

Cocchi Craig
Form 4
December 10, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cocchi Craig

(Last) (First) (Middle)

225 CHARCOT AVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/06/2018		A	120,000	A \$ 0 (1)	273,154	D
Common Stock	12/06/2018		F(2)	117,562	D \$ 8.44	155,592	D
Common Stock	12/10/2018		D	155,592	D (3)	0	D

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	12/10/2018		D		81,250		(5)	(6)	Common Stock	89,375
Restricted Stock Units	(4)	12/10/2018		D		10,000		(7)	(8)	Common Stock	10,000
Restricted Stock Units	(4)	12/10/2018		D		120,000		(9)	(10)	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cocchi Craig 225 CHARCOT AVE SAN JOSE, CA 95131	Chief Operating Officer

Signatures

Mike Fernicola,
Attorney-in-Fact 12/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents 120,000 Oclaro, Inc. ("Oclaro") performance-based restricted stock units (the "PSUs") granted on August 10, 2017 that vested in full at the Effective Time (as defined below). On March 11, 2018, the Compensation Committee of Oclaro determined that, contingent upon the occurrence of the Effective Time, the underlying performance milestones for such PSUs would be deemed achieved based on the maximum level of achievement (150% of target), with vesting continuing through August 2020.
- (2) Withholding of 116,320 shares to satisfy tax obligations arising in connection with the non-reportable vesting of equity awards.
- (3) Pursuant to the Agreement and Plan of Merger, dated March 11, 2018 (the "Merger Agreement"), Lumentum Holdings Inc. ("Lumentum") acquired Oclaro in a merger transaction (the "Merger") which became effective on December 10, 2018. At the effective

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time of the Merger (the "Effective Time"), each share of Oclaro common stock converted into the right to receive, without interest, (a) \$5.60 in cash and (b) 0.0636 of a share of common stock of Lumentum ("Merger Consideration").

- (4) Each restricted stock unit represents a contingent right to receive one share of Oclaro common stock.
- (5) Pursuant to the terms of the Merger Agreement, the vesting of 81,250 Oclaro restricted stock units ("RSUs") granted on May 10, 2017 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (6) On May 10, 2017, Mr. Cocchi was granted 130,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.
- (7) Pursuant to the terms of the award agreement and the Merger Agreement, the vesting of 10,000 RSUs granted on August 1, 2018 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such RSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (8) On August 1, 2018, Mr. Cocchi was granted 40,000 RSUs, vesting in 25% on the one year anniversary of the date of grant and 6.25% every February 1st, May 1st, August 1st and November 1st the Initial Vesting Date over the three years of continuous service thereafter.
- (9) Pursuant to the terms of the Merger Agreement, the vesting of 120,000 PSUs granted on August 10, 2017 was accelerated immediately prior to the Effective Time. In accordance with the Merger Agreement, such PSUs were converted into the right to receive the Merger Consideration in respect of each Oclaro share underlying such award.
- (10) On August 10, 2018, Mr. Cocchi was issued a grant of up to 120,000 PSUs, vesting 25% on the one year anniversary of the date of grant and 6.25% every February 10th, May 10th, August 10th and November 10th the Initial Vesting Date over the three years of continuous service thereafter.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of the Merger Agreement, a copy of which is filed as Exhibit 2.1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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