shares of Oclaro common stock and to confirm that your voting instructions have been properly recorded when voting electronically over the Internet or by telephone. Although there is no charge for voting your shares of Oclaro common stock, if you vote electronically over the Internet or by telephone, you may incur costs such as Internet access and telephone charges for which you will be responsible.

Even if you plan to attend the special meeting in person, you are strongly encouraged to vote your shares of Oclaro common stock by proxy. If you are a record holder or if you obtain a proxy to vote shares of Oclaro common stock that you beneficially own, you may still vote your shares of Oclaro common stock in person by ballot at the special

meeting even if you have previously voted by proxy. If you are present at the special meeting and vote in person by ballot, your previous vote by proxy will not be counted.

If your shares of Oclaro common stock are held in street name through a broker, bank or other nominee, you may vote through your broker, bank or other nominee by completing and returning the voting instruction form provided by your broker, bank or other nominee, or, if such a service is provided by your broker, bank or other nominee, electronically over the Internet or by telephone. To vote over the Internet or by telephone through your broker, bank or other nominee, you should follow the instructions on the voting instruction form provided by your broker, bank or nominee. However, because you are not the stockholder of record, you may not vote your shares of Oclaro common stock in person by ballot at the special meeting unless you obtain a proxy from your broker, bank or other nominee giving you the right to vote your shares at the special meeting. Please refer to the voting instruction card provided with these proxy materials by your broker, bank or other nominee or contact your broker, bank or other nominee to obtain instructions on how to instruct them with respect to the voting of your shares of Oclaro common stock.

Q: If my shares are held in a stock brokerage account, or in street name by my broker, bank or nominee, will my broker, bank or nominee automatically vote my shares for me?

A: No. If your shares of Oclaro common stock are held in the name of a broker, bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. You are not the record holder of such shares. If this is the case, this proxy statement/prospectus has been forwarded to you by your broker, bank or other nominee.

Your broker, bank or other nominee is permitted to vote your shares of Oclaro common stock on any proposal currently scheduled to be considered at the special meeting only if you instruct your broker, bank or other nominee how to vote. You should follow the procedures provided by your broker, bank or other nominee to vote your shares of Oclaro common stock. Without instructions, your shares will not be voted on such proposals, which will have the same effect as if you voted **AGAINST** the Merger Proposal, but will have no effect on the Compensation Proposal or the Adjournment Proposal. The Oclaro Board strongly encourages you to provide voting instructions to your bank, brokerage firm or other nominee so that your vote will be counted on all matters.

Q: How many votes do I have?

A: Oclaro stockholders are entitled to cast one vote for each share of Oclaro common stock held as of the Record Date on all matters properly submitted for voting. On the Record Date, 170,656,367 shares of Oclaro common stock were issued and outstanding and no shares of Oclaro's preferred stock were outstanding.

Q: What if I sell my shares of Oclaro common stock before the special meeting?

A: The Record Date is earlier than both the date of the special meeting and the Effective Time. If you transfer your shares of Oclaro common stock after the Record Date but before the special meeting, you will, unless you provide the transferee of your shares with a proxy, retain your right to vote at the special meeting, but will have transferred the right to receive the Merger Consideration. In order to receive the Merger Consideration, you must hold your shares through the Effective Time.

Q: What does it mean if I get more than one proxy card or set of voting materials to vote my shares of Oclaro common stock?

A: You may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple paper proxy cards or voting instruction cards. For example, if you hold your shares of Oclaro common stock in more than one brokerage account, you may receive a set of proxy materials for each brokerage account in which you hold shares. If you are an Oclaro stockholder of record and your shares of Oclaro common stock are registered in more than one name, you will receive more than one set of proxy materials. Please sign, date and return each proxy card and voting instruction card that you receive and follow the voting instructions set forth in this proxy statement/prospectus to ensure that all your shares of Oclaro common stock are voted at the special meeting.

Q: Can I revoke my proxy and change my vote?

A: Yes, if you are an Oclaro stockholder of record as of the Record Date, you may revoke your proxy in any of the following ways:

by delivering to Oclaro (Attention: Corporate Secretary, 225 Charcot Avenue, San Jose, California 95131), prior to your shares being voted at the special meeting, a later dated written notice of revocation or a later dated properly executed proxy card (in which case only the later-dated proxy is counted and the earlier proxy is revoked);

by attending the special meeting and voting in person (although attendance at the special meeting will not, by itself, revoke a proxy); or

by submitting a proxy on the Internet or by telephone at a later date but prior to your shares being voted at the special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked). If you are a beneficial owner of shares held in street name by a broker, bank or other nominee, you may revoke your proxy and vote your shares in person at the special meeting only in accordance with the applicable rules and procedures employed by such broker, bank or other nominee. If your shares are held in an account at a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote.

Q: How many shares must be present to hold the special meeting?

A: Holders of a majority in voting power of the issued and outstanding shares of Oclaro common stock entitled to vote at the special meeting must be present in person or represented by proxy at the special meeting in order to have the required quorum for transacting business. Stockholders are counted as present at the meeting if they are present in person at the special meeting or have properly submitted a proxy card or submitted a proxy by telephone or over the Internet. Abstaining votes are considered present and entitled to vote and, therefore, are included for purposes of determining whether a quorum is present at the special meeting. Broker non-votes are not considered entitled to vote at the special meeting and, therefore, are not included for purposes of determining whether a quorum is present at the special meeting.

Q: Are Oclaro stockholders entitled to appraisal rights?

A: Record holders of Oclaro common stock who do not vote in favor of the Merger Proposal, who continuously hold such shares through the Effective Time, and who otherwise comply with the requirements and procedures of Section 262 of the Delaware General Corporation Law (the DGCL), may be entitled to exercise appraisal rights, which generally entitle stockholders to receive in lieu of the Merger Consideration a cash payment of an amount determined by the Court of Chancery of the State of Delaware (the Court of Chancery) to be the fair value of their Oclaro common stock, exclusive of any elements of value arising from the accomplishment or expectation of the Merger, together with interest to be paid on the amount determined to be fair value, if any, as determined by the Court of Chancery, if certain conditions, including as related to ownership thresholds, are met. The fair value of Oclaro common stock could be less than, more than or the same as the Merger Consideration. A detailed description of the procedures required to be followed in order to perfect appraisal rights by Oclaro stockholders if desired is included in the section titled The Merger Appraisal Rights beginning on page 117 of this proxy statement/prospectus, which detailed description is qualified by reference to the full text of Section 262 of the DGCL as attached as **Annex C** to this proxy statement/prospectus. Due to the complexity of the procedures described above, Oclaro stockholders who are considering exercising such rights are encouraged to carefully review **Annex C** and seek the advice of legal counsel.

Q: Why am I being asked to approve, on a non-binding, advisory basis, the compensation payments that will or may be made to Oclaro's named executive officers in connection with the Merger?

A: The SEC has adopted rules that require Oclaro to seek a non-binding, advisory vote on the compensation payments that will or may be made to Oclaro's named executive officers in connection with the Merger. Oclaro urges its stockholders to read the section titled The Merger Interests of Oclaro's Directors and Executive Officers in the Merger beginning on page 108 of this proxy statement/prospectus, which describes in more detail Oclaro's

compensation payments that will or may be made to Oclaro's named executive officers in connection with the Merger.

Q: What happens if the Compensation Proposal is not approved?

A: Approval of the Compensation Proposal is not a condition to completion of the Merger. The vote is a non-binding, advisory vote and is therefore not binding on Oclaro, the Oclaro Board, the compensation

committee of the Oclaro Board, Lumentum, Lumentum's Board of Directors (the Lumentum Board) or the compensation committee of the Lumentum Board. Since compensation and benefits to be paid or provided in connection with the Merger are based on contractual arrangements with the named executive officers, the outcome of this advisory vote will not affect the obligation to make these payments and these payments may still be made even if the Oclaro stockholders do not approve, on a non-binding, advisory basis, the Compensation Proposal.

Q: Who pays for the solicitation of proxies to vote at the special meeting?

A: Oclaro will bear the entire cost of proxy solicitation, including preparation, assembly, printing and mailing of the notice of special meeting, proxy card, this proxy statement/prospectus and any additional materials furnished to Oclaro stockholders. Copies of these materials will be furnished to brokerage houses, fiduciaries and custodians holding shares in their names that are beneficially owned by others to forward to those beneficial owners. In addition, Oclaro may reimburse the costs of forwarding these materials to those beneficial owners. Solicitation of proxies by mail may be supplemented by one or more of telephone, email, facsimile or personal solicitation by Oclaro's directors, officers or employees. No additional compensation will be paid for such services. Oclaro has engaged MacKenzie Partners, Inc. to aid in the solicitation of proxies from brokers, bank nominees and other institutional owners for approximately \$17,500, plus reimbursement of related expenses.

Q: Whom should I call if I have questions?

A: If you have questions or if you need assistance submitting your proxy or voting your shares or need additional copies of this proxy statement/prospectus or the enclosed proxy card, you should contact Oclaro's proxy solicitor at:

MacKenzie Partners, Inc.

1407 Broadway

New York, New York 10018

(212) 929-5500

or

Toll-Free (800) 322-2885

You may also contact the Oclaro Investor Relations department at:

Oclaro, Inc.

225 Charcot Avenue

San Jose, California 95131

Telephone: (408) 383-1400

Attn: Investor Relations

SUMMARY

*This summary highlights information described in more detail elsewhere and incorporated by reference into this proxy statement/prospectus, and may not contain all the information that is important to you with respect to the Merger and the other matters being considered at the special meeting. To understand the Merger and the matters being voted on by Oclaro stockholders at the special meeting more fully, and to obtain a more complete description of the legal terms of the Merger Agreement, you are urged to read the remainder of this proxy statement/prospectus carefully, including the attached Annexes, and the other documents referred to or incorporated by reference herein. See also the section titled *Where You Can Find More Information* beginning on page 169 of this proxy statement/prospectus. Each item in this summary refers to the page of this proxy statement/prospectus on which that subject is discussed in more detail.*

The Companies

Lumentum Holdings Inc. (see page 26)

Lumentum is an industry leading provider of optical and photonic products addressing a range of end market applications including data communications and telecommunications networking and commercial lasers for manufacturing, inspection and life-science applications, as defined by revenue and market share. In addition, Lumentum is using its core optical and photonic technology and its volume manufacturing capability to expand into emerging markets that benefit from advantages that optical or photonics-based solutions provide, including 3D sensing for consumer electronics and diode light sources for a variety of consumer and industrial applications. The majority of Lumentum's customers are original equipment manufacturers that incorporate Lumentum's products into their products which address end-market applications. For example, Lumentum sells fiber optic components that its network equipment manufacturer customers assemble into communications networking systems, which they sell to network service providers or enterprises with their own networks. Increasingly, Lumentum is also selling data communications products to owners and operators of large data centers, which Lumentum refers to as hyperscale datacenters. Similarly, many of Lumentum's customers for its lasers products incorporate Lumentum's products into tools they produce, which are used for manufacturing processes by their customers. Lumentum operates in two reportable segments: optical communications and commercial lasers. Lumentum has a global marketing and sales footprint that enables it to address global market opportunities for its products. Lumentum has manufacturing capabilities and facilities in North America, Asia-Pacific and Europe, the Middle East and Africa with employees engaged in R&D, administration, manufacturing, support and sales and marketing activities.

The principal executive offices of Lumentum are located at 400 North McCarthy Boulevard, Milpitas, California 95035, and Lumentum's telephone number is (408) 546-5483. Additional information about Lumentum and its subsidiaries is included in documents incorporated by reference into this proxy statement/prospectus. See the section titled *Where You Can Find More Information* beginning on page 169 of this proxy statement/prospectus.

Oclaro, Inc. (see page 26)

Oclaro is one of the leading providers of optical components and modules for the long-haul, metro and data center markets. Leveraging more than three decades of laser technology innovation and photonics integration, Oclaro provides differentiated solutions for optical networks and high-speed interconnects driving the next wave of streaming video, cloud computing, application virtualization and other bandwidth-intensive and high-speed applications.

The principal executive offices of Oclaro are located at 225 Charcot Avenue, San Jose, California 95131, and Oclaro's telephone number is (408) 383-1400. Additional information about Oclaro is included in documents

incorporated by reference into this proxy statement/prospectus. See the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus.

Prota Merger Sub, Inc. (see page 27)

Prota Merger Sub, Inc., or "Merger Sub," is a direct wholly owned subsidiary of Lumentum and is a Delaware corporation. Merger Sub was formed on March 9, 2018, for the sole purpose of effecting the First Step Merger. In the First Step Merger, Merger Sub will be merged with and into Oclaro, with Oclaro surviving as a direct wholly owned subsidiary of Lumentum.

The principal executive offices of Merger Sub are located at 400 North McCarthy Boulevard, Milpitas, California 95035, and Merger Sub's telephone number is (408) 546-5483.

Prota Merger, LLC (see page 27)

Prota Merger, LLC, or "Merger Sub LLC," is a direct wholly owned subsidiary of Lumentum and is a Delaware limited liability company. Merger Sub LLC was formed on March 9, 2018, for the sole purpose of effecting the Second Step Merger. In the Second Step Merger, Oclaro will be merged with and into Merger Sub LLC, with Merger Sub LLC surviving as a direct wholly owned subsidiary of Lumentum.

The principal executive offices of Merger Sub LLC are located at 400 North McCarthy Boulevard, Milpitas, California 95035, and Merger Sub LLC's telephone number is (408) 546-5483.

Comparative Market Price and Dividend Information (see page 54)

Shares of Lumentum common stock are listed for trading on NASDAQ under the symbol "LITE" and shares of Oclaro common stock are listed for trading on NASDAQ under the symbol "OCLR." The following table sets forth the closing sales prices of a share of Lumentum common stock (as reported on NASDAQ) and of a share of Oclaro common stock (as reported on NASDAQ), each on March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement, and on May 29, 2018, the last practicable trading day before the date of this proxy statement/prospectus.

	Lumentum Common Stock Price per Share	Oclaro Common Stock Price per Share
March 9, 2018	\$ 68.975	\$ 7.85
May 29, 2018	\$ 62.95	\$ 9.04

The market prices of Lumentum common stock and Oclaro common stock will fluctuate before the special meeting and before the Merger is consummated. You should obtain current stock price quotations from a newspaper, the Internet or your broker or banker.

Lumentum's Dividend Policy. Lumentum has never paid cash dividends on its common stock and does not currently expect to pay dividends on its common stock. The holders of Lumentum common stock will receive dividends if and when declared by the Lumentum Board out of legally available funds or, in the case of stock dividends, out of authorized and available shares of Lumentum common stock. The payment of any dividends to Lumentum's

stockholders in the future, and the timing and amount thereof, if any, is within the discretion of the Lumentum Board. The Lumentum Board's decisions regarding the payment of dividends will depend on many factors, such as Lumentum's financial condition, earnings, capital requirements, potential debt service obligations or restrictive covenants, industry practice, legal requirements, regulatory constraints and other factors that the Lumentum Board deems relevant.

Oclaro's Dividend Policy. Oclaro has never paid cash dividends on its common stock. To the extent Oclaro generates earnings, it intends to retain them for use in its business and, therefore, does not anticipate paying any cash dividends on its common stock in the foreseeable future. The Merger Agreement prohibits Oclaro from setting aside or paying any dividends or other distributions on its capital stock, so Oclaro does not expect to pay dividends for as long as the Merger Agreement is in effect.

Risk Factors (see page 57)

Before voting at the special meeting, you should carefully consider all of the information contained in or incorporated by reference into this proxy statement/prospectus, as well as the specific factors included under the section titled "Risk Factors" beginning on page 57 of this proxy statement/prospectus.

The Oclaro Special Meeting (see page 70)

Time and Place

The special meeting will be held on July 10, 2018 at 8:00 a.m., Pacific time, at Oclaro's headquarters located at 225 Charcot Avenue, San Jose, California 95131.

Purpose

At the special meeting, holders of Oclaro common stock as of the Record Date will be asked to consider and approve the following proposals:

1. The Merger Proposal;
2. The Compensation Proposal; and
3. The Adjournment Proposal.

Record Date and Quorum

Only Oclaro stockholders of record as of the Record Date are entitled to notice of and to vote at the special meeting. As of the close of business on the Record Date, 170,656,367 shares of Oclaro common stock were issued and outstanding and there were 1,780 holders of record of Oclaro common stock. Each Oclaro stockholder is entitled to one vote for each share of Oclaro common stock held by such stockholder as of the Record Date.

Holders of a majority of the outstanding shares of Oclaro common stock entitled to vote as of the Record Date must be present in person or represented by proxy at the special meeting in order to have the required quorum for transacting business. Abstentions are counted as present for purposes of determining the presence or absence of a quorum for the transaction of business.

Required Vote

The affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of Oclaro common stock as of the Record Date is required to approve the Merger Proposal. The affirmative vote, in person or by proxy, of the holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person

or represented by proxy at the special meeting and voting on the matter is required to approve the Compensation Proposal. The affirmative vote, in person or by proxy, of the holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter is required to approve the Adjournment Proposal.

If you abstain from voting, fail to vote at the special meeting (in person or by proxy), or fail to instruct your broker, bank or other nominee how to vote on the Merger Proposal, it will have the same effect as a vote cast **AGAINST** the Merger Proposal. If you abstain from voting, attend the special meeting and fail to vote, do not attend the special meeting (in person or by proxy) or fail to instruct your broker, bank or other nominee how to vote on the Compensation Proposal or Adjournment Proposal, it will have no effect on the outcome of the vote on the Compensation Proposal, assuming a quorum is present.

The Merger

Effects of the Merger (see page 79)

Subject to the terms and conditions of the Merger Agreement and the applicable provisions of Delaware law, at the Effective Time, Merger Sub will be merged with and into Oclaro, with Oclaro surviving the First Step Merger as a direct wholly owned subsidiary of Lumentum. As the second step in a single integrated transaction with the First Step Merger, as soon as practicable following the Effective Time, Oclaro will be merged with and into Merger Sub LLC, with Merger Sub LLC surviving the Second Step Merger as a direct wholly owned subsidiary of Lumentum.

Recommendation of the Oclaro Board; Oclaro's Reasons for the Merger (see page 91)

After careful evaluation of the Merger Agreement and the transactions contemplated thereby, the Oclaro Board unanimously determined that the Merger, the Merger Agreement and the other transactions contemplated by the Merger Agreement are advisable, fair to, and in the best interests of, Oclaro and its stockholders and approved and declared advisable the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement.

The Oclaro Board unanimously recommends that Oclaro stockholders vote **FOR** the Merger Proposal, **FOR** the Compensation Proposal and **FOR** the Adjournment Proposal.

In the course of reaching its recommendation, the Oclaro Board consulted with Oclaro's senior management and financial advisor, Jefferies LLC (Jefferies), and outside legal counsel, Jones Day, and considered a number of factors. See the section titled The Merger Oclaro's Reasons for the Merger; Recommendation of the Oclaro Board of Directors beginning on page 91 of this proxy statement/prospectus.

Opinion of Oclaro's Financial Advisor (see page 96 and Annex B)

On May 22, 2014, Oclaro entered into an engagement letter with Jefferies to act as Oclaro's exclusive financial advisor to provide Oclaro with financial advice and assistance in connection with the possible sale, disposition or other business transaction involving all or a material portion of its equity or assets and the possible acquisition of all or a material portion of one or more third parties. At the meeting of the Oclaro Board on March 11, 2018, Jefferies rendered its opinion to the Oclaro Board to the effect that, as of that date and based upon and subject to the various assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken as set forth in its opinion, the Merger Consideration to be received by the holders of shares of Oclaro common stock pursuant to the Merger Agreement was fair, from a financial point of view, to such holders. Oclaro encourages you to read carefully and in its entirety the full text of Jefferies' written opinion attached as **Annex B** to this proxy statement/prospectus, which is subject to the assumptions, limitations, qualifications and other conditions contained in such opinion and is necessarily based on economic, capital markets and other conditions, and the information made available to Jefferies, as of the date of such opinion. For a description of the opinion that the Oclaro Board received from Jefferies, see the section titled The Merger Opinion of Oclaro's Financial Advisor beginning on page 96 of this proxy statement/prospectus.

Share Ownership and Voting by Oclaro Directors and Executive Officers (see page 73)

As of the Record Date, the directors and executive officers of Oclaro beneficially own and are entitled to vote, in the aggregate, approximately 1.8% of the aggregate voting power of the outstanding shares of Oclaro common stock. Oclaro currently expects that all of its directors and executive officers will vote their shares of Oclaro common stock in favor of the Merger Proposal, the Compensation Proposal and the Adjournment Proposal, although none of them has entered into any agreement obligating them to do so.

Regulatory Clearances Required for the Merger (see page 116)

Lumentum and Oclaro have each agreed to take certain actions in order to obtain regulatory clearances required to consummate the Merger. The Merger is subject to review by the Antitrust Division of the Department of Justice (DOJ) and U.S. Federal Trade Commission (the FTC) under the HSR Act. Under the HSR Act, Lumentum and Oclaro are required to make pre-merger notification filings and to await the expiration or early termination of the statutory waiting period prior to completing the Merger. Lumentum and Oclaro submitted pre-merger notification filings under the HSR Act on March 23, 2018 and received early termination of the waiting period on April 4, 2018, which satisfies the closing conditions under the Merger Agreement related to receipt of antitrust approval in the United States. The Merger is also subject to review by governmental authorities in the People's Republic of China and requires pre-merger notification and the observance of an applicable waiting period in the People's Republic of China. See the section titled The Merger Regulatory Clearances Required for the Merger beginning on page 116 of this proxy statement/prospectus for more information.

Listing of Shares of Lumentum Common Stock; Delisting and Deregistration of Shares of Oclaro Common Stock (see page 117)

Lumentum is obligated to cause the shares of Lumentum common stock to be issued to Oclaro stockholders pursuant to the Merger Agreement to be authorized for listing on NASDAQ at the Effective Time, subject to official notice of issuance. Upon completion of the Merger, shares of Oclaro common stock will be delisted on NASDAQ and will subsequently be deregistered under the Exchange Act.

See the sections titled The Merger Listing of Shares of Lumentum Common Stock beginning on page 117 of this proxy statement/prospectus and The Merger Delisting and Deregistration of Oclaro Common Stock beginning on page 117 of this proxy statement/prospectus for a further discussion of the listing of shares of Lumentum common stock and the delisting of Oclaro common stock in connection with the Merger.

The Merger Agreement (see page 124)

The Merger Agreement is attached as **Annex A** to this proxy statement/prospectus. Lumentum and Oclaro encourage you to read the entire Merger Agreement carefully because it is the principal document governing the Merger and the issuance of shares of Lumentum common stock.

Merger Consideration (see page 124)

Upon the terms and subject to the conditions set forth in the Merger Agreement, at the Effective Time, each share of Oclaro common stock that is issued and outstanding immediately prior to the Effective Time (other than (x) Oclaro common stock held by Lumentum, Oclaro or any direct or indirect wholly owned subsidiary of Lumentum or Oclaro, in each case immediately prior to the Effective Time and (y) shares held by Oclaro stockholders who are entitled to and who properly exercise appraisal rights under Section 262 of the DGCL) will be canceled and extinguished and automatically converted into the right to receive, without interest thereon,

\$5.60 in cash (the Cash Consideration), plus 0.0636 of a share of Lumentum common stock (such ratio, the Exchange Ratio), subject to the conditions and restrictions set forth in the Merger Agreement (the Stock Consideration).

The maximum number of shares of Lumentum common stock that will be issued in connection with the Merger is 19.9% of the issued and outstanding shares of Lumentum common stock immediately prior to the Effective Time, and to the extent that the number of shares of Lumentum common stock issuable in the Merger would exceed the Stock Threshold, (1) the Exchange Ratio will be reduced to the minimum extent necessary (rounded down to the nearest one thousandth) such that the aggregate number of shares of Lumentum common stock to be issued in connection with the Merger (including all shares of Lumentum common stock which may be issued after the Effective Time pursuant to certain outstanding Oclaro equity awards) does not exceed the Stock Threshold and (2) the Cash Consideration for all purposes under the Merger Agreement will be increased on a per share basis by an amount equal to \$68.975 (the closing sales price of a share of Lumentum common stock on March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement), multiplied by the difference between the initial Exchange Ratio and the Exchange Ratio. See the section titled The Merger Agreement Merger Consideration beginning on page 124 of this proxy/statement prospectus for more information.

It is expected that, immediately after completion of the Merger, former Oclaro stockholders will own approximately 16% of the outstanding shares of Lumentum common stock.

Treatment of Oclaro Options and Other Equity-Based Awards (see page 125)

At the Effective Time, each Oclaro RSU that is outstanding and unvested immediately before the Effective Time (and does not vest as a result of the Merger) will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro RSU immediately before the Effective Time (including the applicable vesting schedule), except the number of shares of Lumentum common stock subject to each Assumed RSU will equal the product of (x) the number of shares of Oclaro common stock underlying the applicable unvested Oclaro RSU immediately before the Effective Time (with any performance milestones deemed achieved based on maximum level of performance) multiplied by (y) the Equity Award Exchange Ratio (rounded down to the nearest whole share). In addition, any Oclaro RSU that is vested and unsettled will be treated as outstanding Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding. Each share of Oclaro Restricted Stock that is outstanding and unvested immediately before the Effective Time shall become fully vested at the Effective Time and will be treated as outstanding Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding.

Except as provided in the next paragraph, each Oclaro Option that is outstanding, whether vested or unvested, immediately before the Effective Time will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro Option immediately before the Effective Time (including the applicable vesting schedule), except (1) the number of shares of Lumentum common stock subject to each Assumed Option will equal the product of (x) the number of shares of Oclaro common stock underlying such Assumed Option immediately before the Effective Time multiplied by (y) the Equity Award Exchange Ratio (rounded down to the nearest whole share), and (2) the per share exercise price of each Assumed Option will equal the quotient determined by dividing (x) the exercise price per share of such Assumed Option immediately before the Effective Time by (y) the Equity Award Exchange Ratio (rounded up to the nearest whole cent).

Each Cancelled Oclaro Option will be cancelled and converted into the right to receive the Merger Consideration in respect of each net option share of Oclaro common stock covered by such Cancelled Oclaro Option, subject to applicable tax withholding. The number of net option shares will be determined under a formula specified in the Merger Agreement that takes into account the exercise price of such Cancelled Oclaro

Option. Any fractional net option shares (after aggregating all shares represented by all Cancelled Oclaro Options held by such holder) will be settled in cash based on the cash equivalent value of the Merger Consideration, subject to applicable tax withholding. If the exercise price per share of any Cancelled Oclaro Option is equal to or greater than the Merger Consideration, such Cancelled Oclaro Option will be cancelled without payment.

Each Oclaro SAR that is outstanding, whether vested or unvested, will be cancelled and converted into the right to receive a cash amount equal to the product of (x) the number of shares of Oclaro common stock issuable upon exercise of the Oclaro SAR, multiplied by (y) the excess, if any of (1) the cash equivalent value of the Merger Consideration over (2) the strike price of such Oclaro SAR, subject to applicable tax withholding.

Any applicable taxes required to be withheld from the Merger Consideration payable in respect of vested Oclaro RSUs, Oclaro Restricted Stock, and Cancelled Oclaro Options will first reduce the Cash Consideration portion of the Merger Consideration, with any remaining amount reducing the Stock Consideration portion of the Merger Consideration (with the value of the stock portion for purposes of such deduction determined based on the Parent Average Closing Price).

Closing and Effective Time (see page 126)

Lumentum and Oclaro expect the Closing to occur in the second half of calendar year 2018. However, the Merger is subject to various regulatory approvals and the satisfaction or waiver of other conditions, and it is possible that factors outside the control of Lumentum and Oclaro could result in the Merger being completed at an earlier time, a later time or not at all. In the Merger Agreement, Lumentum and Oclaro have agreed that the Closing Date will not be later than two business days after the satisfaction or waiver (to the extent permitted in the Merger Agreement) of the last of the conditions to Closing to be satisfied or waived (other than those conditions that by their terms are to be satisfied at Closing, but subject to the satisfaction or waiver of (to the extent permitted in the Merger Agreement) such conditions), or at such other location, date and time as Lumentum, Merger Sub and Oclaro mutually agree upon in writing. However, if the marketing period prescribed in the Merger Agreement (the Marketing Period) has not ended at the time when Closing would otherwise be required to occur, the Closing will occur on the earlier of (1) a business day before or during such Marketing Period specified by Lumentum on two business days prior written notice to Oclaro, and (2) the first business day after the expiration of the Marketing Period subject to satisfaction or waiver of the last of the conditions to the Closing, or at such other date and time as Lumentum and Oclaro mutually agreed upon in writing. There may be a substantial amount of time between the dates on which the special meeting is held and the date on which the Merger is completed.

Appraisal Rights (see page 127)

If the Merger is completed and certain other statutory requirements described herein are met, record holders of Oclaro common stock who do not vote in favor of the Merger Proposal, who continuously hold such shares through the Effective Time and who properly demand appraisal of their shares may be entitled to appraisal rights in connection with the Merger under Section 262 of the DGCL. This means that holders of shares of Oclaro common stock are entitled to have their shares appraised by the Court of Chancery and to receive in lieu of the Merger Consideration a cash payment of an amount determined by the Court of Chancery equal to the fair value of their Oclaro common stock, exclusive of any elements of value arising from the accomplishment or expectation of the Merger, together with interest to be paid on the amount determined to be fair value, if any, as determined by the Court of Chancery as described further herein, so long as they comply with the procedures established by Section 262 of the DGCL and certain other conditions relating to stock ownership thresholds are met.

A summary description of the appraisal rights available to holders of Oclaro common stock under the DGCL and the procedures required to exercise statutory appraisal rights are included under the section titled

The Merger Appraisal Rights beginning on page 117 of this proxy statement/prospectus. The full text of Section 262 of the DGCL is attached as **Annex C** to this proxy statement/prospectus. Due to the complexity of the procedures described above, Oclaro stockholders who are considering exercising such rights are encouraged to seek the advice of legal counsel.

Stockholders considering seeking appraisal should be aware that the fair value of their shares of Oclaro common stock as determined pursuant to Section 262 of the DGCL could be more than, the same as or less than the value of the Merger Consideration.

Restrictions on Oclaro's and Lumentum's Businesses Pending the Closing (see pages 132, 134)

Each of Oclaro and Lumentum has agreed, subject to certain exceptions set forth in the Merger Agreement, on behalf of itself and its subsidiaries, that it will conduct its business in the ordinary course of business prior to the Effective Time or earlier termination of the Merger Agreement, and has agreed to certain restrictions on its ability to take certain actions prior to the Effective Time or earlier termination of the Merger Agreement. See the section titled *The Merger Agreement Restrictions on Oclaro's Business Pending the Closing* beginning on page 132 of this proxy statement/prospectus and the section titled *The Merger Agreement Restrictions on Lumentum's Business Pending the Closing* beginning on page 134 of this proxy statement/prospectus for more information.

Oclaro's Agreement Not to Solicit Other Offers (see page 136)

Oclaro has agreed that it will not, directly or indirectly:

solicit, initiate, or knowingly encourage, knowingly facilitate or knowingly induce the making, submission or announcement of an Acquisition Proposal (as defined on page 137 of this proxy statement/prospectus) or the making of any inquiry, offer or proposal that would reasonably be expected to lead to an Acquisition Proposal;

furnish to any third party any non-public information relating to Oclaro or any of its subsidiaries, or afford access to the business, properties, assets, books or records of Oclaro or any of its subsidiaries to any third party, or take any other action, in each case, intended to assist or facilitate the making of an Acquisition Proposal or any inquiry, offer or proposal that would reasonably be expected to lead to an Acquisition Proposal;

participate or engage in discussions or negotiations with respect to an Acquisition Proposal with any third party that is seeking to make or has made an Acquisition Proposal, except, in response to an unsolicited inquiry or submitted Acquisition Proposal, Oclaro may (1) refer the inquiring or submitting person to the non-solicitation provision of the Merger Agreement and (2) communicate in writing with a person who had made an unsolicited bona fide written Acquisition Proposal (and its representatives) solely to clarify (and not negotiate) the existing terms of, and ascertain additional facts regarding, the Acquisition Proposal for the purpose of the Oclaro Board informing itself about the Acquisition Proposal and the person making it);

approve, endorse or recommend an Acquisition Proposal; or

execute or enter into any letter of intent, memorandum of understanding or contract contemplating or otherwise relating to an Acquisition Proposal.

Oclaro has agreed to immediately cease and cause to be terminated any and all existing activities, discussions or negotiations with any third party concerning any Acquisition Proposal.

However, until receipt of the Oclaro Stockholder Approval, if Oclaro receives a bona fide Acquisition Proposal from any person that did not result from a material breach of its non-solicitation obligations that the

Oclaro Board concludes in good faith that is or would reasonably be expected to lead to a Superior Proposal (as defined on page 137 of this proxy statement/prospectus), Oclaro may, directly or indirectly:

engage or participate in discussions or negotiations with the third party and its representatives and its potential sources of financing; and/or

furnish to the third party, its representatives and its potential financing sources any information (including non-public information) relating to Oclaro or any of its subsidiaries, and provide access to Oclaro's and its subsidiaries assets, properties and business facilities pursuant to a confidentiality agreement with terms of which are no less favorable to Oclaro than those contained in the confidentiality agreement between Oclaro and Lumentum (provided that such confidentiality agreement need not contain any standstill or similar provision that would prohibit the third party from making any Acquisition Proposal);

as long as (1) Oclaro has not materially breached its non-solicitation obligations with respect to the Acquisition Proposal and (2) prior to taking any action described above, the Oclaro Board determines in good faith that the failure to take the action would reasonably be likely to be inconsistent with its fiduciary duties to stockholders of Oclaro under Delaware law.

See the section titled "The Merger Agreement Oclaro's Agreement Not to Solicit Other Offers" beginning on page 136 of this proxy statement/prospectus for more information.

Oclaro's Agreement Not to Change the Oclaro Board Recommendation (see page 137)

Oclaro has agreed that the Oclaro Board will only change its recommendation to the Oclaro stockholders that they adopt the Merger Agreement (the "Oclaro Board Recommendation") in certain, limited circumstances.

Oclaro has agreed that the Oclaro Board will not:

withdraw, amend or modify (or publicly propose to withhold, withdraw, amend or modify) in a manner adverse to Lumentum, Merger Sub or Merger Sub LLC, the Oclaro Board Recommendation;

approve, endorse, adopt or recommend, or publicly propose to approve, endorse, adopt or recommend, any Acquisition Proposal or Superior Proposal;

fail to recommend against acceptance by the Oclaro stockholders of any tender offer or exchange offer for Oclaro common stock that constitutes an Acquisition Proposal within 10 business days after the commencement of the offer; or

resolve or publicly propose to take any of the foregoing actions.

Any of the actions in the above bullet points is referred to as an "Oclaro Change of Recommendation."

The Oclaro Board may make an Oclaro Change of Recommendation under the following circumstances:

(A) Oclaro has received a bona fide written Acquisition Proposal that did not result from a material breach (or deemed material breach) of the Merger Agreement that the Oclaro Board has determined in good faith (after consultation with its financial advisor and its outside legal counsel) that such Acquisition Proposal constitutes a Superior Proposal; (B) the Oclaro Board determines in good faith (after consultation with its financial advisor and its outside legal counsel) that the failure to effect the Oclaro Change of Recommendation would reasonably be likely to be inconsistent with its fiduciary duties to the Oclaro stockholders under Delaware law; (C) prior to effecting such Oclaro Change of Recommendation, Oclaro shall have (1) given Lumentum at least four business days notice of its

intention to take such action (which notice shall include the most current version of the proposed definitive agreement and, to the extent not included therein, all material terms and conditions of such Superior Proposal and the identity of the person making such Superior Proposal) and (2) if requested by Lumentum, during the notice period, negotiate with Lumentum in good faith any modifications to the terms and conditions of the Merger Agreement proposed by Lumentum, in its discretion; and (D) Lumentum shall not have made, within the notice period, a written counteroffer or proposal capable of acceptance by Oclaro that the Oclaro Board determines in good faith, after consultation with its financial advisor and its outside legal counsel, is at least as favorable, from a financial point of view, to the Oclaro stockholders as the Superior Proposal (it being understood that any material revision to the material terms of a Superior Proposal, including any revision in the per share financial consideration, shall require a new notice (for each material revision) pursuant to the paragraph above (except that the four business day notice period referred to above shall instead be three business days); or

(A) An Intervening Event (as defined on page 138 of this proxy statement/prospectus) shall have occurred and be continuing at the time of the determination, (B) the Oclaro Board determines in good faith (after consultation with outside legal counsel) that the failure to effect the Oclaro Change of Recommendation would be reasonably likely to be inconsistent with its fiduciary duties to the Oclaro stockholders under Delaware law, (C) prior to effecting the Oclaro Change of Recommendation, Oclaro shall have (1) given Lumentum at least four business days prior written notice of its intention to take the action (which notice shall include a written explanation of the Oclaro Board's basis and rationale for proposing to effect such Oclaro Change of Recommendation) and (2) if requested by Lumentum, negotiated with Lumentum in good faith during the four business day notice period any modifications to the terms of the Merger Agreement proposed by Lumentum, in its discretion, and (D) Lumentum shall not have made, within the four business day notice period, a written offer or proposal capable of acceptance by Oclaro that the Oclaro Board determines in good faith, after consultation with its financial advisor and its outside legal counsel, that the failure to effect the Oclaro Change of Recommendation would be reasonably likely to be inconsistent with its fiduciary duties to the Oclaro stockholders under Delaware law.

See the section titled "The Merger Agreement Oclaro's Agreement Not to Change the Oclaro Board Recommendation" beginning on page 137 of this proxy statement/prospectus for more information.

Financing Obligations (see page 143)

Lumentum currently anticipates that it will finance the Merger through a combination of (1) approximately \$413.6 million of cash, cash equivalents and short-term investments from the combined balance sheets of Lumentum and Oclaro, (2) approximately \$647.5 million in Lumentum common stock, and (3) approximately \$550 million in new term loans (this clause (3), the "Debt Financing"). These amounts are sufficient to (A) pay the Oclaro stockholders the amounts due to them under the Merger Agreement, (B) refinance or otherwise discharge any outstanding indebtedness of Oclaro required to be repaid at Closing, and (C) pay any fees, expenses and taxes incurred in connection with the Merger. The Closing is not, however, subject to a financing condition or to Lumentum's ability to obtain the Debt Financing. See the section titled "The Merger Agreement Financing Obligations" beginning on page 143 of this proxy statement/prospectus for more information.

In connection with entering into the Merger Agreement, Lumentum entered into a commitment letter, dated as of March 11, 2018, with Deutsche Bank Securities Inc. and Deutsche Bank AG New York, New York Branch. Subject to the terms of the commitment letter, Deutsche Bank AG New York, New York Branch has committed to provide a senior secured term loan facility in an aggregate principal amount of up to \$550 million. The funding of the term loan facility provided for in the commitment letter is contingent on the satisfaction of customary

conditions, including the execution and delivery of definitive documentation with respect to the term loan facility in accordance with the terms sets forth in the commitment letter and the consummation of the Merger in accordance with the Merger Agreement.

Conditions to Closing (see page 146)

Under the Merger Agreement, each party's obligation to effect the Merger is subject to satisfaction or, to the extent permitted by applicable law, mutual waiver at the Effective Time of each of the following conditions:

the Oclaro Stockholder Approval shall have been obtained;

the termination or expiration of any waiting period under the HSR Act and the receipt of applicable consents or clearances required to consummate the Merger under the antitrust laws of the People's Republic of China, which closing condition was satisfied with respect to the United States on April 4, 2018 when Lumentum and Oclaro received early termination of the waiting period under the HSR Act;

the absence of any order or law by a court or other governmental entity in any jurisdiction that is material to the business or operations of Oclaro or Lumentum that prohibits, enjoins or makes illegal the closing of the Merger;

the SEC having declared effective the Form S-4; and

the approval for listing by NASDAQ of the shares of Lumentum common stock to be issued to Oclaro stockholders in connection with the Merger.

Lumentum's, Merger Sub's and Merger Sub LLC's obligations to effect the Merger are further subject to the satisfaction or waiver of the following conditions:

the accuracy of the representations and warranties of Oclaro set forth in the Merger Agreement, subject to the materiality standards set forth in the Merger Agreement;

Oclaro having performed, in all material respects, the obligations required to be performed by it under the Merger Agreement; and

since March 11, 2018, a material adverse effect with respect to Oclaro shall not have occurred.

Oclaro's obligation to effect the Merger is further subject to the satisfaction or waiver of the following conditions:

the accuracy of the representations and warranties of Lumentum, Merger Sub and Merger Sub LLC set forth in the Merger Agreement, subject to the materiality standards set forth in the Merger Agreement;

Lumentum having performed, in all material respects, the obligations required to be performed by it under the Merger Agreement; and

since March 11, 2018, a material adverse effect with respect to Lumentum shall not have occurred. The Merger Agreement provides that neither party may rely on the failure of any condition to Closing to be satisfied if such failure was caused by that party's failure to comply with its obligations under the Merger Agreement.

Any or all of the conditions described above may be waived, in whole or in part, by Lumentum or Oclaro, to the extent permitted by applicable law. See the section titled "The Merger Agreement - Conditions to Closing" beginning on page 146 of this proxy statements/prospectus for more information.

Termination of the Merger Agreement (see page 148)

The Merger Agreement may be terminated at any time prior to the Effective Time by mutual written consent of Lumentum and Oclaro, and either party may terminate the Merger Agreement in the following circumstances:

if the Oclaro stockholders fail to approve the Merger Proposal;

if a court or other governmental entity in a jurisdiction that is material to the business or operations of Lumentum or Oclaro issues a final and non-appealable order or enacts a law that either permanently prohibits or prevents the consummation of the Merger; or

if the Merger has not been consummated by December 11, 2018, which deadline will be automatically extended to March 11, 2019 if the Closing is delayed due to certain closing conditions relating to antitrust laws not being satisfied.

Oclaro may also terminate the Merger Agreement at any time prior to the Effective Time as follows:

prior to obtaining the Oclaro Stockholder Approval, in order for Oclaro to enter into a definitive agreement for a Superior Proposal after the Oclaro Board or any Oclaro Board committee has made an Oclaro Change of Recommendation, provided that (A) Oclaro has complied in all material respects with certain of its obligations under the Merger Agreement, (B) Oclaro concurrently enters into a definitive agreement to effect the Superior Proposal and (C) Oclaro concurrently pays to Lumentum the termination fee described below; or

if Lumentum breaches the Merger Agreement in a manner that would entitle the party seeking to terminate the Merger Agreement not to consummate the Merger, subject to the rights of Lumentum to cure the breach. Lumentum may also terminate the Merger Agreement at any time prior to the Effective Time as follows:

if Oclaro breaches the Merger Agreement in a manner that would entitle the party seeking to terminate the Merger Agreement not to consummate the Merger, subject to the rights of Oclaro to cure the breach; or

if Oclaro has made an Oclaro Change of Recommendation, if the Oclaro Board or any Oclaro Board committee materially and willfully breaches its non-solicitation obligations under the Merger Agreement, or if Oclaro failed to include the Oclaro Board's recommendation with respect to the Merger in this proxy statement/prospectus.

See the section titled "The Merger Agreement Termination of the Merger Agreement" beginning on page 148 of this proxy statement/prospectus for more information.

Termination Fees (see page 150)

In certain circumstances, Oclaro may be required to pay a termination fee of \$63.0 million in cash to Lumentum if the Merger Agreement is terminated. In certain circumstances, Lumentum may be required to pay a termination fee of \$80.0 million in cash to Oclaro if the Merger Agreement is terminated. See the section titled "The Merger Agreement - Termination Fees" beginning on page 150 of this proxy statement/prospectus for more information.

Dividends (see page 117)

The Merger Agreement provides that no dividends or other distributions with a record date after the Effective Time with respect to Lumentum common stock will be paid to the holder of any shares of Oclaro

common stock until such holder properly surrenders its shares in accordance with the procedures contained in the Merger Agreement, which are described in the section titled "Exchange Agent; Letter of Transmittal" beginning on page 127 of this proxy statement/prospectus. After proper surrender, Lumentum will cause such holder to be paid, without interest, (1) the amount of dividends or other distributions with a record date after the Effective Time and theretofore paid with respect to such shares of Lumentum common stock to which such holder is entitled pursuant to the Merger Agreement and (2) at the appropriate payment date, the amount of dividends or other distributions with a record date after the Effective Time but prior to such surrender and with a payment date subsequent to such surrender payable with respect to such shares of Lumentum common stock.

Material U.S. Federal Income Tax Consequences (see page 152)

The Merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code. One of the requirements that must be satisfied in order for the Merger to qualify as a reorganization is the "continuity of interest" test, which requires that a sufficient amount of the proprietary interests in Oclaro are preserved by being exchanged in the Merger for Lumentum common stock. The continuity of interest test generally would be satisfied if the Stock Consideration received in the Merger represented at least 40% of the value of the total Merger Consideration, determined based on the value of the Lumentum common stock on the Closing Date. The continuity of interest test is more fully discussed in "Material U.S. Federal Income Tax Consequences" beginning on page 152 of this proxy statement/prospectus. **If the aggregate value of the shares of Lumentum common stock delivered to Oclaro stockholders in the Merger is not sufficient to satisfy the continuity of interest test, the Merger will not qualify as a reorganization under Section 368(a) of the Code.**

No assurances can be given that the continuity of interest requirement will be met. Therefore, it will not be known at the time of the special meeting whether the Merger will qualify as a reorganization under Section 368(a) of the Code. On the Closing Date, Lumentum and Oclaro will make a determination, in consultation with their tax counsel, as to whether or not the Merger qualifies as a reorganization for U.S. federal income tax purposes, and Lumentum will inform the Oclaro stockholders of such determination as soon as practicable after the Closing. However, stockholder votes will not be resolicited in the event that the Merger does not qualify as a reorganization under Section 368(a) of the Code. As a result, in deciding whether to approve the Merger, you should consider the possibility that it may be taxable to you because the continuity of interest requirement is not satisfied. You will not be entitled to change your vote in the event the Merger is taxable.

If the Merger qualifies as a reorganization, a U.S. Holder (as defined on page 152 of this proxy statement/prospectus) of Oclaro common stock receiving Lumentum common stock and cash in exchange for Oclaro common stock will generally recognize gain equal to the lesser of (1) the amount of cash received by the U.S. Holder (excluding any cash received in lieu of fractional shares of Lumentum common stock) and (2) the excess of the "amount realized" by the U.S. Holder over the U.S. Holder's tax basis in the Oclaro common stock. The "amount realized" by the U.S. Holder will equal the sum of the fair market value of the Lumentum common stock and the amount of cash (including any cash received in lieu of fractional shares of Lumentum common stock) received by the U.S. Holder. Losses will not be permitted to be recognized. Realized gain or loss must be calculated separately for each identifiable block of shares (i.e. shares acquired at different times and prices) exchanged in the Merger, and a loss realized on the exchange of one block cannot be used to offset a gain recognized on the exchange of another block.

