

Lumentum Holdings Inc.
Form 4/A
May 24, 2016

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 *
LOWE ALAN S

(Last) (First) (Middle)

**C/O LUMENTUM, 400 NORTH
MCCARTHY BLVD**

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Lumentum Holdings Inc. [LITE]

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

02/20/2016

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

02/25/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/20/2016		M ⁽¹⁾	2,743 A \$ 0	5,148	D	
Common Stock	02/20/2016		F ⁽²⁾	1,030 D \$ 23.87	4,118	D	
Common Stock	02/20/2016		M ⁽¹⁾	2,286 A \$ 0	6,404	D	
Common Stock	02/20/2016		F ⁽²⁾	859 D \$ 23.87	5,545	D	
Common Stock					70,832 ⁽³⁾	I	Family Trust

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/20/2016		M		2,743		05/20/2016	<u>(4)</u>	Common Stock	2,743
Restricted Stock Units	\$ 0	02/20/2016		M		2,286		02/20/2016	<u>(4)</u>	Common Stock	2,286

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LOWE ALAN S C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035	CEO and President

Signatures

/s/ Judy G Hamel as
Attorney-in-Fact

05/24/2016

**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) Each unit converts upon vesting into one share of common stock.

(2)

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These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the restricted stock unit award. The amount retained by the Company was not in excess of the amount of the tax liability.

- (3) The amended Form 4 is to correct the total number of owned shares in the Family Trust from 70,382 to 70,832.
- (4) Restricted Stock Units have no expiration date.

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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