

INFINERA CORP  
Form 3  
June 06, 2007

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>Chairman, President &amp; 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<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

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

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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>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<br>C/O INFINERA CORPORATION<br>169 JAVA DRIVE<br>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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