If the Merger does not qualify as a reorganization, the exchange of Oclaro common stock for Lumentum common stock and cash in the First Step Merger will be a fully taxable transaction, in which a U.S. Holder generally will recognize gain or loss equal to the difference between the "amount realized" (as defined above) and the U.S. Holder's tax basis in the Oclaro common stock. Gain or loss must be calculated separately for each identifiable block of shares exchanged in the First Step Merger. Long-term capital gains of non-corporate taxpayers are generally eligible for preferential rates of taxation. Deductions for capital losses are subject to limitations. Any gain recognized by a non-corporate U.S. holder may be subject to a 3.8% Medicare tax on net investment income.

The tax consequences to Oclaro stockholders are discussed in greater detail under the heading "Material U.S. Federal Income Tax Consequences" beginning on page 152 of this proxy statement/prospectus. The U.S. federal income tax consequences described above may not apply to all holders of Oclaro common stock, including certain holders specifically referred to on page 153 of this proxy statement/prospectus. Your tax consequences will depend on your own situation. You should consult your tax advisor to determine the particular tax consequences of the Merger to you, including the applicability and effect of the alternative minimum tax, any federal non-income tax, and any state, local or foreign tax laws and of changes in those laws.

Accounting Treatment (see page 155)

Each of Lumentum and Oclaro prepares its financial statements in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). The Merger will be accounted for using the acquisition method of accounting with Lumentum treated as the acquirer of Oclaro for accounting purposes. This means that the assets, liabilities and commitments of Oclaro, the accounting acquiree, are adjusted to their estimated fair value at the acquisition date. Under the acquisition method of accounting, intangible assets are amortized over their remaining useful lives and tested for impairment at least annually.

Comparison of Stockholders' Rights (see page 159)

Oclaro stockholders, whose rights are currently governed by the restated certificate of incorporation of Oclaro, as amended (as amended, the "Oclaro Charter"), and the amended and restated bylaws of Oclaro (the "Oclaro Bylaws") will, to the extent such holders receive Lumentum common stock in the Merger, upon completion of the Merger, become stockholders of Lumentum and their rights will be governed by the amended and restated certificate of incorporation of Lumentum (the "Lumentum Charter") and the amended and restated bylaws of Lumentum (the "Lumentum Bylaws"). The differences between the Oclaro governing documents and the Lumentum governing documents are described in detail under the section titled "Comparison of Stockholders' Rights" beginning on page 159 of this proxy statement/prospectus.

Recent Developments

On April 16, 2018, the U.S. Department of Commerce ("DOC") changed and reactivated its previously suspended denial order (the "Denial Order") and suspended the export privileges of Zhongxing Telecommunications Equipment Corporation and its subsidiary, ZTE Kangxun Telecommunications Ltd (together, "ZTE"). Prior to the Denial Order, ZTE was a customer of Oclaro's and accounted for 18%, 10% and 7.3% of Oclaro's revenues for the fiscal years ended July 1, 2017, July 2, 2016 and June 27, 2015, respectively. Oclaro urges its stockholders to read the sections titled "Risk Factors" beginning on page 57 of this proxy statement/prospectus, "Certain Unaudited Prospective Financial Information" beginning on page 104 of this proxy statement/prospectus regarding the Denial Order and its impact and any other information contained in Oclaro's and Lumentum's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q or other public filings that Oclaro and Lumentum, respectively, have previously filed with the SEC or will file with the SEC and that are incorporated by reference into this proxy statement/prospectus.

THE COMPANIES

Lumentum Holdings Inc.

Lumentum is an industry leading provider of optical and photonic products addressing a range of end market applications including data communications and telecommunications networking and commercial lasers for manufacturing, inspection and life-science applications, as defined by revenue and market share. In addition, Lumentum is using its core optical and photonic technology and its volume manufacturing capability to expand into emerging markets that benefit from advantages that optical or photonics-based solutions provide, including 3D sensing for consumer electronics and diode light sources for a variety of consumer and industrial applications. The majority of Lumentum's customers are original equipment manufacturers that incorporate Lumentum's products into their products which address end-market applications. For example, Lumentum sells fiber optic components that its network equipment manufacturer customers assemble into communications networking systems, which they sell to network service providers or enterprises with their own networks. Increasingly, Lumentum is also selling data communications products to owners and operators of large data centers, which Lumentum refers to as hyperscale datacenters. Similarly, many of Lumentum's customers for its Lasers products incorporate Lumentum's products into tools they produce, which are used for manufacturing processes by their customers. Lumentum operates in two reportable segments: optical communications and commercial lasers. Lumentum has a global marketing and sales footprint that enables it to address global market opportunities for its products. Lumentum has manufacturing capabilities and facilities in North America, Asia-Pacific and Europe, the Middle East and Africa with employees engaged in R&D, administration, manufacturing, support and sales and marketing activities.

Lumentum was incorporated in Delaware as a wholly owned subsidiary of JDS Uniphase Corporation (JDSU) on February 10, 2015 and is comprised of the former communications and commercial optical products segment and WaveReady product lines of JDSU. In August 2015, Lumentum became an independent publicly-traded company through the distribution by JDSU to its stockholders of 80.1% of Lumentum's outstanding common stock (the Separation).

Shares of Lumentum common stock are traded on NASDAQ under the symbol LITE. Following the Merger, shares of Lumentum common stock will continue to be traded on NASDAQ under the symbol LITE.

The principal executive offices of Lumentum are located at 400 North McCarthy Boulevard, Milpitas, California 95035, and Lumentum's telephone number is (408) 546-5483. Additional information about Lumentum and its subsidiaries is included in documents incorporated by reference into this proxy statement/prospectus. See the section titled Where You Can Find More Information beginning on page 169 of this proxy statement/prospectus.

Oclaro, Inc.

Oclaro is one of the leading providers of optical components and modules for the long-haul, metro and data center markets. Leveraging more than three decades of laser technology innovation and photonics integration, Oclaro provides differentiated solutions for optical networks and high-speed interconnects driving the next wave of streaming video, cloud computing, application virtualization and other bandwidth-intensive and high-speed applications.

Oclaro was incorporated in Delaware in June 2004. On September 10, 2004, Oclaro became the publicly traded parent company of the Oclaro Technology Ltd (formerly Bookham Technology plc) group of companies, including Oclaro Technology Ltd, a limited company incorporated under the laws of England and Wales whose stock was previously traded on the London Stock Exchange and the NASDAQ National Market under the Bookham name. Effective January 3, 2011, Oclaro common stock was traded on the NASDAQ Global Select Market under the symbol OCLR.

The principal executive offices of Oclaro are located at 225 Charcot Avenue, San Jose, California 95131, and Oclaro's telephone number is (408) 383-1400. Additional information about Oclaro is included in documents incorporated by reference into this proxy statement/prospectus. See the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus.

Prota Merger Sub, Inc.

Prota Merger Sub, Inc., or "Merger Sub," is a direct wholly owned subsidiary of Lumentum and is a Delaware corporation. Merger Sub was formed on March 9, 2018, for the sole purpose of effecting the First Step Merger. In the First Step Merger, Merger Sub will be merged with and into Oclaro, with Oclaro surviving as a direct wholly owned subsidiary of Lumentum.

The principal executive offices of Merger Sub are located at 400 North McCarthy Boulevard, Milpitas, California 95035, and Merger Sub's telephone number is (408) 546-5483.

Prota Merger, LLC

Prota Merger, LLC, or "Merger Sub LLC," is a direct wholly owned subsidiary of Lumentum and is a Delaware limited liability company. Merger Sub LLC was formed on March 9, 2018, for the sole purpose of effecting the Second Step Merger. In the Second Step Merger, Oclaro will be merged with and into Merger Sub LLC, with Merger Sub LLC surviving as a direct wholly owned subsidiary of Lumentum.

The principal executive offices of Merger Sub LLC are located at 400 North McCarthy Boulevard, Milpitas, California 95035, and Merger Sub LLC's telephone number is (408) 546-5483.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF LUMENTUM

The following tables present selected historical consolidated financial data of Lumentum as of and for the fiscal years ended July 1, 2017, July 2, 2016, June 27, 2015, June 28, 2014, and June 29, 2013, and as of and for the nine-month periods ended March 31, 2018 and April 1, 2017. The consolidated financial statements of Lumentum have been presented in accordance with U.S. GAAP.

The selected consolidated financial data as of July 1, 2017 and July 2, 2016 and for each of the fiscal years in the three-year period ended July 1, 2017 are derived from Lumentum's audited consolidated financial statements incorporated by reference into this proxy statement/prospectus. The selected consolidated financial data as of June 27, 2015 and June 28, 2014 and for the fiscal years ended June 28, 2014 and June 29, 2013 are derived from Lumentum's audited consolidated financial statements that are not incorporated by reference into this proxy statement/prospectus. The selected consolidated financial data as of June 29, 2013 is derived from Lumentum's unaudited consolidated financial statements that are not incorporated by reference into this proxy statement/prospectus.

The selected consolidated financial data of Lumentum as of and for the nine-month periods ended March 31, 2018 and April 1, 2017 have been derived from the unaudited consolidated interim financial information incorporated by reference into this proxy statement/prospectus, which, in the opinion of Lumentum's management, includes all adjustments necessary to present fairly Lumentum's results of operations and financial condition at the dates and for the periods presented. The results for the nine-month period ended March 31, 2018 are not necessarily indicative of the results of operations that you should expect for the entire year ending June 30, 2018, or any other period.

The financial information set forth below is only a summary that should be read in conjunction with the section titled "Risk Factors" beginning on page 57 of this proxy statement/prospectus and Lumentum's consolidated financial statements, including the related notes, as well as the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Lumentum's Annual Report on Form 10-K/A for the fiscal year ended July 1, 2017, as amended, and the Quarterly Reports on Form 10-Q for the periods ended September 30, 2017, December 30, 2017 and March 31, 2018 that Lumentum previously filed with the SEC and that are incorporated by reference into this proxy statement/prospectus. Historical results are not necessarily indicative of any results to be expected in the future. See also the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus for the location of information incorporated by reference in this proxy statement/prospectus.

	Nine Months Ended			Fiscal Year Ended			
	March 31, 2018	April 1, 2017	July 1, 2017	July 2, 2016 ⁽¹⁾	June 27, 2015 ⁽¹⁾	June 28, 2014 ⁽¹⁾	June 29, 2013 ⁽¹⁾
	(In millions, except per share amounts)						
Net sales	\$ 946.6	\$ 778.9	\$ 1,001.6	\$ 903.0	\$ 837.1	\$ 817.9	\$ 769.9
Cost of sales (1)	607.6	523.0	677.0	618.9	571.6	552.3	534.9
Amortization of acquired technologies	2.4	5.1	6.5	6.8	7.6	9.0	12.2
Gross profit	336.6	250.8	318.1	277.3	257.9	256.6	222.8
Operating expenses:							
Research and development (1)	118.3	112.9	148.3	141.1	140.8	134.9	113.7
Selling, general and administrative (1)	95.5	84.2	110.2	117.3	128.9	108.2	102.6
Restructuring and related charges	3.8	10.0	12.0	7.4	11.6	4.8	2.6
Total Operating Expenses	217.6	207.1	270.5	265.8	281.3	247.9	218.9
Income (loss) from operations	119.0	43.7	47.6	11.5	(23.4)	8.7	3.9
Unrealized loss on derivative liabilities	(8.6)	(74.5)	(104.2)	(0.6)			
Interest expense						(0.2)	(1.0)
Interest and other income (expense), net	(8.7)	(1.4)	(3.2)	(1.2)	(1.1)	1.3	0.8
Income (loss) before income taxes	101.7	(32.2)	(59.8)	9.7	(24.5)	9.8	3.7
Provision for (benefit from) income tax	(112.9)	15.4	42.7	0.4	(21.1)	(0.9)	(2.8)
Net income (loss)	214.6	(47.6)	(102.5)	9.3	(3.4)	10.7	6.5
Cumulative dividends on Series A Preferred Stock	(0.7)	(0.6)	(0.9)	(0.8)			
Earnings allocated to Series A Preferred Stock	(4.9)						
Accretion of Series A Preferred Stock				(11.7)			
Net income (loss) attributable to common stockholders	\$ 209.0	\$ (48.2)	\$ (103.4)	\$ (3.2)	\$ (3.4)	\$ 10.7	\$ 6.5
Net income (loss) per share attributable to common stockholders							
Basic (per share)	\$ 3.37	\$ (0.80)	\$ (1.71)	\$ (0.05)	\$ (0.06)	\$ 0.18	\$ 0.11
Diluted (per share)	\$ 3.31	\$ (0.80)	\$ (1.71)	\$ (0.05)	\$ (0.06)	\$ 0.18	\$ 0.11
Shares used in per share calculation attributable to common stockholders							
Basic common shares outstanding	62.1	60.4	60.6	59.1	58.8	58.8	58.8

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Diluted common shares outstanding	63.2	60.4	60.6	59.1	58.8	58.8	58.8
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	As of Nine Months Ended		As of Fiscal Year Ended				
	March 31, 2018	April 1, 2017	July 1, 2017	July 2, 2016 ⁽¹⁾	June 27, 2015 ⁽¹⁾	June 28, 2014 ⁽¹⁾	June 29, 2013 ⁽¹⁾
Condensed Balance Sheet Data:							
Cash and cash equivalents and short-term investments	\$ 692.8	\$ 577.9	\$ 555.3	\$ 157.1	\$ 14.5	\$ 19.9	\$ 7.8
Working Capital	873.2	749.5	746.1	315.8	188.6	149.1	133.4
Total assets	1,518.2	1,244.5	1,232.9	726.3	512.6	492.1	410.7
Convertible notes payable	329.9	313.4	317.5				
Capital lease obligation	9.2						
Total liabilities	605.8	740.1	578.3	193.1	132.0	156.5	128.9
Redeemable convertible preferred stock	35.8	35.8	35.8	35.8			
Stockholders' equity	876.6	468.6	618.8	497.4	380.6	335.6	281.8

- (1) Lumentum's historical consolidated financial statements for the fiscal years ended July 2, 2016, June 27, 2015, June 28, 2014 and June 29, 2013 include allocations of expenses arising from shared services and infrastructure provided by Viavi to Lumentum, including costs of information technology, human resources, accounting, legal, real estate and facilities, corporate marketing, insurance, treasury and other corporate and infrastructure services. The financial information included here may not necessarily reflect Lumentum's financial position and results of operations or what Lumentum's financial position and results of operations would have been had Lumentum been an independent, publicly-traded company during the entirety of the periods presented or be indicative of Lumentum's future performance as an independent company.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF OCLARO

The following tables present selected historical consolidated financial data of Oclaro as of and for the fiscal years ended July 1, 2017, July 2, 2016, June 27, 2015, June 28, 2014, and June 29, 2013, and as of and for the nine-month periods ended March 31, 2018 and April 1, 2017. The consolidated financial statements of Oclaro have been presented in accordance with U.S. GAAP.

The selected consolidated financial data as of July 1, 2017 and July 2, 2016 and for each of the fiscal years in the three-year period ended July 1, 2017 are derived from Oclaro's audited consolidated financial statements contained in Oclaro's Annual Report on Form 10-K for the fiscal year ended July 1, 2017, which is incorporated by reference into this proxy statement/prospectus. The selected consolidated financial data as of June 28, 2014 and June 29, 2013 and for each of the fiscal years in the two-year period ended June 28, 2014 are derived from Oclaro's audited consolidated financial statements contained in Oclaro's other reports filed with the SEC, which are not included or incorporated by reference into this proxy statement/prospectus.

The selected consolidated financial data of Oclaro as of and for the nine-month periods ended March 31, 2018 and April 1, 2017 have been derived from Oclaro's unaudited consolidated interim financial statements incorporated by reference into this proxy statement/prospectus, which in the opinion of Oclaro's management, includes all adjustments necessary to present fairly Oclaro's results of operations and financial condition at the dates and for the periods presented. The results for the nine-month period ended March 31, 2018 are not necessarily indicative of the results of operations that you should expect for the entire year ending June 30, 2018, or any other period.

The financial information set forth below is only a summary that should be read in conjunction with the section titled "Risk Factors" beginning on page 57 of this proxy statement/prospectus and Oclaro's consolidated financial statements, including the related notes, as well as the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Oclaro's Annual Report on Form 10-K for the fiscal year ended July 1, 2017 and the Quarterly Reports on Form 10-Q for the periods ended September 30, 2017, December 30, 2017 and March 31, 2018 that Oclaro previously filed with the SEC and that are incorporated by reference into this proxy statement/prospectus. Historical results are not necessarily indicative of any results to be expected in the future. See also the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus for the location of information incorporated by reference in this proxy statement/prospectus.

	Nine Months Ended			Fiscal Year Ended			
	March 31, 2018	April 1, 2017	July 1, 2017	July 2, 2016	June 27, 2015	June 28, 2014	June 29, 2013
(in thousands, except per share data)							
Income Statement Data:							
Revenues	\$ 422,226	\$ 451,588	\$ 600,968	\$ 407,914	\$ 341,276	\$ 390,871	\$ 404,629
Cost of revenues	264,130	277,680	365,729	291,496	284,528	338,424	376,461
Gross profit	158,096	173,908	235,239	116,418	56,748	52,447	28,168
Operating expenses:							
Research and development	48,205	41,344	57,094	46,067	46,419	64,218	79,266
Selling, general and administrative	47,760	42,883	58,461	53,457	56,256	70,937	78,618
Amortization of other intangible assets	460	635	786	995	1,133	1,680	5,029
Restructuring, acquisition and related (income expense) net	3,084	92	60	25	(1,516)	18,491	(7,631)
(Gain) loss on sale of property and equipment	172	(127)	(130)	32	(83)	665	170
Flood-related (income) expense, net						(1,797)	(29,510)
Impairment of goodwill, other intangible assets and long-lived assets						584	27,021
Total operating expenses	99,681	84,827	116,271	100,576	102,209	154,778	152,963
Operating income (loss)	58,415	89,081	118,968	15,842	(45,461)	(102,331)	(124,795)
Other income (expense):							
Interest income (expense), net	810	(13,613)	(13,313)	(4,986)	(2,051)	(9,228)	(3,271)
Gain (loss) on foreign currency transactions, net	4,195	(3,155)	(3,652)	(2,362)	(2,144)	(1,158)	(14,542)
Other income (expense), net	2,416	583	810	935	1,750	1,227	(2,527)
Gain on bargain purchase							24,866
Total other income (expense)	7,421	(16,185)	(16,155)	(6,413)	(2,445)	(9,159)	4,526

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Income (loss) before income taxes	65,836	72,896	102,813	9,429	(47,906)	(111,490)	(120,269)
Income tax (benefit) provision	9,803	1,064	(25,046)	849	328	(9,365)	26
Income (loss) from continuing operations					(48,234)	(102,125)	(120,295)
Income (loss) from discontinued operations					(8,458)	119,944	(2,450)
Net income (loss).	\$ 56,033	\$ 71,832	\$ 127,859	\$ 8,580	\$ (56,692)	\$ 17,819	\$ (122,745)
Net income (loss) per share							
Basic continuing operations	\$ 0.33	\$ 0.46	\$ 0.81	\$ 0.08	\$ (0.45)	\$ (1.03)	\$ (1.37)
Diluted continuing operations	\$ 0.33	\$ 0.44	\$ 0.77	\$ 0.08	\$ (0.45)	\$ (1.03)	\$ (1.37)
Basic discontinued operations					\$ (0.08)	\$ 1.21	\$ (0.03)
Diluted discontinued operations					\$ (0.08)	\$ 1.21	\$ (0.03)
Shares used in computing net income (loss) per share							
Basic	168,910	155,037	158,115	110,599	108,144	98,986	87,770
Diluted	171,338	163,237	165,031	113,228	108,144	98,986	87,770

	Nine Months Ended			Fiscal Year Ended			
	March 31, 2018	April 1, 2017	July 1, 2017	July 2, 2016	June 27, 2015	June 28, 2014	June 29, 2013
	(in thousands)						
Balance Sheet Data:							
Current assets	\$ 558,876	\$ 505,551	\$ 521,770	\$ 290,175	\$ 279,018	\$ 303,369	\$ 363,188
Property and equipment, net	137,999	100,459	114,333	65,045	41,766	50,768	72,028
Other intangible assets, net	241	840	699	1,498	2,579	8,536	10,233
Deferred tax assets, non-current	19,325		25,774	94			
Other non-current assets	1,622	2,474	2,573	2,237	2,521	3,012	4,445
Total assets	718,063	609,324	665,149	359,049	325,884	365,685	449,894
Current liabilities	117,797	138,808	133,183	109,772	92,361	128,162	236,529
Deferred gain on sale-leaseback	5,747	5,844	5,895	6,809	8,978	10,711	10,477
Convertible notes payable				62,058	61,246		22,990
Capital lease obligations, non-current	1,033	1,516	1,379	2,105	1,167	4,539	9,914
Other non-current liabilities	11,212	10,956	11,019	11,694	9,132	14,345	15,852
Total liabilities	135,789	157,124	151,476	192,438	172,884	157,757	295,762
Stockholders' equity	582,274	452,200	513,673	166,611	153,000	207,928	154,132

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

On March 11, 2018, Lumentum, Oclaro, Merger Sub and Merger Sub LLC entered into the Merger Agreement, pursuant to which Lumentum agreed to acquire Oclaro by way of a merger of Merger Sub with and into Oclaro, with Oclaro as the interim surviving corporation, followed as soon as practicable by a merger of Oclaro with and into Merger Sub LLC, with Merger Sub LLC continuing as the surviving entity and as a wholly owned subsidiary of Lumentum. Upon completion of the Merger, each share of Oclaro common stock issued and outstanding immediately prior to the effective time of the Merger will be converted into the right to receive \$5.60 in cash without interest, and 0.0636 of a share of Lumentum common stock, subject to the conditions and restrictions set forth in the Merger Agreement.

The unaudited pro forma condensed combined balance sheet as of March 31, 2018 gives effect to the Merger, as if the Merger had been completed on March 31, 2018 and combines the unaudited condensed consolidated balance sheet of Lumentum as of March 31, 2018 with Oclaro's unaudited condensed consolidated balance sheet as of March 31, 2018.

The unaudited pro forma condensed combined statements of operations for the year ended July 1, 2017 and the nine months ended March 31, 2018 give effect to the Merger as if it had occurred on July 3, 2016, the first day of Lumentum's fiscal 2017, and combines the historical results of Lumentum and Oclaro. The unaudited pro forma condensed combined statement of operations for the fiscal year ended July 1, 2017 combines the audited consolidated statement of operations of Lumentum for the fiscal year ended July 1, 2017 with Oclaro's audited consolidated statement of operations for the fiscal year ended July 1, 2017. The unaudited pro forma condensed combined statement of operations for the fiscal nine months ended March 31, 2018 combines the unaudited condensed consolidated statement of operations of Lumentum for the fiscal nine months ended March 31, 2018 with Oclaro's unaudited condensed consolidated statement of operations for the fiscal nine months ended March 31, 2018.

The historical consolidated financial information has been adjusted in the unaudited pro forma condensed combined financial statements to give effect to pro forma events that are (i) directly attributable to the Merger, (ii) factually supportable, and (iii) with respect to the statements of operations, expected to have a continuing impact on the combined company's results.

The unaudited pro forma condensed combined financial information presented is for informational purposes only and is not necessarily indicative of the financial position or results of operations that would have been realized if the Merger had been completed on the dates set forth above, nor is it indicative of future results or financial position of the combined company. Additionally, the final determination of the purchase price and the purchase price allocation, upon the completion of the Merger, will be based on Oclaro's net assets acquired as of that date and will depend on a number of factors that cannot be predicted with certainty at this time. The unaudited pro forma condensed combined financial information does not reflect any anticipated synergies or dissynergies, operating efficiencies or cost savings that may result from the Merger or potential divestitures that may occur prior to, or subsequent to, completion of the Merger or any acquisition and integration costs that may be incurred. The pro forma adjustments, which Lumentum believes are reasonable under the circumstances, are preliminary and are based upon available information and certain assumptions described in the accompanying notes to the unaudited pro forma condensed combined financial information. Actual results and valuations may differ materially from the assumptions within the accompanying unaudited pro forma condensed combined financial information.

The transaction is being accounted for as a business combination using the acquisition method with Lumentum as the accounting acquirer in accordance with Accounting Standards Codification (ASC) Topic 805, *Business Combinations* (ASC 805). Under this method of accounting, the purchase price will be allocated to Oclaro's assets acquired and liabilities assumed based upon their estimated fair values at the date of completion of the Merger. The process of valuing the tangible and intangible assets and liabilities of Oclaro

immediately prior to the Merger, as well as evaluating accounting policies for conformity, is preliminary. The final valuation may materially change the allocation of the Merger Consideration, which could materially affect the fair values assigned to the assets and liabilities and could result in a material change to the unaudited pro forma condensed combined financial information. Refer to Note 2 of the Notes to Unaudited Pro Forma Condensed Combined Financial Information for more information on the basis of presentation. The pro forma adjustments are preliminary and have been made solely for the purpose of providing unaudited pro forma condensed combined financial statements prepared in accordance with the rules and regulations of the SEC.

The unaudited pro forma condensed combined financial information should be read in conjunction with:

the accompanying notes to the unaudited condensed combined pro forma financial information;

the separate audited consolidated financial statements of Lumentum as of and for the fiscal year ended July 1, 2017 and the related notes, included in Lumentum's Annual Report on Form 10-K/A for the fiscal year ended July 1, 2017, incorporated by reference into this proxy statement/prospectus;

the separate unaudited condensed consolidated financial statements of Lumentum as of and for the fiscal nine months ended March 31, 2018 and the related notes, included in Lumentum's Quarterly Report on Form 10-Q for the period ended March 31, 2018, incorporated by reference into this proxy statement/prospectus;

the separate audited consolidated financial statements of Oclaro as of and for the fiscal year ended July 1, 2017 and the related notes, included in Oclaro's Annual Report on Form 10-K for the fiscal year ended July 1, 2017, incorporated by reference into this proxy statement/prospectus; and

the separate unaudited condensed consolidated financial statements of Oclaro as of and for the fiscal nine months ended March 31, 2018 and the related notes, included in Oclaro's Quarterly Report on Form 10-Q for the period ended March 31, 2018, incorporated by reference into this proxy statement/prospectus.

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**AS OF MARCH 31, 2018****(in millions)**

	Historical		Reclassification Pro Forma		Pro
	Lumentum	Oclaro	Adjustments	Adjustments	Forma
			(Note 4)	(Note 6)	Combined
ASSETS					
Current Assets:					
Cash and cash equivalents	\$ 176.8	\$ 180.0	\$	\$ (180.0)(a)	\$ 176.8
Short-term investments	516.0	124.4		(300.5)(a)	339.9
Accounts receivable, net	164.7	111.6			276.3
Inventories	144.2	103.9		54.1(b)	302.2
Prepayments and other current assets	63.0	39.0			102.0
Total current assets	1,064.7	558.9		(426.4)	1,197.2
Property, plant and equipment, net	301.8	138.0			439.8
Goodwill, net	11.8			603.4(d)	615.2
Intangibles, net	8.1	0.2		542.3(c)	550.6
Deferred income taxes	128.2	19.4			147.6
Other non-current assets	3.6	1.6			5.2
Total assets	\$ 1,518.2	\$ 718.1	\$	\$ 719.3	\$ 2,955.6
LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK, AND STOCKHOLDERS EQUITY					
Current liabilities:					
Accounts payable	\$ 100.9	\$ 73.1	\$	\$	\$ 174.0
Accrued payroll and related expenses	33.2			13.2	46.4
Income taxes payable	0.1				0.1
Accrued expenses	36.3	42.2	(17.3)		61.2
Current portion of long-term debt				4.5(f)	4.5
Capital lease obligations, current		2.5	(2.5)		
Other current liabilities	21.0		6.6		27.6
Total current liabilities	191.5	117.8		4.5	313.8
Deferred gain on sale-leaseback		5.8	(5.8)		
Convertible Notes	329.9			537.2(f)	867.1
Capital lease obligations, non-current		1.0	(1.0)		
Deferred income taxes				138.2(e)	138.2
Derivative liability	60.2				60.2
Other non-current liabilities	24.2	11.2	6.8	2.5(g)	44.7
Total liabilities	605.8	135.8		682.4	1,424.0

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Redeemable convertible preferred stock:

Non-controlling interest redeemable convertible Series A Preferred Stock	35.8				35.8
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Total redeemable convertible preferred stock	35.8				35.8
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Stockholders' equity:

Common stock	0.1	1.7		(1.6)(h)(i)	0.2
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Additional paid-in capital	736.0	1,700.1		(1,041.9)(h)(i)	1,394.2
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Retained earnings / (Accumulated deficit)	133.2	(1,162.0)		1,122.9(j)	94.1
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Accumulated other comprehensive income	7.3	42.5		(42.5)(h)	7.3
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Total stockholders' equity	876.6	582.3		36.9	1,495.8
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Total liabilities, redeemable convertible preferred stock, and stockholders' equity	\$ 1,518.2	\$ 718.1	\$	\$ 719.3	\$ 2,955.6
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See accompanying notes to the Unaudited Pro Forma Condensed Combined Financial Information

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS

FOR THE YEAR ENDED JULY 1, 2017

(in millions, except per share amounts)

	Historical		Reclassification Adjustments (Note 4)	Pro Forma Adjustments (Note 7)	Pro Forma Combined
	Lumentum	Oclaro			
Net revenue	\$ 1,001.6	\$ 601.0	\$	\$	\$ 1,602.6
Cost of sales	677.0	365.8		0.9(a)	1,043.6
Amortization of acquired technologies	6.5			85.0(b)	91.5
Gross profit	318.1	235.2		(85.9)	467.5
Operating expenses:					
Research and development	148.3	57.1		1.1(c)	206.5
Selling, general and administrative	110.2	58.5	0.6	17.9(d)	187.2
Amortization of other intangible assets		0.7	(0.7)		
Gain on sale of property and equipment		(0.1)	0.1		
Restructuring and related charges	12.0	0.1			12.1
Total operating expenses	270.5	116.3	0.0	19.0	405.8
Income from operations	47.6	118.9	(0.0)	(104.9)	61.7
Unrealized loss on derivative liabilities	(104.2)				(104.2)
Interest and other expense, net	(3.2)	(13.3)	(2.8)	(30.7)(e)	(50.1)
Loss on foreign currency transactions		(3.6)	3.6		
Other income, net		0.8	(0.8)		
Income (loss) before income taxes	(59.8)	102.8		(135.6)	(92.6)
Provision for (benefit from) income tax	42.7	(25.1)		(50.4)(f)	(32.8)
Net income (loss)	(102.5)	127.9		(85.2)	(59.8)
Cumulative dividends on Series A Preferred Stock	(0.9)				(0.9)
Net income (loss) attributable to common stockholders	\$ (103.4)	\$ 127.9	\$	\$ (85.2)	\$ (60.7)
Net income (loss) per share attributable to common stockholders (Note 7(h)):					
Basic	\$ (1.71)	\$ 0.81			\$ (0.84)
Diluted	\$ (1.71)	\$ 0.77			\$ (0.84)
Shares used in per share calculation attributable to common stockholders					

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(Note 7(h)):

Basic	60.6	158.1	71.9
Diluted	60.6	165.0	71.9

See accompanying notes to the Unaudited Pro Forma Condensed Combined Financial Information

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS**FOR THE NINE MONTHS ENDED MARCH 31, 2018****(in millions, except per share amounts)**

	Historical		Reclassification	Pro	Pro
	Lumentum	Oclaro	Adjustments	Forma	Forma
			(Note 4)	Adjustments	Combined
				(Note 7)	
Net revenue	\$ 946.6	\$ 422.2	\$	\$	\$ 1,368.8
Cost of sales	607.6	264.1		0.8(a)	872.2
Amortization of acquired technologies	2.4			41.3(b)	43.7
Gross profit	336.6	158.1		(42.1)	452.6
Operating expenses:					
Research and development	118.3	48.2		1.1(c)	167.6
Selling, general and administrative	95.5	47.8	0.6	8.5(d)	152.4
Amortization of other intangible assets		0.4	(0.4)		
Loss on sale of property and equipment		0.2	(0.2)		
Restructuring and related charges	3.8	3.1			6.9
Total operating expenses	217.6	99.7	(0.0)	9.6	326.9
Income from operations	119.0	58.4	0.0	(51.7)	125.7
Unrealized loss on derivative liabilities	(8.6)				(8.6)
Interest and other income (expense), net	(8.7)	0.8	6.6	(22.9)(e)	(24.2)
Gain on foreign currency transactions, net		4.2	(4.2)		
Other income, net		2.4	(2.4)		
Income before income taxes	101.7	65.8		(74.6)	92.9
Provision for (benefit from) income tax	(112.9)	9.8		(17.8)(f)	(120.9)
Net income	214.6	56.0		(56.8)	213.8
Cumulative dividends on Series A Preferred Stock	(0.7)				(0.7)
Earnings allocated to Series A Preferred Stock	(4.9)			0.8(g)	(4.1)

Net income attributable to common stockholders	\$ 209.0	\$ 56.0	\$	\$ (56.0)	\$ 209.0
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Net income per share attributable to common stockholders (Note 7(h)):

Basic	\$ 3.37	\$ 0.33		\$ 2.84
Diluted	\$ 3.31	\$ 0.33		\$ 2.79

Shares used in per share calculation attributable to common stockholders (Note 7(h)):

Basic	62.1	168.9		73.5
Diluted	63.2	171.3		74.7

See accompanying notes to the Unaudited Pro Forma Condensed Combined Financial Information

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

1. Description of the Merger

On March 11, 2018, Lumentum, Oclaro, Merger Sub and Merger Sub LLC entered into the Merger Agreement, pursuant to which Lumentum agreed to acquire Oclaro by way of a merger of Merger Sub with and into Oclaro, with Oclaro as the interim surviving corporation, followed as soon as practicable by a merger of Oclaro with and into Merger Sub LLC, with Merger Sub LLC continuing as the surviving entity and as a wholly owned subsidiary of Lumentum. Upon completion of the Merger, each share of Oclaro common stock issued and outstanding immediately prior to the effective time of the Merger will be converted into the right to receive \$5.60 in cash, without interest, and 0.0636 of a share of Lumentum common stock, subject to the conditions and restrictions set forth in the Merger Agreement.

Under the terms of the Merger Agreement, at the Effective Time:

- (a) Each Oclaro RSU that is outstanding and unvested immediately before the effective time of the Merger (and does not vest as a result of the Merger) will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro RSU immediately before the Effective Time (including the applicable vesting schedule), except the number of shares of Lumentum common stock subject to each Assumed RSU will equal the product of (i) the number of shares of Oclaro common stock underlying the applicable unvested Oclaro RSU immediately before the Effective Time (with any performance milestones deemed achieved based on maximum level of performance) multiplied by (ii) the Equity Award Exchange Ratio (rounded down to the nearest whole share). Any vested and unsettled Oclaro RSU as of immediately before the Effective Time will be treated as outstanding Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding;
- (b) Each share of Oclaro restricted stock that is outstanding and unvested immediately before the Effective Time will be treated as an outstanding share of Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding;
- (c) Except as provided below, each Oclaro common stock option that is outstanding, whether vested or unvested, immediately before the Effective Time will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro Option immediately before the Effective Time (including the applicable vesting schedule), except (A) the number of shares of Lumentum common stock subject to each Assumed Option will equal the product of (x) the number of shares of Oclaro common stock underlying such Assumed Option immediately before the Effective Time multiplied by (y) the Equity Award Exchange Ratio (rounded down to the nearest whole share), and (B) the per share exercise price of each Assumed Option will equal the quotient determined by dividing (x) the exercise price per share of such Assumed Option immediately before the Effective Time by (y) the Equity Award Exchange Ratio (rounded up to the nearest whole cent);
- (d) Each Cancelled Oclaro Option will be cancelled and converted into the right to receive the Merger Consideration in respect of each net option share of Oclaro common stock covered by such Cancelled Oclaro Option, subject to applicable tax withholding. The number of net option shares will be determined under a formula specified in the Merger Agreement that takes into account the exercise price of such Cancelled Oclaro Option. Any fractional net option shares (after aggregating all shares represented by all Cancelled Oclaro Options held by such holder) will be settled in cash based on the cash equivalent value of the Merger Consideration, subject to applicable tax withholding. If the exercise price per share of any Cancelled Oclaro Option is equal to or greater than the Merger Consideration, such Oclaro Option will be cancelled without payment; and

(e) Each Oclaro SAR that is outstanding, whether vested or unvested, will be cancelled and converted into the right to receive a cash amount equal to the product of (i) the number of shares of Oclaro common stock issuable upon exercise of the Oclaro SAR, multiplied by (ii) the excess, if any of (x) the cash equivalent value of the Merger Consideration over (y) the strike price of such Oclaro SAR, subject to applicable tax withholding.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

Further, pursuant to the Merger Agreement, prior to the Closing Date, Oclaro will obtain the resignation of each individual serving as a director or officer of (or comparable position with) Oclaro and its subsidiaries, unless Lumentum instructs Oclaro otherwise.

2. Description of the Financing Transaction

In connection with execution of the Merger Agreement, on March 11, 2018, Lumentum entered into a commitment letter (the Commitment Letter) with Deutsche Bank AG New York Branch (DBNY) and Deutsche Bank Securities Inc. (DBSI) pursuant to which DBNY committed to provide to Lumentum a senior secured term loan facility in an aggregate principal amount of up to \$550.0 million (the Committed Term Loan Facility), subject to the execution of definitive documentation and the satisfaction of customary closing conditions.

In addition to the Committed Initial Term Loan Facility, Lumentum has the ability to request additional senior secured term loans in an aggregate principal amount not to exceed \$250.0 million (the Additional Uncommitted Term Loans) on the Closing Date. Collectively, the Committed Initial Term Loan Facility and Additional Uncommitted Term Loans is referred to as Initial Term Loan Facility.

The proceeds of the Initial Term Loan Facility will be used, together with cash on hand of Lumentum and Oclaro and/or other available resources, (a) to finance the cash portion of the Merger Consideration payable pursuant to the terms of the Merger Agreement and (b) to pay related transaction costs.

The duration of the Committed Term Loan Facility is seven years. The Committed Term Loan Facility requires quarterly principal payments equal to 0.25% of the initial aggregate principal amount of the term loan (i.e. \$1.4 million) for the first 6-3/4 years. The Company has an option to carry the committed term loan facility as Base Rate loans, which shall bear interest at the Base Rate in effect from time to time plus the Applicable Margin (as defined below) or (y) LIBOR loans, which shall bear interest at LIBOR for the respective interest period plus the Applicable Margin. The terms are defined as below-

The Base Rate shall mean the highest of (x) the rate that the Administrative Agent announces from time to time as its prime lending rate, as in effect from time to time, (y) 1/2 of 1.00% in excess of the overnight federal funds rate, and (z) LIBOR for an interest period of one month (determined after giving effect to any applicable floor) plus 1.00%. In no event shall the Base Rate be less than zero.

LIBOR means the London interbank offered rate for US Dollars as determined by customary reference to the ICE Benchmark Administration London Interbank Offered Rate, as applicable and as adjusted for customary Eurodollar reserve requirements, if any; provided that LIBOR shall not be less than zero percent per annum.

The Applicable Margin shall mean a percentage per annum equal to (i) in the case of term loans maintained as Base Rate loans, 1.50%, and (ii) in the case of term loans maintained as LIBOR loans, 2.50%; provided

that so long as no default or event of default under the Term Loan Facility has occurred and is continuing, the Applicable Margin for Term Loans shall be subject to a single step-down of 25 basis points based on meeting a first-lien net leverage ratio of 0.50x inside the First-Lien Net Leverage Ratio as of the Closing Date.

The interest in respect of Base Rate loans is payable quarterly in arrears on the last business day of each calendar quarter whereas the interest in respect of LIBOR loans shall be payable in arrears at the end of the applicable interest period and every three months in the case of interest periods in excess of three months. Further, interest will also be payable at the time of repayment of any loans and at maturity.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

The Initial Term Loan Facility contains customary representations and warranties and customary affirmative and negative covenants, including, among other things, restrictions on indebtedness, liens, investments, mergers, and dispositions, prepayment of other indebtedness and dividends and other distributions, and customary events of default.

Lumentum plans to borrow the full \$550.0 million available under the Committed Initial Term Loan Facility as a LIBOR-based borrowing, at an interest rate of 5.42% (interest rate in effect as assumed date of borrowing) per annum. If Lumentum has incremental borrowings under the Additional Uncommitted Term Loans facility, the additional interest expense for year ended July 1, 2017 and nine months ended March 31, 2018 would be \$2.8 million and \$2.1 million, respectively, for every \$50.0 million borrowed.

3. Basis of Presentation

The unaudited pro forma condensed combined financial information and related notes are prepared in accordance with Article 11 of Regulation S-X and present the historical financial information of Lumentum and Oclaro adjusted to give effect to events that are: (1) directly attributable to the Merger, (2) factually supportable and (3) with respect to the unaudited pro forma condensed combined statements of operations, expected to have a continuing impact on the combined results.

The unaudited pro forma condensed combined financial information was prepared using the acquisition method of accounting in accordance with ASC 805, with Lumentum as the accounting acquirer, using the fair value concepts defined in ASC Topic 820, *Fair Value Measurement*, and based on the historical consolidated financial statements of Lumentum and Oclaro. Under ASC 805, all assets acquired and liabilities assumed in a business combination are recognized and measured at their assumed acquisition date fair value, while transaction costs associated with the business combination are expensed as incurred. The excess of Merger Consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill. Acquired in-process research and development (IPR&D) is recorded at fair value as an indefinite-lived intangible asset at the assumed merger date until completion or abandonment of the associated research and development (R&D) efforts. Upon completion of development, acquired IPR&D assets are considered amortizable, finite-lived assets.

The allocation of the purchase consideration for the Merger depends upon certain estimates and assumptions, all of which are preliminary. The allocation of the purchase consideration has been made for the purpose of developing the unaudited pro forma condensed combined financial information. The final determination of fair values of assets acquired and liabilities assumed relating to the acquisition could differ materially from the preliminary allocation of purchase consideration. The final valuation will be based on the actual net tangible and intangible assets of Oclaro existing at the acquisition date. The final valuation may materially change the allocation of the purchase consideration, which could materially affect the fair values assigned to the assets and liabilities and could result in a material change to the unaudited pro forma condensed combined financial information.

The pro forma adjustments represent Lumentum management's best estimates and are based upon currently available information and certain assumptions that Lumentum believes are reasonable under the circumstances. Lumentum is not aware of any material transactions between Lumentum and Oclaro (prior to the announcement of the Merger) during the periods presented. Accordingly, adjustments to eliminate transactions between Lumentum and Oclaro have not been reflected in the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information presented is for illustrative purposes only and is not necessarily indicative of the financial position or results of operations that would have been

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

realized if the Merger had been completed on the dates indicated, nor is it indicative of future operating results or financial position. The unaudited pro forma condensed combined financial information does not reflect any cost savings, operating synergies or revenue enhancements that the combined company may achieve as a result of the Merger, the costs to integrate the operations of Lumentum and Oclaro or the costs necessary to achieve these cost savings, operating synergies and revenue enhancements.

4. Accounting Policies and Reclassification Adjustments

The accounting policies used in the preparation of this unaudited pro forma condensed combined financial information are those set out in Lumentum's financial statements as of and for the fiscal year ended July 1, 2017 and for the fiscal nine months ended March 31, 2018. With the information currently available, Lumentum has determined that no significant adjustments are necessary to conform Oclaro's financial statements to the accounting policies used by Lumentum in the preparation of the unaudited pro forma condensed combined financial information. However, certain reclassification adjustments have been made to the unaudited pro forma condensed financial information to conform Oclaro's historical financial statement presentation to Lumentum's financial statement presentation. Upon consummation of the Merger, Lumentum will perform a comprehensive review of Oclaro's accounting policies. As a result of that review, Lumentum may identify differences between the accounting policies of the two companies which, when conformed, could have a material impact on the combined consolidated financial statements.

5. Calculation of Estimated Merger Consideration and Preliminary Purchase Price Allocation

Estimated Merger Consideration

Estimated Merger Consideration was determined by reference to the fair value on May 4, 2018. The calculation of estimated Merger Consideration is as follows:

	Shares	Per Share	Total
	(In millions, except per share amounts)		
Estimated cash paid for outstanding Oclaro common stock (1)			\$ 953.2
Estimated Lumentum common shares issued to Oclaro stockholders (2)	10.8	\$ 58.95	638.2
Estimated consideration for Oclaro's equity awards (3)			13.4
Estimated replacement equity awards for Oclaro equity awards (4)			6.3
Preliminary estimated merger consideration			\$ 1,611.1

(1) The cash component of the estimated Merger Consideration is computed based on 100% of the outstanding shares of Oclaro common stock being exchanged for the Cash Consideration of \$5.60.

	Shares	Per Share	Total
	(In millions, except per share amounts)		
Oclaro common stock outstanding as of May 4, 2018	170.2	\$ 5.60	\$ 953.2

- (2) The stock consideration component of the estimated Merger Consideration is computed based on 100% of the outstanding shares of Oclaro common stock being exchanged for the Exchange Ratio of 0.0636 Lumentum common stock.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

	Shares	Exchange Ratio	Total
	(In millions, except per share amounts)		
Oclaro common stock outstanding as of May 4, 2018	170.2	0.0636	10.8
Lumentum common stock price as of May 4, 2018			\$ 58.95
Estimated Lumentum common shares issued to Oclaro stockholders			\$ 638.2

- (3) Estimated consideration includes cash component of the Merger Consideration for Oclaro RSUs assumed to have vested by the Effective Time. Further, the estimated consideration also includes settlement of (a) Oclaro Restricted Stock and Oclaro RSUs held by directors or officers and (b) Cancelled Oclaro Options to be cancelled and paid out at the time of the close of the Merger. For purposes of calculating the estimated consideration for Oclaro's equity awards, it is assumed that each individual serving as a director or officer of (or comparable position with) Oclaro and its subsidiaries resigns from such position as of the Effective Time.
- (4) Estimated consideration for replacement of Oclaro's outstanding equity awards. As discussed in Note 1 of the Notes to Unaudited Pro Forma Condensed Combined Financial Information, certain equity awards of Oclaro will be replaced by Lumentum's equity awards with similar terms. A portion of the fair value of Lumentum's equity awards issued represents consideration transferred, while a portion represents compensation expense based on the vesting terms of the equity awards.

