

INFINERA CORP
Form 8-A12B
May 21, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Infinera Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation

or organization)

169 Java Drive

Sunnyvale, California
(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

77-0560433
(I.R.S. Employer

Identification No.)

94089
(Zip Code)

Title of each class
to be so registered
Common Stock, \$0.001 par value per share

Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-140876**

Securities to be registered pursuant to Section 12(g) of the Act:

Not Applicable

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

Infinera Corporation (the Registrant) registers hereunder its Common Stock, \$0.001 par value per share (the Common Stock). A description of the Registrant's Common Stock and a description of the Anti-Takeover Effects of the Registrant's Amended and Restated Certificate of Incorporation and Bylaws are incorporated herein by reference to the section captioned Description of Capital Stock in the Registrant's Registration Statement on Form S-1 (File No. 333-140876), as originally filed with the Securities and Exchange Commission (the Commission) on February 26, 2007, as amended (the Registration Statement), and in the prospectus included in the Registration Statement to be filed separately by the Registrant with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated by reference herein.

Item 2. Exhibits

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 21, 2007

INFINERA CORPORATION

By: /s/ Jagdeep Singh
Jagdeep Singh
President and Chief Executive Officer