

NEOPHOTONICS CORP
Form SC 13G/A
February 12, 2016
SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 4)*

NeoPhotonics
Corporation
(Name of
Issuer)

Common Stock
Par Value
\$0.0025
(Title of Class
of Securities)

64051T100
(CUSIP
Number)

December 31,
2015
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

••Rule 13d-1(b)

••Rule 13d-1(c)

••Rule 13d-1(d)

(Page 1 of 23
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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	NAME OF REPORTING PERSON
1	Oak Investment Partners IX, Limited Partnership
	06-1556218
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	1,635,512 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
7	SOLE DISPOSITIVE POWER
	1,635,512 Shares of Common Stock
8	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,635,512 Shares of
Common Stock
10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

4.0%
12 TYPE OF
REPORTING
PERSON

PN

CUSIP No. 64051T100 SCHEDULE 13G/A Page 2 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak Associates IX, LLC
	06-1556230
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	1,635,512 Shares of Common Stock SOLE DISPOSITIVE POWER
7	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	1,635,512 Shares of Common Stock
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,635,512 Shares of
Common Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

4.0%
TYPE OF
REPORTING
PERSON

12

OO-LLC

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	NAME OF REPORTING PERSON
1	Oak IX Affiliates Fund, Limited Partnership
	06-1556229
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	17,425 Shares of Common Stock SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	0 Shares of Common Stock SOLE DISPOSITIVE POWER
8	17,425 Shares of Common Stock SHARED DISPOSITIVE POWER
	0 Shares of Common Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 17,425 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 0.04%
TYPE OF
REPORTING
PERSON

PN

CUSIP No. 64051T100 SCHEDULE 13G/A Page 4 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak IX Affiliates, LLC
	06-1556233
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	56,676 Shares of Common Stock SOLE DISPOSITIVE POWER
7	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	56,676 Shares of Common Stock
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

56,676 Shares of
Common Stock

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

12

0.1%
TYPE OF
REPORTING
PERSON

OO-LLC

CUSIP No. 64051T100 SCHEDULE 13G/A Page 5 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak IX Affiliates Fund - A, Limited Partnership
	06-1571899
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	39,251 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	0 Shares of Common Stock
	SOLE DISPOSITIVE POWER
8	39,251 Shares of Common Stock
	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 39,251 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 0.1%
TYPE OF
REPORTING
PERSON

PN

CUSIP No. 64051T100 SCHEDULE 13G/A Page 6 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak Investment Partners X, Limited Partnership
	06-1601019
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	3,754,423 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
7	SOLE DISPOSITIVE POWER
	3,754,423 Shares of Common Stock
8	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,754,423 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
10 AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

9.3%
TYPE OF
REPORTING
12 PERSON

PN

CUSIP No. 64051T100 SCHEDULE 13G/A Page 7 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak Associates X, LLC
	06-1630661
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	3,754,423 Shares of Common Stock SOLE DISPOSITIVE POWER
7	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	3,754,423 Shares of Common Stock
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,754,423 Shares of
Common Stock

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

9.3%
TYPE OF
REPORTING
PERSON

12

OO-LLC

CUSIP No. 64051T100 SCHEDULE 13G/A Page 8 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak X Affiliates Fund, Limited Partnership
	06-1622220
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	60,275 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6
	0 Shares of Common Stock SOLE DISPOSITIVE POWER
	7
	60,275 Shares of Common Stock SHARED DISPOSITIVE POWER
	8
	0 Shares of Common Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

10 60,275 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 0.1%
TYPE OF
REPORTING
PERSON

PN

CUSIP No. 64051T100 SCHEDULE 13G/A Page 9 of 23 Pages

1	NAME OF REPORTING PERSON Oak X Affiliates, LLC
2	06-1630662 CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 Shares of Common Stock SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	60,275 Shares of Common Stock SOLE DISPOSITIVE POWER
8	0 Shares of Common Stock SHARED DISPOSITIVE POWER
9	60,275 Shares of Common Stock AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

60,275 Shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

0.1%

TYPE OF

REPORTING

PERSON

OO-LLC

10

11

12

CUSIP No. 64051T100 SCHEDULE 13G/A Page 10 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak Investment Partners XI, Limited Partnership
	20-1319065
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	101,508 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	0 Shares of Common Stock
	SOLE DISPOSITIVE POWER
8	101,508 Shares of Common Stock
	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

101,508 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

0.3%
TYPE OF
REPORTING
12 PERSON

PN

CUSIP No. 64051T100 SCHEDULE 13G/A Page 11 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak Associates XI, LLC
	20-1319921
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	
	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7
	101,508 Shares of Common Stock SOLE DISPOSITIVE POWER
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	101,508 Shares of Common Stock
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

101,508 Shares of
Common Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

REPRESENTED BY
AMOUNT IN ROW
(9)

11

0.3%
TYPE OF
REPORTING
PERSON

12

OO-LLC

CUSIP No. 64051T100 SCHEDULE 13G/A Page 12 of 23 Pages

	NAME OF REPORTING PERSON
1	Oak Management Corporation
	06-0990851
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5,608,394 Shares of Common Stock SOLE DISPOSITIVE POWER
7	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	5,608,394 Shares of Common Stock
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

5,608,394 Shares of
Common Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

REPRESENTED BY
AMOUNT IN ROW
(9)

11

13.8%
TYPE OF
REPORTING
PERSON

12

CO

CUSIP No. 64051T100 SCHEDULE 13G/A Page 13 of 23 Pages

1	NAME OF REPORTING PERSON
	Bandel L. Carano
2	CHECK THE APPROPRIATE BOX (a) ..
3	IF A MEMBER OF A GROUP (b)
4	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	0 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5,608,394 Shares of Common Stock
7	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
8	SHARED DISPOSITIVE POWER
	5,608,394 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	5,608,394 Shares of Common Stock