The final estimated Merger Consideration could significantly differ from the amounts presented in the unaudited pro forma condensed combined financial information due to movements in the Lumentum common stock price up to the Closing Date of the Merger. A sensitivity analysis related to the fluctuation in the Lumentum common stock price was performed to assess the impact a hypothetical change of 10% on the closing price of Lumentum common stock on May 4, 2018, would have on the estimated Merger Consideration and goodwill as of the Closing Date.

The following table shows the change in stock price, estimated Merger Consideration and goodwill:

	Stock price	Estimated Merger Consideration	Goodwill
	(In millions, except per share amounts)		
Increase of 10%	\$ 64.85	\$ 1,674.9	\$ 667.2
Decrease of 10%	\$ 53.06	\$ 1,547.2	\$ 539.5

Preliminary Purchase Price Allocation

Under the acquisition method of accounting, the identifiable assets acquired and liabilities assumed of Oclaro are recognized and measured as of the acquisition date at fair value and added to those of Lumentum. The determination of fair value used in the pro forma adjustments presented herein are preliminary and based on management estimates of the fair value and useful lives of the assets acquired and liabilities assumed and have been prepared to illustrate the estimated effect of the Merger. The final determination of the purchase price allocation, upon the completion of the Merger, will be based on Oclaro's net assets acquired as of that date and will depend on a number of factors that cannot

be predicted with certainty at this time. Therefore, the actual allocations will differ from the pro forma adjustments presented. The allocation is dependent upon certain valuation and other studies that have not yet been completed. Accordingly, the pro forma purchase price allocation is subject to further adjustment as additional information becomes available and as additional analyses and final valuations are completed. There can be no assurances that these additional analyses and final valuations will not result in significant changes to the estimates of fair value set forth below.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

The following table sets forth a preliminary allocation of the estimated Merger Consideration to the identifiable tangible and intangible assets acquired and liabilities assumed of Oclaro based on Oclaro's unaudited condensed consolidated balance sheet as of March 31, 2018, with cash and cash equivalents adjusted for \$30.4 million of expected transaction cost, with the excess recorded to goodwill:

	(in millions)
Cash and cash equivalents	\$ 149.7
Short-term investments	124.4
Accounts receivable, net	111.6
Inventories	158.0
Prepayments and other current assets	39.0
Intangible assets (1)	535.0
Property, plant and equipment (2)	138.0
Favorable leases	7.5
Deferred tax asset, non current	19.4
Other assets, non current	1.6
Unfavorable leases	(2.5)
Accounts payable	(73.1)
Accrued expenses including payroll related	(42.2)
Capital lease obligations (current and non current)	(3.5)
Deferred gain on sale-leaseback	(5.8)
Deferred tax liability related to acquired tangible assets and intangible assets	(138.2)
Other non current liabilities	(11.2)
Goodwill (3)	603.4
Estimated Merger Consideration	\$ 1,611.1

- (1) Preliminary identifiable intangible assets in the unaudited pro forma condensed combined financial information consists of the following:

	Preliminary Fair Value	Estimated Useful Life
Developed technology	\$ 330.0	6 Years
In-process research and development	35.0	n/a
Customer related assets	130.0	10.0 Years
Marketing related	10.0	5.0 Years
Other	30.0	1.0 Year

The identifiable intangible assets and related amortization are preliminary and are based on management's estimates after consideration of similar transactions. Other identifiable intangible assets primarily relates to backlog. As discussed above, the amount that will ultimately be allocated to identifiable intangible assets and liabilities, and the

related amount of amortization, may differ materially from this preliminary allocation. In addition, the periods the amortization impacts will ultimately be based upon the periods in which the associated economic benefits or detriments are expected to be derived, or where appropriate, based on the use of a straight-line method. Therefore, the amount of amortization following the Merger may differ significantly between periods based upon the final value assigned and amortization methodology used for each identifiable intangible asset and liability.

- (2) Property and equipment consists primarily of plant and machinery and computer equipment, for which the carrying value is assumed to approximate fair value. Lumentum does not have complete information at this

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

time as to the age, condition or location of these assets. All of these elements can result in differences between the preliminary fair value estimate and the fair value determined at the acquisition date.

- (3) Goodwill represents excess of Merger Consideration over the fair value of the underlying net assets acquired. In accordance with ASC Topic 350, Goodwill and Other Intangible Assets, goodwill is not amortized, but instead is reviewed for impairment at least annually, absent any indicators of impairment. Goodwill is attributable to planned growth in new markets and synergies expected to be achieved from the combined operations of Lumentum and Oclaro. Goodwill recorded in the Merger is not expected to be deductible for tax purposes.

6. Pro Forma Adjustments for Condensed Combined Balance Sheet

- (a) Reflects adjustment to cash and cash equivalents and short-term investments:

	(in millions)
Cash from New Debt Financing, net of debt issuance costs (Refer to Note 6(f))	\$ 541.7
Lumentum Transaction Costs (3)	(12.0)
Oclaro Transaction Costs (3)	(30.4)
Cash paid to settle equity awards (1)	(16.2)
Consideration Paid (Refer to Note 5)	(963.6)
 Net pro forma adjustment	 \$ (480.5)
 Pro forma adjustment to Cash and cash equivalents	 \$ (180.0)
Pro forma adjustment to Short-term investments (2)	(300.5)
 Total pro forma adjustment to cash and cash equivalents and short-term investments	 \$ (480.5)

- (1) One-time payment to settle equity awards for directors and officers as per the terms of the Merger Agreement.
- (2) Reflects the liquidation of short-term investments to maintain Lumentum's cash balance consistent with historical cash balance as of March 31, 2018.
- (3) These costs consist of legal advisory, financial advisory, accounting and consulting costs and are not reflected in the unaudited pro forma condensed combined statements of operations because they do not have a continuing effect on the combined company.
- (b) Reflects the preliminary purchase accounting adjustment for inventories based on the acquisition method of accounting.

	(in millions)
Elimination of Oclaro's inventory carrying value	\$ (103.9)
Fair value of acquired inventory (1)	158.0

Pro forma adjustment to inventory	\$	54.1
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- (1) Represents the adjustment necessary to state inventories acquired as of the pro forma Merger date to their preliminary estimated fair value. The valuation approaches used in the preliminary assessment of the fair value of inventories were the replacement cost approach and the comparative sales method approach. After the Closing, the step up in inventories fair value will increase cost of goods sold as the inventory is sold, which for purposes of these pro forma financial statements is assumed to occur within the first year after the merger. This increase is not reflected in the unaudited pro forma condensed combined statements of operations as it was determined to not have a continuing impact.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

(c) Reflects the preliminary purchase accounting adjustment for estimated intangibles based on the acquisition method of accounting. Refer to Note 5 of the *Notes to Unaudited Pro Forma Condensed Combined Financial Information* for additional information on the acquired intangible assets expected to be recognized.

	(in millions)
Elimination of Oclaro's historical net book value of intangible assets	\$ (0.2)
Fair value of acquired intangibles	535.0
Favorable leases (1)	7.5
 Pro forma adjustment to intangible assets	 \$ 542.3

(1) Represents the fair value of favorable leases using discounted cash flow method. Favorable leases represent the present value of the variance between the contract rent per the lease agreements and the market conditions as of July 3, 2017, the assumed date for completion of the Merger.

(d) Reflects capitalization of preliminary goodwill of \$603.4 million for the estimated Merger Consideration in excess of the fair value of the net assets acquired in connection with the Merger. Refer to Note 5 of the *Notes to Unaudited Pro Forma Condensed Combined Financial Information* for additional information on the goodwill expected to be recognized.

(e) This adjustment reflects the originating deferred tax liabilities (DTLs) resulting from pro forma fair value adjustments of the acquired assets and assumed liabilities based on applicable blended statutory tax rate with the respective estimated purchase price allocation. The originating DTLs are primarily related to the preliminary purchase price allocation associated with acquired intangible assets including favorable and unfavorable leases. DTLs have been recognized based on applicable statutory tax rate. Furthermore, tax related adjustments included in the unaudited pro forma condensed combined financial information are based on the tax laws in effect during the respective period. The estimate of DTLs is preliminary and is subject to change based upon Lumentum's final determination of the fair value of assets acquired and liabilities assumed, by jurisdiction including the final allocation across such legal entities and related jurisdictions.

(f) To reflect the Committed Term Loan Facility, net of unamortized debt issuance costs, to fund a portion of the Merger. As described in Note 2 of the *Notes to Unaudited Pro Forma Condensed Combined Financial Information*, Lumentum anticipates to enter into the Committed Term Loan Facility for \$550.0 million. The adjustment to current and long-term debt is comprised of the following items:

	(in millions)
Gross Proceeds from New Debt Financing	\$ 550.0
Debt issuance costs related to New Debt Financing	(8.3)
 Net proceeds from New Debt Financing	 \$ 541.7

Pro forma adjustment to long term debt:

Current portion	\$ 4.5
Long-term debt	537.2
Total Pro forma adjustment to long term debt	\$ 541.7

(g) Reflects purchase accounting adjustments to other non-current liabilities for the recording of the fair value of unfavorable leases acquired of \$2.5 million.

(h) Reflect the elimination of Oclaro's historical common stock, additional paid-in capital and accumulated other comprehensive income.

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

(i) Reflect the stock consideration component of the merger (\$0.1 million in common stock and \$651.5 million in additional paid-in capital) and \$10.8 million for issuance of common stock to settle Oclaro's awards that will be accelerated and cancelled as part of the Merger. The associated stock-based compensation expense is not reflected in the unaudited pro forma condensed combined statements of operations as it will not have a continuing impact.

(j) Reflects the elimination of Oclaro's accumulated deficit, the payment of transaction costs, acceleration of unvested Oclaro equity awards and after adjustments:

	(in millions)
Lumentum's estimated transactions to be incurred in connection with the Oclaro acquisition	\$ (12.0)
Cash paid to settle equity awards (1)	(16.2)
Elimination of Oclaro's historical accumulated deficit after adjustments	1,161.9
Common stock issued to settle equity awards (2)	(10.8)
Total Pro forma adjustment to accumulated deficit	\$ 1,122.9

- (1) Represents Oclaro's equity awards that will be settled and paid out in cash. The associated stock based compensation expense is not reflected in the unaudited pro forma condensed combined statements of operations as it will not have a continuing impact.
- (2) Represents issuance of common stock to settle Oclaro's awards that will be accelerated and cancelled as part of the Merger. The associated stock-based compensation expense is not reflected in the unaudited pro forma condensed combined statements of operations as it will not have a continuing impact.

7. Pro Forma Adjustments for Condensed Combined Statements of Operations

Adjustments included in the Pro Forma Adjustments column in the accompanying unaudited pro forma condensed combined statement of operations for the fiscal year ended July 1, 2017 and the fiscal nine months ended March 31, 2018 are as follows:

- (a) Reflects the adjustments to Cost of sales:

	(in millions)	
	Pro Forma For the year Ended July 1, 2017	Pro Forma For Nine Months Ended March 31, 2018
Incremental stock-based compensation expense (1)	\$ 0.9	\$ 0.8

Net adjustment to Cost of Sales	\$ 0.9	\$	0.8
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- (1) Incremental stock based compensation for equity awards that are being replaced.
 (b) Reflects the adjustments to amortization of intangible assets for acquired technology as a result of the Merger:

	(in millions)	
	Pro Forma For the year Ended July 1, 2017	Pro Forma For Nine Months Ended March 31, 2018
Amortization of acquired intangibles(1)	\$ 85.0	\$ 41.3
Net adjustment to amortization of acquired technologies	\$ 85.0	\$ 41.3

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

- (1) The amortization of acquired intangibles includes the amortization of other intangible assets, which primarily consists of backlog for the fiscal year ended July 1, 2017.

The amortization of intangible assets is based on the periods over which the economic benefits of the intangible assets are expected to be realized. Amortization expense is allocated among cost of sales and selling, general and administrative (SG&A) expense based on the nature of the activities associated with the intangible assets acquired. Refer to Note 5 of the Notes to Unaudited Pro Forma Condensed Combined Financial Information for additional information on the useful lives of the acquired intangible assets expected to be recognized.

Historical depreciation expense is allocated among cost of sales, R&D and SG&A expense based upon the nature of the activities associated with the property and equipment acquired. Oclaro's property and equipment consists primarily of plant and machinery and computer equipment, for which the carrying value is assumed to approximate fair value. Accordingly, no pro forma adjustment for the depreciation of property and equipment is recognized.

- (c) Reflects the adjustments to R&D expenses as a result of the Merger:

	(in millions)	
	Pro Forma For the year Ended July 1, 2017	Pro Forma For Nine Months Ended March 31, 2018
Incremental stock-based compensation expense (1)	\$ 1.1	\$ 1.1
Net adjustment to Research & Development expense	\$ 1.1	\$ 1.1

- (1) Incremental stock based compensation for equity awards that are being replaced.

- (d) Reflects the adjustments to SG&A as a result of the Merger:

	(in millions)	
	Pro Forma For the year Ended July 1, 2017	Pro Forma For Nine Months Ended March 31, 2018

Elimination of Oclaro's historical amortization of intangible assets	\$ (0.8)	\$ (0.5)
Amortization after fair value adjustment (1)	15.4	11.6
Incremental stock-based compensation expense (2)	3.3	2.7
Elimination of Transaction Costs incurred		(5.3)
Net adjustment to selling, general and administrative	\$ 17.9	\$ 8.5

- (1) The amortization of intangible assets is based on the periods over which the economic benefits of the intangible assets are expected to be realized. Amortization expense is allocated between amortization of acquired technologies and SG&A expense based on the nature of the activities associated with the intangible assets acquired. Refer to Note 5 of the *Notes to Unaudited Pro Forma Condensed Combined Financial Information* for additional information on the useful lives of the acquired intangible assets expected to be recognized. Historical depreciation expense is allocated among cost of sales, R&D and SG&A expense based upon the nature of the activities associated with the property and equipment acquired. Oclaro's property and equipment

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
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consists primarily of plant and machinery and computer equipment, for which the carrying value is assumed to approximate fair value. Accordingly, no pro forma adjustment for the depreciation of property and equipment is recognized

- (2) Incremental stock based compensation for equity awards that are being replaced.
(e) Reflects the expense related to the new Debt Financing and amortization of issuance costs related to the Merger:

	(in millions)	
	Pro Forma For the year Ended July 1, 2017	Pro Forma For Nine Months Ended March 31, 2018
Interest expense on new Debt Financing (1) (2)	\$ 29.7	\$ 22.1
Amortization of issuance costs	1.0	0.8
Pro forma adjustment to interest expense	\$ 30.7	\$ 22.9

- (1) The interest expense adjustments included in the unaudited pro forma condensed combined statements of operations reflect the additional interest expense using an interest rate of 5.42% (interest rate in effect as of the assumed Closing Date) per annum, excluding amortization of debt issuance costs.
- (2) A sensitivity analysis on interest expense for the year ended July 1, 2017 and nine months ended March 31, 2018 has been performed to assess the effect of a change of 12.5 basis points of the hypothetical interest would have been on the new debt financing. The following table shows the change in the interest expense for the Debt Financing transaction described in Note 2 of the *Notes to Unaudited Pro Forma Condensed Combined Financial Information* :

	(in millions)	
	Pro Forma For the year Ended July 1, 2017	Pro Forma For Nine Months Ended March 31, 2018
Interest expense assuming:		
Increase of 0.125%	\$ 0.7	\$ 0.5
Decrease of 0.125%	(0.7)	(0.5)

(f) Reflects the income tax expense/benefit effects of the pro forma adjustments based on applicable blended statutory tax rate. Because the tax rates used for these pro forma financial statements are an estimate, the blended rate will likely vary from the actual effective rate in periods subsequent to completion of the Merger. Further, the combined company's ability to use net operating loss carryforwards to offset future taxable income for U.S. federal income tax purposes is subject to limitations. In general under Section 382 of Code, a corporation that undergoes an ownership change is subject to limitations on its ability to utilize its pre-change net operating losses to offset future taxable income. In general, an ownership change occurs if the aggregate stock ownership of certain stockholders (generally 5% stockholders, applying certain look-through rules) increases by more than 50 percentage points over such stockholder's lowest percentage ownership during the testing period (generally three years). In addition, some of the standards and requirements under ASC 740 (Accounting for Income Taxes) may limit the combined company's ability to record deferred tax assets relating to originating temporary differences between book and tax basis of income and expense items. Further, these standards may require a valuation allowance to be established against certain existing deferred tax assets of each company as of the date of completion of the transactions contemplated by the Merger Agreement. In addition, a combination of two

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
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companies may also cause the ability for certain valuation allowances associated with one of the companies to no longer be necessary because on a combined basis, there may be new sources of future taxable income to support the reversal of pre-existing valuation allowances. Currently, no adjustment to the unaudited pro forma condensed combined financial information has been made as it relates to either limitations the combined company might incur under Section 382 of the Code or ASC 740 or decreases to pre-existing valuation allowances. Furthermore, adjustments to established deferred tax assets and liabilities as well as the recognition of additional deferred tax assets and liabilities may occur in conjunction with the finalization of the purchase accounting and these items could be material. Furthermore, tax related adjustments included in the unaudited pro forma condensed combined financial information are based on the tax laws in effect during the respective period.

(g) Reflects the pro forma adjustment to earnings allocated to Series A Preferred Stock.

(h) Reflects the pro forma earnings per share computation:

	(in millions)	
	Pro Forma For the year Ended July 1, 2017	Pro Forma For Nine Months Ended March 31, 2018
Numerator for basic earnings per share calculation:		
Pro forma income (loss) attributable to Lumentum	\$ (59.8)	\$ 213.8
Less: Cumulative dividends on Series A Preferred Stock	\$ (0.9)	\$ (0.7)
Less: Earnings allocated to Series A Preferred Stock		(4.1)
Pro forma income (loss) attributable to Lumentum (for Basic EPS)	\$ (60.7)	\$ 209.0
Denominator for basic earnings per share calculation:		
Pro forma basic weighted average shares:		
Historical Lumentum weighted average shares outstanding	60.6	62.1
Issuance of shares to Oclaro common stockholders	10.8	10.8
Issuance for equity awards	0.2	0.2
Replacement awards vesting	0.3	0.4
Proforma weighted average shares (basic)	71.9	73.5
Numerator for diluted earnings per share calculation:		
Pro forma income (loss) attributable to Lumentum (for Diluted EPS)	\$ (60.7)	\$ 209.0
Denominator for diluted earnings per share calculation:		
Pro forma diluted weighted average shares:		
Pro forma weighted average shares (basic)	71.9	73.5
Effect of dilutive securities from Lumentum stock-based benefit plans		1.1

Impact of treasury stock method of outstanding awards (1)			0.1
Convertible preferred stock (2)			
Pro forma weighted average shares (diluted)	71.9		74.7
Pro forma earnings per share:			
Basic	\$ (0.84)	\$	2.84
Diluted	\$ (0.84)	\$	2.79

**NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL
INFORMATION (Continued)**

- (1) The inclusion of diluted weighted average shares based on the impact of the treasury stock method for the year ended July 1, 2017 will result in pro forma diluted EPS being anti-dilutive. Therefore, it has been excluded from the computation.
- (2) The inclusion of convertible preferred stock will result in pro forma diluted EPS being anti-dilutive. Therefore it has been excluded from the numerator and the denominator.

UNAUDITED COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE DATA

The table set forth below contains selected unaudited historical, pro forma and pro forma equivalent per share information for shares of Lumentum common stock, shares of Oclaro common stock and unaudited pro forma combined per share information for Lumentum and Oclaro. The unaudited pro forma and pro forma equivalent per share information gives effect to the Merger as if it had occurred on March 31, 2018 for book value per share data and July 3, 2016, the first day of Lumentum's fiscal 2017, for net earnings per share data.

Historical Per Common Share Data of Lumentum and Oclaro

The historical per common share information of each of Lumentum and Oclaro below is derived from the audited consolidated financial statements of each of Lumentum and Oclaro as of and for the year ended July 1, 2017, and the unaudited consolidated financial statements of each of Lumentum and Oclaro as of and for the nine months ended March 31, 2018.

Unaudited Pro Forma Combined per Lumentum Common Share Data

The combined unaudited pro forma per share data for Lumentum common stock is extracted from the pro forma combined financial information appearing elsewhere in this proxy statement/prospectus. The pro forma combined financial information is based on, and should be read in conjunction with, the historical consolidated financial statements and accompanying notes of each of Lumentum and Oclaro for the applicable periods, which are incorporated by reference into this proxy statement/prospectus. See the section titled "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page 34 of this proxy statement/prospectus for more information.

The combined unaudited pro forma per share data for Lumentum common stock does not purport to represent what Lumentum's actual results of operations or financial condition would have been had the acquisition occurred on the dates assumed, nor is it necessarily indicative of Lumentum's future results of operations or financial condition. In particular, the unaudited pro forma combined financial information does not reflect the effect of anticipated costs and revenue synergies associated with the combination of Lumentum and Oclaro.

Unaudited Pro Forma Combined per Oclaro Equivalent Share Data

The unaudited pro forma combined per Oclaro equivalent share data set forth below shows the effect of the Merger from the perspective of an owner of Oclaro common stock. The information was calculated by multiplying the unaudited pro forma combined per share of Lumentum common stock amount by the Exchange Ratio of 0.0636. This exchange ratio does not reflect the cash portion of Merger Consideration of \$5.60 per share of Oclaro common stock exchanged.

Generally

You should read the below information in conjunction with the selected consolidated financial information of Lumentum and Oclaro included elsewhere in this proxy statement/prospectus, the historical consolidated financial statements of Lumentum and related notes that have been filed with the SEC, certain of which are incorporated by reference into this proxy statement/prospectus, and the historical consolidated financial statements of Oclaro and related notes that have been filed with the SEC, certain of which are incorporated by reference into this proxy statement/prospectus. See the sections titled "Selected Historical Consolidated Financial Data of Lumentum" beginning on page 28 of this proxy statement/prospectus, "Selected Historical Consolidated Financial Data of Oclaro" beginning on page 31 of this proxy statement/prospectus and "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus.

	As of and for the Year Ended July 1, 2017	As of and for the Nine Months Ended March 31, 2018
Lumentum Historical Data:		
Basic earnings per share	\$ (1.71)	\$ 3.37
Diluted earnings per share	(1.71)	3.31
Cash dividends declared per share		
Book value per share	10.07	14.01
Oclaro Historical Data:		
Basic earnings per share	\$ 0.81	\$ 0.33
Diluted earnings per share	0.77	0.33
Cash dividends declared per share		
Book value per share	3.06	3.42
Unaudited Pro Forma Combined per Lumentum Common Stock Data:		
Basic earnings per share	(0.84)	2.84
Diluted earnings per share	(0.84)	2.79
Cash dividends declared per share		
Book value per share(1)	N/A	\$ 20.19
Unaudited Pro Forma Combined per Oclaro Equivalent Share Data:		
Basic earnings per share(2)	(0.05)	0.18
Diluted earnings per share(2)	(0.05)	0.18
Cash dividends declared per share(2)		
Book value per share(2)	N/A	1.28

- (1) Amounts calculated by dividing the applicable total stock equity by the applicable common stock outstanding. Pro forma combined book value per share as of July 1, 2017 is not applicable as the estimated pro forma adjustments were calculated as of March 31, 2018.
- (2) Amounts calculated by multiplying unaudited pro forma combined per share amounts by the Exchange Ratio of 0.0636. The Exchange Ratio does not include the Cash Consideration of \$5.60 per share of Oclaro common stock.

COMPARATIVE MARKET PRICE AND DIVIDEND INFORMATION (UNAUDITED)

From August 4, 2015, shares of Lumentum common stock have been listed for trading on NASDAQ under the symbol LITE. Shares of Oclaro common stock are listed for trading on NASDAQ under the symbol OCLR.

Recent Closing Prices; Implied Value Per Share

The following table sets forth the closing sales prices per share of Lumentum common stock and Oclaro common stock on NASDAQ, and the per share value of one share of Oclaro common stock implied by the Merger Consideration, on the following dates:

March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement; and

May 29, 2018, the last practicable trading day prior to the date of this proxy statement/prospectus for which this information could be calculated.

	Lumentum Common Stock	Oclaro Common Stock	Implied Value Per Share (1)
March 9, 2018	\$ 68.975	\$ 7.85	\$ 9.99
May 29, 2018	\$ 62.95	\$ 9.04	\$ 9.60

- (1) The implied value per share, as of each date, is equal to (i) \$5.60, the cash portion of the Merger Consideration, plus (ii) 0.0636, the Exchange Ratio for the Merger, multiplied by the closing market price of one share of Lumentum common stock on such date. This calculation does not provide for an adjustment to the Merger Consideration to the extent that the number of shares of Lumentum common stock issuable in the Merger would exceed the Stock Threshold.

Historical Market Price Information

The following table sets forth, for the periods indicated, the intraday high and low sales prices per share of Lumentum common stock and per share of Oclaro common stock, in both cases as reported on NASDAQ.

On March 9, 2018, the last trading day before the execution of the Merger Agreement, the closing sales price of a share of Lumentum common stock on NASDAQ was \$68.975. On May 29, 2018, the last practicable trading day prior to the date of this proxy statement/prospectus, the closing sales price of a share of Lumentum common stock on NASDAQ was \$62.95.

On March 9, 2018, the last trading day before the execution of the Merger Agreement, the closing sales price of a share of Oclaro common stock on NASDAQ was \$7.85. On May 29, 2018, the last practicable trading day prior to the date of this proxy statement/prospectus, the closing sales price of a share of Oclaro common stock on NASDAQ was \$9.04.

On May 29, 2018, the last practicable trading day prior to the date of this proxy statement/prospectus for which it was practicable to obtain this information, there were 62,902,475 shares of Lumentum common stock outstanding and 170,660,203 shares of Oclaro common stock outstanding. As of such date, Lumentum had 2,544 holders of record of its common stock and Oclaro had 1,619 holders of record of its common stock.

	Lumentum ⁽¹⁾			Oclaro		
	High	Low (\$)	Dividend Paid (per share)	High	Low (\$)	Dividend Paid (per share)
Year Ended June 27, 2015						
Quarter ended September 27, 2014			\$ 2.28	1.50		\$
Quarter ended December 27, 2014			\$ 2.07	1.31		\$
Quarter ended March 28, 2015			\$ 2.05	1.40		\$
Quarter ended June 27, 2015			\$ 2.85	1.76		\$
Year Ended July 2, 2016						
Quarter ended September 26, 2015	25.86	16.66	\$ 2.93	2.06		\$
Quarter ended December 26, 2015	22.22	13.97	\$ 3.65	2.24		\$
Quarter ended March 26, 2016			\$ 5.41	3.16		\$
Quarter ended April 2, 2016	27.25	18.10	\$			\$
Quarter ended July 2, 2016	27.91	20.80	\$ 5.69	4.25		\$
Year Ended July 1, 2017						
Quarter ended October 1, 2016	42.35	23.02	\$ 9.34	4.58		\$
Quarter ended December 31, 2016	45.25	32.90	\$ 10.19	6.93		\$
Quarter ended April 1, 2017	55.92	34.15	\$ 11.30	8.02		\$
Quarter ended July 1, 2017	67.30	40.35	\$ 10.93	6.92		\$
Year Ending June 30, 2018						
Quarter ended September 30, 2017	68.63	50.45	\$ 10.49	7.95		\$
Quarter ended December 30, 2017	66.70	44.05	\$ 8.95	5.87		\$
Quarter ended March 31, 2018	74.40	41.95	\$ 10.20	5.61		\$

(1) Lumentum common stock began trading on NASDAQ on August 4, 2015.

Because the number of shares of Lumentum common stock issuable for each share of Oclaro common stock in the Merger will not be adjusted for changes in the market price of either Lumentum common stock or Oclaro common stock, the market value of the shares of Lumentum common stock that holders of Oclaro common stock will have the right to receive on the date the Merger is completed may vary significantly from the market value of the shares of Lumentum common stock that holders of Oclaro common stock would receive if the Merger were completed on May 29, 2018, the last practicable trading day prior to the date of this proxy statement/prospectus. As a result, we urge you to obtain current market quotations of Lumentum and Oclaro common stock prior to voting your shares.

Dividend Policy

Lumentum's Dividend Policy: Lumentum has never paid cash dividends on its common stock and does not currently expect to pay dividends on its common stock. The holders of Lumentum common stock will receive dividends if and when declared by the Lumentum Board out of legally available funds or, in the case of stock dividends, out of authorized and available shares of Lumentum common stock. The payment of any dividends to Lumentum's stockholders in the future, and the timing and amount thereof, if any, is within the discretion of the Lumentum Board.

The Lumentum Board's decisions regarding the payment of dividends will depend on many factors, such as Lumentum's financial condition, earnings, capital requirements, potential debt service obligations or restrictive covenants, industry practice, legal requirements, regulatory constraints and other factors that the Lumentum Board deems relevant.

In addition, because Lumentum is a holding company with no material direct operations, it is dependent on loans, dividends and other payments from its operating subsidiaries to generate the funds necessary to pay dividends on its common stock. However, Lumentum's operating subsidiaries' ability to make such distributions will be subject to their operating results, cash requirements and financial condition and the applicable provisions of Delaware law that may limit the amount of funds available for distribution. Lumentum's ability to pay cash dividends may also be subject to covenants and financial ratios related to existing or future indebtedness, and other agreements with third parties.

Lumentum's subsidiary, Lumentum Inc., issued \$35.8 million in Series A Preferred Stock to Viavi Solutions Inc. (formerly named JDS Uniphase Corporation) (Viavi), which was sold to Amada Holdings Co., Ltd. following the Separation. Holders of Series A Preferred Stock, in preference to holders of Lumentum Inc.'s common stock or any other class or series of its outstanding capital stock ranking in any such event junior to the Series A Preferred Stock, are entitled to receive, when and as declared by the board of directors, quarterly cumulative cash dividends at the annual rate of 2.5% of the issuance value per share on each outstanding share of Series A Preferred Stock. The accrued dividends are payable on March 31, June 30, September 30 and December 31 of each year commencing on September 30, 2015. During fiscal 2017, Lumentum Inc. paid \$0.9 million in dividends to the holders of Series A Preferred Stock.

Oclaro's Dividend Policy. Oclaro has never paid cash dividends on its common stock. To the extent Oclaro generates earnings, it intends to retain them for use in its business and, therefore, does not anticipate paying any cash dividends on its common stock in the foreseeable future. The Merger Agreement prohibits Oclaro from setting aside or paying any dividends or other distributions on its capital stock, so Oclaro does not expect to pay dividends for as long as the Merger Agreement is in effect.

RISK FACTORS

*In addition to the other information included and incorporated by reference in this proxy statement/prospectus, including the matters addressed in the section titled **Special Note Regarding Forward-Looking Statements** beginning on page 69 of this proxy statement/prospectus, you should carefully consider the following risks before deciding whether to vote for the adoption of the Merger Agreement. In addition, you should read and consider the risks associated with each of the businesses of Lumentum and Oclaro because these risks will also affect Lumentum after the Merger. These risks can be found in the Annual Reports on Form 10-K for each of Lumentum and Oclaro for the fiscal year ended July 1, 2017, and any amendments thereto, as such risks may be updated or supplemented in each company's subsequently filed Quarterly Reports on Form 10-Q, including Lumentum's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 2, 2018, and Oclaro's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, filed with the SEC on May 8, 2018, or Current Reports on Form 8-K, which are incorporated by reference into this proxy statement/prospectus. The risks and uncertainties described below are not the only risks and uncertainties the parties may face. Additional risks and uncertainties not presently known to the parties, or that the parties currently consider immaterial, could also negatively affect the business, financial condition, results of operations, prospects, profits and stock prices of Lumentum (including after the Merger) or Oclaro. You should also read and consider the other information in this proxy statement/prospectus and the other documents incorporated by reference in this proxy statement/prospectus. See the section titled **Where You Can Find More Information** beginning on page 169 of this proxy statement/prospectus.*

Risk Factors Relating to the Merger

Because the Exchange Ratio is fixed and the market price of Lumentum common stock has fluctuated and will continue to fluctuate, you cannot be sure of the value of the Merger Consideration you will receive.

At the Effective Time, by virtue of the Merger, Oclaro stockholders will receive, in exchange for each share of Oclaro common stock owned by them at the Effective Time, the Merger Consideration. Based on the closing stock price of Lumentum common stock on May 29, 2018, the most recent practicable date prior to the date of the accompanying proxy statement/prospectus, the per share value of Oclaro common stock implied by the Stock Consideration was \$4.00 and, when combined with the Cash Consideration of \$5.60 per share, results in a total implied Merger Consideration of \$9.60 per share of Oclaro common stock. The implied value of the Merger Consideration will fluctuate as the market price of Lumentum common stock fluctuates because the Stock Consideration is payable in a fixed number of shares of Lumentum common stock (subject to adjustment if the number of shares of Lumentum common stock issuable in connection with the Merger Consideration and the assumption and conversion of Oclaro's outstanding equity awards would otherwise exceed 19.9% of the outstanding shares of Lumentum common stock prior to the Merger). The value of the Stock Consideration has fluctuated since the date of the announcement of the Merger Agreement and will continue to fluctuate from the date of this proxy statement/prospectus to the date of the special meeting and the date the Merger is completed and thereafter. Accordingly, at the time of the special meeting, Oclaro stockholders will not know or be able to determine the implied value of the Merger Consideration they would receive upon completion of the Merger. Changes in the market price of Lumentum common stock may result from a variety of factors, including, among others, general market and economic conditions, changes in Oclaro's and Lumentum's respective businesses, operations and prospects, market assessments of the likelihood that the Merger will be completed, the timing of the Merger, regulatory considerations and other risk factors set forth or incorporated by reference in this proxy statement/prospectus. Many of these factors are beyond Oclaro's and Lumentum's control.

The market price of Lumentum common stock after the Merger will continue to fluctuate and may be affected by factors different from those currently affecting shares of Oclaro common stock.

Upon completion of the Merger, holders of Oclaro common stock will become holders of Lumentum common stock. The market price of Lumentum common stock may fluctuate significantly following completion

of the Merger and Oclaro stockholders could lose the value of their investment in Lumentum common stock. In addition, any significant price and volume fluctuations of the stock markets could have a material adverse effect on the market for, or liquidity of, the Lumentum common stock, regardless of Lumentum's actual operating performance. In addition, Lumentum's business differs in important respects from that of Oclaro, and accordingly, the results of operations of the combined company and the market price of Lumentum common stock after the completion of the Merger may be affected by factors different from those currently affecting the independent results of operations of each of Lumentum and Oclaro. For a discussion of the businesses of Lumentum and Oclaro and of some important factors to consider in connection with those businesses, see the documents incorporated by reference into this proxy statement/prospectus and referred to under "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus.

Sales of shares of Lumentum common stock after the completion of the Merger may cause the market price of Lumentum common stock to fall.

Based on the number of outstanding shares of Oclaro common stock as of May 29, 2018, Lumentum would issue approximately 10,853,989 shares of Lumentum common stock to Oclaro stockholders in the Merger. Following the Merger, there will be no restrictions on the sale of Lumentum common stock by former Oclaro stockholders. Many Oclaro stockholders may decide not to hold the shares of Lumentum common stock that they receive in the Merger. Other Oclaro stockholders, such as funds who are also Lumentum stockholders that have limitations on their permitted holdings of stock in individual issuers, may be required to sell the shares of Lumentum common stock that they receive in the Merger. Such sales of Lumentum common stock could have the effect of depressing the market price for Lumentum common stock and may take place at any time following the Merger.

The Merger is subject to a number of conditions, some of which are outside of the parties' control, and, if these conditions are not satisfied, the Merger Agreement may be terminated and the Merger may not be completed.

The Merger Agreement contains a number of conditions that must be fulfilled to complete the Merger. These conditions include, among other customary conditions, receipt of the Oclaro Stockholder Approval, absence of laws, orders, judgments and injunctions that enjoin or otherwise prohibit consummation of the Merger in any jurisdiction that is material to the business or operations of Oclaro or Lumentum, receipt of antitrust approvals in the United States and the People's Republic of China, which closing condition was satisfied with respect to the United States on April 4, 2018 when Lumentum and Oclaro received early termination of the waiting period under the HSR Act, approval by NASDAQ for listing of the shares of Lumentum common stock to be issued in the Merger, accuracy of representations and warranties of the parties subject to the applicable standard provided by the Merger Agreement, no event occurring that had or would reasonably be expected to have a Material Adverse Effect (as defined below in this proxy statement/prospectus) on Lumentum or Oclaro, compliance by the parties with their obligations in the Merger Agreement in all material respects and the effectiveness of the registration statement of which this proxy statement/prospectus forms a part.

The required satisfaction of the foregoing conditions could delay the completion of the Merger for a significant period of time or prevent it from occurring. Any delay in completing the Merger could cause Lumentum not to realize some or all of the benefits that the parties expect Lumentum to achieve following the Merger. Further, there can be no assurance that the conditions to Closing will be satisfied or waived or that the Merger will be completed.

In addition, if the Merger is not completed by December 11, 2018, which deadline will be automatically extended to March 11, 2019 if the Closing is delayed due to certain conditions to Closing relating to antitrust laws not being satisfied, either Lumentum or Oclaro may choose to terminate the Merger Agreement. Lumentum or Oclaro may also elect to terminate the Merger Agreement in certain other circumstances, and the parties can mutually decide to terminate the Merger Agreement at any time prior to the Closing, before or after Oclaro Stockholder Approval, as applicable. See the section titled "The Merger Agreement Termination of the Merger Agreement" beginning on page 148

of this proxy statement/prospectus for a more detailed description of these circumstances.

The business relationships of Oclaro and Lumentum and their respective subsidiaries may be subject to disruption due to uncertainty associated with the Merger, which could have an adverse effect on the results of operations, cash flows and financial position of Oclaro, Lumentum and, following the completion of the Merger, the combined company.

Parties with which Oclaro and Lumentum, or their respective subsidiaries, do business may be uncertain as to the effects the Merger and related transactions may have on them, including with respect to current or future business relationships with Oclaro, Lumentum, their respective subsidiaries or the combined company. Customers, suppliers and other persons with whom Oclaro and Lumentum have a business relationship may delay or defer certain business decisions or might decide to terminate, change or renegotiate their relationships with Oclaro or Lumentum, as applicable, or consider entering into business relationships with parties other than Oclaro, Lumentum, their respective subsidiaries or the combined company. These disruptions could have an adverse effect on the results of operations, cash flows and financial position of Oclaro, Lumentum or, following the completion of the Merger, the combined company, including an adverse effect on Lumentum's ability to realize the expected synergies and other benefits of the Merger. The risk, and adverse effect, of any disruption could be exacerbated by a delay in completion of the Merger or termination of the Merger Agreement.

Failure to complete the Merger could negatively affect the share prices and the future business and financial results of either or both of Lumentum and Oclaro.

If the Merger is not completed, the ongoing businesses of either or both of Lumentum and Oclaro may be adversely affected. Additionally, if the Merger is not completed and the Merger Agreement is terminated, Lumentum may be required to pay Oclaro a termination fee of \$80.0 million under specified circumstances relating to failure to obtain regulatory approvals, and Oclaro may be required to pay Lumentum a termination fee of \$63.0 million under specified circumstances. See the sections titled "The Merger Agreement Termination of the Merger Agreement" beginning on page 148 of this proxy statement/prospectus and "The Merger Agreement Termination Fees" beginning on page 150 of this proxy statement/prospectus for a more detailed description of these circumstances. In addition, Lumentum and Oclaro have incurred and will continue to incur significant transaction expenses in connection with the Merger regardless of whether the Merger is completed. Furthermore, Lumentum or Oclaro may experience negative reactions from the financial markets, including negative impacts on their stock prices, or negative reactions from their customers, suppliers, other business partners and employees, should the Merger not be completed.

The foregoing risks, or other risks arising in connection with the failure to consummate the Merger, including the diversion of management attention from conducting the business of the respective companies and pursuing other opportunities during the pendency of the Merger, may have a material adverse effect on the businesses, operations, financial results and stock prices of Lumentum and Oclaro. Either or both of Lumentum or Oclaro could also be subject to litigation related to any failure to consummate the Merger or any related action that could be brought to enforce a party's obligations under the Merger Agreement.

Litigation against Lumentum and Oclaro, or the members of the Oclaro Board, could prevent or delay the completion of the Merger or result in the payment of damages following completion of the Merger.

While Lumentum and Oclaro believe that any claims that may be asserted by purported stockholder plaintiffs related to the Merger would be without merit, the results of any such potential legal proceedings are difficult to predict and could delay or prevent the Merger from becoming effective in a timely manner. The existence of litigation related to the Merger could affect the likelihood of obtaining the required approval from Oclaro stockholders. Moreover, any litigation could be time consuming and expensive, could divert Lumentum's and Oclaro's management's attention away from their regular business and, if any lawsuit is adversely resolved against either Lumentum, Oclaro or members of the Oclaro Board (each of whom Oclaro is required to indemnify pursuant to indemnification agreements), could have a material adverse effect on Lumentum's or Oclaro's financial condition.

One of the conditions to Closing is the absence of any order or law by a court or other governmental entity in any jurisdiction that is material to the business or operations of Oclaro or Lumentum that prohibits, enjoins or makes illegal the closing of the Merger. Consequently, if a settlement or other resolution is not reached in any lawsuit that is filed and a claimant secures injunctive or other relief prohibiting, delaying or otherwise adversely affecting Lumentum's and/or Oclaro's ability to complete the Merger, then such injunctive or other relief may prevent the Merger from becoming effective in a timely manner or at all.

The Merger Agreement contains provisions that limit Oclaro's ability to pursue alternatives to the Merger could discourage a potential competing acquiror of Oclaro from making an alternative transaction proposal and, in specified circumstances, could require Oclaro to pay a termination fee to Lumentum.

The Merger Agreement provides that Oclaro shall not, and requires Oclaro to refrain from authorizing or knowingly permitting its representatives to, solicit, participate in negotiations with respect to or approve or recommend any third-party proposal for an alternative transaction, subject to exceptions set forth in the Merger Agreement relating to the receipt of certain unsolicited offers. If the Merger Agreement is terminated by either party after the Oclaro Board has changed its recommendation regarding the Merger or due to Oclaro's willful and material breach of its non-solicitation obligations, then Oclaro may be required to pay a termination fee of \$63.0 million to Lumentum.

These provisions could discourage a potential third-party acquiror or merger partner that might have an interest in acquiring all or a significant portion of Oclaro or pursuing an alternative transaction from considering or proposing such a transaction, even if it were prepared to pay consideration with a higher per share cash or market value than the consideration in the Merger, or might result in a potential third-party acquiror or merger partner proposing to pay a lower price to Oclaro stockholders than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances.

Additionally, if the Merger Agreement is terminated and Oclaro determines to seek another business combination, Oclaro may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the Merger.

The Merger is subject to the expiration of an applicable waiting period under, and the receipt of approvals, consents or clearances from, antitrust regulatory authorities in the People's Republic of China that may impose conditions that could have an adverse effect on Lumentum or Oclaro or, if not obtained, could prevent completion of the Merger.

Before the Merger may be completed, the waiting period (or extension thereof) applicable to the Merger must have expired or been terminated, and any approvals, consents or clearances required in connection with the Merger must have been obtained, in each case, under the antitrust and competition laws of the People's Republic of China. In deciding whether to grant the required regulatory approval, consent or clearance, the relevant governmental authorities will consider the effect of the Merger on competition within their jurisdiction, and other considerations they may deem appropriate. The terms and conditions of the approvals, consents and clearances that are granted may impose requirements, limitations or costs or place restrictions on the conduct of Lumentum's business, any of which may adversely affect the financial position and prospects of Lumentum and its ability to achieve the cost savings and other synergies projected to result from the Merger.

Under the Merger Agreement, Lumentum and Oclaro have agreed to use their reasonable best efforts to obtain any waivers, consents, or approvals required to effect the Merger (subject to certain limitations described in the Merger Agreement) and therefore may be required to comply with certain conditions or limitations imposed by governmental antitrust authorities. However, there can be no assurance that antitrust regulators will not impose unanticipated conditions, terms, obligations or restrictions and such conditions, terms, obligations or restrictions could have the effect of delaying completion of the Merger or imposing additional costs on or limiting the revenues of Lumentum

following the completion of the Merger, which may adversely affect the

financial position and prospects of Lumentum and its ability to achieve the cost savings and other synergies projected to result from the Merger. In addition, neither Lumentum nor Oclaro can provide assurance that any such conditions, terms, obligations or restrictions will not result in the delay or abandonment of the Merger. For a more detailed description of the regulatory review process, see the section titled "The Merger Regulatory Clearances Required for the Merger" beginning on page 116 of this proxy statement/prospectus. If the Merger Agreement is terminated under specified circumstances related to failure to receive approval of the applicable antitrust authorities, Lumentum will be required to pay Oclaro a termination fee of \$80.0 million. For a more detailed description of the termination fees applicable to the Merger Agreement, see the section titled "The Merger Agreement Termination Fees" beginning on page 150 of this proxy statement/prospectus.

Until the completion of the Merger or the termination of the Merger Agreement in accordance with its terms, in consideration of the agreements made by the parties in the Merger Agreement, Oclaro and Lumentum are prohibited from entering into certain transactions and taking certain actions that might otherwise be beneficial to Oclaro, Lumentum and their respective stockholders.

Until the earlier of the Effective Time and the termination of the Merger Agreement, the Merger Agreement restricts Oclaro and Lumentum from taking specified actions without the consent of the other party, and requires Oclaro and Lumentum to generally operate in the ordinary course of business consistent with past practices. These restrictions may prevent Oclaro and Lumentum from making changes to their respective businesses, retaining their respective workforces, paying dividends or pursuing attractive business opportunities that may arise prior to the completion of the Merger. See the section titled "The Merger Agreement Restrictions on Oclaro's Business Pending the Closing" beginning on page 132 of this proxy statement/prospectus for a description of the restrictive covenants applicable to Oclaro and the section titled "The Merger Agreement Restrictions on Lumentum's Business Pending the Closing" beginning on page 134 of this proxy statement/prospectus for a description of the restrictive covenants applicable to Lumentum.

The opinion of Oclaro's financial advisor does not reflect changes in circumstances that may occur between the original signing of the Merger Agreement and the completion of the Merger.

