

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)

1. Name and Address of Reporting Person \*

Â Welch David F  
(Last) (First) (Middle)

C/O INFINERA CORPORATION,Â 169 JAVA DRIVE  
(Street)

SUNNYVALE,Â CAÂ 94089  
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/06/2007

3. Issuer Name and Ticker or Trading Symbol  
INFINERA CORP [INFN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Chief Mktng & Strategy Ofcr

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

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 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                    | 329,998   | D  | Â   |
| Common Stock                    | 553,750   | I  | See footnote (1)                                      |
| Common Stock                    | 500,000   | I  | See footnote (2)                                      |

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 (3)  | Â (3)              | Common Stock   | 16,355                           | \$ (3)   | I  | See footnote (4)   |
| Series D Convertible Preferred Stock          | Â (5)  | Â (5)              | Common Stock   | 186,011                          | \$ (5)   | I  | See footnote (6)   |
| Series E Convertible Preferred Stock          | Â (7)  | Â (7)              | Common Stock   | 981,977                          | \$ (7)   | I  | See footnote (6)   |
| Series G Convertible Preferred Stock          | Â (8)  | Â (8)              | Common Stock   | 46,296                           | \$ (8)   | I  | See footnote (6)   |
| Non-qualified stock option (right to buy)     | Â (9)  | 08/08/2016         | Common Stock   | 137,500                          | \$ 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 |
| Welch David F<br>C/O INFINERA CORPORATION<br>169 JAVA DRIVE<br>SUNNYVALE, CA 94089 | Â             | Â         | Â Chief Mkting & Strategy Ofcr | Â     |

## Signatures

/s/ David F. Welch  
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 SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/l dated 9/24/01.
- (2) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- (3) 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.
- (4) Shares held directly by the Welch Family Trust, dated 4/3/96 for which the Reporting Person serves as trustee.
- (5)

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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) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (7) 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.
- (8) 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.
- (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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