

INFINERA CORP
Form 3
June 06, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Singh Jagdeep</p> <p>(Last) (First) (Middle)</p> <p>C/O INFINERA CORPORATION,Â 169 JAVA DRIVE</p> <p>(Street)</p> <p>SUNNYVALE,Â CAÂ 94089</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/06/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>INFINERA CORP [INFN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman, President & CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	449,999	D	Â
Common Stock	125,000	I	See footnote <u>(1)</u>
Common Stock	581,250	I	See footnote <u>(2)</u>
Common Stock	125,000	I	See footnote <u>(3)</u>

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	21,520	\$ (4)	D	Â
Series D Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	186,012	\$ (5)	I	See footnote (2)
Series E Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	989,316	\$ (6)	I	See footnote (2)
Series G Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	46,296	\$ (7)	I	See footnote (2)
Non-qualified stock option (right to buy)	Â (8)	11/28/2015	Common Stock	199,242	\$ 1.32	D	Â
Non-qualified stock option (right to buy)	Â (8)	11/28/2015	Common Stock	75,757	\$ 1.32	D	Â
Non-qualified stock option (right to buy)	Â (9)	08/08/2016	Common Stock	325,000	\$ 2	D	Â
Employee stock option (right to buy)	Â (9)	08/08/2016	Common Stock	50,000	\$ 2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Singh Jagdeep C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	Â X	Â	Â Chairman, President & CEO	Â

Signatures

/s/ by Michael O. McCarthy, by power of attorney 06/06/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Shares held directly by the Roshni Singh Annuity Trust dated 6/21/05 for which the Reporting Person serves as trustee.

(2) Shares held directly by the Singh Family Trust U/D/T dated 10/3/96 for which the Reporting Person serves as a trustee.

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- (3) Shares held directly by the Jagdeep Singh Annuity Trust dated 6/21/06 for which the Reporting Person serves as trustee.
- (4) The Series A Convertible Preferred Stock shall automatically convert into Common Stock on a 1:1.033 basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (5) The Series D Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (6) The Series E Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (7) The Series G Convertible Preferred Stock shall automatically convert into Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (8) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on August 26, 2005 and one forty-eighth of the shares shall vest monthly thereafter.
- (9) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.

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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