Consistent with market practices, the Oclaro Board has not obtained an updated opinion from its financial advisor as of the date of this proxy statement/prospectus and does not expect to receive an updated, revised or reaffirmed opinion prior to the completion of the Merger. Jefferies' opinion does not reflect changes, circumstances, developments or events that may have occurred or may occur after the date of its opinion, including changes in the operations and prospects of Oclaro and Lumentum, regulatory or legal changes, general market and economic conditions and other factors that may be beyond the control of Oclaro and Lumentum, and on which Jefferies' opinion was based, and that may alter the value of Oclaro or Lumentum or the prices of shares of Oclaro or Lumentum common stock by the time the Merger is completed. For example, the value of the Stock Consideration has fluctuated since, and could be materially different from its value as of, the date of Jefferies' opinion, and Jefferies' opinion does not address the prices at which shares of Oclaro common stock or Lumentum common stock may have traded or trade since the date of its opinion. The opinion does not speak as of the time the Merger will be completed or as of any date other than the date of such opinion. The Oclaro Board's recommendation that Oclaro stockholders vote **FOR** the Merger Proposal, however, is made as of the date of this proxy statement/prospectus. For a description of the opinion that the Oclaro Board received from its financial advisor, see the section titled "The Merger Opinion of Oclaro's Financial Advisor" beginning on page 96 of this proxy statement/prospectus, which detailed description is qualified by reference to the full text of the opinion as attached as **Annex B** to this proxy statement/prospectus.

Oclaro stockholders may have appraisal rights under Delaware law.

Under Delaware law, if the Merger is completed and certain other statutory requirements described herein are met, Oclaro stockholders who do not vote in favor of adoption of the Merger Agreement and otherwise

properly perfect their rights may be entitled to appraisal rights in connection with the Merger under Section 262 of the DGCL, which generally entitles stockholders to receive in lieu of the Merger Consideration a cash payment of an amount determined by the Court of Chancery to be equal to the fair value of their Oclaro common stock as of the Effective Time exclusive of any elements of value arising from the accomplishment or expectation of the Merger, together with interest to be paid on the amount determined to be fair value, if any, as determined by the Court of Chancery. The appraised value would be determined by the Court of Chancery and could be less than, the same as or more than the Merger Consideration. Stockholders who have properly demanded appraisal rights must file a petition for appraisal with the Court of Chancery within 120 days after the effective date of the Merger. Should a material number of Oclaro's stockholders exercise appraisal rights and should the Court of Chancery determine that the fair value of such shares of Oclaro common stock is materially greater than the Merger Consideration, it could have an adverse effect on the financial condition and results of operation of the surviving company. For a more detailed description of the appraisal rights available to Oclaro stockholders, see the section titled "The Merger Appraisal Rights" beginning on page 117 of this proxy statement/prospectus, which detailed description is qualified by reference to the full text of Section 262 of the DGCL as attached as Annex C to this proxy statement/prospectus.

After the Merger, Oclaro stockholders will have a significantly lower ownership and voting interest in Lumentum than they currently have in Oclaro, and will exercise less influence over management.

It is expected that, immediately after completion of the Merger, former Oclaro stockholders will own approximately 16 % of the outstanding shares of Lumentum common stock. Consequently, Oclaro stockholders will have substantially less influence over the management and policies of Lumentum than they currently have over Oclaro.

Prior to the Effective Time, Lumentum shall appoint one member of the Oclaro Board to serve as a member of the Lumentum Board effective as of immediately after the Effective Time to serve until the next annual meeting of Lumentum stockholders in accordance with the Lumentum Charter and the Lumentum Bylaws.

Some of the executive officers and directors of Oclaro have interests in seeing the Merger completed that are different from, or in addition to, those of the other Oclaro stockholders. Therefore, some of the executive officers and directors of Oclaro may have a conflict of interest in recommending the proposals being voted on at the special meeting.

Certain of the executive officers of Oclaro have arrangements that provide them with interests in the Merger that are different from, or in addition to, those of the stockholders of Oclaro generally. These interests include, among others, the possible continued employment of certain executive officers, the acceleration of vesting of certain equity-based awards, enhanced severance payments and/or benefits, and/or continuation of certain indemnification insurance in connection with the Merger. These interests may influence Oclaro's executive officers to support or approve the proposals to be presented at the special meeting.

In addition, certain directors of Oclaro have interests in the Merger that are different from, or in addition to, those of the stockholders of Oclaro generally, including, among others, the acceleration of vesting of certain equity-based awards and/or continuation of certain indemnification insurance in connection with the Merger. These interests may influence the directors of Oclaro to support or approve the proposals to be presented at the special meeting.

See the section titled "The Merger Interests of Oclaro's Directors and Executive Officers in the Merger" beginning on page 108 of this proxy statement/prospectus for a more detailed description of these interests.

The shares of Lumentum common stock to be received by Oclaro stockholders as a result of the Merger will have different rights from the shares of Oclaro common stock.

Upon completion of the Merger, Oclaro stockholders will become stockholders of Lumentum and their rights as stockholders will be governed by the Lumentum Charter and the Lumentum Bylaws. The rights

associated with Oclaro common stock are different from the rights associated with shares of Lumentum common stock. See the section titled "Comparison of Stockholders' Rights" beginning on page 159 of this proxy statement/prospectus for a more detailed description of these differences.

The U.S. federal income tax treatment of the Merger will not be known as of the date of the special meeting, and any position taken that the Merger qualifies as a reorganization might be challenged successfully by the Internal Revenue Service.

The U.S. federal income tax consequences of the Merger depend on whether the Merger qualifies as a reorganization within the meaning of Section 368(a) of the Code. One of the requirements that must be satisfied in order for the Merger to qualify as a reorganization is the "continuity of interest" test, which requires that a sufficient amount of the proprietary interests in Oclaro are preserved by being exchanged in the Merger for Lumentum common stock. The continuity of interest test generally would be satisfied if the Stock Consideration received in the Merger represented at least 40% of the value of the total Merger Consideration, determined based on the value of the Lumentum common stock on the Closing Date. See the section titled "Material U.S. Federal Income Tax Consequences" beginning on page 152 of this proxy statement/prospectus for a more detailed description of the continuity of interest test.

No assurances can be given that the continuity of interest requirement will be met. Therefore, it will not be known at the time of the special meeting whether the Merger will qualify as a reorganization under Section 368(a) of the Code. On the Closing Date, Lumentum and Oclaro will make a determination, in consultation with their tax counsel, as to whether or not the Merger qualifies as a reorganization for U.S. federal income tax purposes, and Lumentum will inform the Oclaro stockholders of such determination as soon as practicable after the Closing. However, stockholder votes will not be resolicited in the event that the Merger does not qualify as a reorganization under Section 368(a) of the Code. Therefore, there is a risk that the intended tax treatment of the Merger to Oclaro stockholders may adversely change following the date of the special meeting.

Furthermore, even if Lumentum and Oclaro determine that the Merger qualifies as a reorganization for U.S. federal income tax purposes, the Internal Revenue Service ("IRS") may successfully assert a contrary position.

Uncertainties associated with the Merger may cause a loss of management personnel and other key employees of Oclaro or Lumentum, which could adversely affect the future business and operations of the combined company following the Merger.

Lumentum's success following the Merger will depend upon the ability of Lumentum to retain senior management and key employees of Lumentum and Oclaro following the Merger. In some of the fields in which Lumentum and Oclaro operate, there are only a limited number of people in the job market who possess the requisite skills, and it may be increasingly difficult for Lumentum following the Merger to hire personnel over time. Lumentum following the Merger will operate in many geographic locations, including California, Italy, the United Kingdom, and parts of Asia, where the labor markets are particularly competitive. Furthermore, certain unvested stock awards and benefits held by Oclaro employees may vest in connection with the Merger, reducing their retentive value, and Lumentum following the Merger may need to offer new awards and benefits to increase retention.

Current and prospective employees of Lumentum and Oclaro may experience uncertainty about their roles with the combined company following the Merger, which may materially adversely affect the ability of each of Lumentum and Oclaro to attract and retain key personnel during the pendency of the Merger. In addition, key employees may depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the combined company following the Merger. The loss of services of certain senior management or key employees of Lumentum and Oclaro or the inability to hire new personnel with the requisite skills could restrict the ability of the combined company following the Merger to develop new products or enhance existing products in a timely manner, to sell products to customers or to effectively manage the business of the combined

company following the Merger. Also, the business, financial condition and results of operations of the combined company following the Merger could be materially adversely affected by the loss of any of its key employees, by the failure of any key employee to perform in his or her current position, or by the combined company's inability to attract and retain skilled employees.

There can be no assurance that Lumentum will be able to secure the funds necessary to pay the Merger Consideration, in a timely manner or at all.

Lumentum intends to finance a portion of the Merger Consideration with the Debt Financing. To this end, Lumentum has entered into a Commitment Letter with DBNY and DBSI (DBSI collectively with DBNY, the Lenders) containing commitments as of the date of this proxy statement/prospectus for a senior secured term loan facility in an aggregate principal amount of up to \$550 million. However, as of the date of this proxy statement/prospectus, neither Lumentum nor any of its subsidiaries has entered into definitive agreements for the Debt Financing (or other financing arrangements in lieu thereof), and the obligation of the Lenders to provide the Debt Financing under the Commitment Letter is subject to a number of customary conditions. There can be no assurance that Lumentum will be able to obtain the Debt Financing pursuant to the Commitment Letter.

In the event that the Debt Financing contemplated by the Commitment Letter is not available, other financing may not be available on acceptable terms, in a timely manner or at all. Although Lumentum's obligations to consummate the Merger are not conditioned upon the Debt Financing, if Lumentum is unable to obtain the Debt Financing, the Merger may be delayed or not be completed, in which case Lumentum would be in material breach of its obligations under the Merger Agreement. See the section titled "The Merger Agreement Financing Obligations" beginning on page 143 of this proxy statement/prospectus for more information.

Risk Factors Relating to Lumentum Following the Merger

Although Lumentum expects to realize certain benefits as a result of the Merger, there is the possibility that Lumentum following the Merger may be unable to integrate successfully the business of Oclaro to realize the anticipated benefits of the Merger, or to do so within the intended timeframe.

Lumentum will be required to devote significant management attention and resources to integrating the business practices and operations of Oclaro with Lumentum. Due to legal restrictions, Lumentum and Oclaro have only been able to conduct limited planning regarding the integration of Oclaro into Lumentum after completion of the Merger and Lumentum has not yet determined the exact nature of how the businesses and operations of Oclaro will be run following the Merger. Potential difficulties Lumentum may encounter as part of the integration process include the following:

the costs of integration and compliance and the possibility that the full benefits anticipated to result from the Merger will not be realized;

any delay in the integration of management teams, strategies, operations, products and services;

diversion of the attention of each company's management as a result of the Merger;

differences in business backgrounds, corporate cultures and management philosophies that may delay successful integration;

the ability to create and enforce uniform standards, controls, procedures, policies and information systems;

the challenge of integrating complex systems, technology, networks and other assets of Oclaro into those of Lumentum in a manner that minimizes any adverse impact on customers, suppliers, employees and other constituencies;

potential unknown liabilities and unforeseen increased expenses or delays associated with the Merger, including costs to integrate Oclaro; and

the disruption of, or the loss of momentum in, each company's ongoing businesses.

Any of these factors could adversely affect the ability of Lumentum following the Merger to maintain relationships with customers, suppliers, employees and other constituencies or its ability to achieve the anticipated benefits of the Merger, including anticipated synergies, or could reduce the earnings or otherwise adversely affect the business and financial results of Lumentum after the Merger.

Prior to the completion of the Merger, Lumentum, and, following the completion of the Merger, the combined company, faces risks with respect to recent events involving ZTE and other future regulatory actions against customers.

Prior to the completion of the Merger, Lumentum, and, following the completion of the Merger, the combined company, faces business uncertainty as a result of the DOC changing and reactivating its previously suspended denial order (the Denial Order) and suspending the export privileges of ZTE. Under the Denial Order, ZTE is prohibited from participating in any way in any transaction subject to the U.S. Export Administration Regulations (EAR), until March 13, 2025. The Denial Order also restricts U.S. companies from exporting or reexporting to or on behalf of ZTE any item subject to the EAR or engaging in any transaction to service any item subject to the EAR that has been or will be exported from the U.S. and which is owned, possessed or controlled by ZTE. Prior to the Denial Order, ZTE was a customer of Oclaro's and accounted for 18%, 10% and 7.3% of Oclaro's revenues for the fiscal years ended July 1, 2017, July 2, 2016 and June 27, 2015, respectively. The Denial Order will have a negative impact on Oclaro's revenues for the fiscal year ending June 30, 2018, and is anticipated to have a negative impact on Oclaro's revenues in future periods during which the Denial Order remains in effect. Oclaro's and, after the closing, Lumentum's inability to mitigate the impact of the Denial Order on Oclaro's business will have continued impact on the previously anticipated benefits of the transaction to Lumentum.

Further, other customers of Oclaro and Lumentum have been investigated by the U.S. government in the past and may be in the future. Any further sanctions or limitation on Oclaro's, Lumentum's or, following the completion of the Merger, the combined company's ability to sell products to certain customers could have an adverse effect on the business and results of operations of the combined company following the completion of the Merger. In addition, governmental actions such as these could subject the combined company to actual or perceived reputational harm among current or prospective investors, suppliers or customers of the combined company, other parties doing business with the combined company, or the general public. Any such reputational harm could result in the loss of investors, suppliers or customers, which could harm the business, financial condition, operating results or prospects of the combined company following the completion of the Merger.

The Merger may not be accretive and may cause dilution to Lumentum's earnings per share, which may harm the market price of Lumentum common stock following the Merger.

While the Merger is expected to be immediately accretive to Lumentum's future earnings per share, there can be no assurance with respect to the timing and scope of the accretive effect or whether it will be accretive at all. Lumentum following the Merger could encounter additional transaction and integration-related costs or other factors such as the failure to realize all of the benefits anticipated in the Merger or a downturn in its business, including a loss in revenue as a result of the Denial Order relating to ZTE. These and other future events and conditions could cause dilution to Lumentum's earnings per share following the Merger or decrease the expected accretive effect of the Merger and cause a decrease in the price of shares of Lumentum common stock following the Merger. Any dilution of, or delay of any accretion to, Lumentum's earnings per share could cause the price of shares of Lumentum common stock to decline or increase at a reduced rate.

Lumentum following the Merger will incur significant transaction and integration related costs in connection with the Merger.

Lumentum expects to incur costs associated with integrating the operations of Oclaro following the Closing. The amount of these costs could be material to the financial position and results of operations of Lumentum

following the Merger. A substantial amount of such expenses will be comprised of transaction costs related to the Merger, facilities and systems consolidation costs, and employee-related costs. Lumentum will also incur fees and costs related to formulating integration plans and performing these activities. Additional unanticipated costs may be incurred in the integration of the two companies' businesses. The elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, may not offset incremental transaction and other integration related costs in the near term.

Lumentum may not have discovered undisclosed liabilities of Oclaro which may be material to the combined company's business and affect the value of Lumentum common stock.

Lumentum's due diligence review of Oclaro may not have discovered undisclosed liabilities of Oclaro. If Oclaro has undisclosed liabilities, Lumentum as a successor owner may be responsible for such undisclosed liabilities. Lumentum has tried to control its exposure to undisclosed liabilities by obtaining certain protections under the Merger Agreement, including representations and warranties from Oclaro regarding undisclosed liabilities, however, such representations and warranties expire by their terms on the completion of the Merger. There can be no assurance that such provisions in the Merger Agreement will protect Lumentum against any undisclosed liabilities being discovered or provide an adequate remedy for any undisclosed liabilities that are discovered. Such undisclosed liabilities could have an adverse effect on the business and results of operations of Lumentum and may adversely affect the value of Lumentum common stock after the consummation of the Merger.

Oclaro's counterparties may acquire certain rights upon the Merger, which could negatively affect Lumentum following the Merger.

Oclaro is party to numerous contracts, agreements, licenses, permits, authorizations and other arrangements that contain provisions giving counterparties certain rights (including, in some cases, termination rights) in the event of an assignment of the agreement or a change in control of Oclaro or its subsidiaries. The definitions of assignment and change in control vary from contract to contract and, in some cases, the assignment or change in control provisions may be implicated by the Merger. If an assignment or change in control occurs, a counterparty may be permitted to terminate its contract with Oclaro.

Whether a counterparty would have cancellation rights in connection with the Merger depends upon the language and governing law of its agreement with Oclaro. Whether a counterparty exercises any cancellation rights it has would depend on, among other factors, such counterparty's views with respect to the financial strength and business reputation of Lumentum following the Merger and prevailing market conditions. Oclaro cannot presently predict the effects, if any, that may occur if the Merger is deemed to constitute a change in control under certain of its contracts and other arrangements, including the extent to which cancellation rights would be exercised, if at all, or the effect on Lumentum's financial condition, results of operations or cash flows following the Merger, but such effect could be material.

Following the Merger, Lumentum will have a more complex organizational structure, which could result in unfavorable tax or other consequences and could have an adverse effect on its net income and financial condition.

Following the Merger, Lumentum will operate legal entities in many countries where it will conduct manufacturing, design and sales operations around the world. In some countries, it will maintain multiple entities for tax or other purposes. Changes in tax laws, regulations, and related interpretations in the countries in which it operates may adversely affect its results of operations. Lumentum, following the Merger, will have many entities globally and may have unsettled intercompany balances between some of these entities that could result, if changes in law, regulations or related interpretations occur, in adverse tax or other consequences affecting its capital structure, intercompany interest rates and legal structure.

Future results of Lumentum following the Merger may differ materially from the unaudited pro forma financial information included in this proxy statement/prospectus.

The future results of Lumentum following the Merger may be materially different from those shown in the unaudited pro forma financial information presented in this proxy statement/prospectus that show only a combination of Lumentum's and Oclaro's historical results and do not reflect the expected decline in ZTE related revenue of Oclaro and, following the closing of the Merger, Lumentum as a result of the Denial Order. As a result of the Denial Order, Lumentum's future results following the Merger are expected to be negatively impacted and differ from the unaudited pro forma financial information included in this proxy statement/prospectus. Additionally, Lumentum expects to incur significant costs associated with completing the Merger and integrating the operations of Oclaro, and the exact magnitude of these costs is not yet known. Furthermore, these costs may decrease the amount of capital that could be used by Lumentum for other purposes.

The financial analyses and forecasts considered by Lumentum, Oclaro and Oclaro's financial advisor may not be realized.

While the financial projections utilized by Lumentum, Oclaro and Oclaro's financial advisor in connection with the Merger were prepared in good faith based on information available at the time of preparation, no assurances can be made regarding future events or that the assumptions made in preparing such projections will accurately reflect future conditions. For example, the financial projections utilized by Lumentum, Oclaro and Oclaro's financial advisor in connection with the Merger do not take into account the Denial Order relating to ZTE, previously a significant customer of Oclaro's, which will have a negative impact on Oclaro's revenues for the fiscal year ending June 30, 2018, and is anticipated to have a negative impact on Oclaro's revenues in future fiscal periods during which the Denial Order remains in effect. There can be no assurance that the underlying assumptions or projected results will be realized, and actual results will likely differ, and may differ materially, from such projections, which could result in a material adverse effect on the business, financial condition, results of operations and prospects of Lumentum following the Merger. See the section titled "The Merger - Certain Unaudited Prospective Financial Information" beginning on page 104 of this proxy statement/prospectus for more information.

In connection with the Merger, Lumentum will incur significant indebtedness, which could adversely affect Lumentum, including by decreasing Lumentum's business flexibility, and which will increase its interest expense.

Lumentum's consolidated indebtedness based on face value of debt as of May 29, 2018 was approximately \$450.0 million. Lumentum's pro forma indebtedness as of May 29, 2018, after giving effect to the Merger and the anticipated incurrence and extinguishment of indebtedness in connection therewith, will be as much as \$1.0 billion. In order to consummate the Merger, Lumentum expects to incur at least \$550 million of new indebtedness. Accordingly, Lumentum's consolidated indebtedness following completion of the Merger will be greater than Lumentum's consolidated indebtedness prior to the completion of the Merger.

This indebtedness could have the effect, among other things, of reducing Lumentum's flexibility to respond to changing business and economic conditions and increasing Lumentum's interest expense. The amount of cash required to pay interest on Lumentum's increased indebtedness levels following completion of the Merger, and thus the demands on Lumentum's cash resources, will be greater than the amount of cash flows required to service the indebtedness of Lumentum prior to the transaction. The cash resources required to service the increased levels of indebtedness following completion of the Merger could also reduce funds available for working capital, capital expenditures, acquisitions and other general corporate purposes and may create competitive disadvantages for Lumentum relative to other companies with lower debt levels. If Lumentum does not achieve the expected benefits and cost savings from the Merger, or if the financial performance of the combined company does not meet current expectations, Lumentum's ability to service its indebtedness may be adversely impacted.

Moreover, Lumentum may be required to raise substantial additional financing to fund working capital, capital expenditures, acquisitions or other general corporate requirements. Lumentum's ability to arrange additional financing or refinancing will depend on, among other factors, Lumentum's financial position and performance, as well as prevailing market conditions and other factors beyond Lumentum's control. Lumentum cannot assure you that it will be able to obtain additional financing or refinancing on terms acceptable to Lumentum or at all.

The terms of the definitive documents governing the Term Loan Facilities will restrict Lumentum's operations, particularly Lumentum's ability to respond to changes or to take certain actions.

The definitive documents governing the Term Loan Facilities (as defined below in this proxy statement/prospectus) will contain a number of restrictive covenants that impose operating and financial restrictions on the Lumentum and may limit its ability to engage in acts that may be in Lumentum's long-term best interest, including restrictions on the ability to: incur indebtedness, grant liens, undergo certain fundamental changes, dispose of assets, make investments, enter into transactions with affiliates, and make certain restricted payments, in each case subject to limitations and exceptions to be set forth in the definitive documentation for the Term Loan Facilities.

The definitive documentation governing the Term Loan Facilities will also contain customary events of default that include, among other things, certain payment defaults, covenant defaults, cross-defaults to other indebtedness, change of control defaults, judgment defaults, and bankruptcy and insolvency defaults. Such events of defaults may allow the creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies which could have a material adverse effect on Lumentum's business, operations and financial results. Furthermore, if Lumentum is unable to repay the amounts due and payable under its credit agreements, those lenders could proceed against the collateral granted to them to secure that indebtedness which could force Lumentum into bankruptcy or liquidation. In the event Lumentum's lenders accelerated the repayment of the borrowings, Lumentum and its subsidiaries may not have sufficient assets to repay that indebtedness. Any acceleration of amounts due under the credit agreements would likely have a material adverse effect on Lumentum. As a result of these restrictions, Lumentum may be limited in how it conducts business, unable to raise additional debt or equity financing to operate during general economic or business downturns, or unable to compete effectively or to take advantage of new business opportunities.

Other Risk Factors of Lumentum and Oclaro

Lumentum's and Oclaro's businesses are and will be subject to the risks described above. In addition, Lumentum and Oclaro are, and will continue to be, subject to the risks described in each of Lumentum's and Oclaro's Annual Report on Form 10-K for the fiscal year ended July 1, 2017, as amended, and as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this proxy statement/prospectus. See the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus for the location of information incorporated by reference in this proxy statement/prospectus.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus and the documents incorporated by reference into this proxy statement/prospectus contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts, but reflect Lumentum's and Oclaro's current beliefs, expectations or intentions regarding future events. These statements include forward-looking statements both with respect to Lumentum and Oclaro and the telecommunications industry. Forward-looking statements generally relate to future events or future financial or operating performance. In some cases, you can identify forward-looking statements because they contain words such as may, will, should, expects, plans, anticipates, could, intend, projects, contemplates, believes, estimates, predicts, potential or continue or the negative of these words or similar terms or expressions that concern Lumentum's and/or Oclaro's expectations, strategy, plans or intentions. Lumentum's and Oclaro's expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected, including but not limited to: the risk that the transaction does not close, due to the failure of one or more conditions to closing or the failure of the businesses (including personnel) to be integrated successfully after closing; risks with respect to events that affect Oclaro's business during the pendency of the transaction and following the closing, including the impact on Oclaro's results of operations of the Denial Order; the risk that synergies and non-GAAP earnings accretion will not be realized or realized to the extent anticipated; uncertainty as to the market value of the Lumentum merger consideration to be paid in the Merger; the risk that required governmental or Oclaro stockholder approvals of the Merger (including China antitrust approvals) will not be obtained or that such approvals will be delayed beyond current expectations; the risk that following this transaction, Lumentum's financing or operating strategies will not be successful; litigation in respect of either company or the Merger; and disruption from the Merger making it more difficult to maintain customer, supplier, key personnel and other strategic relationships.

The forward-looking statements contained in this proxy statement/prospectus are also subject to other risks and uncertainties, including those more fully described under the section titled "Risk Factors" beginning on page 57 of this proxy statement/prospectus and elsewhere in Lumentum's and Oclaro's filings with the SEC, including Lumentum's Annual Report on Form 10-K for the year ended July 1, 2017, Lumentum's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018, Oclaro's Annual Report on Form 10-K for the year ended July 1, 2017, and Oclaro's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2018. The forward-looking statements in this proxy statement/prospectus are based on information available to Lumentum and Oclaro as of the date hereof, and each of Lumentum and Oclaro disclaims any obligation to update any forward-looking statements, except as required by law.

THE OCLARO SPECIAL MEETING

General

This proxy statement/prospectus is being provided to Oclaro stockholders as part of a solicitation of proxies by the Oclaro Board for use at the special meeting of Oclaro stockholders and at any adjournments or postponements of the special meeting. This proxy statement/prospectus provides Oclaro stockholders with information about the special meeting and should be read carefully in its entirety.

Date, Time and Location

The special meeting of Oclaro stockholders will be held on July 10, 2018 at 8:00 a.m, Pacific time, at Oclaro's headquarters located at 225 Charcot Avenue, San Jose, California 95131.

Purpose

At the special meeting, holders of Oclaro common stock as of the Record Date will be asked to consider and approve the following proposals:

- The Merger Proposal:* The proposal to adopt the Merger Agreement, which provides for the acquisition of Oclaro through (1) a merger of Merger Sub with and into Oclaro with Oclaro surviving the First Step Merger, and (2), as soon as reasonably practicable following the First Step Merger, a merger of Oclaro with and into Merger Sub LLC with Merger Sub LLC continuing as the surviving entity.
- The Compensation Proposal:* The proposal to approve, on a non-binding, advisory basis, the compensation payments that will or may be made to Oclaro's named executive officers in connection with the Merger.
- The Adjournment Proposal:* The proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal.

The approval of the Merger Proposal by Oclaro stockholders is a condition to the obligations of Lumentum and Oclaro to complete the Merger. The approval, on a non-binding, advisory basis, of the Compensation Proposal is not a condition to the obligations of Lumentum or Oclaro to complete the Merger. The approval of the Adjournment Proposal also is not a condition to the obligations of Lumentum or Oclaro to complete the Merger. No other matters are intended to be brought before the special meeting by Oclaro, but if other matters are properly brought before the special meeting or at any adjournment or postponement of the special meeting, the persons whom the Oclaro Board has appointed to vote proxies will vote on such matters in their discretion.

Attendance at the Special Meeting

Only Oclaro stockholders of record as of the Record Date, non-record owners as of the Record Date, holders of valid proxies for the special meeting and invited guests of Oclaro may attend the special meeting.

All attendees should be prepared to present picture identification for admittance. The additional items, if any, that attendees must bring depend on whether they are stockholders of record, non-record owners or proxy holders.

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An Oclaro stockholder who holds shares directly registered in such stockholder's name with Oclaro's transfer agent, Computershare Trust Company, N.A., who wishes to attend the special meeting in person should bring picture identification.

A person who holds shares in street name through a bank, brokerage firm or other nominee who wishes to attend the special meeting in person should bring:

picture identification; and

a letter from such person's bank, brokerage firm or other nominee, or a current brokerage statement, to indicate that such bank, brokerage firm or other nominee is holding shares of Oclaro common stock for such person's benefit.

A person who holds a validly executed proxy entitling such person to vote on behalf of a stockholder of record of shares of Oclaro common stock who wishes to attend the special meeting in person should bring:

picture identification;

the validly executed proxy naming such person as the proxy holder, signed by the Oclaro stockholder of record; and

proof of the signing Oclaro stockholder's record ownership as of the record date.

Cameras, recording devices and other electronic devices, signs and placards will not be permitted at the special meeting. Failure to provide the requested documents at the door or failure to comply with the procedures for the special meeting may prevent stockholders of record, non-record owners or proxy holders from being admitted to the special meeting. Oclaro reserves the right to request any person to leave the special meeting who is disruptive or refuses to follow the rules established for the special meeting or for any other reason.

Recommendation of the Oclaro Board

The Oclaro Board unanimously (1) determined that the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement are advisable and are fair to, and in the best interest of, Oclaro and its stockholders, (2) approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement, (3) recommended that the Oclaro stockholders adopt the Merger Agreement, and (4) directed that the Merger Agreement be submitted to the Oclaro stockholders for adoption at the special meeting.

Accordingly, the Oclaro Board unanimously recommends that the stockholders vote their shares of Oclaro common stock:

1. **FOR** Proposal 1 to approve the Merger Proposal;
2. **FOR** Proposal 2 to approve the Compensation Proposal; and
3. **FOR** Proposal 3 to approve the Adjournment Proposal.

Record Date and Quorum

The Oclaro Board has fixed the close of business on May 15, 2018 as the Record Date for the special meeting. Oclaro stockholders of record as of the Record Date are entitled to notice of and to vote at the special meeting. As of the close of business on the Record Date, 170,656,367 shares of Oclaro common stock were issued and outstanding and there were 1,780 holders of record of Oclaro common stock. Each Oclaro stockholder is entitled to one vote for each share of Oclaro common stock held by such stockholder as of the Record Date. A list of Oclaro stockholders entitled to vote at the special meeting will be available at the special meeting and for 10 days prior to the special meeting between the hours of 9:00 a.m. and 5:00 p.m., Pacific time, at Oclaro's headquarters located at 225 Charcot Avenue, San Jose, California 95131.

Holders of a majority in voting power of the issued and outstanding shares of Oclaro common stock entitled to vote at the special meeting must be present in person or represented by proxy at the special meeting in order to have the required quorum for transacting business. Stockholders are counted as present at the meeting if they are present in person at the special meeting, or have properly submitted a proxy card or submitted a proxy by telephone or over the Internet. Abstaining votes are considered present and entitled to vote and, therefore, are

included for purposes of determining whether a quorum is present at the special meeting. Broker non-votes are not considered entitled to vote at the special meeting and, therefore, are not included for purposes of determining whether a quorum is present at the special meeting.

If you transfer your shares of Oclaro common stock after the Record Date but before the special meeting, you will, unless you provide the transferee of your shares with a proxy, retain your right to vote at the special meeting, but will have transferred the right to receive the Merger Consideration. In order to receive the Merger Consideration, you must hold your shares through the Effective Time.

Even if you plan to attend the special meeting in person, you are strongly encouraged to vote your shares of Oclaro common stock by proxy. If you are a record holder or if you obtain a proxy to vote shares of Oclaro common stock that you beneficially own, you may still vote your shares of Oclaro common stock in person by ballot at the special meeting even if you have previously voted by proxy. If you are present at the special meeting and vote in person by ballot, your previous vote by proxy will not be counted.

If your shares of Oclaro common stock are held in street name through a broker, bank or other nominee, you may vote through your broker, bank or other nominee by completing and returning the voting instruction form provided by your broker, bank or other nominee, or, if such a service is provided by your broker, bank or other nominee, electronically over the Internet or by telephone. To vote over the Internet or by telephone through your broker, bank or other nominee, you should follow the instructions on the voting instruction form provided by your broker, bank or nominee. However, because you are not the stockholder of record, you may not vote your shares of Oclaro common stock in person by ballot at the special meeting unless you obtain a proxy from your broker, bank or other nominee giving you the right to vote your shares at the special meeting. Please refer to the voting instruction card provided with these proxy materials by your broker, bank or other nominee or contact your broker, bank or other nominee to obtain instructions on how to instruct them with respect to the voting of your shares of Oclaro common stock.

Required Vote

The affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of Oclaro common stock as of the Record Date is required to approve the Merger Proposal (Proposal 1). The affirmative vote, in person or by proxy, of the holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter is required to approve the Compensation Proposal (Proposal 2). The affirmative vote, in person or by proxy, of the holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter is required to approve the Adjournment Proposal (Proposal 3).

Your broker, bank or other nominee is not entitled to vote shares held for a beneficial owner on non-routine matters. All matters at the special meeting are non-routine matters, including approval of the Merger Proposal, approval, on a non-binding, advisory basis, of the Compensation Proposal, and approval of the Adjournment Proposal.

Consequently, if you do not give your broker, bank or other nominee specific instructions, your shares will not be voted at the special meeting. You are encouraged to provide instructions to your broker. This ensures your shares will be voted at the special meeting.

If you abstain from voting, fail to vote at the special meeting (in person or by proxy), or fail to instruct your broker, bank or other nominee how to vote on the Merger Proposal, it will have the same effect as a vote cast **AGAINST** the Merger Proposal. If you abstain from voting, attend the special meeting and fail to vote, do not attend the special meeting (in person or by proxy) or fail to instruct your broker, bank or other nominee how to vote on the Compensation Proposal or Adjournment Proposal, it will have no effect on the outcome of the vote on the Compensation Proposal, assuming a quorum is present.

Share Ownership and Voting by Oclaro Directors and Executive Officers

As of the Record Date, the directors and executive officers of Oclaro held and are entitled to vote, in the aggregate, approximately 1.8% of the aggregate voting power of the outstanding shares of Oclaro common stock. Oclaro currently expects that all of its directors and executive officers will vote their shares of Oclaro common stock in favor of the Merger Proposal, the Compensation Proposal and the Adjournment Proposal, although none of them has entered into any agreement obligating them to do so.

Voting of Shares

For Stockholders of Record:

In addition to voting in person at the special meeting, if your shares of Oclaro common stock are held in your name by Oclaro's transfer agent as a stockholder of record, you, as an Oclaro stockholder, may submit a proxy as follows:

Mail: You may submit your proxy by properly signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope, which you should do early enough so that it is received before the date of the special meeting.

Internet: You may submit your proxy by using the Internet at www.proxyvote.com. Internet voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern time, on July 9, 2018, the day before the special meeting.

Telephone: You may submit your proxy by calling 1-800-690-6903, the toll-free (within the U.S. or Canada) phone number on your proxy card. Telephone voting is available 24 hours a day and will be accessible until 11:59 p.m., Eastern time, on July 9, 2018, the day before the special meeting; or

In Person: You may vote your shares of Oclaro common stock by attending the special meeting and voting in person by ballot. Attendance at the special meeting will not, however, in and of itself constitute a vote. Oclaro requests that Oclaro stockholders submit their proxies over the Internet, by telephone or by completing and signing the accompanying proxy and returning it to Oclaro as soon as possible in the enclosed postage-paid envelope. When the accompanying proxy is returned properly executed (including proper proxy submission by Internet or telephone), the shares of Oclaro common stock represented by it will be voted at the special meeting in accordance with the instructions contained on the proxy card.

If you sign and return your proxy or voting instruction card without indicating how to vote on any particular proposal, the Oclaro common stock represented by your proxy will be voted **FOR** each proposal in accordance with the recommendation of the Oclaro Board. Unless you check the box on your proxy card to withhold discretionary authority, the proxy holders may use their discretion to vote on the proposals relating to the special meeting.

If your shares of Oclaro common stock are held in street name by a broker, bank or other nominee, you should check the voting form used by that firm to determine whether you may give voting instructions by telephone or the Internet and you should read the information in the section titled "Voting of Shares For Beneficial Owners" below.

Every Oclaro stockholder's vote is important. Accordingly, each Oclaro stockholder should submit its proxy via the Internet or by telephone, or sign, date and return the enclosed proxy card, whether or not the Oclaro stockholder plans to attend the special meeting in person.

For Beneficial Owners:

If your shares of Oclaro common stock are held in street name by a broker, bank or other nominee, you have the right to direct your broker, bank or other nominee on how to vote your shares of Oclaro common stock.

Your broker, bank or other nominee, as applicable, may establish an earlier deadline by which you must provide instructions to it for how to vote your shares of Oclaro common stock. You should read carefully the materials provided to you by your broker, bank or other nominee. Because a beneficial owner is not the stockholder of record, you may not vote these shares of Oclaro common stock at the special meeting unless you obtain a proxy from the broker, bank or other nominee that holds your shares of Oclaro common stock giving you the right to vote such shares of Oclaro common stock at the special meeting.

Revocation of Proxies

If you are a stockholder of record as of the Record Date, you may change your vote:

by delivering to Oclaro (Attention: Corporate Secretary, 225 Charcot Avenue, San Jose, California 95131), prior to your shares being voted at the special meeting, a later dated properly written notice of revocation or a later dated duly executed proxy card (in which case only the later-dated proxy is counted and the earlier proxy is revoked);

by attending the special meeting and voting in person (although attendance at the special meeting will not, by itself, revoke a proxy); or

by submitting a proxy on the Internet or by telephone at a later date but prior to your shares being voted at the special meeting (in which case only the later-dated proxy is counted and the earlier proxy is revoked).

If you are a beneficial owner of shares held in street name by a broker, bank or other nominee, you may revoke your proxy and vote your shares in person at the special meeting only in accordance with the applicable rules and procedures as employed by such broker, bank or other nominee. If your shares are held in an account at a broker, bank or other nominee, you should contact your broker, bank or other nominee to change your vote.

Solicitation of Proxies; Costs of Solicitation

Your proxy is being solicited by the Oclaro Board on behalf of Oclaro. Oclaro will bear the entire cost of proxy solicitation, including preparation, assembly, printing and mailing of the notice of special meeting, proxy card, this proxy statement/prospectus and any additional materials furnished to Oclaro stockholders. Copies of these materials will be furnished to brokerage houses, fiduciaries, and custodians holding shares in their names that are beneficially owned by others to forward to those beneficial owners. In addition, Oclaro may reimburse the costs of forwarding these materials to those beneficial owners.

Solicitation of proxies by mail may be supplemented by one or more of telephone, email, facsimile, or personal solicitation by Oclaro's directors, officers, or regular employees. No additional compensation will be paid for such services.

Oclaro has engaged MacKenzie Partners, Inc. to aid in the solicitation of proxies from brokers, bank nominees and other institutional owners for approximately \$17,500, plus reimbursement of related expenses.

Tabulation of Votes

All votes will be tabulated by a representative of Broadridge Financial Solutions, Inc., who will separately tabulate affirmative and negative votes, abstentions and broker non-votes. A representative of Broadridge Financial Solutions,

Inc. will act as the inspector of election appointed for the special meeting.

Adjournments and Postponements

In addition to the Merger Proposal and the Compensation Proposal, Oclaro stockholders are being asked to approve the Adjournment Proposal, which will authorize the adjournment of the special meeting one or more times, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Merger Proposal at the time of the special meeting.

If a quorum is not present or represented at the special meeting, then the Oclaro stockholders entitled to vote at the special meeting, present in person or represented by proxy, or if no stockholder is present, any Oclaro officer entitled to preside at or to act as secretary of the meeting, shall have power to adjourn the meeting. If the special meeting is adjourned for less than 30 days, notice need not be given of the adjourned meeting if the time and place of the adjourned meeting, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting, are announced at the special meeting at which the adjournment is taken. At the adjourned meeting, Oclaro may transact any business that might have been transacted at the original special meeting. If the adjournment is for 30 days or more, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Oclaro stockholder of record entitled to vote at the meeting.

An adjournment of the special meeting may be desirable to, among other things, solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal, allow reasonable additional time for the filing and distribution of any supplemental or amended disclosure to be disseminated to and reviewed by Oclaro stockholders prior to the special meeting, or otherwise with the consent, or upon the request, of Lumentum.

If you sign and return a proxy and do not indicate how you wish to vote on any proposal, or if you indicate that you wish to vote in favor of the Merger Proposal but do not indicate a choice on the Adjournment Proposal, your shares of Oclaro common stock will be voted **FOR** the Adjournment Proposal.

Assistance

If you need assistance in completing your proxy card, have questions about the Merger, the special meeting, or the proposals to be considered at the special meeting, need additional copies of this document or need to obtain proxy cards or other information related to the proxy solicitation, please contact Oclaro's proxy solicitor, MacKenzie Partners, Inc., at the following address and telephone number:

MacKenzie Partners, Inc.
1407 Broadway
New York, New York 10018
(212) 929-5500
or
Toll-Free (800) 322-2885

PROPOSAL 1: THE MERGER PROPOSAL

As discussed throughout this proxy statement/prospectus, Oclaro is asking its stockholders to adopt the Merger Agreement. Pursuant to the Merger Agreement, Lumentum will acquire Oclaro pursuant to (1) the merger of Merger Sub with and into Oclaro with Oclaro surviving the First Step Merger, and (2), as soon as reasonably practicable following the First Step Merger, the merger of Oclaro with and into Merger Sub LLC with Merger Sub LLC continuing as the surviving entity. The Oclaro common stock will be delisted from NASDAQ, deregistered under the Exchange Act and cease to be publicly traded.

As described in further detail in the sections titled "Questions and Answers" beginning on page 1 of this proxy statement/prospectus, "Summary" beginning on page 12 of this proxy statement/prospectus, "The Merger" beginning on page 79 of this proxy statement/prospectus and "The Merger Agreement" beginning on page 124 of this proxy statement/prospectus, the Oclaro Board has unanimously approved the Merger Agreement, the Merger and the other transactions contemplated by the Merger Agreement. The Merger is subject to the satisfaction of the conditions set forth in the Merger Agreement, including the adoption of the Merger Agreement by the stockholders of Oclaro at the special meeting. Accordingly, the approval of the Merger Proposal by Oclaro stockholders is a condition to the obligations of Lumentum and Oclaro to complete the Merger. A copy of the Merger Agreement is attached as **Annex A** to this proxy statement/prospectus. You are urged to read the Merger Agreement carefully and in its entirety.

Required Vote

The affirmative vote, in person or by proxy, of the holders of a majority of the outstanding shares of Oclaro common stock as of the Record Date is required to approve the Merger Proposal.

Recommendation of the Oclaro Board

The Oclaro Board unanimously recommends that Oclaro stockholders vote FOR the Merger Proposal.

PROPOSAL 2: THE COMPENSATION PROPOSAL

Oclaro is providing its stockholders with the opportunity to cast a vote, on a non-binding, advisory basis, to approve the compensation payments that will or may be made to Oclaro's named executive officers in connection with the Merger as disclosed in the table (and related narrative disclosure) titled "The Merger: Interests of Oclaro's Directors and Executive Officers in the Merger: Quantification of Potential Payments and Benefits to Oclaro's Named Executive Officers in Connection with the Merger" beginning on page 111 of this proxy statement/prospectus, as required by Section 14A of the Exchange Act.

Through this proposal, Oclaro is asking its stockholders to indicate their approval, on a non-binding, advisory basis, of the compensation and change of control payments which Oclaro's named executive officers will or may be eligible to receive in connection with the Merger as indicated in the table referred to above. The plans and arrangements under which these compensation payments may be made are part of Oclaro's compensation program for its named executive officers or are required by the Merger Agreement.

You should review carefully the information under the section titled "The Merger: Interests of Oclaro's Directors and Executive Officers in the Merger: Quantification of Potential Payments and Benefits to Oclaro's Named Executive Officers in Connection with the Merger" beginning on page 111 of this proxy statement/prospectus.

The Oclaro Board unanimously recommends that Oclaro stockholders approve the following resolution:

RESOLVED, that the stockholders of Oclaro approve, solely on an advisory, non-binding basis, the compensation payments which will or may be made to Oclaro's named executive officers in connection with the Merger, as disclosed pursuant to Item 402(t) of Regulation S-K, including in the table titled "The Merger: Interests of Oclaro's Directors and Executive Officers in the Merger: Quantification of Potential Payments and Benefits to Oclaro's Named Executive Officers in Connection with the Merger" beginning on page 111 of this proxy statement/prospectus.

The vote on the Compensation Proposal is a vote separate and apart from the vote on the Merger Proposal. Accordingly, you may vote to approve the Merger Proposal and abstain or vote not to approve the Compensation Proposal. Because the vote on the Compensation Proposal is advisory only, it will not be binding on either Oclaro or Lumentum. Accordingly, if the Merger Proposal is approved and the Merger is completed, the compensation payments that are contractually required to be made to Oclaro's named executive officers will be made, subject only to the conditions applicable thereto, regardless of the outcome of the non-binding, advisory vote of Oclaro's stockholders on the Compensation Proposal.

Required Vote

The affirmative vote, in person or by proxy, of the holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter at the special meeting is required to approve, on a non-binding, advisory basis, the Compensation Proposal.

Recommendation of the Oclaro Board

The Oclaro Board unanimously recommends that Oclaro stockholders vote FOR the Compensation Proposal.

PROPOSAL 3: THE ADJOURNMENT PROPOSAL

Oclaro stockholders are being asked to approve a proposal that will authorize the adjournment, assuming a quorum is present, of the special meeting one or more times, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Merger Proposal at the time of the special meeting.

If this proposal is approved, the special meeting could be adjourned to any date. If the special meeting is adjourned, Oclaro stockholders who have already submitted their proxies will be able to revoke them at any time prior to their use with respect to the Merger Proposal. If you sign and return a proxy and do not indicate how you wish to vote on any proposal, or if you indicate that you wish to vote in favor of the Merger Proposal but do not indicate a choice on the Adjournment Proposal, your shares of Oclaro common stock will be voted **FOR** the Adjournment Proposal.

If a quorum is not present or represented at the special meeting, then the Oclaro stockholders entitled to vote at the special meeting, present in person or represented by proxy, or if no stockholder is present, any Oclaro officer entitled to preside at or to act as secretary of the meeting, shall have power to adjourn the meeting. When a special meeting is adjourned for less than 30 days, notice need not be given of the adjourned meeting if the time and place of the adjourned meeting, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting, are announced at the special meeting at which the adjournment is taken. At the adjourned meeting, Oclaro may transact any business that might have been transacted at the original special meeting. If the adjournment is for 30 days or more, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Oclaro stockholder of record entitled to vote at the meeting. An adjournment of the special meeting may be desirable to, among other things, solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve the Merger Proposal, allow reasonable additional time for the filing and distribution of any supplemental or amended disclosure to be disseminated to and reviewed by Oclaro stockholders prior to the special meeting, or otherwise with the consent, or upon the request, of Lumentum.

Required Vote

The affirmative vote, in person or by proxy, of the holders of a majority of the voting power of the outstanding shares of Oclaro common stock present in person or represented by proxy at the special meeting and voting on the matter is required to approve the Adjournment Proposal.

Recommendation of the Oclaro Board

The Oclaro Board unanimously recommends that Oclaro stockholders vote FOR the Adjournment Proposal.

THE MERGER

The following is a discussion of the Merger and the material terms of the Merger Agreement between Lumentum and Oclaro. You are urged to read the Merger Agreement carefully and in its entirety, a copy of which is attached as Annex A to this proxy statement/prospectus and incorporated by reference herein.

