

Lumentum Holdings Inc.
Form 4
August 23, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Reinhardt Jason

(Last) (First) (Middle)
C/O LUMENTUM, 400 NORTH MCCARTHY BLVD
(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Lumentum Holdings Inc. [LITE]

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Global Sales

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/22/2016		M ⁽¹⁾		914 A \$ 0	D	
Common Stock	08/22/2016		F ⁽²⁾		343 D \$ 34.6	D	

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	\$ 0	08/22/2016		M	914	08/20/2016 (3)	Common Stock	914

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reinhardt Jason C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035			EVP, Global Sales	

Signatures

/s/ Judy G Hamel as
Attorney-in-Fact
Date: 08/23/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Each unit converts upon vesting into one share of common stock.

These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the restricted stock unit award. The amount retained by the Company was not in excess of the amount of the tax liability.

(3) Restricted Stock Units have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. V 1,092,089 (6) (6) Class A Common Stock 1,092,089 (6) 166,661,851 D Class B Common Stock (6)11/30/2015 G(8)V 32,000,000 (6) (6) Class A Common Stock 32,000,000 (6) 134,661,851 D Class B Common Stock (6)11/30/2015 G(8)V 32,000,000 (6) (6) Class A Common Stock 32,000,000 (6) 32,000,000 I I (8) Employee Stock Option (Right to Buy) \$ 6.3211/30/2015 M 495,000 (9)03/31/2017 Class A Common Stock

495,000 \$ 0 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERGEN CHARLES W 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	X	X	Chairman	
ERGEN CANTEY 9601 S. MERIDIAN BLVD. ENGLEWOOD, CO 80112	X	X		

Signatures

Charles W. Ergen, by Brandon Ehrhart, his Attorney
in Fact 12/02/2015

__Signature of Reporting Person Date

Cantey M. Ergen, by Brandon Ehrhart, her Attorney in
Fact 12/02/2015

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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(1) The shares are held by a custodian for the reporting person's children. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

(2) Held by Mrs. Cantey M. Ergen.

(3) Held by Mr. Charles W. Ergen in a 401(k) account.

(4) Held by Mrs. Cantey M. Ergen in a 401(k) account.

(5) The shares are held by a charitable foundation. The reporting person is an officer of the charitable foundation and has both investment control and voting power for the foundation. The reporting person disclaims beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

(6) The holder of the shares of Class B stock may elect to convert any or all of its Class B shares into an equal number of Class A shares at any time for no additional consideration.

(7) Pursuant to the terms of the Ergen Five-Year 2010 DISH GRAT, 1,092,089 shares were distributed as an annuity to Mr. Ergen on November 30, 2015, with the remaining 8,602,416 shares distributed to trusts for the reporting persons' family members. Following these distributions, the Ergen Five-Year 2010 DISH GRAT expired pursuant to its terms.

(8) On November 30, 2015, the reporting person established a GRAT and contributed 32,000,000 Class B shares, resulting in the transfer of a total of 32,000,000 Class B shares.

(9) The grant was subject to achievement of certain performance criteria prior to December 31, 2015 and vested based on achievement of such criteria. The performance criteria are not tied to the market price of the Issuer's securities.

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