

INFINERA CORP  
Form 8-K  
May 18, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 16, 2012

INFINERA CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-33486  
(Commission File Number)

77-0560433  
(IRS Employer  
Identification No.)

140 Caspian Court  
Sunnyvale, CA 94089

(Address of principal executive offices, including zip code)

(408) 572-5200

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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### Item 5.07.

#### Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (the "Annual Meeting") of Infinera Corporation (the "Company") was held on May 16, 2012. At the Annual Meeting, the stockholders voted on the following three proposals and cast their votes as described below.

#### Proposal 1 - Election to the Board of Directors of Three Class II Directors

The individuals listed below were elected at the Annual Meeting to serve on the Company's Board of Directors (the "Board") for a three-year term expiring at the 2015 Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified.

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Non-Votes</u>
Dan Maydan, Ph.D.	49,795,629	N/A	8,584,066	35,934,683
David F. Welch, Ph.D.	55,295,440	N/A	3,084,255	35,934,683
Paul J. Milbury	50,388,940	N/A	7,990,755	35,934,683

In addition, Thomas J. Fallon, Kambiz Y. Hooshmand, Philip J. Koen, Kenneth A. Goldman, Carl Redfield and Mark A. Wegleitner will continue to serve as members of the Company's Board until the expiration of their respective terms or until their respective successors have been duly elected and qualified.

#### Proposal 2 - Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 29, 2012

Proposal 2 was a management proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2012, as described in the proxy materials. This proposal was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
92,397,439	1,025,252	891,687	N/A

#### Proposal 3 - An Advisory Vote on our Executive Compensation

Proposal 3 was a management proposal to approve, on an advisory basis, the compensation of our named executive officers for fiscal year 2011, as described in the proxy materials. This proposal was not approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
24,228,145	33,951,001	200,549	35,934,683

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INFINERA  
CORPORATION

By: /s/  
MICHAEL  
O.  
MCCARTHY  
III

Michael  
O.  
McCarthy  
III

Chief  
Legal  
and  
Administrative  
Officer

Date: May 18, 2012