Effects of the Merger

Subject to the terms and conditions of the Merger Agreement and the applicable provisions of Delaware law, at the effective time of the first merger (the Effective Time), Merger Sub will be merged with and into Oclaro (the First Step Merger), with Oclaro surviving the First Step Merger as a wholly owned subsidiary of Lumentum. At the effective time of the second merger, which will be as soon as practicable after the effective time on the closing date of the First Step Merger, and as part of a single integrated transaction with the First Step Merger, Oclaro will be merged with and into Merger Sub LLC (the Second Step Merger and, together with the First Step Merger, the Merger), with Merger Sub LLC surviving as a direct wholly owned subsidiary of Lumentum.

At the Effective Time, by virtue of the Merger, Oclaro stockholders will receive, in exchange for each share of Oclaro common stock issued and outstanding immediately prior to the Effective Time (other than (x) Oclaro common stock held by Lumentum, Oclaro or any direct or indirect wholly owned subsidiary of Lumentum or Oclaro, in each case immediately prior to the Effective Time and (y) shares held by Oclaro stockholders who are entitled to and who properly exercise appraisal rights under Section 262 of the DGCL) (1) \$5.60 in cash without interest, and (2) 0.0636 of a share of Lumentum common stock, subject to the conditions and restrictions set forth in the Merger Agreement.

With regard to the Merger Consideration, if the aggregate number of shares of Lumentum common stock to be issued in connection with the Merger (including all Lumentum common stock which may be issued in the future pursuant to the conversion of Oclaro Options, Oclaro RSUs, or Oclaro Restricted Stock (collectively, Oclaro Compensatory Awards)) would exceed the Stock Threshold, then (A) the Exchange Ratio will be reduced to the minimum extent necessary (rounded down to the nearest one thousandth) such that the aggregate number of shares of Lumentum common stock to be issued in connection with the Merger (including all shares of Lumentum common stock which may be issued after the closing pursuant to Oclaro Compensatory Awards) does not exceed the Stock Threshold and (B) the Cash Consideration for all purposes will be increased on a per share basis by an amount equal to \$68.975 (the closing sales price of a share of Lumentum common stock on March 9, 2018, the last trading day before the day on which Lumentum and Oclaro announced the execution of the Merger Agreement), multiplied by the difference between the initial Exchange Ratio and the Exchange Ratio.

Background of the Merger

Oclaro operates in the optical communications market. The Oclaro Board regularly reviews and assesses Oclaro's financial and operational performance, business risks and opportunities, competition and strategy. Additionally, the Oclaro Board and management periodically review and evaluate developments in the optical communications market and strategic opportunities and alternatives available to Oclaro as part of Oclaro's efforts to strengthen its business and long-term prospects, and enhance value for its stockholders.

Beginning in 2014, the Oclaro Board formed a belief that the optical communications market was changing and that the industry would experience consolidation in the coming years in order to create the breadth and scale necessary for companies to succeed in the long term. In order to ensure that Oclaro was prepared to participate in any such consolidation (whether through acquisition of other companies, disposition of Oclaro or its assets, or otherwise), the Oclaro Board instructed management to evaluate strategic alternatives, including through contacting other participants in the industry, in order to stay abreast of potential opportunities and strategic alternatives as they arise. During 2014 through 2017, the opportunities and alternatives considered at times by the

Oclaro Board and management included, among other things, a sale of the company, potential acquisitions of other companies, strategic investments, divestiture of assets, business collaborations and other strategic transactions.

On May 22, 2014, Oclaro entered into an engagement letter with Jefferies to act as Oclaro's exclusive financial advisor to provide Oclaro with financial advice and assistance in connection with the possible sale, disposition or other business transaction involving all or a material portion of its equity or assets and the possible acquisition of all or a material portion of one or more third parties. In addition, Jefferies has assisted in Oclaro's review and assessment of its financial condition (including strategic transactions that could improve its balance sheet) and prospects as a standalone company. Oclaro selected Jefferies to act as its financial advisor based on Jefferies' qualifications, expertise, reputation, and knowledge of the optical communications industry and the businesses of Oclaro and other parties that operate in the optical communications industry.

Beginning in June 2014 through July 2017, with the assistance of representatives of Jefferies, Oclaro management periodically communicated with other companies to discuss potential strategic opportunities, including a sale of the company, potential acquisitions of other companies, strategic investments, divestiture of assets and business collaborations, but the Oclaro Board did not direct Oclaro management or Jefferies to undertake an auction to sell the company.

After recently participating in discussions regarding potential areas of business collaboration between Oclaro and Company A during which Company A indicated its interest in a potential acquisition of Oclaro, on March 16 and March 31, 2017, Greg Dougherty, Oclaro's chief executive officer, and other members of the Oclaro management met with members of management from Company A for the purpose of Company A's due diligence review of Oclaro's businesses, financial condition and results of operations with respect to a potential acquisition of Oclaro by Company A. Oclaro previously entered into a confidentiality agreement, dated February 16, 2017, with Company A.

On May 1, 2017, Mr. Dougherty met with the chief executive officer of Company A to discuss Company A's interest in acquiring Oclaro. During this discussion, the chief executive officer of Company A stated that his company was interested in acquiring Oclaro for an aggregate purchase price of \$1.5 billion.

At a meeting of the audit committee of the Oclaro Board on May 5, 2017 (at which all members of the Oclaro Board were present other than one director), the directors and members of Oclaro management discussed, among other matters, Company A's preliminary indication of interest. During this meeting, the directors concluded that Company A's indication of interest was insufficient, and directed Mr. Dougherty to inform Company A's chief executive officer that Company A would need to increase the value of its indication of interest in order for Oclaro to move forward with discussions concerning a transaction with Company A.

On May 10, 2017, Mr. Dougherty again met with the chief executive officer of Company A to discuss a potential acquisition of Oclaro by Company A. During this meeting, Mr. Dougherty informed Company A's chief executive officer that Company A's proposal was insufficient and that Company A would need to increase the value of its indication of interest in order for Oclaro to move forward with discussions concerning a transaction with Company A.

On May 12, 2017, a member of Oclaro management requested that Company A return or destroy all confidential information provided to Company A by Oclaro because Company A had not increased the value of its indication of interest.

On May 18, 2017, Mr. Dougherty and another member of Oclaro management met with the chief executive officer and another member of management of Company B to discuss a potential strategic transaction between the companies.

At a meeting of the Oclaro Board that began on July 25, 2017, Mr. Dougherty provided an overview of potential strategic alternatives, noting that no specific proposals were under current consideration and that any discussions with potential partners were solely of an exploratory nature. The Oclaro Board discussed various strategic alternatives and determined that Oclaro should continue to explore strategic alternatives during fiscal year 2018, and directed Mr. Dougherty to do so as a key initiative for fiscal year 2018.

On October 4, 2017, Mr. Dougherty contacted a member of Company C management to invite a discussion about whether Oclaro and Company C should consider a potential strategic transaction. The member of Company C management indicated that he would inform Company C's chief executive officer of Mr. Dougherty's inquiry.

On October 6, 2017, members of management from Oclaro and Company B met to discuss business updates of both companies, Oclaro's financial forecasts and a potential combination between the companies. Later on October 6, 2017, Mr. Dougherty informed the Oclaro Board of this meeting.

At a meeting of the Oclaro Board on November 6, 2017 at which representatives of Oclaro management, Jones Day and Jefferies were present, the Oclaro Board approved the formation of the M&A Committee of the Oclaro Board to assist the board in its oversight of management's efforts relating to, and discussions with third parties concerning, potential strategic transactions involving Oclaro, including responding to and directing management in a timely manner to address transaction-related developments between scheduled meetings of the Oclaro Board. The M&A Committee is comprised of Mr. Dougherty, Kendall Cowan and Ian Small.

On November 7, 2017, Mr. Dougherty spoke with the chief executive officer of Company D to discuss potential partnering opportunities and a potential strategic transaction between Oclaro and Company D.

On November 8, 2017, Mr. Dougherty met with Alan Lowe, Lumentum's chief executive officer while both were attending a conference. During this meeting, Mr. Lowe informed Mr. Dougherty that Lumentum was interested in acquiring Oclaro, but did not indicate Lumentum's valuation of Oclaro.

On November 23, 2017, Mr. Dougherty spoke with the chief executive officer of Company D where they discussed a potential business combination between Oclaro and Company D.

On November 27, 2017, Mr. Dougherty met with the chief executive officer of Company D to further discuss a potential business combination between Oclaro and Company D.

Later on November 27, 2017, Mr. Dougherty and other members of the Oclaro management met with Company D's chief executive officer and other members of Company D management to conduct preliminary due diligence reviews of the companies and discuss a potential business combination.

On November 28, 2017, Mr. Dougherty and another member of Oclaro management met with Mr. Lowe and another member of Lumentum management to discuss each company's business, strategic challenges and operations, as well as Lumentum's potential acquisition of Oclaro.

On November 29, 2017, Mr. Dougherty and another member of Oclaro management met with representatives of Company E, a Chinese private equity firm, during which Company E provided an introduction to the firm and indicated that Company E was interested in acquiring Oclaro.

On December 1, 2017, Mr. Dougherty and the chief executive officer of Company F discussed Oclaro's potential acquisition of Company F.

On December 3, 2017, Oclaro entered into a nondisclosure agreement with Company D, and Company D's chief executive officer informed Mr. Dougherty that he authorized members of Company D management to conduct further due diligence of Oclaro and meet with their counterparts at Oclaro to assess a potential acquisition of Oclaro.

On December 4, 2017, Oclaro entered into a nondisclosure agreement with Company F.

At a meeting of the Oclaro Board on December 7, 2017, Mr. Dougherty provided the Oclaro Board with an update on potential strategic alternatives. Mr. Dougherty informed the Oclaro Board that, among other things, (i) Oclaro had signed a nondisclosure agreement with Company D and that Company D had begun conducting its due diligence review of Oclaro, (ii) Company F had begun a process to sell Company F and Oclaro had entered into a nondisclosure agreement with Company F with respect thereto and the company had initiated its preliminary due diligence review of Company F, (iii) Company E had expressed a desire to acquire Oclaro and (iv) Lumentum had expressed interest in acquiring Oclaro.

On December 14, 2017, in response to Mr. Dougherty's inquiry as to the status of Company D's interest in pursuing an acquisition of Oclaro, including with respect to making a possible offer to acquire Oclaro, the chief executive officer of Company D informed Mr. Dougherty that Company D remained interested in acquiring Oclaro and that Company D had retained a financial advisor.

On December 15, 2017, Oclaro entered into a nondisclosure agreement with Lumentum.

On December 19, 2017, members of Oclaro management and Company D management met for the purpose of furthering Company D's due diligence review of Oclaro, during which they reviewed Oclaro's business outlook, financial forecasts, product roadmap, competition and other matters related to Oclaro's operations.

Also on December 19, 2017, members of Oclaro management and Company F management and representatives of Jefferies met for the purpose of conducting Oclaro's due diligence review of Company F and discussing the potential acquisition of Company F by Oclaro.

On December 20, 2017, members of Oclaro management and Lumentum management met to continue discussions regarding Lumentum's potential acquisition of Oclaro.

On December 21, 2017, Mr. Dougherty spoke with the chief executive officer of Company D regarding Company D's interest in acquiring Oclaro.

On January 2 and 3, 2018, Mr. Dougherty and Mr. Lowe communicated regarding Lumentum's interest in a potential acquisition of Oclaro.

Between January 2 and 4, 2018, Mr. Dougherty and the chief executive officer of Company D exchanged communications regarding Company D's interest in a potential business combination with Oclaro.

On January 5, 2018, members of Oclaro management and Company D management met for the purpose of Company D's due diligence on Oclaro, including reviewing the business opportunities and continuing to build a financial model for the transaction.

On January 9, 2018, Mr. Dougherty and another member of Oclaro management met with representatives of Company E regarding Company E's interest in acquiring Oclaro. During this meeting, the attendees discussed the difficulty that Company E may have in obtaining required regulatory approvals to acquire Oclaro.

At a meeting of the Oclaro Board on January 9, 2018 at which representatives of Oclaro management and Jefferies were present, the Oclaro Board discussed the challenges and opportunities Oclaro faced as a standalone company and received an update on potential strategic alternatives being pursued by management at the Oclaro Board's direction. With respect to the challenges facing Oclaro, the Oclaro Board considered that (i) Oclaro's revenue was expected to remain flat over the next 12 months, and (ii) Oclaro needed to achieve further market diversification and develop or

acquire technologies to enable vertical integration and scale, particularly in the context of increasing customer verticalization and industry disaggregation. With respect to strategic alternatives,

among other things, Mr. Dougherty informed the Oclaro Board that Lumentum and Company D continued to be interested in acquiring Oclaro. Mr. Dougherty and representatives of Jefferies also provided an overview of Oclaro's potential acquisition of Company F. Following discussion, the Oclaro Board authorized management to make an offer to acquire Company F and to continue discussions with parties interested in pursuing a strategic transaction with Oclaro.

On January 12, 2018, Mr. Lowe informed Mr. Dougherty that the Lumentum Board met on January 11 and expressed support for Lumentum acquiring Oclaro, but that Lumentum needed to conduct further analyses prior to submitting an offer.

On January 15, 2018, on behalf of Oclaro, Mr. Dougherty submitted a non-binding indication of interest to acquire Company F.

On January 17, 2018, representatives of Company E conducted a site visit to Oclaro's fabrication facility in Italy to assess Company E's interest in potentially acquiring Oclaro's lithium niobate business.

On January 20, 2018, Mr. Dougherty spoke with the chief executive officer of Company D, who expressed his company's continuing interest in pursuing a business combination with Oclaro. He also updated Mr. Dougherty on Company D's results of operations, and Mr. Dougherty informed the chief executive officer of Company D that Oclaro was updating its financial forecast.

At a meeting of the Oclaro Board that began on January 23, 2018, Mr. Dougherty provided the Oclaro Board with an update on potential strategic alternatives and discussed several considerations when analyzing the strategic alternatives being pursued by Oclaro, including the sustainability of Oclaro's revenue and gross margins, the slowdown in the datacenter market and the business outlook for China. The Oclaro Board assessed Oclaro's prospects remaining as an independent company, undertaking acquisitions, and selling the company or a portion of its assets.

On February 1, 2018, a representative of Jefferies spoke with Company F's financial advisor to discuss the status of Company F's review of Oclaro's indication of interest.

On February 8, 2018, the chief executive officer of Company D informed Mr. Dougherty that, while Company D was still interested in a transaction with Oclaro, it would likely need at least two weeks to further assess a transaction with Oclaro in light of Company D's earnings announcement.

Also on February 8, 2018, a member of Oclaro management spoke with a representative of Company E regarding Company E's interest in Oclaro's Italy-based lithium niobate business.

On February 12, 2018, Mr. Dougherty and Mr. Lowe met to discuss a potential transaction between Oclaro and Lumentum, focusing on due diligence matters, organizational matters, and synergies analysis. Following the meeting, Mr. Dougherty provided Mr. Lowe with an updated financial forecast for Oclaro.

On February 12 and 13, 2018, a member of Oclaro management and a representative of Company E conferred regarding Company E's interest in Oclaro's Italy-based lithium niobate business.

On February 14, 2018, Mr. Dougherty spoke with the chief executive officer of Company D regarding their company's respective businesses and future prospects, during which the chief executive officer of Company D indicated that Company D would be willing to acquire Oclaro for \$8.00 per share of Oclaro common stock in a combination of cash and Company D common stock, but would not be able to offer a greater purchase price.

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On February 15, 2018, Mr. Lowe informed Mr. Dougherty that the Lumentum Board supported Lumentum's acquisition of Oclaro, and that Lumentum was prepared to offer \$8.35 per share of Oclaro common

stock, consisting of a mix of cash and stock at a ratio to be agreed upon by the companies. Mr. Lowe also indicated that Lumentum was prepared to move quickly and desired to announce the transaction by March 12, 2018, in advance of a scheduled industry conference. Mr. Dougherty informed Mr. Lowe that, if Lumentum submitted the offer in writing, he would present the offer to the Oclaro Board, but indicated that he expected that the Oclaro Board would require a higher price.

Later on February 15, 2018, Lumentum submitted a non-binding written indication of interest to acquire Oclaro at a purchase price of \$8.35 per share of Oclaro common stock, consisting of cash consideration of \$6.60 in cash and Lumentum common stock equivalent to \$1.75 (which we refer to herein as the February 15 Lumentum offer). The offer letter indicated that Lumentum would not require any financing contingency as part of a definitive merger agreement.

At a meeting of the Oclaro Board on February 21, 2018 at which management and representatives of Jones Day and Jefferies were present, Mr. Dougherty provided the Oclaro Board with an update on potential strategic alternatives. Mr. Dougherty advised the Oclaro Board that a sale transaction involving Company E would likely not be feasible due to regulatory concerns, but that Company E may be interested in acquiring Oclaro's Italy-based lithium niobate business based on discussions between a member of Oclaro management and a representative of Company E. Mr. Dougherty also informed the Oclaro Board that Company F's financial advisor informed Jefferies that Oclaro's January 15, 2018 offer to acquire Company F was insufficient, and that Company F intended to wait until after it announced its earnings in March 2018 to continue discussions. Mr. Dougherty further informed the Oclaro Board of his February 14, 2018 conversation with the chief executive officer of Company D who had informed him that Company D remained interested in acquiring Oclaro, but would not be able to offer a purchase price of greater than \$8.00 per share of Oclaro common stock. A representative of Jones Day then provided a review of the Oclaro Board's fiduciary duties. Mr. Dougherty then discussed the February 15 Lumentum offer with the Oclaro Board. Representatives of Jefferies also discussed and reviewed with the Oclaro Board its preliminary valuation analysis of Oclaro, the then-current status of discussions with potential counterparties, including Company D and Company F, and the February 15 Lumentum offer. Following a discussion, the Oclaro Board authorized Mr. Dougherty to continue discussion with Lumentum and present a counteroffer to Lumentum of \$9.90 per share of Oclaro common stock, comprised of cash and Lumentum common stock with the Lumentum common stock portion capped at 19.9% of Lumentum's outstanding shares.

Later on that same date, Mr. Dougherty presented to Mr. Lowe the counteroffer of \$9.90 per share of Oclaro common stock, stating that the Oclaro Board did not believe the February 15 Lumentum offer adequately valued Oclaro, including expected synergies of the combined company. Mr. Lowe rejected the Oclaro counteroffer, but restated Lumentum's desire to reach an agreement and announce the transaction by March 12, 2018. Mr. Dougherty responded that, if a price were agreed upon, Oclaro would try to meet Lumentum's preferred timeline.

On February 22, 2018, Mr. Lowe informed Mr. Dougherty that the Lumentum Board had met and remained interested in Lumentum acquiring Oclaro. Mr. Lowe indicated that Lumentum agreed to Oclaro's proposal regarding the balance of merger consideration between cash and Lumentum common stock and proposed a total consideration of \$9.00 per share of Oclaro common stock, and reiterated Lumentum's desire to move quickly to announce a transaction.

Also on February 22, 2018, representatives of Jefferies and Lumentum's financial advisor, Deutsche Bank Securities Inc. (Deutsche Bank), discussed Lumentum's offer and the anticipated timeline to announcement of a transaction.

At a meeting of the M&A committee of the Oclaro Board on February 22, 2018, at which Oclaro management and representatives of Jones Day and Jefferies were present, Mr. Dougherty provided the committee members with an update on his discussions with Mr. Lowe. Following discussion, the M&A committee directed

Mr. Dougherty to continue to negotiate with Lumentum and authorized him to negotiate for the best price available to Oclaro stockholders between \$9.00 and \$9.90 per share of Oclaro common stock, with an initial counteroffer of \$9.70 per share of Oclaro common stock.

On February 23, 2018, Mr. Dougherty informed Mr. Lowe that the Oclaro Board authorized him to propose a purchase price of \$9.70 per share of Oclaro common stock. Mr. Lowe indicated that the Lumentum Board had not authorized him to increase Lumentum's offer above \$9.00 per share of Oclaro common stock, but that he would speak to the Lumentum Board regarding Oclaro's counterproposal.

Later on February 23, 2018, Mr. Lowe advised Mr. Dougherty that the Lumentum Board had authorized an offer of \$9.40 per share of Oclaro common stock, with the previously agreed upon split of cash and Lumentum common stock, and that this was Lumentum's best and final offer. Mr. Lowe also stated that Lumentum's offer was contingent on Oclaro agreeing to enter into an exclusivity agreement. Mr. Dougherty asked Mr. Lowe to submit Lumentum's proposal in a written non-binding offer, and indicated that he would present the revised offer to the Oclaro Board.

On that same day, Mr. Dougherty spoke with a member of Company C management to gauge Company C's potential interest in acquiring Oclaro. The member of Company C management informed Mr. Dougherty that Company C's acquisition priorities did not include a telecommunication component company, and that it was unlikely Company C would be interested in acquiring Oclaro at this time. The member of Company C management stated that he would discuss it further internally.

At a meeting of the M&A committee of the Oclaro Board on February 23, 2018 at which management and representatives of Jones Day were present, Mr. Dougherty updated the committee on his discussions with Mr. Lowe. Mr. Dougherty also informed the committee that he had initiated discussions with Company C in light of Lumentum's demand that Oclaro enter into an exclusivity agreement. The committee also discussed other potential strategic parties that may be interested and have the ability to consummate a strategic transaction with Oclaro, including Company A (recounting Company A's chief executive officer's prior oral offer to Mr. Dougherty on May 1, 2017 to acquire Oclaro for \$1.5 billion). The committee authorized and directed Mr. Dougherty to request that Lumentum provide an updated written offer by February 25, 2018, ratified Mr. Dougherty's actions with respect to Company C and authorized and directed Mr. Dougherty to continue discussions with Company C, and to reach out to Company A to gauge its interest in, and ability to consummate, a potential acquisition of Oclaro. Following the committee meeting, Mr. Dougherty contacted the chief executive officer of Company A to arrange a meeting.

On February 24, 2018, Lumentum submitted a revised non-binding written offer to acquire Oclaro at a purchase price of \$9.40 per share of Oclaro common stock, with the agreed upon split of cash and Lumentum common stock consideration, as well as a draft exclusivity agreement that provided for a thirty day period during which Oclaro would negotiate exclusively with Lumentum.

On February 25, 2018, representatives of Jefferies and Deutsche Bank discussed Lumentum's offer of \$9.40 per share, including the split of cash and Lumentum common stock consideration.

At a meeting of the Oclaro Board also on February 25, 2018 at which management and representatives of Jones Day and Jefferies were present, Mr. Dougherty provided the Oclaro Board with a summary of the discussions of the February 23rd M&A committee meeting. Mr. Dougherty then updated the Oclaro Board on his discussions with Mr. Lowe, advising that Mr. Lowe stated that the \$9.40 per share offer represented Lumentum's best and final offer. Mr. Dougherty also recounted that he had communicated to Mr. Lowe that the Oclaro Board expected a member of the Oclaro Board would be appointed to the Lumentum Board following the closing of the merger and that Mr. Lowe commented that this proposal was reasonable and he would present it to the Lumentum Board for its consideration. Representatives of Jefferies then reviewed with the Oclaro Board an overview of their preliminary financial analyses of the revised Lumentum offer, including different metrics and

time periods used to value Lumentum's common stock for purposes of determining the exchange ratio. A representative of Jones Day provided an overview of the Oclaro Board's fiduciary duties. Following discussion, the Oclaro Board directed management to advise Lumentum that the Oclaro Board was willing to proceed with discussions at a purchase price of \$9.40 per share, but intended to pursue a methodology of valuing the Lumentum common stock portion of the merger consideration in a manner that would set the exchange ratio closer to the date of Lumentum's February 24 non-binding written offer, rather than based on the respective then-current trading prices of Oclaro's and Lumentum's common stock.

Mr. Dougherty then provided the Oclaro Board with an update on other potential strategic parties. Mr. Dougherty advised the Oclaro Board that he had spoken with a member of Company C management who stated that it was unlikely Company C would submit an offer to acquire Oclaro, but he would discuss the matter internally and provide Mr. Dougherty with an update. Mr. Dougherty then recounted his May 1, 2017 discussion with Company A's chief executive officer where Company A's chief executive officer indicated that he would be interested in acquiring Oclaro for \$1.5 billion. Following discussion, the Oclaro Board directed Mr. Dougherty to resume discussions with Company A.

The meeting continued with Mr. Dougherty reviewing additional strategic parties that may be interested in a strategic transaction with Oclaro. Mr. Dougherty noted that a transaction with Company B was unlikely because it did not appear that Company B was interested in pursuing a strategic transaction with Oclaro and it would be difficult for Company B to structure a transaction that would offer consideration comparable to, or better than, the consideration offered in the proposed transaction with Lumentum. Mr. Dougherty then reminded the Oclaro Board that the chief executive officer of Company D had recently indicated that Company D could not offer more than \$8.00 per share of Oclaro common stock. Mr. Dougherty then recounted the past discussions with Company E and the potential regulatory issues associated with a transaction with Company E. The Oclaro Board then discussed whether to contact other potential buyers in light of Lumentum's latest offer, and identified Company A and Company C as the most likely companies to have both an interest and the ability to acquire Oclaro. The Oclaro Board then instructed management to contact Company A and Company C to determine whether they had an interest in pursuing an acquisition of Oclaro at this time. The Oclaro Board also reviewed the draft Lumentum exclusivity agreement and, if Lumentum were to continue to demand that Oclaro sign an exclusivity agreement as a condition to Lumentum proceeding with a transaction, authorized the M&A committee to review and approve an exclusivity agreement and provide authority to Mr. Dougherty to negotiate the terms of an exclusivity agreement.

Following the meeting, Mr. Dougherty informed Mr. Lowe that the Oclaro Board had authorized Oclaro management to move forward with negotiating a transaction with Lumentum at \$9.40 per share of Oclaro common stock, subject to reaching an agreement on the methodology of valuing Lumentum's common stock for purposes of determining the exchange ratio.

On February 26, 2018, Mr. Dougherty and Mr. Lowe met to discuss the companies' respective management teams and the combined company's prospective management team, as well as the timeline and activities for the coming weeks.

Also on February 26, 2018, representatives of Jefferies discussed with representatives of Company A's financial advisor Oclaro's financial and timing expectations, including Oclaro's desire to receive a proposal from Company A by March 2, 2018, and provided a nondisclosure agreement for Company A that contained a standstill provision.

Also on February 26, 2018, Mr. Dougherty and the chief executive officer of Company A discussed Company A's interest in acquiring Oclaro. During this discussion, the chief executive officer of Company A indicated to Mr. Dougherty that Company A had the bandwidth, desire and ability to pursue a transaction with Oclaro, that such a transaction would be an all cash acquisition, that he understood that Oclaro would like a response from Company A by March 2, 2018 and that the offer would need to be higher than the \$1.5 billion proposal made on May 1, 2017.

During the period between February 26, 2018 and March 11, 2018, Oclaro's and Lumentum's respective management and advisors conducted due diligence of the other company.

On February 26 and 27, 2018, Mr. Dougherty and Mr. Lowe outlined their respective thoughts regarding the due diligence process. During this exchange, Mr. Lowe reiterated Lumentum's request that Oclaro enter into an exclusivity agreement before Lumentum would expend additional resources and dedicate the time needed to pursue the transaction.

On February 27, 2018, representatives of Jefferies and Company A's financial advisor discussed entry into the nondisclosure agreement between the companies.

At a meeting of the Oclaro Board on February 27, 2018 at which representatives of Jones Day were present, Mr. Dougherty provided a summary of the discussions with Lumentum, Company A and Company C. Mr. Dougherty noted that he had followed up with Company C earlier in the day, but had not yet received a response and would follow up with Company C following the meeting. Mr. Dougherty also updated the Oclaro Board on his discussion with the chief executive officer of Company A. Mr. Dougherty then provided an update on his discussions with Lumentum, and Lumentum's continued demand that Oclaro sign an exclusivity agreement with Lumentum.

Later that day, Company C informed Mr. Dougherty that Company C would not be submitting an offer to acquire Oclaro as Company C was focused on other strategic priorities at this time.

At a meeting of the M&A committee of the Oclaro Board on February 28, 2018 at which representatives of Jones Day were present, Mr. Dougherty provided an update on discussions with Company A. He told the committee that a representative of Company A's financial advisors had informed a representative of Jefferies that Company A was unwilling to sign a nondisclosure agreement that contained a standstill provision and that, if a standstill was a condition to Company A signing a nondisclosure agreement, Company A would base its offer solely on publicly available information, even though such an offer may not appropriately value Oclaro. Following discussion, the M&A committee determined that it was in the best interests of the Oclaro stockholders to provide Company A with nonpublic information to facilitate Company A's submission of a proposal that fully values Oclaro (which outweighed the risk associated with proceeding without a standstill provision), and directed Mr. Dougherty to proceed with negotiating a nondisclosure agreement with Company A without a standstill provision and to provide Company A with diligence information.

On March 1, 2018, Oclaro entered into a nondisclosure agreement with Company A that did not contain a standstill provision.

At a meeting of the Oclaro Board on March 1, 2018 at which representatives of Jones Day and Jefferies were present, Mr. Dougherty informed the Oclaro Board that Company C would not be submitting an offer. Mr. Dougherty then noted that Lumentum and Oclaro had both begun their respective due diligence on the other and that each party was likely to open its electronic data room later that day. Mr. Dougherty also summarized developments with respect to Company A, including Company A's unwillingness to sign a nondisclosure agreement with a standstill provision, the decision made by the M&A committee of the Oclaro Board to enter with Company A into a nondisclosure agreement without a standstill provision and that management had provided Company A with certain financial projections.

On that same day, the Oclaro and Lumentum management teams and their respective advisors met to conduct further due diligence on each of the companies, including an assessment of potential synergies. Additionally, both Oclaro and Lumentum provided the other and their advisors with access to their electronic data rooms for the purpose of assisting each parties' due diligence review.

Later that day, members of the Oclaro and Company A management teams and their respective financial advisors met to conduct Company A's due diligence review of Oclaro.

On the morning of March 2, 2018, a representative of Company A's financial advisor informed a representative of Jefferies that the highest consideration Company A would offer in connection with the acquisition of Oclaro was \$9.00 per share of Oclaro common stock. During this discussion, the representative of Jefferies asked the representative of Company A's financial advisor if there was any information that Oclaro could provide Company A that may inform Company A's valuation and potentially allow it to increase its offer. The representative of Company A's financial advisor replied that there was not any such information. The representative of Jefferies then informed Oclaro's management of this conversation.

Also on March 2, 2018, Mr. Dougherty and Mr. Lowe discussed the metrics and time periods used for determining the exchange ratio. Mr. Lowe reiterated that Lumentum would require Oclaro to enter into an exclusivity agreement in order for Lumentum to continue with the process.

Later that day, Mr. Dougherty and the chief executive officer of Company D met to discuss Company D's interest in acquiring Oclaro. At this meeting, the chief executive officer of Company D orally increased Company D's offer to \$8.25 per share of Oclaro common stock, and indicated that Company D was also willing to wait until the third quarter of calendar year 2018 to re-engage in transaction discussions provided that the trading price of Company D's stock had returned to an acceptable level.

At a meeting of the Oclaro Board on March 3, 2018 at which representatives of Jones Day were present, Mr. Dougherty informed the Oclaro Board that a representative of Company A's financial advisor had orally informed a representative of Jefferies that Company A would not offer more than \$9.00 per share of Oclaro common stock and that there was no additional information that Oclaro could provide that could increase that offer. Mr. Dougherty then gave an update on discussions with Company D, noting that Company D continued to be interested in a transaction with Oclaro and had provided an oral offer of \$8.25 per share. Mr. Dougherty then updated the Oclaro Board on his March 2, 2018 discussions with Mr. Lowe and the chief executive officer of Company D. Representatives of Jones Day provided the Oclaro Board an overview of the draft exclusivity agreement provided by Lumentum and, following discussion, the Oclaro Board authorized and directed Mr. Dougherty to negotiate and enter into an exclusivity agreement with Lumentum for a period through March 19, 2018 on substantially the terms presented to the Oclaro Board or such other terms that are approved by the M&A committee of the Oclaro Board.

On March 3, 2017, the Oclaro and Lumentum management teams and their respective advisors met to further conduct each company's business due diligence review of the other.

Also, on March 3, 2018, Mr. Dougherty and Mr. Lowe had another discussion concerning the methodology for determining the exchange ratio. In addition, Mr. Lowe also expressed Lumentum's preference that the companies work together during the pendency of the merger to select the member of the Oclaro Board who would join the Lumentum Board.

At a meeting of the Oclaro Board on March 4, 2018 at which representatives of Jones Day and Jefferies were present, Mr. Dougherty provided an update on discussions with Lumentum. Mr. Dougherty then noted that Lumentum would prefer for Oclaro and Lumentum to work together during the pendency of the merger to select the member of the Oclaro Board who would join the Lumentum Board following the closing of the merger. Following discussion, the Oclaro Board authorized and directed Mr. Dougherty to continue negotiating the metrics and time periods used for determining the exchange ratio. Mr. Dougherty then discussed whether retention packages were necessary to retain Oclaro's key executives through the closing of the proposed merger. Following discussion, the Oclaro Board concluded that Oclaro's existing arrangements with key executives were sufficient to retain the executives through the closing of the proposed merger.

On the same day, representatives of Jefferies and Lumentum's financial advisor discussed calculation of the exchange ratio and the resulting effect on the cash portion of the consideration. The representatives of Jefferies and Deutsche

Bank also discussed the length of the exclusivity period.

Later that day, at a meeting of the M&A committee of the Oclaro Board at which representatives of Jones Day and Jefferies were present, Mr. Dougherty conveyed the proposal discussed between the representatives of Jefferies and Deutsche Bank, which represented a material increase in the implied value of the merger consideration as of that date compared to the implied value of \$9.40 per share that had previously been discussed by the parties. Mr. Dougherty then noted that Lumentum had requested an exclusivity period that would expire on March 14, 2018 with an automatic ten day renewal period if the parties were still negotiating in good faith toward a transaction. Representatives of Jones Day reviewed the negotiated terms of the exclusivity agreement with Lumentum. Following discussion, the M&A committee of the Oclaro Board authorized and directed Mr. Dougherty to enter into an exclusivity agreement with Lumentum for a period ending on March 14, 2018, with automatic ten day renewal periods if the parties were still negotiating in good faith toward a transaction, on substantially the terms presented to the committee.

Following the meeting of the M&A committee of the Oclaro Board, Oclaro and Lumentum entered into an exclusivity agreement providing for an exclusive negotiation period beginning on March 4, 2018 and concluding at 11:59 p.m., Pacific time, on March 14, 2018, which would automatically be extended to 11:59 p.m., Pacific time, on March 24, 2018 if the parties were still negotiating the potential transaction in good faith at the end of the initial period.

Later that day, on behalf of Lumentum, representatives of Wilson Sonsini Goodrich & Rosati sent an initial draft of the merger agreement to representatives of Jones Day.

On March 5, 2018, the Oclaro and Lumentum management teams and their respective advisors met to continue Oclaro's due diligence review of Lumentum.

At a meeting of the M&A committee of the Oclaro Board on March 6, 2018 at which representatives of Jones Day and Jefferies were present, a member of Oclaro management informed the Oclaro Board that Oclaro and Lumentum had entered into an exclusivity agreement and agreed upon a methodology for calculating the Lumentum common stock portion of the merger consideration. The committee was also provided an update on the status of Oclaro's and Lumentum's respective due diligence reviews.

On March 7, 2018, on behalf of Oclaro, representatives of Jones Day sent a revised draft of the merger agreement to representatives of Wilson Sonsini Goodrich & Rosati, which included a revised proposal with respect to, among other things, (i) restrictions on Oclaro's and Lumentum's operations during the pendency of the merger, (ii) Oclaro's ability to entertain unsolicited proposals, (iii) each parties' obligation to obtain required regulatory approvals, (iv) the amount of the termination fee payable by Oclaro and the events giving rise to payment of the fee, (v) closing conditions and (vi) provisions relating to employee benefits.

During the period between March 7, 2018 and March 11, 2018, members of Oclaro and Lumentum management and representatives of Jones Day and Wilson Sonsini Goodrich & Rosati negotiated the unresolved terms of the merger agreement.

At a meeting of the Oclaro Board on March 8, 2018 at which representatives of management, Jones Day and Jefferies were present, Mr. Dougherty provided an update regarding Oclaro's quarterly financial performance. Representatives of Jefferies provided a preliminary financial analysis of the proposed merger with Lumentum, noting that the nominal value of the merger consideration was \$9.74 as of the close of market on March 7, 2018 based on the exchange ratio agreed to by the parties. Representatives of Jones Day reviewed issues relating to whether gains arising from receipt of the stock portion of the merger consideration would be immediately taxable to Oclaro stockholders for U.S. federal income tax purposes, following which, the Oclaro Board directed management to find a solution that would enhance the likelihood that the stock portion of the merger consideration would receive tax-deferred treatment, but that such considerations would be just one of the factors considered by the Oclaro Board when determining whether to approve the transaction. Representatives of Jones Day then reviewed the draft merger agreement and the status of negotiations related thereto, including (i) the

structure of the transaction, (ii) the representations and warranties to be made by Oclaro and Lumentum, (iii) the covenants that Oclaro and Lumentum would have to comply with (including Oclaro's operating covenants), (iv) each party's obligations to obtain necessary regulatory approvals (including required antitrust approvals), (v) the closing conditions set forth in the merger agreement (including the condition related to receipt of antitrust approvals in the United States and China), (vi) Lumentum's obligation to obtain the financing necessary to fund the cash portion of the merger consideration, (vii) the obligation of Lumentum (or its subsidiaries after the merger) to indemnify Oclaro's directors and officers following the merger, (viii) the requirement that Lumentum appoint one of Oclaro's directors to the Lumentum Board effective immediately following the closing, (ix) the various termination rights of Oclaro and Lumentum and (x) the fees that may be payable in connection with any such termination.

At a meeting of the Oclaro Board on March 10, 2018 at which representatives of management, Jones Day and Jefferies were present, members of Oclaro management and representatives of Jones Day contributed to a presentation providing an overview to the Oclaro Board of the results of the financial, accounting and legal due diligence of Lumentum that had been conducted by and on behalf of Oclaro. Representatives of Jones Day also provided an update on the status of their regulatory analysis of a transaction with Lumentum and reviewed the antitrust related provisions of the Merger Agreement, including the regulatory efforts that Lumentum would be required to undertake to obtain the required regulatory approvals and the reverse termination fee that Lumentum would be required to pay to Oclaro if the merger was terminated due to a failure to obtain regulatory approvals, noting that Lumentum had agreed to the concept of a reverse termination fee and had proposed the amount of \$50 million. Following discussion, the Oclaro Board directed management and Jones Day to seek an increase in the amount of the reverse termination fee from Lumentum. Representatives of Jones Day also provided an update on issues relating to whether gains arising from receipt of the stock portion of the merger consideration would be immediately taxable to Oclaro stockholders for U.S. federal income tax purposes, following which, the Oclaro Board directed management to attempt to ensure that the Lumentum common stock portion of the merger consideration receive deferred tax treatment, but not at the expense of obtaining the highest possible value for Oclaro stockholders. Representatives of Jefferies then reviewed Jefferies preliminary financial analysis of the Merger Consideration. Representatives of Jones Day also reviewed the terms and conditions of the debt commitment letter from Lumentum's financing source.

At a meeting of the Oclaro Board on March 11, 2018 at which representatives of management, Jones Day and Jefferies were present, the Oclaro Board met to review the terms and conditions of the proposed transaction with Lumentum, including the terms and conditions of the final Merger Agreement which had been previously distributed to the Oclaro Board. At that meeting, representatives of Jones Day reviewed the fiduciary duties of the Oclaro Board in determining whether to remain as a stand-alone company or to agree to the sale of the company to Lumentum. The Oclaro Board discussed the terms of the Merger Agreement and determined that Lumentum had satisfactorily addressed each of the matters related to the Merger Agreement that were previously raised by the Oclaro Board, including an increase in the amount of the reverse breakup fee from \$50 million to \$80 million. Representatives of Jefferies then provided the Oclaro Board with Jefferies' fairness opinion analysis relating to the proposed transaction. The Oclaro Board, with the advice and assistance of representatives of Jefferies, Jones Day and Oclaro's management, then evaluated and discussed the terms of the final Merger Agreement and the transactions contemplated thereby. Following discussion by the Oclaro Board, representatives of Jefferies rendered its opinion to the Oclaro Board to the effect that, as of March 11, 2018 and based upon and subject to the various assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken as set forth in its opinion, the per share merger consideration consisting of 0.0636 shares of Lumentum common stock and \$5.60 in cash to be received by the holders of Oclaro common stock pursuant to the Merger Agreement was fair, from a financial point of view, to such holders. The Oclaro Board discussed various factors to be taken into account in their deliberations concerning approving the Merger Agreement with Lumentum, including discussions held by Oclaro management with various parties concerning their interest in pursuing a strategic transaction with Oclaro, the offers made by Company A and Company D, the benefits and risks associated with remaining an independent company, and other factors deemed relevant by the Oclaro Board, including the factors described below in the section titled "Reasons for the Merger." After discussion and

consideration of the financial and other information presented, the Oclaro Board unanimously determined that the Merger Agreement, the performance by Oclaro of its obligations thereunder and the consummation of the transactions contemplated thereby were advisable and fair to, and in the best interests of, Oclaro and its stockholders.

Later that day, the Merger Agreement and related documents were executed and delivered by each of Oclaro and Lumentum.

On March 12, 2018, Oclaro and Lumentum issued a joint press release announcing the execution of the Merger Agreement.

Recommendation of the Oclaro Board; Oclaro's Reasons for the Merger

At its March 11, 2018 meeting held to evaluate the proposed Merger, the Oclaro Board unanimously approved the Merger Agreement and determined that the terms of the Merger are fair to and in the best interests of Oclaro's stockholders. The Oclaro Board recommends that Oclaro's stockholders vote:

1. **FOR** the Merger Proposal;
2. **FOR** the Compensation Proposal; and
3. **FOR** the Adjournment Proposal.

In evaluating the Merger and the Merger Agreement and arriving at its determination, the Oclaro Board consulted with Oclaro's senior management, Oclaro's financial advisor, Jefferies, and Oclaro's outside legal counsel, Jones Day, and considered a number of substantive factors, both positive and negative, and potential benefits and detriments of the merger to Oclaro and its stockholders. The Oclaro Board believed that, taken as a whole, the following factors supported its decision to approve the proposed Merger (which are not in any relative order of importance):

Merger Consideration. The value of the Merger Consideration to be received by Oclaro stockholders in relation to (1) the market prices of Oclaro common stock prior to the Oclaro Board's approval of the Merger Agreement; (2) the Oclaro Board's assessment, based on the directors' and Oclaro management's experience and knowledge of the industry and discussions with, and presentations from, representatives of Jefferies, of the value of Oclaro as an independent entity; and (3) the value that could potentially be obtained through other strategic alternatives available to Oclaro.

Premium to Trading Price of Oclaro Common Stock. The fact that the implied value of the Merger Consideration of \$9.99 per share at the time of signing, based on the \$68.98 closing price per share of Lumentum common stock on March 9, 2018, the last full trading day before the announcement that Oclaro and Lumentum had entered into the Merger Agreement, represented a significant premium over the market prices at which Oclaro common stock had previously traded during this period, including a premium of approximately:

27% over the closing price per share of Oclaro common stock on March 9, 2018; and

50% over the 30-day volume weighted average price per share of Oclaro common stock as of March 9, 2018.

Uncertainty of Future Common Stock Market Price. The Oclaro Board considered Oclaro's business, assets, financial condition, results of operations, management, competitive position and prospects, as well as current and anticipated industry, international, economic, and stock and credit market conditions. The Oclaro Board also considered Oclaro's financial plan, including the initiatives and the potential execution risks associated with such plan. In connection with these considerations, the Oclaro Board considered the attendant risk that if Oclaro remained independent, Oclaro common stock may not trade at levels equal to or greater than the value of the Merger Consideration in the near term, over an extended period of time, or at all.

Negotiations with Lumentum. The benefits that Oclaro and its advisors were able to obtain during its negotiations with Lumentum, including an increase in Lumentum's offer price per share from the beginning of the process to the end of the negotiations and a significant improvement in transaction certainty. The Oclaro Board believed that the consideration reflected in the Merger Agreement was the best transaction that could be obtained by Oclaro stockholders from Lumentum at the time, and that there was no assurance that a more favorable opportunity to sell Oclaro would arise later or through any alternative transaction.

Significant Portion of Merger Consideration in Cash. The fact that a large portion of the Merger Consideration will be paid in cash, giving Oclaro stockholders the opportunity to immediately realize value for a significant portion of their investment and providing certainty of value. The Oclaro Board also considered the fact that Oclaro stockholders would be able to reinvest the Cash Consideration received in the Merger in Lumentum common stock if they desired to do so.

Fixed Stock Portion of Merger Consideration. The fact that, because the Stock Consideration is a fixed ratio with respect to shares of Lumentum common stock, Oclaro stockholders will have the opportunity to benefit from any increase in the trading price of shares of Lumentum common stock between the announcement of the Merger Agreement and the completion of the Merger and that the Cash Consideration, which makes up 56% of the Merger Consideration, will limit the impact of a decline in the trading price of Lumentum common stock on the aggregate value of the Merger Consideration.

Oclaro Representative Board Seat. The fact that a member of the Oclaro Board, as mutually determined, will join the Lumentum Board upon the closing of the transaction.

Participation in Potential Upside. The fact that, since a portion of the Merger Consideration will be paid in Lumentum common stock, Oclaro stockholders will benefit from an approximately 16% pro forma continuing equity ownership in Lumentum. As a result, Oclaro stockholders will have the opportunity to participate in any future earnings or growth of the combined company and future appreciation in the value of Lumentum common stock following the Merger should they determine to retain the Lumentum common stock payable in the Merger, including as a result of achieving the benefits to the combined company that could result from the Merger, such as breadth, market diversification and scale.

Expected Cost Synergies. The expectation that the combined company will recognize anticipated annualized cost synergies following consummation of the Merger, which Oclaro stockholders will benefit from as continuing stockholders of Lumentum. The Oclaro Board also considered that there can be no assurance that any particular amount of such synergies will be achieved following completion of the Merger or the time frame within which they may be achieved.

Financial Analysis and Opinion of Jefferies. The financial analysis presented by Jefferies to the Oclaro Board of Directors and opinion of Jefferies to the Oclaro Board of Directors to the effect that, as of March 11, 2018 and based upon and subject to the various assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken as set forth in its opinion, the Merger Consideration to be received by the holders of shares of Oclaro common stock pursuant to the Merger Agreement was fair, from a financial point of view, to such holders. Jefferies' opinion is described in further detail below under "Opinion of Oclaro's Financial Advisor" beginning on page 96 of this proxy

statement/prospectus.

Regulatory Efforts to Consummate the Merger. The obligation of Lumentum in the Merger Agreement to use reasonable best efforts to obtain such approvals, consents and clearances of governmental authorities required to consummate the Merger, and that therefore Lumentum may be required to comply with conditions or limitations imposed by governmental authorities, subject to certain exceptions.

Likelihood of Consummation. The likelihood that the Merger would be completed, in light of, among other things, the conditions to the Merger, the absence of a financing condition, and the efforts required to obtain regulatory approvals.

Terms of the Merger Agreement. The terms and conditions of the Merger Agreement, including:

the representations, warranties and covenants of the parties, the conditions to the parties' obligations to complete the Merger and their ability to terminate the Merger Agreement;

the provisions of the Merger Agreement that allow Oclaro to engage in negotiations with, and provide information to, a third party that makes an unsolicited written bona fide proposal relating to an alternative transaction, if the Oclaro Board has determined in good faith, after consultation with its outside legal counsel and financial advisors, that such proposal constitutes or would reasonably be expected to lead to a transaction that is superior to the proposed transaction with Lumentum and Oclaro complies with certain procedural requirements;

the provisions of the Merger Agreement that allow the Oclaro Board to change its recommendation in favor of the adoption of the Merger Agreement in response to a Superior Proposal and/or terminate the Merger Agreement in order to accept a Superior Proposal if the Oclaro Board has determined in good faith, after consultation with its outside legal counsel and financial advisors, that failure to take such action would reasonably be likely to be inconsistent with the directors' fiduciary duties, subject to Oclaro's compliance with certain procedural requirements;

the provisions of the Merger Agreement that allow the Oclaro Board to change its recommendation in favor of the adoption of the Merger Agreement (other than in response to the receipt of a written unsolicited bona fide proposal relating to an alternative transaction, which is subject to the preceding sub-bullet above) as a result of an intervening event, if the Oclaro Board has determined in good faith, after consultation with its outside legal counsel, that failure to take such action would reasonably be likely to be inconsistent with its directors' fiduciary duties, subject to certain conditions;

the belief of the Oclaro Board that the termination fee provisions were not likely to unduly discourage competing third-party proposals or reduce the price of such proposals, that such provisions are customary for transactions of this size and type, and that the \$63 million termination fee, representing approximately 3.5% of the equity value implied by the proposed transaction, was reasonable in the context of comparable transactions;

the ability of Oclaro to specifically enforce the terms of the Merger Agreement, including in the event of a failure of Lumentum to obtain financing for the Merger; and

the fact that, if either Oclaro or Lumentum terminated the Merger Agreement as a result of a failure to obtain regulatory approvals (subject, in certain circumstances, to the satisfaction of other closing conditions), Lumentum would be obligated to pay Oclaro an \$80 million termination fee.

Strategic Alternatives. The Oclaro Board, with the assistance of representatives of Jefferies and Jones Day, considered the strategic, business and legal considerations relating to a potential transaction with Lumentum and the risks and benefits of a potential transaction compared to other potential strategic alternatives,

including acquiring companies and disposing of non-core assets, and concluded that while each of such other potential alternatives had a variety of qualitative factors that could make it attractive or cause concerns, a potential transaction with Lumentum would likely deliver value to Oclaro stockholders that was higher than the values that could be achieved for Oclaro stockholders in other potential strategic alternatives.

Industry Consolidation. The expected consolidation of the optical communications industry, which will make it more difficult for Oclaro to compete as a stand-alone company longer term.

Absence of Competing Offers. The Oclaro Board noted that, since September 30, 2017, Oclaro (i) engaged in discussions with six parties (including Lumentum) potentially interested in acquiring Oclaro, (ii) received preliminary non-binding oral indications of interest from three of these interested parties (including Lumentum) and (iii) received only one written Acquisition Proposal, which was

submitted by Lumentum at a significantly higher valuation than reflected in the indications of interest submitted by other interested parties. The Oclaro Board also believed that the benefits of soliciting interest from other potential parties were outweighed by a number of risks, including that such solicitation would further increase market speculation and the potential for leaks, and jeopardize or, at a minimum, delay the proposed transaction with Lumentum. The Oclaro Board also observed that, in the event that any third party were to seek to make a business combination or Acquisition Proposal, Oclaro retained the ability to consider unsolicited proposals after the execution of the Merger Agreement until the meeting of the Oclaro stockholders to vote on the merger proposal and to enter into an agreement with respect to a Superior Proposal under certain circumstances (concurrently with terminating the Merger Agreement and paying a \$63 million termination fee to Lumentum).

Lumentum's Business and Oclaro's Due Diligence Review. The Oclaro Board considered the information provided by, and discussions with, Oclaro's management regarding Lumentum's business, results of operations and financial and market position, and Oclaro management's expectations concerning Lumentum's future prospects and opportunities for long-term growth, including opportunities that might be available to the combined company that would likely not be available to Oclaro as an independent company. The Oclaro Board also considered the results of the due diligence investigation that Oclaro's senior management conducted with the assistance of its advisors on Lumentum.

Strength of the Combined Company. The projected financial strength of the combined company and its ability to fund required investments to retain leadership in the optical networking industry.

Complementary Products. The products and development capabilities of Oclaro and Lumentum are complementary, and should enable the combined company to offer broader product value to customers of both companies.

Financing Strength of Lumentum. The likelihood that Lumentum would be able to finance the Merger given Lumentum's financial resources, financial profile, and the financing commitments that it obtained from DBNY.

Availability of Appraisal Rights. The fact that appraisal rights would be available to holders of Oclaro common stock under Delaware law, which provides those eligible stockholders with an opportunity to have a Delaware court determine the fair value of their shares (which may be more than, less than, or the same as the amount such stockholders would have received under the Merger Agreement), and that there was no condition in the Merger Agreement relating to the maximum number of shares of Oclaro common stock that could dissent from the Merger.

Stockholders' Ability to Reject the Merger. The Oclaro Board considered the fact that the Merger is subject to approval by Oclaro stockholders, who would be free to reject the Merger.

Stock Consideration May Not be Taxable. The fact that the Stock Consideration may not be immediately taxable to Oclaro stockholders for U.S. federal income tax purposes.

The Oclaro Board also considered certain other uncertainties, risks and potentially negative factors in its deliberations concerning the Merger, including the following (which are not in any relative order of importance):

Fixed Stock Consideration. The fact that because the Stock Consideration is a fixed exchange ratio of shares of Lumentum common stock to Oclaro common stock, Oclaro stockholders could be adversely affected by a decrease in the trading price of Lumentum common stock during the pendency of the Merger, and the fact that the Merger Agreement does not provide Oclaro with a price collar, a price-based termination right or other similar protection. The Oclaro Board determined that this structure was appropriate and the risk acceptable in view of factors such as:

the Oclaro Board's review of the relative intrinsic values and financial performance of Lumentum and Oclaro; and

the fact that a majority of the Merger Consideration will be paid in a fixed cash amount which limits the impact of a decline in the trading price of Lumentum common stock on the value of the Merger Consideration.

Possible Failure to Achieve Synergies. The challenges inherent in the combination of two business enterprises of the size and scope of Oclaro and Lumentum, including the risk that the potential benefits and synergies sought in the Merger will not be realized or will not be realized within the expected time period and the other risks and uncertainties that could adversely affect the combined company's operating results.

Smaller Ongoing Equity Participation in the Combined Company by Oclaro Stockholders. The fact that because approximately 44% of the Merger Consideration will be in the form of Lumentum common stock, Oclaro stockholders will have a smaller ongoing equity participation in the combined company (and, as a result, a smaller opportunity to participate in any future earnings or growth of the combined company and future appreciation in the value of Lumentum common stock following the merger) than they have in Oclaro. The Oclaro Board considered, however, that Oclaro stockholders would be able to reinvest the cash received in the Merger by purchasing Lumentum common stock if they desired to do so.

Regulatory Risk. The risk that necessary regulatory approvals may be delayed, conditioned or denied.

Terms of Lumentum Financing Commitments. The fact that the financing commitment letters obtained by Lumentum are subject to closing conditions similar to those found in the Merger Agreement, including the absence of a material adverse effect on Oclaro.

Risk of Non-Completion. The possibility that the Merger might not be completed, including as a result of the failure to obtain regulatory approvals or the failure of Oclaro stockholders to approve the Merger Proposal, and the effect the resulting public announcement of the termination of the Merger Agreement may have on:

the trading price of Oclaro common stock; and

Oclaro's business and operating results, particularly in light of the costs incurred in connection with the transaction.

Possible Deterrence of Competing Offers. The risk that various provisions of the Merger Agreement, including the requirement that Oclaro must pay to Lumentum a termination fee of \$63 million if the Merger Agreement is terminated under certain circumstances, may discourage other parties potentially interested in an acquisition of, or combination with, Oclaro from pursuing that opportunity.

Possible Disruption of the Business and Costs and Expenses. The possible disruption to Oclaro's business that may result from the Merger, the resulting distraction of Oclaro's management and potential attrition of Oclaro's employees, as well as the costs and expenses associated with completing the Merger and the adverse effect of uncertainties that arise prior to completion of the

Merger, including on Oclaro's ability to attract, retain and motivate key personnel pending completion of the Merger.

Restrictions on Operation of Oclaro's Business. The requirement that Oclaro conduct its business in all material respects in the ordinary course prior to completion of the Merger and subject to specified restrictions unless Lumentum provides its prior written consent (which consent may not be unreasonably withheld, delayed or conditioned), which might delay or prevent Oclaro from undertaking certain new business opportunities that might arise pending completion of the merger.

Merger Consideration Taxable. The fact that any gains arising from the receipt of the Cash Consideration would be immediately taxable to Oclaro stockholders for U.S. federal income tax purposes and that the Stock Consideration may be immediately taxable to Oclaro stockholders for U.S. federal income tax purposes.

Other Risks. The risks described under Risk Factors beginning on page 57 of this proxy statement/prospectus.

The Oclaro Board concluded that the potentially negative factors associated with the proposed Merger were significantly outweighed by the potential benefits that it expected the Oclaro stockholders would achieve as a result of the Merger, including the belief of the Oclaro Board that the proposed Merger would maximize the immediate value of Oclaro stockholders' shares and minimize the risks and uncertainty affecting the future prospects of Oclaro, including the potential execution risks associated with its stand-alone financial plan. Accordingly, the Oclaro Board determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are advisable, fair to, and in the best interests of, Oclaro and Oclaro stockholders.

In addition, the Oclaro Board was aware of and considered the interests that Oclaro's directors and executive officers may have with respect to the Merger that differ from, or are in addition to, their interests as stockholders of Oclaro generally, as described under Interests of Oclaro's Directors and Executive Officers in the Merger beginning on page 108 of this proxy statement/prospectus.

The foregoing discussion of the information and factors considered by the Oclaro Board is not exhaustive, but Oclaro believes it includes all the material factors considered by the Oclaro Board. In view of the wide variety of factors considered in connection with its evaluation of the Merger and the complexity of these matters, the Oclaro Board did not consider it practicable to, and did not attempt to, quantify or otherwise assign relative or specific weight or values to any of these factors. Rather, the Oclaro Board viewed its position and recommendation as being based on an overall analysis and on the totality of the information presented to and factors considered by it. In addition, in considering the factors described above, individual directors may have given different weights to different factors. After considering this information, the Oclaro Board approved the Merger Agreement and the transactions contemplated thereby, including the Merger, and recommended that Oclaro stockholders adopt the Merger Agreement.

This explanation of Oclaro's reasons for the Merger and other information presented in this section is forward-looking in nature and, therefore, should be read in light of the factors described under Special Note Regarding Forward-Looking Statements beginning on page 69 of this proxy statement/prospectus.

Opinion of Oclaro's Financial Advisor

In May 2014, Oclaro retained Jefferies to act as Oclaro's exclusive financial advisor in connection with the Oclaro Board's consideration of certain potential strategic transactions, including a possible sale of, or other business combination involving, Oclaro. At the meeting of the Oclaro Board on March 11, 2018, Jefferies rendered its opinion to the Oclaro Board to the effect that, as of March 11, 2018 and based upon and subject to the various assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken as set forth in its opinion, the Merger Consideration to be received by the holders of shares of Oclaro common stock pursuant to the Merger Agreement was fair, from a financial point of view, to such holders.

The full text of the written opinion of Jefferies, dated as of March 11, 2018, to the Oclaro Board is attached as Annex B to this proxy statement/prospectus. Jefferies' opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken by Jefferies in rendering its opinion. Oclaro encourages you to read Jefferies' opinion carefully and in its entirety. Jefferies' opinion was directed to the Oclaro Board (in its capacity as such) and addresses only the fairness, from a financial point of view, to the holders of shares of Oclaro common stock of the Merger Consideration to be received by such holders pursuant to the Merger Agreement as of the date of the opinion. It does not address the relative merits of the Merger as compared to any alternative transaction or opportunity that might be available to Oclaro, nor does it address the underlying business decision by Oclaro to engage in the Merger or the terms of the Merger Agreement or

the documents referred to therein. Jefferies' opinion does not constitute a recommendation as to how any holder of Oclaro common stock should vote or act with respect to the Merger or any matter related thereto. The summary of the opinion of Jefferies set forth below is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, Jefferies, among other things:

reviewed a draft dated March 11, 2018 of the Merger Agreement;

reviewed certain publicly available financial and other information about Oclaro and Lumentum;

reviewed certain information furnished to Jefferies by Oclaro's management, including financial forecasts and analyses, relating to the business, operations and prospects of Oclaro (which we refer to in this section as the Oclaro Forecasts); for further information regarding such Oclaro Forecasts, see the February Projections as defined and described below under Certain Unaudited Prospective Financial Information);

reviewed certain information furnished to Jefferies by Lumentum's management, including financial forecasts and analyses, relating to the business, operations and prospects of Lumentum (the Lumentum Forecasts) and, together with the Oclaro Forecasts, the Forecasts);

held discussions with members of senior management of Oclaro concerning the matters described in the second, third and fourth bullet above and held discussions with members of senior management of Lumentum concerning the Lumentum Forecasts;

reviewed the share trading price history and valuation multiples for Oclaro common stock and compared them with those of certain publicly traded companies that Jefferies deemed relevant;

compared the proposed financial terms of the Merger with the financial terms of certain other transactions that Jefferies deemed relevant; and

conducted such other financial studies, analyses and investigations as Jefferies deemed appropriate.

In Jefferies' review and analysis and in rendering its opinion, Jefferies assumed and relied upon, but did not assume any responsibility to independently investigate or verify, the accuracy and completeness of all financial and other information that was supplied or otherwise made available by Oclaro or Lumentum or that was publicly available to Jefferies (including, without limitation, the information described above), or that was otherwise reviewed by Jefferies. Jefferies relied on assurances of the management of Oclaro (with respect to information concerning Oclaro) and management of Lumentum (with respect to information concerning Lumentum) that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. In its review, Jefferies did not obtain any independent evaluation or appraisal of any of the assets or liabilities of, nor did Jefferies conduct a physical inspection of any of the properties or facilities of, Oclaro or Lumentum, nor was Jefferies furnished with any such evaluations or appraisals of such physical inspections, nor did Jefferies assume any responsibility to obtain any such

evaluations or appraisals.

With respect to the Forecasts provided to and examined by Jefferies, Jefferies noted in its opinion that projecting future results of any company is inherently subject to uncertainty. With respect to the Oclaro Forecasts, Jefferies was advised by Oclaro that such Oclaro Forecasts were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of Oclaro as to the future financial performance of Oclaro. With respect to the Lumentum Forecasts, Jefferies was advised by Lumentum that such Lumentum Forecasts were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of Lumentum as to the future financial performance of Lumentum. Jefferies expressed no opinion as to the Forecasts or the assumptions on which they were made and Jefferies assumed that the Forecasts would be realized in the amounts and at the times projected.

Jefferies' opinion was based on economic, monetary, regulatory, market and other conditions existing and which could be evaluated as of the date of its opinion. Jefferies expressly disclaimed any undertaking or

obligation to advise any person of any change in any fact or matter affecting Jefferies' opinion of which Jefferies became aware after the date of its opinion.

Jefferies made no independent investigation of, and expressed no view or opinion as to, any legal, regulatory, accounting or tax matters affecting Oclaro, Lumentum or the Merger, and Jefferies assumed the correctness in all respects material to Jefferies' analysis of all legal, regulatory, accounting and tax advice given to the Oclaro Board, including, without limitation, with respect to changes in, or the impact of, tax laws, regulations and governmental and legislative policies on Oclaro and Lumentum and advice as to the legal, regulatory, accounting and tax consequences of the terms of, and transactions contemplated by, the Merger Agreement to Oclaro and its stockholders. In addition, in preparing its opinion, Jefferies did not take into account any tax consequences of the transactions contemplated by the Merger Agreement to any holder of Oclaro common stock. Jefferies assumed that the final form of the Merger Agreement would be substantially similar to the last draft reviewed by it. Jefferies also assumed that the Merger would be consummated in accordance with the terms of the Merger Agreement, without waiver, modification or amendment of any term, condition or agreement and in compliance with all applicable laws, documents and other requirements and that in the course of obtaining the necessary regulatory or third party approvals, consents and releases for the Merger, no delay, limitation, restriction or condition will be imposed that would have an adverse effect on Oclaro, Lumentum or the contemplated benefits of the Merger.

Jefferies' opinion was for the use and benefit of the Oclaro Board (in its capacity as such) in its consideration of the Merger, and Jefferies' opinion did not address the relative merits of the transactions contemplated by the Merger Agreement as compared to any alternative transaction or opportunity that might be available to Oclaro, nor did it address the underlying business decision by Oclaro to engage in the Merger or the terms of the Merger Agreement or the documents referred to therein. Jefferies' opinion does not constitute a recommendation as to how any holder of shares of Oclaro common stock should vote on the Merger or any matter related thereto. In addition, Jefferies was not asked to address, and its opinion did not address, the fairness to, or any other consideration of, the holders of any class of securities, creditors or other constituencies of Oclaro, other than the holders of shares of Oclaro common stock. Jefferies expressed no opinion as to what the value of the Lumentum common stock would be when issued or the price at which shares of Oclaro common stock or Lumentum common stock will trade at any time. Furthermore, Jefferies did not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable to or to be received by any of Oclaro's officers, directors or employees, or any class of such persons, in connection with the Merger relative to the Merger Consideration to be received by holders of shares of Oclaro common stock. Jefferies' opinion was authorized by the Fairness Committee of Jefferies.

In connection with rendering its opinion, Jefferies performed a variety of financial and comparative analyses, which are summarized below. The preparation of a fairness opinion is a complex process involving subjective judgments and is not necessarily susceptible to partial analysis or summary description. With respect to the Oclaro selected publicly traded companies, the Lumentum selected publicly traded companies and the selected transactions analyses summarized below, no company or transaction used as a comparison was identical or directly comparable to Oclaro, Lumentum or the Merger, respectively. These analyses necessarily involved complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading, acquisition or other values of the companies or transactions concerned.

Jefferies believes that its analyses and the summary below must be considered as a whole. Considering any portion of Jefferies' analyses or the factors considered by Jefferies or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying the conclusion expressed in Jefferies' analyses and opinion. In addition, Jefferies may have given various analyses more or less weight than other analyses, and may have deemed various assumptions more or less probable than other assumptions, so that implied reference ranges resulting from any particular analysis described below should not be taken to be Jefferies' view of Oclaro's actual value. Accordingly, the conclusions reached by Jefferies are based on all analyses and factors taken as a whole and also on the application of

Jefferies own experience and judgment.

In performing its analyses, Jefferies made numerous assumptions with respect to industry performance, general business, economic, monetary, regulatory, market and other conditions and other matters, many of which are beyond Oclaro's and Jefferies' control. The analyses performed by Jefferies are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. Estimates of the financial value of companies do not purport to be appraisals or necessarily reflect the prices at which companies or securities actually may be sold or acquired. Accordingly, the estimates used in, and the range of the valuations resulting from, any particular analysis described below are inherently subject to substantial uncertainty.

The analyses performed were prepared solely as part of Jefferies' analysis of the fairness, from a financial point of view, of the Merger Consideration to be received by holders of shares of Oclaro common stock pursuant to the Merger Agreement, and were provided to the Oclaro Board in connection with the delivery of Jefferies' opinion. The consideration payable in the Merger was determined through negotiation between Oclaro and Lumentum, and the decision by Oclaro to enter into the Merger Agreement was solely that of the Oclaro Board. Jefferies' opinion and financial analyses were only one of many factors considered by the Oclaro Board in its evaluation of the consideration and should not be viewed as determinative of the views of the Oclaro Board or Oclaro's management with respect to the Merger or the consideration payable in the Merger.

The following is a summary of the material financial analyses performed by Jefferies in connection with Jefferies' delivery of its opinion and presentation to the Oclaro Board at its meeting on March 11, 2018. The financial analyses summarized below include information presented in tabular format. In order to fully understand Jefferies' financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data described below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Jefferies' financial analyses. The following summary does not purport to be a complete description of all financial analyses performed by Jefferies and factors considered in connection with Jefferies' opinion. The following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before March 9, 2018, and is not necessarily indicative of current or future market conditions.

Transaction Overview

For purposes of its opinion, Jefferies calculated the implied value of the Merger Consideration, as of March 11, 2018, to be approximately \$9.99, which was determined by adding the cash portion of the Merger Consideration of \$5.60 per share of Oclaro common stock to \$4.39, the implied value of the stock portion of the Merger Consideration that was derived by multiplying the closing price of \$68.975 per share of Lumentum common stock as reported by NASDAQ on March 9, 2018, the last full trading day prior to the announcement of the Merger, by the exchange ratio of 0.0636 of a share of Lumentum common stock per each share of Oclaro common stock.

Jefferies also noted, for reference purposes only, that the implied Merger Consideration, as of March 11, 2018, of \$9.99 represented an implied premium of approximately:

27% over the closing price per share of Oclaro common stock on March 9, 2018, the full last trading day prior to the announcement of the Merger;

30% over the volume weighted average price, or VWAP, per share of Oclaro common stock during the 5-trading day period immediately preceding March 9, 2018;

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35% over the VWAP per share of Oclaro common stock during the 10-trading day period immediately preceding March 9, 2018;

41% over the VWAP per share of Oclaro common stock during the 20-trading day period immediately preceding March 9, 2018;

50% over the VWAP per share of Oclaro common stock during the 30-trading day period immediately preceding March 9, 2018;

(5)% over the 52-week high closing price per share of Oclaro common stock of \$10.48 on June 6, 2017; and

77% over the 52-week low closing price per share of Oclaro common stock of \$5.65 on February 5, 2018.

Discounted Cash Flow Analysis

Jefferies performed a discounted cash flow analysis to estimate the present value as of June 30, 2018 of Oclaro's unlevered free cash flows through the fiscal year ending 2022 using the February Projections provided by Oclaro's management. The terminal value of Oclaro was then calculated by using perpetuity growth rates of Oclaro's estimated free cash flow in fiscal year 2022, as provided by Oclaro's management, ranging from 4.0% to 6.0%, which range was selected by Jefferies in its professional judgment. The present values of the free cash flows and the terminal value of Oclaro were then calculated using discount rates ranging from 11.0% to 13.0%, which were based on the estimated weighted average cost of capital for Oclaro. Jefferies determined implied enterprise values for Oclaro, then added projected cash and cash equivalents and subtracted projected total debt each as of June 30, 2018 and as provided by Oclaro's management, to determine implied equity values per share of Oclaro common stock. This analysis indicated an implied equity reference range per share of Oclaro common stock of \$7.55 to \$11.79, compared to the implied Merger Consideration as of March 11, 2018, of \$9.99.

Selected Publicly Traded Companies Analysis

Jefferies reviewed publicly available financial and stock market information of the following six selected publicly traded optical components and subsystems segment companies that Jefferies in its professional judgment considered generally relevant to Oclaro for purposes of its financial analyses, which we refer to as the Oclaro selected publicly traded companies, and compared such information with similar financial data of Oclaro provided by Oclaro's management to Jefferies:

Acacia Communications, Inc.,

Applied Optoelectronics, Inc.,

EMCORE Corporation,

Finisar Corporation,

Lumentum, and

NeoPhotonics Corporation

In its analysis, Jefferies derived multiples for each of the Oclaro selected publicly traded companies, including Lumentum, by reviewing the trading price per share of each of the Oclaro selected publicly traded companies as of

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March 9, 2018 (the last full trading day prior to announcement of the Merger) as a multiple of estimated adjusted earnings per share, for calendar year 2018, which is referred to below as CY 2018E Adjusted EPS, and for calendar year 2019, which is referred to below as CY 2019E Adjusted EPS. Estimated financial information of the Oclaro selected publicly traded companies was based on publicly available consensus median research analysts estimates, other than Lumentum's fully diluted share count, which was provided to Jefferies by Lumentum's management.

This analysis indicated the following:

Oclaro Selected Publicly Traded Companies Multiples

Benchmark	High	Low	Median
CY 2018E Adjusted EPS (1)	24x	13x	17x
CY 2019E Adjusted EPS (2)(3)	25x	9x	14x

- (1) The multiples for the following companies were excluded from the high, low and median statistics because they were greater than 30.0x or below zero and were considered not meaningful: Acacia Communications, Inc., EMCORE Corporation and NeoPhotonics Corporation.
- (2) The multiples for the following company was excluded from the high, low and median statistics because they were greater than 30.0x and were considered not meaningful: NeoPhotonics Corporation.
- (3) The multiple for the following company was excluded from the high, low and median statistics because it was not available: EMCORE Corporation.

Using the reference ranges for the benchmarks set forth below, which ranges were selected by Jefferies in its professional judgment, and Oclaro's estimated adjusted earnings per share, for calendar year 2018 and 2019, as provided by Oclaro's management as part of the February Projections, to determine implied equity reference ranges per share of Oclaro common stock, as compared, in each case, to the implied Merger Consideration, as of March 11, 2018, of \$9.99.

Benchmark	Multiple Range		Implied Equity Reference Range Per Share of Oclaro Common Stock	
CY 2018E Adjusted EPS	15.0x	17.0x	\$ 6.80	\$7.71
CY 2019E Adjusted EPS	13.0x	15.0x	\$ 8.40	\$9.70

None of the Oclaro selected publicly traded companies are identical to Oclaro. In evaluating the Oclaro selected publicly traded companies, Jefferies made numerous judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond Oclaro's and Jefferies' control. Mathematical analysis, such as determining the median, is not in itself a meaningful method of using the Oclaro selected publicly traded companies' data.

Selected Transactions Analysis

Jefferies reviewed, among other things, financial data relating to 11 selected transactions in the optical components industry announced since October 2010 having implied transaction values greater than \$50 million and listed below that Jefferies in its professional judgment considered generally relevant to Oclaro for the purposes of its financial analyses, which we refer to as the selected transactions .

Month and Year

Announced

Acquiror

Target

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January 2017	Consortium led by Redview Capital and Asia-IO	Source Photonics
April 2016	Corning Incorporated	Alliance Fiber Optic Products, Inc.
May 2015	Ciena Corporation	Cyan, Inc.
April 2015	Infinera Corporation	Transmode AB
November 2014	Koch Optics, Inc.	Oplink Communications, Inc.
October 2013	Pace plc	Aurora Networks, Inc.
October 2013	II-VI Incorporated	Oclaro s amplifier business
September 2013	II-VI Incorporated	Oclaro s semiconductor laser business

Month and Year

Announced	Acquiror	Target
April 2013	Avago Technologies Limited	CyOptics, Inc.
March 2012	Oclaro	Opnext, Inc.
October 2010	Francisco Partners	Source Photonics

In its analysis, Jefferies derived multiples for each of the selected transactions, calculated as the transaction value divided by each target company's last twelve months, or LTM, revenue prior to announcement, which is referred to below as Transaction Value/LTM Revenue.

This analysis indicated the following:

Selected Transactions Multiples

Benchmark	High	Low	Median
Transaction Value/LTM Revenue	3.9x	0.4x	1.5x

Using the reference ranges for the benchmarks set forth below, which ranges were selected by Jefferies in its professional judgment, and Oclaro's estimated revenue for fiscal year 2018, provided by Oclaro's management as part of the February Projections, Jefferies determined implied enterprise values for Oclaro, then added projected cash and cash equivalents and subtracted projected total debt as of June 30, 2018 provided by Oclaro's management as part of the February Projections and dividing by the fully diluted shares of Oclaro common stock provided by Oclaro's management to determine an implied equity reference range per share of Oclaro common stock set forth below, as compared to the implied Merger Consideration, as of March 11, 2018, of \$9.99.

Benchmark	Multiple Range	Implied Equity Reference Range Per Share of Oclaro Common Stock	
Transaction Value/LTM Revenue	1.5x - 2.0x	\$ 6.24	\$ 7.79

No transaction selected by Jefferies for its analysis is identical to the Merger. In evaluating the Merger, Jefferies made numerous judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond Oclaro's and Jefferies' control. Mathematical analysis, such as determining the median, is not in itself a meaningful method of analyzing transaction data.

Other Information

Jefferies observed certain additional information that was not considered part of Jefferies' financial analysis with respect to its opinion but were noted for references purposes only, including the following:

Oclaro

Using publicly available information, Jefferies reviewed the premia offered in 86 technology industry mergers and acquisitions transactions that were announced between January 1, 2008 and March 9, 2018 and having a transaction value of between \$1 billion and \$3 billion. For each of these transactions, Jefferies calculated the premium represented by the offer price or merger consideration over the target company's closing price one trading day and one trading month (20 trading days) prior to the transaction's announcement. The review indicated the following premia for those

time periods prior to announcement:

Time Period Prior to Announcement	25th Percentile	75th Percentile
One-Day Premium	14%	41%
One-Month Premium	21%	48%

Applying a reference range of the 25th and the 75th percentile for each of the time periods described above to Oclaro's stock price of \$7.75 on March 8, 2018, one trading day before the last full trading day prior to announcement of the Merger and Oclaro's stock price of \$6.71 on February 9, 2018, one trading month prior to announcement of the Merger, Jefferies derived implied equity reference ranges per share of Oclaro common stock of \$8.84 to \$10.93 with respect to the one trading day premium prior to announcement of the Merger, and \$8.12 to \$9.93 with respect to the one trading month premium prior to announcement of the Merger, in each case, as compared to the implied Merger Consideration, as of March 11, 2018, of \$9.99.

Jefferies also reviewed 14 recently published, publicly available research analysts' reports for Oclaro. These research analysts' reports set a median 12-month undiscounted price target of \$8.00 per share of Oclaro common stock, with a high of \$10.00 per share and a low of \$5.00 per share, as compared to the implied Merger Consideration, as of March 11, 2018, of \$9.99.

Lumentum

In order to assist the Oclaro Board in evaluating certain market perspectives on Lumentum on a standalone basis, Jefferies derived multiples for each of the following six selected publicly traded optical components and subsystems segment companies that Jefferies in its professional judgment considered generally relevant to Lumentum for comparative purposes, which we refer to as the Lumentum selected publicly traded companies :

Acacia Communications, Inc.,

Applied Optoelectronics, Inc.,

EMCORE Corporation,

Finisar Corporation,

NeoPhotonics Corporation, and

Oclaro

Jefferies reviewed the trading price per share for each of the Lumentum selected publicly trading companies as of March 9, 2018 (the last full trading day prior to announcement of the Merger) as a multiple of estimated CY 2018E Adjusted EPS and CY 2019E Adjusted EPS. Estimated financial information of the Lumentum selected publicly traded companies, including Oclaro, was based on publicly available consensus median research analysts' estimates, other than Oclaro's fully diluted share count, which was provided to Jefferies by Oclaro's management.

The approximate low to high CY 2018E Adjusted EPS multiples observed for the Lumentum selected publicly traded companies (excluding the multiples for Acacia Communications, Inc., EMCORE Corporation and NeoPhotonics Corporation because they were greater than 30.0x or below zero and were considered not meaningful) were 13x to 24x (with a median of 19x), and the approximate low to high CY 2019E Adjusted EPS multiples observed for the Lumentum selected publicly traded companies (excluding the multiple for EMCORE Corporation because it was not available and excluding the multiple for NeoPhotonics Corporation because it was greater than 30.0x and considered

not meaningful) were 9x to 25x (with a median of 14x), respectively. The approximate CY 2018E Adjusted EPS and CY 2019E Adjusted EPS multiples for Lumentum based on publicly available consensus median research analysts estimates were 17x and 14x, respectively, and the CY 2018E Adjusted EPS multiple based on the Lumentum Forecasts provided by Lumentum management was 16x. The Lumentum Forecasts did not include Lumentum's estimated adjusted EPS for calendar year 2019. None of the Lumentum selected publicly traded companies are identical to Lumentum.

Jefferies also observed the closing price per share of Lumentum common stock on March 9, 2018 (the full last trading day prior to the announcement of the Merger) and the VWAP during the 30-trading day, 60-trading day, 90-trading day, 180-trading day and last twelve months immediately preceding March 9, 2018, which

indicated approximate VWAPs for Lumentum common stock over such periods of \$51.59 per share to \$55.39 per share of Lumentum common stock, as compared to the closing price per share of Lumentum common stock on March 9, 2018 of \$68.975.

Jefferies also reviewed 16 recently published, publicly available research analysts' reports for Lumentum. These research analysts' reports set a median 12-month undiscounted price target of \$75.50 per share of Lumentum common stock, with a high of \$101.00 per share and a low of \$55.00 per share, as compared to the closing price per share of Lumentum common stock on March 9, 2018 of \$68.975.

General

Jefferies' opinion was one of many factors taken into consideration by the Oclaro Board in making its determination to approve the Merger and should not be considered determinative of the views of the Oclaro Board or Oclaro management with respect to the Merger Agreement, the Merger or the Merger Consideration.

Jefferies was selected by Oclaro based on Jefferies' qualifications, expertise and reputation. Jefferies is an internationally recognized investment banking and advisory firm. Jefferies, as part of its investment banking business, is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements, financial restructurings and other financial services.

On May 22, 2014, Oclaro entered into an engagement letter with Jefferies to act as Oclaro's exclusive financial advisor to provide Oclaro with financial advice and assistance in connection with the possible sale, disposition or other business transaction involving all or a material portion of its equity or assets and the possible acquisition of all or a material portion of one or more third parties, and to render an opinion to the Oclaro Board as to the fairness, from a financial point of view, to the holders of Oclaro common stock of the Merger Consideration to be received by such holders pursuant to the Merger Agreement. In connection with the Merger, Oclaro has agreed to pay Jefferies a transaction fee, based upon a percentage of the transaction value implied by the Merger Consideration, in the amount of approximately \$30.1 million, of which \$1 million was payable upon delivery of its opinion (regardless of the conclusion reached therein) and is creditable against the transaction fee, and the remainder of which is payable contingent upon the consummation of the Merger. Oclaro has also agreed to reimburse Jefferies for certain of its reasonable expenses incurred and to indemnify Jefferies against liabilities, including liabilities under federal securities laws, arising out of or in connection with the services rendered and to be rendered by Jefferies under its engagement. In the past, Jefferies has provided financing services to Oclaro and may continue to do so and has received, and may receive, fees for the rendering of such services. Specifically, during the two years prior to the date of its opinion, Jefferies received fees from Oclaro for financing services in the amount of approximately \$6.3 million. During the two years prior to the date of its opinion, Jefferies did not receive any fees from Lumentum for financing or financial advisory services. In addition, Jefferies maintains a market in the securities of Oclaro and, in the ordinary course of its business, Jefferies and its affiliates may trade or hold securities of Oclaro or Lumentum and/or their respective affiliates for its own account and for the accounts of its customers and, accordingly, may at any time hold long or short positions in those securities. In addition, Jefferies may seek to, in the future, provide financial advisory and financing services to Oclaro, Lumentum or entities that are affiliated with Oclaro or Lumentum, for which Jefferies would expect to receive compensation.

Certain Unaudited Prospective Financial Information

Oclaro does not, as a matter of course, publicly disclose forecasts or projections as to future performance, earnings or other results, other than Oclaro's quarterly guidance, due to the inherent difficulty of accurately predicting financial performance for future periods and the possibility that the underlying assumptions and estimates may prove incorrect. However, in normal course for internal purposes and in connection with the process leading to the Merger Agreement,

Oclaro prepared certain projections and estimates of future financial and operating performance for Oclaro for its fiscal years 2018 through 2022.

Oclaro management prepared non-public financial projections and operating data for Oclaro as a stand-alone company, without giving effect to the Merger, in December 2017 (which we refer to as the December Projections), in January 2018 (which we refer to as the January Projections) and in February 2018 (which we refer to as the February Projections). The December Projections, the January Projections and the February Projections are together referred to as the Oclaro Projections. The January Projections reflected downward adjustments to the December Projections to reflect Oclaro's actual financial results for the quarter ended December 30, 2018, and also reflected Oclaro management's revised view of Oclaro's financial prospects as of the date such projections were prepared. The February Projections reflected adjustments to the January Projections to reflect Oclaro's actual financial results for January 2018 and Oclaro management's revised view of Oclaro's financial prospects as of the date such projections were prepared. Oclaro's management also expanded the January Projections to include fiscal year 2022 for the purposes of Jefferies' preparation of its opinion.

The December Projections assumed that Oclaro's business would achieve revenue growth over the forecast period, supporting a compound annual growth rate (CAGR) of 28.7% from 2018 to 2020 for overall Oclaro revenue, a CAGR of 49.4% for Adjusted EBITDA, and a CAGR of 51.4% for non-GAAP net income (all as defined below). The January Projections assumed that Oclaro's business would achieve revenue growth over the forecast period, supporting a CAGR of 12.5% from 2018 to 2021 for overall Oclaro revenue, a CAGR of 19.4% for Adjusted EBITDA, a CAGR of 18.9% for non-GAAP net income and a CAGR of 17.0% for Adjusted EPS (as defined below). The December Projections and January Projections were provided to the Oclaro Board and to Jefferies. In connection with the evaluation of a possible transaction with Lumentum, Oclaro provided Lumentum with the December Projections and the January Projections.

The February Projections assumed that Oclaro's business would achieve revenue growth over the forecast period, supporting a CAGR of 10.9% from 2018 to 2022 for overall Oclaro revenue, a CAGR of 16.2% for Adjusted EBITDA, a CAGR of 10.6% for non-GAAP net income and a CAGR of 9.3% for Adjusted EPS. The February Projections were provided to the Oclaro Board and to Jefferies, and were not provided to Lumentum.

The financial information set forth below is included solely to give Oclaro stockholders access to relevant portions of such financial projections and is not included in this proxy statement/prospectus to influence any Oclaro stockholder to vote in favor of the merger or for any other purpose, including whether or not to seek appraisal rights with respect to a stockholder's shares of Oclaro common stock.

The Oclaro Projections were not prepared with a view toward public disclosure, nor were they prepared with a view toward compliance with published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants with respect to prospective financial information, but, in the view of Oclaro management, were prepared on a reasonable basis, reflecting the best currently available estimates and judgments at the time of their preparation. This information represents estimates of future performance and not historical facts, and should not be relied upon as being necessarily indicative of future results, and Oclaro stockholders are cautioned not to place undue reliance on the prospective financial information.

Neither Oclaro's independent auditors, nor any other independent accountants, have compiled, examined, or performed any procedures with respect to the prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and assume no responsibility for, and disclaim any association with, the prospective financial information. The reports of the independent registered public accounting firms incorporated by reference into this proxy statement/prospectus relate to the historical financial information of Oclaro and Lumentum, respectively. Such reports do not extend to the Oclaro Projections and should not be read to do so. The Oclaro Projections include non-GAAP financial measures. Non-GAAP financial measures are not prepared in accordance with GAAP and should be considered as a supplement to, not a substitute for, or superior to, the corresponding measures calculated in accordance with GAAP. The Oclaro Projections may differ from published analyst estimates and forecasts and do not take into account any events or circumstances after the date they

were prepared, including the announcement of the Merger.

The Oclaro Projections were based on numerous variables and assumptions that are inherently uncertain and may be beyond Oclaro's management's control. Important factors that may affect actual results and result in such forecasts not being achieved include: the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement and the inability to complete the merger due to the failure to obtain stockholder approval of the merger or the failure to satisfy other conditions to completion of the merger, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction, and risks and uncertainties pertaining to Oclaro's business, including the risks and uncertainties detailed in its public periodic filings with the SEC. In addition, the Oclaro Projections may be affected by Oclaro's ability to achieve strategic goals, objectives and targets over the applicable period. The assumptions upon which the Oclaro Projections were based necessarily involve judgments with respect to, among other things, future economic, competitive and regulatory conditions and financial market conditions and future business decisions that may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among other things, the inherent uncertainty of the business and economic conditions affecting the industry in which we operate, and the risk and uncertainties described under the section titled "Special Note Regarding Forward-Looking Statements" beginning on page 69 of this proxy statement/prospectus, all of which are difficult or impossible to predict accurately and many of which are beyond Oclaro's control and, upon consummation of the merger, will be beyond the control of Lumentum and the surviving corporation. The Oclaro Projections also reflect assumptions as to certain business decisions that are subject to change.

The Oclaro Projections were developed by Oclaro management on a standalone basis without giving effect to the transactions contemplated by the merger agreement, and therefore the Oclaro Projections do not give effect to the merger and the other transactions contemplated by the merger agreement or any changes to Oclaro's operations or strategy that may be implemented after the consummation of the merger, including any costs incurred in connection with the merger and the other transactions contemplated by the merger agreement. Furthermore, the Oclaro Projections do not take into account the effect of any failure of the transactions contemplated by the merger agreement to be completed and should not be viewed as accurate or continuing in that context.

Accordingly, there can be no assurance that the Oclaro Projections will be realized, and actual results may vary materially from those shown in the below financial information. The inclusion of the Oclaro Projections in this proxy statement/prospectus should not be regarded as an indication that any of Oclaro, Jefferies, Lumentum, Merger Sub or Merger Sub LLC or any of their respective affiliates, officers, directors, advisors or other representatives considered or consider the Oclaro Projections necessarily predictive of actual future events, and the Oclaro Projections should not be relied upon as such. None of Oclaro, Jefferies, Lumentum, Merger Sub or Merger Sub LLC or any of their respective affiliates, officers, directors, advisors or other representatives can give any assurance that actual results will not differ from the Oclaro Projections, and Oclaro undertakes no obligation to update or otherwise revise or reconcile the Oclaro Projections to reflect circumstances existing after the date such Oclaro Projections were generated or to reflect the occurrence of future events even in the event that any or all of the assumptions underlying the Oclaro Projections are shown to be in error. For example, the Oclaro Projections do not take into account Oclaro's expected loss of revenue from ZTE as a result of the Denial Order, which will have a negative impact on Oclaro's revenues for the fiscal year ending June 30, 2018, and is anticipated to have a negative impact on Oclaro's revenues in future periods during which the Denial Order remains in effect. None of Oclaro, or, to the knowledge of Oclaro, Lumentum, Merger Sub or Merger Sub LLC, intends to make publicly available any update or other revisions to the Oclaro Projections. None of Oclaro or its respective affiliates, officers, directors, advisors or other representatives has made or makes any representation to any stockholder or other person regarding the ultimate performance of Oclaro compared to the information contained in the Oclaro Projections or that forecasted results will be achieved. Oclaro has made no representation to Lumentum, Merger Sub or Merger Sub LLC, in the merger agreement or otherwise, concerning the Oclaro Projections.

The Oclaro Projections include certain non-GAAP financial measures, including non-GAAP operating income, adjusted EBITDA, free cash flow and adjusted earnings per share (in each case, as defined below). Certain of the Oclaro Projections set forth herein may be considered non-GAAP financial measures. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP, and non-GAAP financial measures as used by Oclaro may not be comparable to similarly titled amounts used by other companies.

In light of the foregoing factors and the uncertainties inherent in the Oclaro Projections, Oclaro stockholders are cautioned not to place undue, if any, reliance on the Oclaro Projections.

December Projections

(Dollars in millions, except for per share amounts)

	2017A	2018E	2019E	2020E
Revenue	\$ 601	\$ 555	\$ 657	\$ 919
Gross Margin	\$ 237	\$ 206	\$ 255	\$ 360
Non-GAAP Operating Income (1)	\$ 131	\$ 88	\$ 131	\$ 210
Adjusted EBITDA (2)	\$ 152	\$ 119	\$ 177	\$ 266
Free Cash Flow (3)	\$ 79	\$ 53	\$ 132	\$ 214

January Projections

(Dollars in millions, except for per share amounts)

	2017A	2018E	2019E	2020E	2021E
Revenue	\$ 601	\$ 551	\$ 580	\$ 709	\$ 784
Gross Margin	\$ 237	\$ 212	\$ 232	\$ 280	\$ 304
Non-GAAP Operating Income (1)	\$ 131	\$ 94	\$ 109	\$ 145	\$ 159
Adjusted EBITDA (2)	\$ 152	\$ 125	\$ 149	\$ 193	\$ 212
Free Cash Flow (3)	\$ 79	\$ 66	\$ 111	\$ 148	\$ 168
Adjusted EPS (4)	\$ 0.79	\$ 0.55	\$ 0.61	\$ 0.79	\$ 0.88

February Projections

(Dollars in millions, except for per share amounts)

	2017A	2018E	2019E	2020E	2021E	2022E
Revenue	\$ 601	\$ 551	\$ 580	\$ 709	\$ 784	\$ 835
Gross Margin	\$ 237	\$ 212	\$ 232	\$ 279	\$ 304	\$ 323
Non-GAAP Operating Income (1)	\$ 131	\$ 94	\$ 109	\$ 144	\$ 159	\$ 173
Adjusted EBITDA (2)	\$ 152	\$ 125	\$ 149	\$ 192	\$ 212	\$ 227
Free Cash Flow (3)	\$ 79	\$ 66	\$ 111	\$ 147	\$ 168	\$ 179
Unlevered Free Cash Flow (5)	\$	\$ 32	\$ 53	\$ 80	\$ 78	\$ 104
Adjusted EPS (6)	\$ 0.79	\$ 0.54	\$ 0.53	\$ 0.69	\$ 0.75	\$ 0.78

- (1) Non-GAAP Operating Income is a non-GAAP financial measure calculated by starting with Gross Margin (as shown in the table above) and deducting total operating expense.
- (2) Adjusted EBITDA is a non-GAAP financial measure calculated by starting with non-GAAP Operating Income (as shown in the table above) and adding back share based compensation, fixed asset disposal and restructuring / M&A charges.
- (3) Free cash flow is a non-GAAP financial measure calculated by starting with non-GAAP Adjusted EBITDA (as shown in the table above) and deducting capital expenditures.

- (4) Adjusted EPS is a non-GAAP financial measure calculated by starting with Non-GAAP Operating Income (as shown in the table above) and adding interest income, interest expense and the provision of tax, then dividing that sum by the forecasted diluted share count. The January Projections assume provision of taxes based on non-GAAP tax rates for fiscal years 2018 to 2021 of 2%, 5%, 5% and 3%, respectively. The December Projections did not include Adjusted EPS.
- (5) Unlevered free cash flow is a non-GAAP financial measure calculated by starting with net operating profit after taxes, adding depreciation and amortization, and subtracting capital expenditures and changes in net working capital, through the fiscal year ending 2022. Unlevered free cash flow was calculated by Jefferies using the February Projections and was not calculated for the December Projections or the January Projections, either by Jefferies or Oclaro.
- (6) Adjusted EPS is a non-GAAP financial measure calculated by starting with Non-GAAP Operating Income (as shown in the table above) and adding interest income, interest expense and the provision of tax, then dividing that sum by the forecasted diluted share count. The February Projections assume provision of taxes based on non-GAAP tax rates for fiscal years 2018 of 3%, 2019 to 2021 of 17% and 2022 of 21%.

Interests of Oclaro's Directors and Executive Officers in the Merger

When considering the recommendation of the Oclaro Board with respect to the Merger, you should be aware that Oclaro's executive officers and directors may have interests in the Merger that are different from, or in addition to, those of Oclaro's stockholders more generally. These interests may present such executive officers and directors with actual or potential conflicts of interest. The Oclaro Board was aware of these interests during its deliberations on the merits of the Merger and in deciding to recommend that Oclaro stockholders vote to adopt the Merger Agreement.

Set forth below are the descriptions of the directors' and executive officers' interests including, but are not limited to, the treatment in the Merger of Oclaro's equity awards, severance plans and other rights that may be held by Oclaro's directors and executive officers, and the indemnification of current and former Oclaro directors and officers by the surviving company. The dates used in the discussions below to quantify certain of these interests have been selected for illustrative purposes only, and they do not necessarily reflect the dates on which certain events will occur.

Treatment of Oclaro Equity Awards in the Merger

The equity compensation held by Oclaro's executive officers will generally be treated in the Merger in the same manner as similar awards held by other employees of Oclaro. See the section titled "The Merger Agreement Treatment of Oclaro Options and Other Equity-Based Awards" beginning on page 125 of this proxy statement/prospectus. In connection with the Merger, and in order to clarify how the performance goals for Oclaro performance stock units (PSUs) granted in 2017 (which would be impacted by the integration of Oclaro's operations with those of Lumentum) would be measured at the effective time of the Merger for purposes of determining pay-out levels and to incentivize Oclaro's executive officers to remain with Oclaro through the consummation of the Merger, the compensation committee of the Oclaro Board determined that such Oclaro PSUs will be converted, contingent upon the occurrence of the Effective Time, into time-based awards vesting through August 2020, with the underlying performance milestones deemed achieved based on the maximum level of achievement (150% of target). All outstanding Oclaro restricted stock awards held by non-employee directors of Oclaro will vest in full on the Effective Time in accordance with their terms and conditions.

The following table provides a summary of the Oclaro restricted stock awards, restricted stock unit awards (RSUs), PSUs and stock options held by Oclaro's directors and executive officers as of May 1, 2018, which is the assumed date of the closing of the Merger for the purposes of this table. The following table also assumes that no Oclaro directors or executive officers will be granted additional equity awards after May 1, 2018, the latest practicable date before the filing of this proxy statement/prospectus. In accordance with applicable SEC

rules, the dollar values below are based on a per share price of Oclaro common stock of \$10.01, which is the average closing price of Oclaro common stock on NASDAQ over the first five business days following the first public announcement of the merger on March 12, 2018, rounded up to the nearest whole cent.

Name	Oclaro Stock Options (#)(1)	Oclaro RSUs (#)	Oclaro PSUs (#)(2)	Oclaro Restricted Stock Awards (#)(3)	Total Consideration in respect of Equity Awards (\$)
Greg Dougherty	31,560	331,326	432,150		\$ 7,807,707
Pete Mangan	15,000	161,235	206,235		\$ 3,790,275
Yves LeMaitre	23,200	151,235	191,235		\$ 3,434,785
David Teichmann	85,000	120,298	148,735		\$ 3,347,570
Adam Carter	100,000	107,905	115,405		\$ 3,067,333
Craig Cocchi		130,000	120,000		\$ 2,502,500
Walter Jankovic		160,000			\$ 1,601,600
Thomas Gordon Beck Mason		109,575	99,575		\$ 2,093,592
Lisa Paul	60,000	94,155	102,905		\$ 2,455,571
Marissa Peterson	17,046			18,762	\$ 296,385
Edward Collins	35,779			18,762	\$ 369,358
Kendall Cowan				18,762	\$ 187,808
Denise Haylor				13,346	\$ 133,593
Ian Small				42,153	\$ 421,952
William L. Smith				18,762	\$ 187,808
Joel A. Smith III	31,560			18,762	\$ 353,120

- (1) All stock options are fully vested with the exception of (a) 521 unvested stock options held by David Teichmann, (b) 8,334 unvested stock options held by Adam Carter and (c) 10,000 unvested stock options held by Lisa Paul.
- (2) In connection with the Merger, the Oclaro Board determined that the Oclaro PSUs granted to Oclaro's executive officers in August 2017 will be converted, contingent upon the occurrence of the Effective Time, into time-based awards vesting through August 2020, with the underlying performance milestones deemed achieved based on the maximum level of achievement (150% of target). The amounts in this column reflect the number of PSUs at 150% of target.
- (3) All outstanding Oclaro restricted stock awards held by non-employee directors of Oclaro will vest in full on the Effective Time in accordance with their terms and conditions.

Employment Agreement with Mr. Greg Dougherty

Oclaro's employment agreement with Mr. Greg Dougherty provides that if Oclaro terminates his employment without cause (and other than for death or disability) or if he resigns his employment with good reason (a Qualifying Termination), then he will be eligible to receive the following payments and benefits:

A cash payment equal to the sum of twice his annual base salary and twice his target annual cash incentive award opportunity;

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Accelerated vesting of all outstanding and unvested or unearned restricted stock and/or restricted stock unit awards which vest based on his continued employment; and

A monthly payment in the amount of \$6,000 for 24 months in lieu of continuing other benefits, such as health and welfare benefits.

In addition, if Mr. Dougherty's employment is terminated as the result of a Qualifying Termination on or within twelve months following a change in control of Oclaro (which includes the merger), then the payments

and benefits to which he would be eligible would include, in addition to those set forth above for a Qualifying Termination, accelerated vesting of all outstanding and unvested or unearned restricted stock and/or restricted stock unit awards, whether or not vesting is based on his continued employment.

To receive the severance benefits under his employment agreement with Oclaro, Mr. Dougherty must sign, and allow to become effective within 30 days after the Qualifying Termination, Oclaro's standard form of release of claims.

Executive Severance and Retention Agreements

Each of Oclaro's executive officers other than Mr. Dougherty is a party to an Executive Severance and Retention Agreement (the "Retention Agreement"). The Retention Agreement provides that if an executive officer dies or his or her employment with Oclaro is terminated without cause (and not due to disability), in either case more than 30 days prior to a change in control of Oclaro (which includes the merger), the executive officer will be eligible to receive a lump sum cash payment, in addition to accrued benefits, comprised of the following amounts:

an amount (the "Pro Rata Bonus") equal to the product of (i) the average of the executive officer's bonuses earned during the last three full fiscal years (or such lesser number of years in which the executive earned a bonus), divided by 2, and (ii) a fraction, the numerator of which is the number of days before the separation from service (as defined under Treasury Regulations Section 1.409A-1(h)) in the current bonus period applicable to the current bonus, and the denominator of which is the total number of days in the current bonus period applicable to the current bonus; and

an amount equal to the result obtained by multiplying the executive officer's reference salary by a fraction, the numerator of which is eight months plus one additional month of base salary for each whole year of the executive officer's employment (up to a maximum of 18 months) and the denominator of which is 12.

However, if the employment of an executive officer is terminated without cause (and not due to disability), upon his or her death, or the executive officer resigns for good reason on or within 12 months following, or within 30 days before, a change in control of Oclaro (which includes the Merger), and only if such termination constitutes a separation from service, the executive officer will be eligible to receive a lump sum cash payment, in addition to accrued benefits, comprised of the following amounts:

an amount equal to 1.5 times the executive officer's reference salary then in effect;

an amount equal to the average of the executive officer's bonuses earned during the last 3 full fiscal years (or such lesser number of years in which the executive earned a bonus); and

an amount equal to \$72,000 which the executive officer may, but is not required to, use to continue his or her existing group health coverage (medical, dental, and vision) then in effect.

In addition to the above payment, the executive officer will also receive full acceleration of his or her outstanding equity awards and will have until the earliest of (i) the first anniversary of the separation from service, (ii) the expiration of the original term of the option or (iii) on the first date on which a change in control occurs if options are not assumed or replaced by the successor entity, in order to exercise any outstanding stock option accelerated in accordance with such provisions.

To receive any payments or benefits under the Retention Agreement, the executive officer must sign, and allow to become effective not later than the 55th day after the executive officer's separation from service, a separation agreement and release in a form reasonably acceptable to Oclaro that contains, among other standard provisions, the form of release of claims in substantially the form attached to the Retention Agreement. In addition, the executive officer must also continue to comply with his or her continuing obligations to Oclaro under applicable law and his or her confidential information and inventions assignment agreement. Payments will be made in a single lump sum on or before the 55th day after the executive officer's separation from service.

See the section titled **Quantification of Potential Payments and Benefits to Oclaro's Named Executive Officers in Connection with the Merger** below for an estimate of the value of the payments and benefits due to Oclaro's named executive officers upon a qualifying termination at or following the Effective Time. None of Oclaro's executive officers are entitled to any gross-up payments in respect of any excise taxes imposed on excess parachute payments under Sections 280G and 4999 of the Code.

Compensation and Benefit Arrangements Following the Effective Time

The Merger Agreement provides that Lumentum will, or will cause the surviving company to, provide each employee of Oclaro or its subsidiaries who continues to be employed by Lumentum or the surviving company or any of their respective subsidiaries following the effective time (referred to as continuing employees) with certain compensation and benefits during the period commencing at the Effective Time and ending on the first anniversary of the Effective Time, as described below in the section titled **The Merger Agreement Employee Matters** beginning on page 141.

Quantification of Potential Payments and Benefits to Oclaro's Named Executive Officers in Connection with the Merger

The information set forth in the table below is intended to comply with Item 402(t) of the SEC's Regulation S-K, which requires disclosure of information about certain compensation for each named executive officer of Oclaro that is based on, or otherwise relates to, the Merger. For additional details regarding the terms of the payments and benefits described below, see the discussion under the caption **Interests of Oclaro's Directors and Executive Officers in the Merger** above.

The amounts shown in the table below are estimates based on multiple assumptions that may or may not actually occur or be accurate on the relevant date, including the assumptions described below and in the footnotes to the table, and do not reflect certain compensation actions that may occur before completion of the Merger, including certain compensation actions that Oclaro is permitted to take as described below in the section titled **The Merger Agreement Restrictions on Oclaro's Business Pending the Closing**. As a result, the amount, if any, that a named executive officer actually receives in the Merger may materially differ from the amounts set forth in the table. For purposes of calculating the amounts set forth in the table, the following assumptions were used:

A per share price of Oclaro common stock of \$10.01, which is the average closing price of Oclaro common stock on NASDAQ over the first five business days following the first public announcement of the merger on March 12, 2018, rounded up to the nearest whole cent;

The effective time of the Merger is May 1, 2018, which is the assumed date of the closing of the Merger solely for purposes of the disclosure in this section;

Each of the named executive officers was either involuntarily terminated without cause or the named executive officer resigned for good reason (as such terms are defined in the relevant employment agreement or change in control severance agreement), entitling each such named executive officer to the cash severance payments, employee benefits and accelerated equity vesting described above under **Interests of Oclaro's Directors and Executive Officers in the Merger**, in either case, on or immediately following the assumed effective time of May 1, 2018; and

Quantification of outstanding equity awards is calculated based on the outstanding equity awards held by each named executive officer as of May 1, 2018, the latest practicable date before the filing of this proxy statement/prospectus, and the assumption that no additional equity awards are granted to the named executive officers after such date.

Golden Parachute Compensation

Name (1)	Cash (\$)(2)	Equity \$(3)	Perquisites/ Benefits (\$) (4)	Total (\$)
Greg Dougherty	2,400,000	7,642,395	144,000	10,186,395
Pete Mangan	757,750	3,678,374	72,000	4,508,124
Yves LeMaitre	757,750	3,428,124	72,000	4,257,874
David Teichmann	706,380	2,697,308	72,000	3,475,688
Adam Carter	646,904	2,304,672	72,000	3,023,576

- (1) Jim Haynes, who was a named executive officer for fiscal year 2017, retired on March 31, 2018, at which time his then-outstanding equity awards were forfeited. He received no change in control benefits in connection with his retirement.
- (2) The estimated amounts listed in this column represent the double-trigger cash severance payments that Oclaro's named executive officers would be entitled to receive in connection with a qualifying termination of employment, assuming such termination occurred at or immediately following the Effective Time. For additional information regarding these amounts, see the section titled "Interests of Oclaro's Directors and Executive Officers in the Merger" beginning on page 108 of this proxy statement/prospectus.

Name	Non-Equity Incentive Compensation		Total (\$)
	Base Salary Severance (\$)	Severance (\$)	
Greg Dougherty	1,200,000	1,200,000	2,400,000
Pete Mangan	525,000	232,750	757,750
Yves LeMaitre	525,000	232,750	757,750
David Teichmann	495,000	211,380	706,380
Adam Carter	450,000	196,904	646,904

- (3) The estimated amounts listed in this column represent the estimated aggregate value that Oclaro's named executive officers would be entitled to receive in connection with the double trigger acceleration of their outstanding and unvested equity awards, assuming such named executive officers incurred a qualifying termination of employment at or immediately following the Effective Time, as set forth in more detail below. For additional information regarding the named executive officers' rights to accelerated vesting of outstanding equity awards, see the section titled "Interests of Oclaro's Directors and Executive Officers in the Merger" beginning on page 108 of this proxy statement/prospectus.

Name	Aggregate Value of Unvested Oclaro Options (\$)	Aggregate Value of Unvested Oclaro RSUs (\$)	Aggregate Value of Unvested Oclaro PSUs (\$)	Total (\$)
Greg Dougherty		3,316,573	4,325,822	7,642,395

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Pete Mangan		1,613,962	2,064,412	3,678,374
Yves LeMaitre		1,513,862	1,914,262	3,428,124
David Teichmann	4,288	1,204,183	1,488,837	2,697,308
Adam Carter	69,339	1,080,129	1,155,204	2,304,672

- (4) The estimated amounts listed in this column represent double trigger lump sum cash payments that may but are not required to be used for continuing other benefits, such as health and welfare benefits, and that Oclaro's named executive officers would be entitled to receive in connection with a qualifying termination of employment, assuming such termination occurred at or immediately following the Effective Time. For additional information regarding these amounts, see the section titled Interests of Oclaro's Directors and Executive Officers in the Merger beginning on page 108 of this proxy statement/prospectus.

Indemnification and Insurance

The Merger Agreement provides that all rights to indemnification and exculpation from liabilities for acts or omissions occurring at or prior to the Effective Time in favor of certain indemnified parties, including the directors and executive officers of Oclaro, will survive the Merger and continue in full force and effect in accordance with their terms, as set forth in the Oclaro organizational documents or any indemnification agreements in existence at the time of execution of the Merger Agreement, for six years following the effective time.

The Merger Agreement requires Lumentum to cause the surviving company to maintain, for a period of six years after the Effective Time, Oclaro's existing directors' and officers' liability insurance policy, or substantially comparable insurance on terms with respect to coverage and amounts no less favorable to the insured.

Lumentum Board Seat

Prior to the Effective Time, Lumentum shall appoint one member of the Oclaro Board to serve as a member of the Lumentum Board effective as of immediately after the Effective Time to serve until the next annual meeting of Lumentum stockholders in accordance with the Lumentum Charter and the Lumentum Bylaws.

Treatment of Oclaro Options and Other Equity-Based Awards

The Merger Agreement provides that at the Effective Time, each Oclaro RSU that is outstanding and unvested immediately before the Effective Time (and does not vest as a result of the Merger) will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro RSU immediately before the Effective Time (including the applicable vesting schedule), except the number of shares of Lumentum common stock subject to each Assumed RSU will equal the product of (i) the number of shares of Oclaro common stock underlying the applicable unvested Oclaro RSU immediately before the Effective Time (with any performance milestones deemed achieved based on maximum level of performance) multiplied by (ii) the Equity Award Exchange Ratio (rounded down to the nearest whole share).

The Merger Agreement also provides that any vested and unsettled Oclaro RSU and each outstanding and unvested share of Oclaro Restricted Stock as of immediately before the Effective Time will be treated as outstanding Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding.

The Merger Agreement also provides that except as provided in the next paragraph, each Oclaro Option that is outstanding, whether vested or unvested, immediately before the Effective Time will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro Option immediately before the Effective Time (including the applicable vesting schedule), except (A) the number of shares of Lumentum common stock subject to each Assumed Option will equal the product of (x) the number of shares of Oclaro common stock underlying such Assumed Option immediately before the Effective Time multiplied by (y) the Equity Award Exchange Ratio (rounded down to the nearest whole share), and (B) the per share exercise price of each Assumed Option will equal the quotient determined by dividing (x) the exercise price per share of such Assumed Option immediately before the Effective Time by (y) the Equity Award Exchange Ratio (rounded up to the nearest whole cent).

The Merger Agreement also provides that each Cancelled Oclaro Option will be cancelled and converted into the right to receive the Merger Consideration in respect of each net option share of Oclaro common stock covered by such Cancelled Oclaro Option, subject to applicable tax withholding. The number of net option shares will be determined under a formula specified in the Merger Agreement that takes into account the exercise price of such Cancelled Oclaro Option. Any fractional net option shares (after aggregating all shares

represented by all Cancelled Oclaro Options held by such holder) will be settled in cash based on the cash equivalent value of the Merger Consideration, subject to applicable tax withholding. If the exercise price per share of any Cancelled Oclaro Option is equal to or greater than the Merger Consideration, such Oclaro Option will be cancelled without payment.

The Merger Agreement also provides that each Oclaro SAR that is outstanding, whether vested or unvested, will be cancelled and converted into the right to receive, a cash amount equal to the product of (x) the number of shares of Oclaro common stock issuable upon exercise of the Oclaro SAR, multiplied by (y) the excess, if any of (1) the cash equivalent value of the Merger Consideration over (2) the strike price of such Oclaro SAR, subject to applicable tax withholding.

The Merger Agreement also provides that any applicable taxes required to be withheld from the Merger Consideration payable in respect of vested Oclaro RSUs, Oclaro Restricted Stock, and Cancelled Oclaro Options will first reduce the Cash Consideration portion of the Merger Consideration, with any remaining amount reducing the Stock Consideration portion of the Merger Consideration (with the value of the stock portion for purposes of such deduction determined based on the Parent Average Closing Price).

Financing

Source and Amount of Funds

Lumentum plans to finance the Merger with approximately \$413.6 million of cash from the combined balance sheets of Lumentum and Oclaro, approximately \$647.5 million in Lumentum common stock, and approximately \$550 million in new term loans (the Debt Financing). These amounts are sufficient to (1) pay Oclaro's stockholders the amounts due to them under the Merger Agreement, (2) refinance or otherwise discharge any outstanding indebtedness of Oclaro required to be repaid at the Closing, and (3) pay any fees, expenses and taxes incurred in connection with the Merger.

On March 11, 2018, in connection with execution of the Merger Agreement, Lumentum entered into a Commitment Letter with DBNY and DBSI pursuant to which DBNY committed to provide to Lumentum a senior secured term loan facility in an aggregate principal amount of up to \$550 million (the Committed Term Loan Facility), subject to the execution of definitive documentation and the satisfaction of customary closing conditions. Lumentum expects to enter into definitive documentation for the Committed Term Loan Facility concurrently with the consummation of the transactions contemplated by the Merger Agreement. In addition to the Committed Term Loan Facility, DBSI has agreed to assist Lumentum with the syndication of additional uncommitted term loans in an aggregate principal amount of up to \$250 million upon the request of Lumentum (the Uncommitted Term Loan Facility and, together with the Committed Term Loan Facility, the Term Loan Facilities). The Uncommitted Term Loan Facility is not committed and is subject to DBSI's ability to syndicate such loans in full prior to the Closing Date. In the event that the Uncommitted Term Loan Facility is successfully syndicated on or prior to the Closing Date, such Uncommitted Term Loan Facility would be included in the definitive documentation for the Committed Term Loan Facility.

DBNY's commitment to provide the Committed Term Loan Facility under the Commitment Letter expires on the first to occur of (1) 5:00 p.m., New York City time, on December 11, 2018, subject to the extension of such time to 5:00 p.m., New York City time, on March 11, 2019, pursuant to the terms of the Merger Agreement, (2) the date of the valid termination or abandonment of the Merger Agreement in accordance with its terms, and (3) the date of the closing of the Merger without the use of the Committed Term Loan Facility.

The availability of the Committed Term Loan Facility is conditioned on the consummation of the Merger in accordance with the Merger Agreement and on other conditions including, without limitation, the following (subject, in each case, to customary certain funds provisions):

execution of final definitive documentation with respect to the Committed Term Loan Facility;

absence of any Company Material Adverse Effect (as defined in the Merger Agreement) since March 11, 2018;

absence of Oclaro indebtedness (other than certain Oclaro indebtedness permitted to survive Closing);

subject to certain limitations, the taking of certain actions necessary to establish and perfect a security interest in specified items of collateral;

delivery of customary legal opinions, a solvency certificate in a pre-agreed form, and certain other customary resolutions, certificates and other documents;

delivery of certain historical financial statements (including pro forma financial statements) of Lumentum and Oclaro;

accuracy of specified representations and warranties in the Merger Agreement and the accuracy in all material respects of specified representations and warranties to be contained in the definitive documentation for the Committed Term Loan Facility;

delivery of documentation and other information about the borrowers and guarantors required under applicable know your customer and anti-money laundering rules and regulations (including the PATRIOT Act);

payment of certain fees and expenses; and

the lead arrangers shall have received information required to prepare a customary confidential information memorandum for the Committed Term Loan Facility and shall have been afforded a period at least 15 consecutive business days after the date on which the Form S-4 is declared effective to attempt to syndicate the Committed Term Loan Facility and solicit the required approvals (provided that if, on July 10, 2018, DBSI and Lumentum determine in good faith that the effective date of the Form S-4 could occur between August 1, 2018 and August 15, 2018, such 15 consecutive business day period shall instead commence on July 16, 2018).

Under the Committed Term Loan Facility, Lumentum will be able to borrow under (1) a Base Rate, which is defined as a fluctuating rate per annum equal to the greatest of (A) the prime rate then in effect, (B) the federal funds rate then in effect, plus 0.50%, and (C) the LIBOR rate determined on the basis of a one-month interest period (and giving effect to a LIBOR floor of 0.00%), plus 1.00% or (2) an adjusted LIBOR rate, subject to a floor of 0.00%, plus, in each case, an applicable margin. Lumentum expects the term loans under the Committed Term Loan Facility to have an applicable margin of 2.50% in the case of LIBOR rate loans and 1.50% in the case of Base Rate loans (provided, however, that the applicable margin set forth in the definitive documentation for the Committed Term Loan Facility may be higher or lower depending on market conditions at the time of syndication).

The obligations under the Term Loan Facilities will be guaranteed by certain material domestic subsidiaries of Lumentum, including, without limitation, Oclaro. The obligations under the Term Loan Facilities will be Lumentum's

and the guarantors' senior secured obligations, secured by a lien on substantially all of Lumentum's and each guarantor's assets (collectively, the Collateral) and will rank senior to any of Lumentum's and each guarantor's unsecured indebtedness to the extent of the value of the Collateral.

The definitive documentation governing the Term Loan Facilities will contain customary affirmative and negative covenants, including covenants that limit or restrict Lumentum's and its subsidiaries' ability to, among other things, incur indebtedness, grant liens, undergo certain fundamental changes, dispose of assets, make investments, enter into transactions with affiliates, and make certain restricted payments, in each case subject to limitations and exceptions to be set forth in the definitive documentation governing the Term Loan Facilities. The definitive documentation governing the Term Loan Facilities will also contain customary events of default that include, among other things, certain payment defaults, covenant defaults, cross-defaults to other indebtedness, change of control defaults, judgment defaults, and bankruptcy and insolvency defaults. The Term Loan Facilities will not be subject to any financial maintenance covenants.

Lumentum has agreed to use, and to cause its subsidiaries to use, reasonable best efforts to consummate the Debt Financing on the terms and subject to the conditions described in the Commitment Letter. If any portion of the Debt Financing (including after giving effect to the exercise of any market flex provisions contained in the Commitment Letter or any other agreements entered into in connection therewith) becomes unavailable to Lumentum on the terms and conditions contemplated by the Commitment Letter, Lumentum must use its reasonable best efforts to obtain alternative financing on terms and conditions not materially less favorable in the aggregate to Lumentum than those set forth in the Commitment Letter and in an amount at least equal to the amount (taking into account cash on hand and other sources of funds available to Lumentum) required to consummate the Merger.

As of the date of this proxy statement/prospectus, no alternative financing arrangements or alternative financing plans have been made in the event that the Committed Term Loan Facility is not available. The availability of the Committed Term Loan Facility is subject to certain conditions but is not subject to due diligence or other similar conditions. Further, the Commitment Letter contains customary certain funds provisions which materially limit the number and scope of conditions precedent to the funding of the new credit facilities on the Closing Date. However, such financing may not be considered certain.

The definitive documentation governing the Term Loan Facilities has not been finalized and, accordingly, the actual terms of the Term Loan Facilities may differ from those described in this proxy statement/prospectus.

Oclaro cannot assure you that the amounts committed under the Commitment Letter, together with Lumentum's and Oclaro's combined cash and cash equivalents on hand, will be sufficient to satisfy the Cash Consideration. Those amounts might be insufficient if, among other things, DBNY (or any other commitment party under the Commitment Letter) fails to fund the committed amounts in breach of its financing commitment or if the conditions to such commitment are not met. Although obtaining the proceeds of any financing, including the financing under the Commitment Letter, is not a condition to the consummation of the Merger, the failure of Lumentum to obtain any portion of the Debt Financing (or any alternative financing) may result in the failure of the Merger to be consummated, in which case Lumentum would be in material breach of its obligations under the Merger Agreement.

Board of Directors and Management After the Merger

For information on Lumentum's current directors and executive officers, please see Lumentum's Proxy Statement for its 2017 Annual Meeting of Stockholders, filed with the SEC on September 19, 2017, and Lumentum's Current Report on Form 8-K, filed with the SEC on November 8, 2017. For information on Oclaro's current directors and executive officers, please see Oclaro's Proxy Statement for its 2017 Annual Meeting of Stockholders, filed with the SEC on September 27, 2017. See the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus.

Regulatory Clearances Required for the Merger

Lumentum and Oclaro have each agreed to take certain actions in order to obtain regulatory clearance required to consummate the Merger. The Merger is subject to review by the DOJ and FTC under the HSR Act. Under this statute, Lumentum and Oclaro are required to make pre-merger notification filings and await the expiration or early termination of the statutory waiting period prior to completing the Merger. Lumentum and Oclaro submitted pre-merger notification filings under HSR Act on March 23, 2018. The parties received notice from the FTC of early termination of the waiting period on April 4, 2018, which satisfies the closing conditions under the Merger Agreement related to receipt of antitrust approval in the United States. The Merger is also subject to review by governmental authorities in the People's Republic of China and requires pre-merger notification and the observance of an applicable waiting period in the People's Republic of China.

During or after the statutory waiting periods and clearance of the Merger, and even after completion of the Merger, the DOJ, the FTC or governmental authorities in the People's Republic of China could challenge or seek

to block the Merger under relevant antitrust laws, as such governmental authority may deem necessary or desirable in the public interest. Other governmental authorities or competition agencies with jurisdiction over the Merger could also initiate action to challenge or block the Merger. In addition, in some jurisdictions, a competitor, customer or other third party could initiate a private action under the antitrust laws challenging or seeking to enjoin the Merger, before or after it is completed. Lumentum and Oclaro cannot be sure that a challenge to the Merger will not be made or that, if a challenge is made, Lumentum and/or Oclaro will prevail.

Dividends

The Merger Agreement provides that no dividends or other distributions with a record date after the Effective Time with respect to Lumentum common stock will be paid to the holder of any shares of Oclaro common stock until such holder properly surrenders its shares in accordance with the procedures described in the section titled "Exchange Agent; Letter of Transmittal" beginning on page 127 of this proxy statement/prospectus. After proper surrender, Lumentum will cause such holder to be paid, without interest, (i) the amount of dividends or other distributions with a record date after the Effective Time and theretofore paid with respect to such shares of Lumentum common stock to which such holder is entitled pursuant to the Merger Agreement and (ii) at the appropriate payment date, the amount of dividends or other distributions with a record date after the Effective Time but prior to such surrender and with a payment date subsequent to such surrender payable with respect to such shares of Lumentum common stock.

Listing of Shares of Lumentum Common Stock

It is a condition to the completion of the Merger that the shares of Lumentum common stock to be issued to Oclaro stockholders be approved for listing on NASDAQ prior to the Effective Time, subject to official notice of issuance.

Delisting and Deregistration of Oclaro Common Stock

Upon completion of the Merger, shares of Oclaro common stock currently listed on NASDAQ will be delisted on NASDAQ and will subsequently be deregistered under the Exchange Act.

Appraisal Rights

If the Merger is completed, holders of shares of Oclaro common stock who do not vote in favor of the adoption of the Merger Agreement, who continuously hold such shares as of immediately prior to and through the Effective Time of the Merger and who properly demand appraisal of their shares may be entitled to appraisal rights in connection with the Merger under Section 262 of the DGCL.

The following discussion is not a complete statement of the law pertaining to appraisal rights under the DGCL and is qualified in its entirety by the full text of Section 262 of the DGCL, which is attached to this proxy statement/prospectus as **Annex C** and incorporated herein by reference. The following summary does not constitute any legal or other advice nor does it constitute a recommendation that stockholders exercise their appraisal rights under Section 262 of the DGCL. All references in Section 262 of the DGCL and in this summary to a "stockholder" or a "holder of shares" are to the record holder of Oclaro common stock unless otherwise noted herein. Only a holder of record of Oclaro common stock is entitled to demand appraisal rights for the shares registered in that holder's name. A person having a beneficial interest in shares of Oclaro common stock held of record in the name of another person, such as a broker, bank or other nominee, must act promptly to cause the record holder to follow the steps summarized below properly and in a timely manner to perfect appraisal rights. **If you hold your shares of Oclaro common stock through a broker, bank or other nominee and you wish to exercise appraisal rights, you should consult with your broker, bank or the other nominee.**

Any stockholder contemplating the exercise of such appraisal rights should review carefully the provisions of Section 262 of the DGCL, particularly the procedural steps required to properly demand and perfect such

rights. **Failure to follow the steps required by Section 262 of the DGCL for demanding and perfecting appraisal rights may result in the loss of such rights.** Under Section 262 of the DGCL, holders of shares of Oclaro common stock who (i) do not vote in favor of the adoption of the Merger Agreement; (ii) continuously are the record holders of such shares through the Effective Time; and (iii) otherwise follow the procedures set forth in Section 262 of the DGCL may be entitled to have their shares appraised by the Court of Chancery and to receive payment in cash of the fair value of the shares, exclusive of any element of value arising from the accomplishment or expectation of the Merger, as determined by the Court of Chancery, together with interest to be paid upon the amount determined to be fair value, if any, as determined by the Court of Chancery. However, immediately before the Merger, Oclaro common stock will be listed on a national exchange. Therefore, pursuant to Section 262(g) of the DGCL, after an appraisal petition has been filed, the Court of Chancery will dismiss appraisal proceedings as to all holders of shares of common stock who asserted appraisal rights unless (a) the total number of shares for which appraisal rights have been pursued and perfected exceeds 1% of the outstanding shares of Oclaro common stock as measured in accordance with subsection (g) of Section 262 of the DGCL or (b) the value of the Merger Consideration in respect of such shares exceeds \$1 million. We refer to these conditions as the ownership thresholds. Unless the Court of Chancery, in its discretion, determines otherwise for good cause shown, interest on an appraisal award will accrue and compound quarterly from the Effective Time through the date the judgment is paid at 5% over the Federal Reserve discount rate (including any surcharge) as established from time to time during such period; provided, however, that at any time before the Court of Chancery enters judgment in the appraisal proceeding, the surviving company may pay to each stockholder entitled to appraisal an amount in cash, in which case any such interest will accrue after the time of such payment only on the amount that equals the sum of (1) the difference, if any, between the amount so paid and the fair value of the shares as determined by the Court of Chancery and (2) interest theretofore accrued, unless paid at such time. The surviving company is under no obligation to make such voluntary cash payment prior to such entry of judgment.

Under Section 262 of the DGCL, where a merger agreement is to be submitted for adoption at a meeting of stockholders, the corporation, not less than 20 days prior to the meeting, must notify each of its stockholders who was such on the record date for notice of such meeting with respect to shares for which appraisal rights are available that appraisal rights are available and include in the notice a copy of Section 262 of the DGCL. This proxy statement/prospectus constitutes Oclaro's notice to stockholders that appraisal rights are available in connection with the Merger, and the full text of Section 262 of the DGCL is attached to this proxy statement/prospectus as **Annex C**. Any holder of Oclaro common stock who wishes to exercise appraisal rights, or who wishes to preserve such holder's right to do so, should review the following discussion and **Annex C** carefully because failure to timely and properly comply with the procedures specified will result in the loss of appraisal rights. A stockholder who loses his, her or its appraisal rights will be entitled to receive the Merger Consideration described in the Merger Agreement (without interest). Moreover, because of the complexity of the procedures for exercising the right to seek appraisal of shares of common stock, Oclaro believes that if a stockholder considers exercising such rights, such stockholder should seek the advice of legal counsel.

Oclaro stockholders wishing to exercise the right to seek an appraisal of their shares of common stock must do **ALL** of the following:

the stockholder must not vote in favor of the proposal to adopt the Merger Agreement;

the stockholder must deliver to Oclaro a written demand for appraisal before the vote on the adoption of the Merger Agreement at the special meeting;

the stockholder must continuously hold the shares from the date of making the demand through the Effective Time (a stockholder will lose appraisal rights if the stockholder transfers the shares before the Effective Time); and

the stockholder or the surviving company must file a petition in the Court of Chancery requesting a determination of the fair value of the shares within 120 days after the Effective Time. The surviving company is under no obligation to file any such petition and has no intention of doing so.

In addition, for any stockholders to exercise appraisal rights, at least one of the ownership thresholds must be met.

Filing Written Demand. Any holder of Oclaro common stock wishing to exercise appraisal rights must deliver to Oclaro, before the vote on the adoption of the Merger Agreement at the special meeting, a written demand for the appraisal of the stockholder's shares, and that stockholder must not vote, in person or by proxy, such shares in favor of the adoption of the Merger Agreement. A holder of shares of Oclaro common stock wishing to exercise appraisal rights must hold of record the shares on the date the written demand for appraisal is made and must continue to hold the shares of record through the Effective Time, since such person will lose his, her or its appraisal rights if the shares are transferred prior to the effective date of the Merger. A proxy that is submitted and does not contain voting instructions will, unless timely revoked, be voted in favor of the adoption of the Merger Agreement, and it will constitute a waiver of the stockholder's right of appraisal and will nullify any previously delivered written demand for appraisal. Therefore, a stockholder who submits a proxy and who wishes to exercise appraisal rights must submit a proxy containing instructions to vote against the adoption of the Merger Agreement or abstain from voting on the adoption of the Merger Agreement. Neither voting against the adoption of the Merger Agreement, nor submitting a proxy against the adoption of the Merger Agreement, nor abstaining from voting or failing to vote on the proposal to adopt the Merger Agreement, will in and of itself constitute a written demand for appraisal satisfying the requirements of Section 262 of the DGCL. The written demand for appraisal must be in addition to and separate from any proxy or vote on the adoption of the Merger Agreement. The written demand must reasonably inform Oclaro of the identity of the holder as well as the intention of the holder to demand an appraisal of the fair value of the shares held by the holder. A stockholder's failure to make the written demand prior to the taking of the vote on the adoption of the Merger Agreement at the special meeting will constitute a waiver of appraisal rights.

Only a holder of record of shares of Oclaro common stock is entitled to demand an appraisal of the shares registered in that holder's name. A demand for appraisal in respect of shares of Oclaro common stock should be executed by or on behalf of the holder of record, fully and correctly, as the holder's name appears on the holder's stock certificates, should specify the holder's name and mailing address and the number of shares registered in the holder's name, and must state that the person intends thereby to demand appraisal of the holder's shares in connection with the Merger. If the shares are owned of record in a fiduciary or representative capacity, such as by a trustee, guardian or custodian, execution of the demand should be made in that capacity, and if the shares are owned of record by more than one person, as in a joint tenancy and tenancy in common, the demand should be executed by or on behalf of all joint owners. An authorized agent, including an agent for two or more joint owners, may execute a demand for appraisal on behalf of a holder of record; however, the agent must identify the record owner or owners and expressly disclose that, in executing the demand, the agent is acting as agent for the record owner or owners. If the shares are held in street name by a broker, bank or nominee, the broker, bank or nominee may exercise appraisal rights with respect to the shares held for one or more beneficial owners while not exercising the rights with respect to the shares held for other beneficial owners; in such case, however, the written demand should set forth the number of shares as to which appraisal is sought and where no number of shares is expressly mentioned the demand will be presumed to cover all shares of Oclaro common stock held in the name of the record owner. **STOCKHOLDERS WHO HOLD THEIR SHARES IN BROKERAGE ACCOUNTS OR OTHER NOMINEE FORMS AND WHO WISH TO EXERCISE APPRAISAL RIGHTS ARE URGED TO CONSULT WITH THEIR BANKS, BROKERS OR OTHER NOMINEES, AS APPLICABLE, TO DETERMINE THE APPROPRIATE PROCEDURES FOR THE MAKING OF A DEMAND FOR APPRAISAL BY SUCH A NOMINEE.**

All written demands for appraisal pursuant to Section 262 of the DGCL should be sent or delivered to Oclaro, Inc., 225 Charcot Avenue, San Jose, California 95131, Attn: Corporate Secretary.

At any time within 60 days after the Effective Time, any stockholder who has not commenced an appraisal proceeding or joined that proceeding as a named party may withdraw his, her or its demand for appraisal and accept the Merger Consideration by delivering to Merger Sub LLC, as the surviving company, a written

withdrawal of the demand for appraisal and an acceptance of the Merger Consideration. Any such attempt to withdraw the demand made more than 60 days after the Effective Time will require written approval of the Surviving Company). No appraisal proceeding in the Court of Chancery will be dismissed as to any stockholder without the approval of the Court of Chancery, and such approval may be conditioned upon such terms as the Court of Chancery deems just; provided, however, that any stockholder who has not commenced an appraisal proceeding or joined that proceeding as a named party may withdraw his, her or its demand for appraisal and accept the Merger Consideration within 60 days after the Effective Time. If the surviving company does not approve a request to withdraw a demand for appraisal and to accept the Merger Consideration when that approval is required, or if the Court of Chancery does not approve the dismissal of an appraisal proceeding, the stockholder will be entitled to receive only the appraised value determined in any such appraisal proceeding, which value could be less than, equal to or more than the consideration being offered pursuant to the Merger Agreement.

Notice by the Surviving Company. Within 10 days after the Effective Time, the surviving company, or its successors or assigns, will notify each holder of Oclaro common stock, who has complied with Section 262 of the DGCL, and who has not voted in favor of the adoption of the Merger Agreement, of the date on which the Merger became effective.

Filing a Petition for Appraisal. Within one hundred and 120 days after the Effective Time, but not thereafter, the surviving company or any holder of Oclaro common stock who has complied with Section 262 of the DGCL and is entitled to appraisal rights under Section 262 of the DGCL may commence an appraisal proceeding by filing a petition in the Court of Chancery, with a copy served on the surviving company, or its successors or assigns, in the case of a petition filed by a stockholder, demanding a determination of the fair value of the shares held by all Oclaro stockholders entitled to appraisal. The surviving company is under no obligation to and has no present intention to file a petition and holders should not assume that the surviving company will file a petition or initiate any negotiations with respect to the fair value of the shares of Oclaro common stock. Accordingly, any holders of shares of Oclaro common stock who desire to have their shares appraised should initiate all necessary action to perfect their appraisal rights in respect of shares of Oclaro common stock within the time and in the manner prescribed in Section 262 of the DGCL. The failure of a holder of Oclaro common stock to file such a petition in the period and manner specified in Section 262 of the DGCL could nullify the stockholder's previous written demand for appraisal.

Within 120 days after the Effective Time, any holder of Oclaro common stock who has complied with the requirements for exercise of appraisal rights will be entitled, upon written request, to receive from the surviving company a statement setting forth the aggregate number of shares not voted in favor of the adoption of the Merger Agreement and with respect to which demands for appraisal have been received and the aggregate number of holders of such shares. The statement must be mailed to the requesting stockholder within 10 days after a written request therefor has been received by the surviving company or within 10 days after the expiration of the period for delivery of demands for appraisal, whichever is later. Notwithstanding the foregoing, a person who is the beneficial owner of shares of Oclaro common stock held either in a voting trust or by a nominee on behalf of such person may, in such person's own name, file a petition seeking appraisal or request from the surviving company, or its successors or assigns, the statement described in this paragraph. As noted above, however, the demand for appraisal can only be made by a stockholder of record.

If a petition for an appraisal is timely filed by a holder of shares of Oclaro common stock and a copy thereof is served upon the surviving company, the surviving company will then be obligated within 20 days after such service to file with the Delaware Register in Chancery a duly verified list (the Verified List) containing the names and addresses of all stockholders who have demanded an appraisal of their shares and with whom agreements as to the value of their shares have not been reached. Upon the filing of any such petition, the Court of Chancery may order that notice of the time and place fixed for the hearing on the petition be mailed to the surviving company and all of the stockholders shown on the Verified List at the addresses stated therein. Such notice will also be published at least one week before the day of the hearing in a newspaper of general circulation

published in the City of Wilmington, Delaware, or in another publication determined by the Court of Chancery. The costs of these notices are borne by the surviving company.

After notice to the stockholders as required by the Court of Chancery, the Court of Chancery is empowered to conduct a hearing on the petition to determine those stockholders who have complied with Section 262 of the DGCL and who have become entitled to appraisal rights thereunder. The Court of Chancery may require the stockholders who demanded payment for their shares to submit their stock certificates to the Register in Chancery for notation thereon of the pendency of the appraisal proceeding; and if any stockholder fails to comply with the direction, the Court of Chancery may dismiss the proceedings as to such stockholder. The Court of Chancery will dismiss appraisal proceedings as to all Oclaro stockholders who assert appraisal rights unless (a) the total number of shares for which appraisal rights have been pursued and perfected exceeds 1.0% of the outstanding shares of Oclaro common stock as measured in accordance with subsection (g) of Section 262 of the DGCL or (b) the value of the Merger Consideration in respect of the shares for which appraisal rights have been pursued and perfected exceeds \$1,000,000.

Determination of Fair Value. After the Court of Chancery determines the holders of Oclaro common stock entitled to appraisal and that at least one of the ownership thresholds above has been satisfied in respect of the Oclaro stockholders seeking appraisal rights, the appraisal proceeding shall be conducted in accordance with the rules of the Court of Chancery, including any rules specifically governing appraisal proceedings. Through such proceeding, the Court of Chancery shall determine the fair value of the shares, exclusive of any element of value arising from the accomplishment or expectation of the Merger, together with interest, if any, to be paid upon the amount determined to be the fair value. Unless the Court of Chancery in its discretion determines otherwise for good cause shown, interest from the Effective Time through the date of payment of the judgment shall be compounded quarterly and shall accrue at 5% over the Federal Reserve discount rate (including any surcharge) as established from time to time during the period between the effective date of the Merger and the date of payment of the judgment. However, the surviving company has the right, at any point prior to the Court of Chancery's entry of judgment in the proceedings, to make a voluntary cash payment to each stockholder seeking appraisal. If the surviving company makes a voluntary cash payment pursuant to subsection (h) of Section 262 of the DGCL, interest will accrue thereafter only on the sum of (i) the difference, if any, between the amount paid by the surviving company in such voluntary cash payment and the fair value of the shares as determined by the Court of Chancery and (ii) interest theretofore accrued, unless paid at that time.

In determining fair value, the Court of Chancery will take into account all relevant factors. In *Weinberger v. UOP, Inc.*, the Supreme Court of Delaware discussed the factors that could be considered in determining fair value in an appraisal proceeding, stating that proof of value by any techniques or methods that are generally considered acceptable in the financial community and otherwise admissible in court should be considered, and that [f]air price obviously requires consideration of all relevant factors involving the value of a company. The Supreme Court of Delaware stated that, in making this determination of fair value, the court must consider market value, asset value, dividends, earnings prospects, the nature of the enterprise and any other facts that could be ascertained as of the date of the merger that throw any light on future prospects of the merged corporation. Section 262 of the DGCL provides that fair value is to be exclusive of any element of value arising from the accomplishment or expectation of the merger. In *Cede & Co. v. Technicolor, Inc.*, the Delaware Supreme Court stated that such exclusion is a narrow exclusion [that] does not encompass known elements of value, but which rather applies only to the speculative elements of value arising from such accomplishment or expectation. In *Weinberger*, the Supreme Court of Delaware also stated that elements of future value, including the nature of the enterprise, which are known or susceptible of proof as of the date of the merger and not the product of speculation, may be considered.

Oclaro stockholders considering seeking appraisal should be aware that the fair value of their shares as so determined by the Court of Chancery could be less than, the same as or more than the Merger Consideration and that an investment banking opinion as to the fairness from a financial point of view of the Merger Consideration is not an opinion as to, and may not in any manner address, fair value under Section 262 of the DGCL.

Although Oclaro believes that the Merger Consideration is fair, no representation is made as to the outcome of the appraisal of fair value as determined by the Court of Chancery, and Oclaro stockholders should recognize that such an appraisal could result in a determination of a value lower or higher than, or the same as, the Merger Consideration. None of the parties to the Merger anticipates offering more than the Merger Consideration to any stockholder of Oclaro exercising appraisal rights, and each of the parties to the Merger Agreement reserves the right to make a voluntary cash payment pursuant to subsection (h) of Section 262 of the DGCL and to assert, in any appraisal proceeding, that for purposes of Section 262 of the DGCL, the fair value of a share of Oclaro common stock is less than the Merger Consideration.

Upon application by the surviving company or by any stockholder entitled to participate in the appraisal proceeding, the Court of Chancery may, in its discretion, proceed to trial upon the appraisal prior to the final determination of the stockholders entitled to an appraisal. Any holder of shares of Oclaro common stock whose name appears on the Verified List and, if such shares are represented by certificates and if so required, who has submitted such stockholder's certificates of stock to the Delaware Register in Chancery, may participate fully in all proceedings until it is finally determined that such stockholder is not entitled to appraisal rights or that neither of the ownership thresholds is met. The Court of Chancery will direct the payment of the fair value of the Oclaro shares, together with interest, if any, by the surviving company to the stockholders entitled thereto. Payment will be made to each such stockholder, in the case of holders of uncertificated stock, forthwith, and in the case of holders of shares represented by certificates, upon the surrender to the surviving company of the certificate(s) representing such stock. The Court of Chancery's decree may be enforced as other decrees in such court may be enforced. If a petition for appraisal is not timely filed or if neither of the ownership thresholds is met, then the right to an appraisal will cease. The costs of the appraisal proceedings (which do not include attorneys' fees or the fees and expenses of experts) may be determined by the Court of Chancery and taxed upon the parties as the Court of Chancery deems equitable under the circumstances. Upon application of a stockholder, the Court of Chancery may also order all or a portion of the expenses incurred by a stockholder in connection with an appraisal proceeding, including, without limitation, reasonable attorneys' fees and the fees and expenses of experts, to be charged pro rata against the value of all the shares entitled to an appraisal. In the absence of such an order, each party bears its own expenses.

From and after the Effective Time, no Oclaro stockholder who has demanded appraisal rights will be entitled to vote such shares of Oclaro common stock for any purpose or to receive payment of dividends or other distributions on the stock, except dividends or other distributions on the holder's shares of Oclaro common stock, if any, payable to stockholders as of a time prior to the Effective Time. If any stockholder who demands appraisal of shares of Oclaro common stock under Section 262 of the DGCL fails to perfect or effectively loses or withdraws such holder's right to appraisal, the stockholder's shares of Oclaro common stock will be deemed to have been converted at the Effective Time into the right to receive the Merger Consideration, without interest. A stockholder will fail to perfect, or effectively lose or withdraw, the holder's right to appraisal if no petition for appraisal is filed within 120 days after the Effective Time, if neither of the ownership thresholds is met or if the stockholder delivers to the surviving company a written withdrawal of such stockholder's demand for an appraisal and an acceptance of the Merger, either within 60 days after the Effective Time or thereafter with the written approval of the surviving company. Once a petition for appraisal is filed with the Court of Chancery, however, the appraisal proceeding may not be dismissed as to any stockholder who commenced the proceeding or joined that proceeding as a named party without the approval of the Court of Chancery. Failure to comply strictly with all of the procedures set forth in Section 262 of the DGCL may result in the loss of a stockholder's statutory appraisal rights.

In view of the complexity of Section 262 of the DGCL, Oclaro stockholders wishing to exercise appraisal rights are encouraged to consult legal counsel before attempting to exercise those rights.

Litigation

Five lawsuits have been filed by purported stockholders of Oclaro challenging the Merger. The first suit, a putative class action styled as *Nicholas Neinast v. Oclaro, Inc., et al.*, No. 5:18-cv-03112-VC, was filed in the United States District Court for the Northern District of California on May 24, 2018, and is against Oclaro, its directors, Lumentum, Merger Sub, and Merger Sub LLC (the *Neinast Lawsuit*). Three additional suits, styled as *Gerald F. Wordehoff v. Oclaro, Inc., et al.*, No. 5:18-cv-03148-NC (the *Wordehoff Lawsuit*), *Walter Ryan v. Oclaro, Inc., et al.*, No. 3:18-cv-03174 (the *Ryan Lawsuit*), and *Jayne Walker v. Oclaro, Inc., et al.*, No. 3:18-cv-03203 (the *Walker Lawsuit*), were also filed in the United States District Court for the Northern District of California on, respectively, May 25, 2018, May 29, 2018, and May 30, 2018. The *Wordehoff Lawsuit*, the *Ryan Lawsuit*, and the *Walker Lawsuit* name Oclaro and its directors as defendants. The *Ryan Lawsuit*, like the *Neinast Lawsuit*, is a putative class action. A fifth suit, a putative class action styled as *Adam Franchi v. Oclaro, Inc., et al.*, No. 1:18-cv-00817-UNA, was filed in the United States District Court for the District of Delaware on May 30, 2018, and is against Oclaro, its directors, Lumentum, Merger Sub, and Merger Sub LLC

(the *Franchi Lawsuit*, and, with the *Neinast Lawsuit*, the *Wordehoff Lawsuit*, the *Ryan Lawsuit*, and the *Walker Lawsuit*, the *Lawsuits*).

The *Lawsuits* allege that Oclaro and its directors violated Section 14(a) of the Exchange Act and Rule 14a-9 promulgated thereunder by disseminating an incomplete and misleading Form S-4, including proxy statement/prospectus. The *Lawsuits* further allege that Oclaro's directors violated Section 20(a) of the Exchange Act by failing to exercise proper control over the person(s) who violated Section 14(a) of the Exchange Act. The *Neinast Lawsuit* additionally alleges that Oclaro's directors breached fiduciary duties by entering into the Merger, and also names Lumentum, Merger Sub, and Merger Sub LLC as violators of Section 14(a) of the Exchange Act and Rule 14a-9 promulgated thereunder. The *Franchi Lawsuit* additionally names Lumentum, Merger Sub, and Merger Sub LLC as violators of Section 20(a) of the Exchange Act.

The *Lawsuits* seek, among other things, injunctive relief preventing the parties from consummating the Merger, rescission of the transactions contemplated by the Merger Agreement should they be consummated, and litigation costs, including attorneys' fees. The *Lawsuits* also seek damages to be awarded to the plaintiff and any class if the Merger is consummated. In addition, the *Wordehoff Lawsuit* seeks injunctive relief directing defendants to disseminate a true and complete proxy statement/prospectus and declaratory relief that defendants violated Sections 14(a) and/or 20(a) of the Exchange Act and Rule 14a-9 promulgated thereunder.

Defendants deny the allegations of the *Lawsuits*, believe that this proxy statement/prospectus discloses all material information, and believe that Oclaro's directors upheld their fiduciary duties to Oclaro and its shareholders. The defendants intend to defend the *Lawsuits* vigorously.

THE MERGER AGREEMENT

*The following discussion summarizes material provisions of the Merger Agreement entered into by Lumentum, Merger Sub, Merger Sub LLC and Oclaro. This summary does not propose to be complete and is qualified in its entirety by reference to the complete copies of the Merger Agreement, which is attached as **Annex A** to this proxy statement/prospectus. The rights and obligations of the parties are governed by the express terms and conditions of the Merger Agreement and not by this summary. The Merger Agreement should not be read alone, but should instead be read in conjunction with the other information provided elsewhere in this proxy statement/prospectus, including the annexes and the documents incorporated by reference into this proxy statement/prospectus, before making any decisions regarding the Merger Proposal.*

The Merger Agreement is described in this proxy statement/prospectus only to provide you with information regarding its terms and conditions and is not intended to provide any factual information about Lumentum, Oclaro or their respective businesses. The representations, warranties and covenants contained in the Merger Agreement have been made solely for the benefit of the parties to the Merger Agreement. In addition, such representations, warranties and covenants: (1) have been made only for purposes of the Merger Agreement; (2) have been qualified by certain disclosures made by the parties to one another not reflected in the text of the Merger Agreement; (3) may be subject to materiality qualifications contained in the Merger Agreement which may differ from what may be viewed as material by you; (4) were made only as of March 11, 2018 or dates specified in the Merger Agreement; and (5) have been included in the Merger Agreement for the purpose of allocating risk between the contracting parties rather than establishing matters as facts. Accordingly, the summary of the Merger Agreement is included in this proxy statement/prospectus only to provide you with information regarding the terms of the Merger and not to provide you with any other factual information regarding Lumentum, Oclaro or their respective businesses. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after March 11, 2018, which subsequent information may or may not be fully reflected in Lumentum's or Oclaro's public disclosures.

The Merger

On March 11, 2018, Lumentum, Oclaro, Merger Sub and Merger Sub LLC entered into the Merger Agreement, pursuant to which Lumentum agreed to acquire Oclaro by way of a merger of Merger Sub with and into Oclaro, with Oclaro as the interim surviving corporation, followed as soon as practicable by a merger of Oclaro with and into Merger Sub LLC, with Merger Sub LLC continuing as the surviving entity and as a wholly owned subsidiary of Lumentum.

Merger Consideration

Each of the Lumentum Board and the Oclaro Board have approved the Merger Agreement, which provides for the merger of Merger Sub with and into Oclaro, followed as soon as practicable by the merger of Oclaro with and into Merger Sub LLC. Upon the Closing, Merger Sub LLC will be the surviving corporation and will become a wholly owned subsidiary of Lumentum. Each share of Oclaro common stock that is issued and outstanding immediately prior to the Closing (other than (x) Oclaro common stock held by Lumentum, Oclaro or any direct or indirect wholly owned subsidiary of Lumentum or Oclaro, in each case immediately prior to the Effective Time and (y) shares held by Oclaro stockholders who are entitled to and who properly exercise appraisal rights under Section 262 of the DGCL) will be converted into the right to receive (1) \$5.60 in cash without interest (the Cash Consideration) and (2) 0.0636 of a validly issued, fully paid and nonassessable share of Lumentum common stock (the Exchange Ratio), par value \$0.001 per share, subject to adjustments set forth in the Merger Agreement (the Stock Consideration), and together with the Cash Consideration, the Merger Consideration). The maximum number of shares of Lumentum common stock that will be issued in connection with the Merger is equal to 19.9% of the issued and outstanding shares of Lumentum common stock as of immediately prior to the Effective Time (the Stock Threshold). To the extent that the

number of shares of Lumentum common stock issuable in the Merger would exceed the Stock Threshold, the ratio of shares of Lumentum common stock issued

as Stock Consideration shall be reduced such that the Stock Threshold is not exceeded, and the Cash Consideration per share of Oclaro common stock will be increased by an amount representing the difference between the initial Exchange Ratio and the Exchange Ratio following adjustment as described in this section. If, after the date of the Merger Agreement and prior to the Closing, any change in the outstanding shares of capital stock, or securities convertible or exchangeable into or exercisable for shares of capital stock, of Oclaro or Lumentum shall occur as a result of any reclassification, recapitalization, stock split (including reverse stock split) or combination, exchange or readjustment of shares, or any stock dividend or any similar event, or any record date for any such purpose shall be established, the Merger Consideration and any other amounts payable pursuant to the Merger Agreement shall be appropriately adjusted.

In lieu of any fractional share of Lumentum common stock that otherwise would be issuable pursuant to the Merger, each holder of shares of Oclaro common stock who otherwise would be entitled to receive a fraction of a share of Lumentum common stock pursuant to the Merger (after aggregating all shares represented by the certificates representing shares of Company Common Stock (the Certificates) and uncertificated shares of Company Common Stock (the Uncertificated Shares) of such holder) will be paid an amount in cash (without interest) equal to (i) the fraction of a share (after aggregating all shares represented by the Certificates and Uncertificated Shares of such holder) of Lumentum common stock to which such holder would otherwise be entitled multiplied by (ii) the Parent Average Closing Price.

At the Effective Time, subject to the provisions of Merger Agreement, the certificate of incorporation of Oclaro shall be amended and restated in its entirety to read identically to the certificate of incorporation of Merger Sub, as in effect immediately prior to the Effective Time, and such amended and restated certificate of incorporation shall become the certificate of incorporation of Oclaro after the Effective Time until amended in accordance with the applicable provisions of Delaware law and such certificate of incorporation. Unless otherwise determined by Lumentum prior to the effective time of the Second Step Merger, the certificate of formation and the limited liability company agreement of Merger Sub LLC as in effect immediately prior to the effective time of the Second Step Merger shall be the certificate of formation and the limited liability company agreement of the Surviving Company in the Second Step Merger until thereafter amended in accordance with the applicable provisions of Delaware law and such limited liability company agreement; provided, however, that at the effective time of the Second Step Merger, the limited liability company agreement of the Surviving Company shall be amended so that the name of the Surviving Company shall be Oclaro, LLC .

Treatment of Oclaro Options and Other Equity-Based Awards

The Merger Agreement provides that at the Effective Time, each Oclaro RSU that is outstanding and unvested immediately before the Effective Time (and does not vest as a result of the Merger) will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro RSU immediately before the Effective Time (including the applicable vesting schedule), except the number of shares of Lumentum common stock subject to each Assumed RSU will equal the product of (i) the number of shares of Oclaro common stock underlying the applicable unvested Oclaro RSU immediately before the Effective Time (with any performance milestones deemed achieved based on maximum level of performance) multiplied by (ii) the Equity Award Exchange Ratio (rounded down to the nearest whole share).

The Merger Agreement also provides any vested and unsettled Oclaro RSU and each outstanding and unvested share of Oclaro Restricted Stock as of immediately before the Effective Time will be treated as outstanding Oclaro common stock and will receive the Merger Consideration, subject to applicable tax withholding.

The Merger Agreement also provides that, except as provided in the next paragraph, each Oclaro Option that is outstanding, whether vested or unvested, immediately before the Effective Time will be assumed by Lumentum on substantially the same terms and conditions as applied to the related Oclaro Option immediately before the Effective

Time (including the applicable vesting schedule), except (A) the number of shares of

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Lumentum common stock subject to each Assumed Option will equal the product of (x) the number of shares of Oclaro common stock underlying such Assumed Option immediately before the Effective Time multiplied by (y) the Equity Award Exchange Ratio (rounded down to the nearest whole share), and (B) the per share exercise price of each Assumed Option will equal the quotient determined by dividing (x) the exercise price per share of such Assumed Option immediately before the Effective Time by (y) the Equity Award Exchange Ratio (rounded up to the nearest whole cent).

The Merger Agreement also provides that each Cancelled Oclaro Option will be cancelled and converted into the right to receive the Merger Consideration in respect of each net option share of Oclaro common stock covered by such Cancelled Oclaro Option, subject to applicable tax withholding. The number of net option shares will be determined under a formula specified in the Merger Agreement that takes into account the exercise price of such Cancelled Oclaro Option. Any fractional net option shares (after aggregating all shares represented by all Cancelled Oclaro Options held by such holder) will be settled in cash based on the cash equivalent value of the Merger Consideration, subject to applicable tax withholding. If the exercise price per share of any Cancelled Oclaro Option is equal to or greater than the Merger Consideration, such Cancelled Oclaro Option will be cancelled without payment.

The Merger Agreement also provides that each Oclaro SAR that is outstanding, whether vested or unvested, will be cancelled and converted into the right to receive, a cash amount equal to the product of (x) the number of shares of Oclaro common stock issuable upon exercise of the Oclaro SAR, multiplied by (y) the excess, if any of (1) the cash equivalent value of the Merger Consideration over (2) the strike price of such Oclaro SAR, subject to applicable tax withholding.

The Merger Agreement also provides that any applicable taxes required to be withheld from the Merger Consideration payable in respect of vested Oclaro RSUs, Oclaro Restricted Stock, and Cancelled Oclaro Options will first reduce the Cash Consideration portion of the Merger Consideration, with any remaining amount reducing the Stock Consideration portion of the Merger Consideration (with the value of the stock portion for purposes of such deduction determined based on the Parent Average Closing Price).

Closing and Effective Time

Upon the terms and subject to the conditions set forth in the Merger Agreement, on the Closing Date, Lumentum, Merger Sub and Oclaro will cause the First Step Merger to be consummated under Delaware law by filing a certificate of merger in customary form and substance (the Certificate of Merger) with the Secretary of State of the State of Delaware (the Delaware Secretary of State) in accordance with the applicable provisions of Delaware law (the time of such filing and acceptance by the Delaware Secretary of State, or such later time as may be agreed in writing by Lumentum, Merger Sub and Oclaro and specified in the Certificate of Merger, being referred to herein as the Effective Time). As soon as practicable after the Effective Time, Lumentum shall cause the Second Step Merger to be consummated under Delaware law by filing a certificate of merger in customary form and substance with the Delaware Secretary of State in accordance with the applicable provisions of Delaware law and the Second Step Merger shall be effective at the time of such filing and acceptance by the Delaware Secretary of State.

In the Merger Agreement, Lumentum and Oclaro have agreed that the Closing Date shall be no later than the second business day following the satisfaction or waiver (to the extent permitted thereunder) of the last of to be satisfied or waived of the conditions to Closing (other than those conditions that by their nature are to be satisfied at Closing, but subject to the satisfaction or waiver (to the extent permitted thereunder), of those conditions), or at such other location, date and time as Oclaro, Merger Sub and Lumentum mutually agree upon in writing; provided, however, if the Marketing Period has not ended at the time when Closing would otherwise be required to occur, the Closing will occur on the earlier of (i) a business day before or during such Marketing Period specified by Lumentum on two business days prior written notice to Oclaro, and (ii) the first business day after the expiration of the Marketing Period subject to satisfaction or waiver of the last of the conditions to the

Closing, or at such other date and time as Lumentum and Oclaro mutually agreed upon in writing. The date upon which the Closing shall actually occur pursuant hereto is referred to herein as the Closing Date .

Conversion of Shares

The conversion of each Oclaro share into the right to receive the Merger Consideration will occur automatically at the Effective Time.

Exchange Agent; Letter of Transmittal

Prior to the Effective Time, Lumentum will designate a bank or trust company reasonably acceptable to Oclaro to act as the payment agent for the Merger (the Exchange Agent). The Exchange Agent shall also act as the agent for Oclaro stockholders for purposes of, among other things, receiving and holding certificates representing shares of Oclaro common stock and uncertificated shares and shall obtain no rights or interests in the shares of Oclaro common stock represented thereby. At or prior to the Effective Time, Lumentum shall deposit (or cause to be deposited) with the Exchange Agent for payment to the holders of Oclaro common stock pursuant to the provisions of the Merger Agreement (i) evidence of Lumentum common stock issuable pursuant to the Merger in book-entry form sufficient to pay the aggregate Stock Consideration, (ii) by transfer of immediately available funds, an amount of cash sufficient to pay the aggregate Cash Consideration, and (iii) by transfer of immediately available funds, an amount of cash sufficient to pay any fractional cash amounts due to holders of Oclaro common stock under the Merger Agreement (such amount referenced in clauses (ii) and (iii) together with the evidence of book-entry shares of Lumentum common stock, the Exchange Fund).

As promptly as practicable following the Effective Time, Lumentum and Merger Sub will instruct the Exchange Agent to mail within three business days after the Effective Time to each holder of record (as of immediately prior to the Effective Time) of shares of Oclaro common stock a letter of transmittal in customary form and containing customary provisions (which shall specify that delivery shall be effected, and risk of loss and title shall pass, only upon proper delivery of the Certificates (or affidavits of loss in lieu thereof) or transfer of the Uncertificated Shares to the Exchange Agent). This mailing will also contain instructions on how to surrender the Oclaro common stock, whether in certificate or book-entry form, in exchange for the Merger Consideration.

Lumentum shall instruct the Exchange Agent to pay such Merger Consideration and cash in lieu of fractional shares within five Business Days following the later to occur of (x) the Effective Time or (y) the Exchange Agent's receipt of such Certificate (or affidavit of loss in lieu thereof) or agent's message, and the Certificate (or affidavit of loss in lieu thereof) or Uncertificated Share so surrendered will be cancelled. No interest shall be paid or accrued on the cash payable upon the surrender or transfer of such Certificate or Uncertificated Share. The shares of Lumentum common stock issued and paid and cash amount paid in accordance with the Merger Agreement upon conversion of the shares of Oclaro common stock (including any cash paid in lieu of fractional shares) will be deemed to have been issued and paid in full satisfaction of all rights pertaining to the shares of Oclaro common stock.

If any portion of the Merger Consideration is to be delivered to a person or entity other than the holder in whose name any surrendered certificate is registered, it will be a condition of such exchange that (1) the certificate surrendered must be properly endorsed or must be otherwise in proper form for transfer and (2) the person or entity requesting such payment pays any transfer or other similar taxes required by reason of the payment of the Merger Consideration to a person or entity other than the registered holder of the certificate surrendered or will establish to the satisfaction of the surviving corporation and the Exchange Agent that such tax has been paid or is not required to be paid.

Appraisal Rights

If a holder of shares of Oclaro common stock does not vote in favor of the Merger Proposal, properly demands appraisal and otherwise complies with applicable Delaware law and does not effectively withdraw his,

her or its demand for, or lose the right to, appraisal of such Oclaro common stock in compliance with Section 262 of the DGCL and if certain other statutory requirements described herein are met, such shares will not be converted into the right to receive the Merger Consideration, but instead, at the Effective Time, will become entitled only to payment of the fair value of such shares determined in accordance with applicable Delaware law. However, if any such holder votes, in person or by proxy, in favor of the Merger Proposal, fails to properly demand appraisal, fails to comply with applicable Delaware law, or otherwise waives, withdraws or loses the right to payment of the fair value of such dissenting shares under applicable Delaware law, then the right of such holder to be paid the fair value of such holder's dissenting shares will cease and such dissenting shares will be deemed to have been converted as of the Effective Time into, and to have become exchangeable solely for the right to receive, without interest or duplication, the Merger Consideration with respect to such shares.

For additional information about appraisal rights upon completion of the Merger, see the section titled "The Merger Appraisal Rights" beginning on page 117 of this proxy statement/prospectus, which detailed description is qualified by reference to the full text of Section 262 of the DGCL as attached as **Annex C** to this proxy statement/prospectus.

Withholding

Each of the Exchange Agent, Lumentum, the Surviving Company and the Exchange Agent will be entitled to deduct and withhold from the consideration otherwise payable under the Merger Agreement the amounts they are required to deduct and withhold under any applicable tax law. If Lumentum, the Surviving Company or the Exchange Agent deducts and withholds any such amounts, such amounts shall be timely remitted to the appropriate taxing authority and will be treated for all purposes of the Merger Agreement as having been paid to the persons from whom they were withheld.

Dividends and Distributions

The Merger Agreement provides that no dividends or other distributions with a record date after the Effective Time with respect to Lumentum common stock will be paid to the holder of any shares of Oclaro common stock until such holder properly surrenders its shares in accordance with the procedures described in the "Exchange Agent; Letter of Transmittal" section beginning on page 127 of this proxy statement/prospectus. After proper surrender, Lumentum will cause such holder to be paid, without interest, (i) the amount of dividends or other distributions with a record date after the Effective Time and theretofore paid with respect to such shares of Lumentum common stock to which such holder is entitled pursuant to the Merger Agreement and (ii) at the appropriate payment date, the amount of dividends or other distributions with a record date after the Effective Time but prior to such surrender and with a payment date subsequent to such surrender payable with respect to such shares of Lumentum common stock.

Representations and Warranties of Lumentum, Merger Sub and Oclaro

The Merger Agreement contains representations and warranties made by Lumentum, Merger Sub, Merger Sub LLC and Oclaro to, and solely for the benefit of, each other. You should not rely on the representations and warranties in the Merger Agreement as characterizations of the actual state of facts about Lumentum or Oclaro and should see the section titled "Where You Can Find More Information" beginning on page 169 of this proxy statement/prospectus for the location of documents that are incorporated by reference into this proxy statement/prospectus for information regarding Lumentum and Oclaro and their respective businesses.

The Merger Agreement contains customary representations and warranties made by Oclaro relating to its business regarding, among other things:

corporate matters, including organization, power to conduct its business and qualification and good standing;

corporate matters, including organization, power to conduct its business and qualification and good standing for each of its subsidiaries;

authority to execute and deliver the Merger Agreement, and subject to in the case of the Merger to obtaining the Oclaro stockholder consent, to consummate the transaction contemplated and to perform its obligations pursuant to the Merger Agreement;

capital structure;

the Oclaro Board unanimously (i) determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are advisable, (ii) determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are fair to and in the best interests of Oclaro and its shareholders, (iii) approved the Merger Agreement and the transactions contemplated thereby, including the Merger, (iv) directed that the adoption of the Merger Agreement be submitted to a vote of the shareholders of Oclaro at the Oclaro Special Meeting and (v) resolved to recommend that the holders of shares of Oclaro common stock adopt the Merger Agreement in accordance with the applicable provisions of Delaware law;

absence of contraventions or conflicts with organizational documents as a result of the Merger, as well as absence of consents from governmental entities required to be obtained in connection with the Merger;

the accuracy of filings with the Securities and Exchange Commission;

reports and financial statements, including their preparation in accordance with U.S. GAAP, filing or furnishing with the relevant governmental entities or regulatory authorities, and compliance with the relevant laws and regulations, and that such reports and financial statements fairly present, in all material respects, the relevant financial position and results of operations;

maintenance of disclosure controls and procedures and internal control over financial reporting;

information supplied for inclusion or incorporation by reference in this document and other similar documents;

the absence of undisclosed liabilities;

the absence of certain changes since December 31, 2017 through March 11, 2018, with respect to the business of Oclaro and its subsidiaries, and the absence of a Material Adverse Effect in that period;

the existence of and compliance with material contracts;

compliance with laws and government regulations;

compliance with and possession of all material permits, including from Governmental Entities, entities required to operate Oclaro's business;

the absence of certain legal proceedings, orders, claims and actions;

the largest customers and suppliers and lack of written notice of termination or non-renewal of such relationships;

the preparation and timely filing of taxes and the accuracy and completeness of certain tax matters;

compliance with applicable environmental laws;

compliance with applicable laws related to employee benefits and the Employment Retirement Income Security Act of 1974, as amended;

the existence of employee benefit plans;

the absence of collective bargaining agreements and other employment and labor matters;

title and rights to, and condition of, properties, including real property;

sufficiency of, and valid title or right to use, all personal property and assets that are material to Oclaro's business;

ownership of or right to intellectual property, and absence of infringement;

compliance with material terms of all laws related to export controls and import restrictions and any approvals related thereto;

the existence and maintenance of insurance;

compliance with Anti-Bribery Laws (as defined in the Merger Agreement);

the absence of undisclosed related party transactions, except as not required by applicable law;

the absence of undisclosed investment banker, broker or finder fees payable in connection with the Merger;

the receipt of an opinion of Oclaro's financial advisor; and

Oclaro and its affiliates not being interested stockholders (as defined in Section 203 of the DGCL) of Lumentum.

The Merger Agreement contains customary representations and warranties made by Lumentum, Merger Sub and Merger Sub LLC relating to their respective businesses regarding, among other things:

corporate matters, including organization, power to conduct its business and qualification and good standing;

corporate matters, including organization, power to conduct their business and qualification and good standing for each of their subsidiaries;

authority relative to execution, delivery and performance of the Merger Agreement;

absence of contraventions or conflicts with organizational documents as a result of the Merger, as well as absence of consents from governmental entities required to be obtained in connection with the Merger;

the absence of certain material litigation, claims and actions;

information supplied for inclusion or incorporation by reference in this document and other similar documents;

capital structure;

the accuracy of filings with the SEC;

reports and financial statements, including their preparation in accordance with U.S. GAAP, filing or furnishing with the relevant governmental entities or regulatory authorities, and compliance with the relevant laws and regulations, and that such reports and financial statements fairly present, in all material respects, the relevant financial position and results of operations;

maintenance of disclosure controls and procedures and internal control over financial reporting;

the absence of undisclosed liabilities;

the absence of certain changes since December 31, 2017 through March 11, 2018, with respect to Lumentum and its subsidiaries, and the absence of a Material Adverse Effect in that period;

compliance with laws and government regulations;

compliance with and possession of all material permits, including from governmental entities, entities required to operate Oclaro's business;

the absence of undisclosed investment banker, broker or finder fees payable in connection with the Merger;

the operations of Merger Sub and Merger Sub LLC;

financing related to the Merger;

Lumentum and its affiliates not being interested stockholders (as defined in Section 203 of the DGCL) of Oclaro;

actions taken surrounding exemption from the restrictions on business combinations and voting requirements contained in Section 203 of the DGCL;

compliance with applicable environmental laws;

the preparation and timely filing of taxes and the accuracy and completeness of certain tax matters; and

absence of infringement of intellectual property rights.

The representations and warranties in the Merger Agreement do not survive the Effective Time.

Oclaro's representations and warranties are qualified by the information included in (1) Oclaro Disclosure Letter delivered to Lumentum on March 11, 2018 (the "Oclaro Disclosure Letter") and (2) certain of Oclaro's filings with the SEC. Lumentum's, Merger Sub's and Merger Sub LLC's representations and warranties are qualified by the information included in (1) the Lumentum Disclosure Letter delivered to Oclaro on March 11, 2018 (the "Lumentum Disclosure Letter") and (2) certain of Lumentum's filings with the SEC.

Many of the representations and warranties made by each of Lumentum, Merger Sub, Merger Sub LLC and Oclaro are qualified by a "material adverse effect" standard (that is, they will not be deemed untrue or incorrect unless their failure to be true or correct, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect). Certain of the representations and warranties are qualified by a general materiality standard or by a knowledge standard. For the purpose of the Merger Agreement, a "material adverse effect" has the meaning set forth below under the section titled "Material Adverse Effect."

Material Adverse Effect

The Merger Agreement provides that a "Material Adverse Effect" means any fact, event, occurrence, circumstance, change or effect (any such item, an "Effect") that, individually or when taken together with all other Effects that exist at the date of determination of the occurrence of the Material Adverse Effect, is or is reasonably likely to have a material adverse effect on the business, operations, financial condition or results of operations of Lumentum or Oclaro and their respective subsidiaries taken as a whole; *provided, however*, that in no event shall any Effect resulting from or arising out of any of the following, either alone or in combination, be taken into account (including the impact thereof) when determining whether a Material Adverse Effect has occurred or may, would or could occur:

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(a) general economic conditions in the United States or any other country or region in the world, general conditions in the financial markets in the United States or any other country or region in the world or general political conditions in the United States or any other country or region in the world;

(b) general conditions in the industries in which Lumentum or Oclaro or any of their respective subsidiaries conduct business;

(c) changes in applicable laws, orders or U.S. GAAP (or the interpretation thereof); acts of war, terrorism or sabotage in the United States or any other country or region in the world (or any escalation with respect thereto);

(d) acts of war, terrorism or sabotage in the United States or any other country or region in the world (or any escalation with respect thereto);

- (e) earthquakes, hurricanes, tsunamis, tornadoes, floods, mudslides, wild fires or other natural disasters, weather conditions and other similar events in the United States or any other country or region in the world;
- (f) any failure by Lumentum or Oclaro or any of their respective subsidiaries to meet published analysts' estimates, internal or external projections or forecasts of revenues, earnings or other financial or business metrics for any period, in and of itself (it being understood that the underlying cause(s) of any such failure may be taken into account unless otherwise excluded by this definition);
- (g) any decline in the market price or change in the trading volume of, or the suspension of trading in, Lumentum or Oclaro's common stock, in and of itself (it being understood that the underlying cause(s) of any such decline, change or suspension may be taken into account unless otherwise excluded by this definition);
- (h) any actions or omissions required of Lumentum, Merger Sub or Merger Sub LLC under the Merger Agreement or taken at the request of Oclaro or any of its affiliates;
- (i) any actions or omissions required of Oclaro under the Merger Agreement or taken at the request of Lumentum, Merger Sub or Merger Sub LLC or any of their respective affiliates;
- (j) any claims, actions or legal proceeding arising from allegations of breach of fiduciary duty or otherwise relating to the Merger Agreement, the Merger or any transaction contemplated by the Merger Agreement;
- (k) the public announcement, pendency or consummation of the Merger Agreement or the transactions contemplated hereby, including the identity of, or the effect of any fact or circumstance relating to, Lumentum or any of its affiliates (including any impact on the relationship of Oclaro or any of its subsidiaries, contractual or otherwise, with its customers, suppliers, distributors, vendors, licensors, licensees, lenders, employees or partners); or
- (l) the public announcement, pendency or consummation of the Merger Agreement or the transactions contemplated hereby, including the identity of, or the effect of any fact or circumstance relating to, Oclaro or any of its affiliates (including any impact on the relationship of Lumentum or any of its subsidiaries, contractual or otherwise, with its customers, suppliers, distributors, vendors, licensors, licensees, lenders, employees or partners).

In the case of each of clauses (a), (b), (c), (d) and (e) above, the Effects may be taken into account when determining whether a Material Adverse Effect has occurred to the extent such Effects have a disproportionate adverse impact on the business, operations, financial condition or results of operations of Lumentum or Oclaro or their respective affiliates, taken as a whole, relative to other participants in the industries in which the Lumentum, Oclaro and their respective affiliates conduct business, in which case only the incremental disproportionate impact may be taken into account in determining whether there has been a Material Adverse Effect.

Restrictions on Oclaro's Business Pending the Closing

Under the Merger Agreement, Oclaro has agreed, subject to certain exceptions set forth in the Merger Agreement, on behalf of itself and its subsidiaries that it will conduct its business in the ordinary course of business consistent in all material respects with past practice and use commercially reasonable efforts to preserve intact its current business organization, maintain its existing relationships with its customers and suppliers and keep available the services of its present executive officers and key employees.

In particular, Oclaro has agreed on behalf of itself and its subsidiaries to certain restrictions on its and their ability to, from the date of the Merger Agreement until the earlier of the Effective Time or the termination of the Merger Agreement, among other things:

amend its organizational documents;

other than dividends or distributions made by any direct or indirect wholly-owned subsidiary of Oclaro to Oclaro or one of its subsidiaries, split, combine, subdivide, amend the terms of or reclassify any shares of capital stock, declare, set aside or pay any dividend or other distribution (whether in cash, shares or property or any combination thereof) in respect of any shares of capital stock, or make any other actual, constructive or deemed distribution in respect of the shares of capital stock;

adopt a plan of complete or partial liquidation, dissolution, merger, consolidation, restructuring, recapitalization or other reorganization of Oclaro or any of its subsidiaries (other than (i) the transactions contemplated by the Merger Agreement, and (ii) transactions between Oclaro and any direct or indirect wholly owned subsidiary of Oclaro or between direct or indirect wholly owned subsidiaries of Oclaro);

(i) incur or assume any long-term or short-term debt or issue any debt securities, except for (A) short-term debt incurred to fund operations of the business in the ordinary course of business consistent with past practice and (B) loans or advances to or from direct or indirect wholly-owned subsidiaries, (ii) assume, guarantee, endorse or otherwise become liable or responsible (whether directly, contingently or otherwise) for the obligations of any other person except with respect to obligations of direct or indirect wholly-owned subsidiaries of Oclaro, (iii) make any loans, advances or capital contributions to or investments in any other person except for travel advances in the ordinary course of business consistent with past practice to employees or members of the Oclaro Board or any of its subsidiaries or (iv) mortgage or pledge any of its or its subsidiaries' assets, tangible or intangible, or create or suffer to exist any lien thereupon (other than liens permitted under the Merger Agreement), and (C) purchase money financings and capital leases entered into in the ordinary course of business with a value of \$1,000,000 individually and \$5,000,000 in the aggregate;

except as required by applicable law, the terms of the Merger Agreement or the terms of any employee plan, (i) enter into, adopt, amend (including acceleration of vesting), modify or terminate any employee benefit plan except in the ordinary course of business consistent with past practice (other than employment agreement or offer letters for employees at the vice president level or below) or (ii) increase in any manner the compensation or fringe benefits of any director, officer, employee, consultant or independent contractor or pay any special bonus or special remuneration to any director, officer, employee, consultant or independent contractor;

forgive any loans to any employees, officers or directors of Oclaro or any of its subsidiaries, or any of their respective affiliates;

make any deposits or contributions of cash or other property to or take any other action to fund or in any other way secure the payment of compensation or benefits under the employee plans of Oclaro or agreements subject to the employee plans of Oclaro or any other contract of the Oclaro or any of its subsidiaries other than deposits and contributions that are required pursuant to the terms of the employee plans of Oclaro or any agreements subject to the employee plans of Oclaro in effect as of the date hereof;

enter into, amend, or extend any collective bargaining agreement;

hire, terminate, demote or promote, or offer to hire, or promote any employee or potential employee with a title of vice president or above, or encourage any employees with a title of vice president or above to resign from or terminate his relationship with Oclaro or any of its subsidiaries, in each case, other than as expressly contemplated by the Merger Agreement;

acquire, sell, lease, license or dispose of any property or assets material to Oclaro and its subsidiaries, taken as a whole, in any single transaction or series of related transactions or acquire (by merger, consolidation or acquisition of stock or assets) any other person or any equity interest therein, except in each case for (i) acquisitions from wholly-owned subsidiaries of Oclaro, (ii) investments in equity and debt instruments that constitute cash, cash equivalents or debt investments with a maturity date of less than 365 days consistent with Oclaro's past cash management programs, (iii) the purchase of

equipment, supplies and inventory in the ordinary course of business, (iv) inbound licenses of intellectual property rights in the ordinary course of business and (v) non-exclusive licenses granted in the ordinary course of business consistent with past practice;

except as may be required as a result of a change in applicable law or in U.S. GAAP or SEC rules and regulations, make any material change in any of the accounting principles or practices used by Oclaro;

(i) make (other than in the ordinary course of preparing and filing tax returns) or change any material tax election, (ii) amend any material tax return, (iii) settle or compromise any material liability for taxes, (iv) adopt or change any tax accounting method or (v) consent to any extension or waiver of any limitation period with respect to any material claim or assessment for taxes;

(i) enter into any lease or sublease of real property (whether as a lessor, sublessor, lessee or sublessee) or (ii) modify, amend or exercise any right to renew any lease or sublease of real property or waive or violate any term or condition thereof or grant any consents thereunder or (iii) purchase any interest in real property (or enter any agreement to do so);

abandon, cancel or allow to lapse or fail to maintain or protect any Oclaro intellectual property rights, except pursuant to the exercise of good faith business judgment by Oclaro following notice to Lumentum;

other than in the ordinary course of business consistent with past practice, enter into, renew, amend or grant any release or relinquishment of any rights under any material contract;

other than as contemplated in the Oclaro Disclosure Letter, incur any new capital expenditure(s) that, individually or in the aggregate, would create obligations to Oclaro or any of its subsidiaries in excess of the amount set forth in the Oclaro Disclosure Letter;

settle or compromise any pending or threatened legal proceeding or pay, discharge or satisfy or agree to pay, discharge or satisfy any claim, liability or obligation (absolute or accrued, asserted or unasserted, contingent or otherwise), other than the settlement or compromise of a legal proceeding (i) reflected or reserved against in full in the Company Balance Sheet (as defined in the Merger Agreement) or (ii) that does not include any obligation (other than the payment of money of an aggregate of \$500,000 or less in excess of available insurance coverage (including deductibles and retentions) maintained by Oclaro or its subsidiaries relating to the payment of such amounts) to be performed by Oclaro or its subsidiaries following the Effective Time that is or would reasonably be expected to be material to Oclaro and its subsidiaries, taken as a whole;

except as required by applicable law or U.S. GAAP, revalue in any material respect any of its properties or assets including writing-off notes or accounts receivable other than in the ordinary course of business consistent with past practice;

grant or otherwise create or consent to the creation of any easement, covenant, restriction, assessment, lien or charge affecting any real property or any part thereof, other than as permitted by the Merger Agreement; convey any interest in any real property;

sell, lease, license or transfer to any person or entity any rights to any Oclaro intellectual property except for non-exclusive licenses granted in the ordinary course of business consistent with past practice; and

enter into a contract to do any of the foregoing.

These restrictions, which are subject to various exceptions and qualifications agreed by Lumentum and Oclaro, are described in more detail in the Merger Agreement.

Restrictions on Lumentum's Business Pending the Closing

Under the Merger Agreement, Lumentum has agreed, subject to certain exceptions set forth in the Merger Agreement, on behalf of itself and its subsidiaries that it will use commercially reasonable efforts to (i) conduct

its business in the ordinary course of business consistent in all material respects with past practice and applicable law and (ii) maintain and preserve intact its current business organization.

In particular, Lumentum has agreed on behalf of itself and its subsidiaries to certain restrictions on its and their ability to, from the date of the Merger Agreement until the earlier of the Effective Time or the termination of the Merger Agreement, among other things:

amend its certificate of incorporation or bylaws or comparable organizational documents or otherwise take any action to exempt any person from any provision of Lumentum's or any of its subsidiaries' respective certificates of incorporation, bylaws or comparable organizational documents, in each case in any manner that would be adverse in any material respect to holders of Oclaro common stock;

acquire or redeem, directly or indirectly, or amend any Lumentum securities or Lumentum Inc. preferred stock, other than pursuant to existing awards or the redemption of Lumentum Inc. preferred stock;

split, combine, subdivide, amend the terms of or reclassify any shares of Lumentum's capital stock or Lumentum Inc.'s preferred stock, declare, set aside or pay any dividend or other distribution (whether in cash, shares or property or any combination thereof) in respect of any shares of Lumentum's capital stock or Lumentum Inc.'s preferred stock, or make any other actual, constructive or deemed distribution in respect of the shares of Lumentum's capital stock or Lumentum Inc.'s preferred stock;

adopt a plan of complete or partial liquidation, dissolution, restructuring, recapitalization or other reorganization of Lumentum (other than (i) the transactions contemplated by the Merger Agreement, including the Merger, and (ii) transactions between Lumentum and any direct or indirect wholly owned subsidiary of Lumentum or between direct or indirect wholly owned subsidiaries of Lumentum);

(A) acquire (whether by merger or consolidation, acquisition of stock or assets or by formation of a joint venture or otherwise) any other person or business or any assets, deposits or properties of any other person, or (B) make any material investment in any business either by purchase of stock or securities, contributions of capital, property transfers or purchase of property or assets of any person other than a wholly owned Subsidiary of Lumentum, except in the case of clause (A) and (B) (x) as would not be reasonably expected to prevent or materially impair or delay the Closing conditions and (y) where the consideration payable in such transactions by Lumentum is less than \$100,000,000 in the aggregate;

convene a meeting of Lumentum stockholders for the purpose of revoking or varying the authority of the Lumentum board to allot Lumentum common stock;

(i) incur or assume any long-term or short-term debt or issue any debt securities or (ii) assume, guarantee, endorse or otherwise become liable or responsible (whether direct, contingently or otherwise) for the obligations of any other person, except with respect to obligations of direct or indirect wholly owned subsidiaries of Lumentum, except for (A) short-term debt incurred to fund operations of the business in the ordinary course of business consistent with past practice and (B) loans or advances to or from Lumentum

subsidiaries, and (C) the Debt Financing or any Alternate Debt Financing; and

authorize, commit or enter into a contract to do any of the foregoing actions.

These restrictions, which are subject to various exceptions and qualifications agreed by Lumentum and Oclaro, are described in more detail in the Merger Agreement.

Oclaro's Agreement Not to Solicit Other Offers

Oclaro has agreed that it will not, directly or indirectly:

solicit, initiate, or knowingly encourage, knowingly facilitate or knowingly induce the making, submission or announcement of an Acquisition Proposal or the making of any inquiry, offer or proposal that would reasonably be expected to lead to an Acquisition Proposal;

furnish to any third party any non-public information relating to Oclaro or any of its subsidiaries, or afford access to the business, properties, assets, books or records of Oclaro or any of its subsidiaries to any third party, or take any other action, in each case, intended to assist or facilitate the making of an Acquisition Proposal or any inquiry, offer or proposal that would reasonably be expected to lead to an Acquisition Proposal;

participate or engage in discussions or negotiations with respect to an Acquisition Proposal with any third party that is seeking to make or has made an Acquisition Proposal (other than, in the case of two prior clauses, in response to an unsolicited inquiry or submitted Acquisition Proposal, to refer the inquiring or submitting person pursuant to the Merger Agreement, and provided, that Oclaro and its representatives communicate in writing with a person who had made an unsolicited bona fide written Acquisition Proposal (and its representatives) solely to clarify (and not negotiate) the existing terms of, and ascertain additional facts regarding, such Acquisition Proposal for the purpose of the Oclaro Board informing itself about such Acquisition Proposal and the person making it);

approve, endorse or recommend an Acquisition Proposal; or

execute or enter into any letter of intent, memorandum of understanding or contract contemplating or otherwise relating to an acquisition of Lumentum.

Oclaro has agreed to immediately cease and cause to be terminated any and all existing activities, discussions or negotiations with any third party concerning any Acquisition Proposal.

However, until receipt of the Oclaro Stockholder Approval, if Oclaro receives a bona fide Acquisition Proposal from any person that did not result from a material breach of its non-solicitation obligations that the Oclaro Board concludes in good faith would reasonably be expected to lead to a Superior Proposal, Oclaro may, directly or indirectly:

engage or participate in discussions or negotiations with such third party and its representatives and its potential sources of financing; and/or

furnish to such third party, its representatives and its potential financing sources any information (including non-public information) relating to Oclaro or any of its subsidiaries, and provide access to Oclaro's and its subsidiaries assets, properties and business facilities pursuant to a confidentiality agreement with terms of

which are no less favorable to Oclaro than those contained in the confidentiality agreement between Oclaro and Lumentum (*provided* that such confidentiality agreement need not contain any standstill or similar provision that would prohibit such third party from making any Acquisition Proposal).

Any action taken pursuant to the foregoing may be taken only if (1) the Oclaro Board determines in good faith that the failure to take such action would reasonably be likely to be inconsistent with its fiduciary duties to shareholders of Oclaro under Delaware law; (2) solely with respect to initial contact with respect to any third party, Oclaro shall provide Lumentum written notice within 36 hours of Oclaro engaging or participating in discussions or negotiations with or furnishing non-public information to such third party; and (3) promptly following furnishing any non-public information to such person, Oclaro furnishes such non-public information to Lumentum (to the extent such information has not been previously furnished or made available by Oclaro to Lumentum or any of its representatives).

Oclaro shall promptly, and in all cases within 36 hours after, to the knowledge of Oclaro, its receipt, advise Lumentum in writing of its receipt of any Acquisition Proposal or any request for information or inquiry with respect to, or that could reasonably be expected to lead to, an Acquisition Proposal.

Oclaro shall keep Lumentum reasonably informed of the status and material terms and conditions (including all material amendments or proposed material amendments) of any such Acquisition Proposal and, promptly (and in no event later than 36 hours thereafter) upon, to the knowledge of Oclaro, receipt of any written material amendment or written proposed material amendment of any such Acquisition Proposal, Oclaro shall give Lumentum a copy thereof

The Merger Agreement provides that the term Acquisition Proposal means any offer or proposal from any third party relating to any Acquisition Transaction. The Merger Agreement provides that the term Acquisition Transaction means any transaction or series of related transacti