#### 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)

disclosures provided in a prior cover page.

\*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

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).

# CUSIP No. 64051T100 SCHEDULE 13G/A Page 1 of 23 Pages

	NAME REPO PERSO	RTING	
1		evestment rs IX, Limited rship	
2	BOX I	K OPRI(ATE	
3	GROU SEC U CITIZI PLACI	ISE ONLY ENSHIP OR E OF	
4	ORGA	ANIZATION	
NUMBER OF SHARES	5	SOLE VOTING POWER  1,635,512 Shares of Common Stock SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	0 Shares of Common Stock SOLE DISPOSITIVE POWER  1,635,512 Shares of Common Stock SHARED	
	8	DISPOSITIVE POWER  0 Shares of Common Stock	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9

**10** 

12

1,635,512 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)

4.0% TYPE OF REPORTING PERSON

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

	NAM	E OF		
		RTING		
	PERS	ON		
1	Oak A	ssociates IX,		
	LLC	issociates 171,		
	06-15:			
	CHEC THE	.K		
		OPRI <b>A</b> TE		
2	BOX			
	MEM	BER (b)		
	OF A			
	GROU			
3		JSE ONLY		
		ENSHIP OR		
	PLAC			
4	ORGA	ANIZATION		
	Delaw	rare		
	DCIaw	SOLE		
		VOTING		
	_	POWER		
	5			
		0 Shares of		
		Common Stock		
		SHARED		
		VOTING		
		POWER		
NUMBER OF	6			
SHARES		1,635,512		
BENEFICIALLY		Shares of		
OWNED BY		Common Stock		
EACH		SOLE DISPOSITIVE		
REPORTING		POWER		
PERSON WITH:	7	TOWER		
		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

11 AMOUNT IN ROW

(9)

4.0%

TYPE OF

REPORTING

12 PERSON

OO-LLC

## CUSIP No. 64051T100 SCHEDULE 13G/A Page 3 of 23 Pages

	NAM!	E OF RTING
	PERS	
1		X Affiliates Limited rship
		•
	06-15: CHEC	
	THE	
	APPR	OPRI <b>AT</b> E
2	BOX	IF A
		BER (b)
	OF A	
2	GROU	
3		JSE ONLY ENSHIP OR
	PLAC	
4		ANIZATION
	Delaw	rare
		SOLE
		VOTING
	_	POWER
	5	17 425 Change
		17,425 Shares of Common
		Stock
		SHARED
		VOTING
NIIIMDED OE	•	POWER
NUMBER OF SHARES	6	
BENEFICIALLY		0 Shares of
OWNED BY		Common Stock
EACH		SOLE
REPORTING		DISPOSITIVE
PERSON WITH:	7	POWER
	,	17,425 Shares
		of Common
		Stock
		SHARED
		DISPOSITIVE
	8	POWER
	-	0 Shares of

Common Stock

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING

9 REPORTING PERSON

**10** 

12

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)

0.04% TYPE OF REPORTING PERSON

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

	NAMI	E OE
		RTING
	PERS	
	LEKS	ON
1	0.1.13	7. A CC'1'
		X Affiliates,
	LLC	
	06-153	
	CHEC	<sup>C</sup> K
	THE	
	APPR	OPRI(A)TE
2	BOX I	IF A
	MEM!	BER (b)
	OF A	
	GROU	JP
3	SEC U	JSE ONLY
		ENSHIP OR
	PLAC	
4		ANIZATION
•	onor	
	Delaw	are
	Delaw	SOLE
		VOTING
		POWER
	5	FOWER
		O Charac of
		0 Shares of
		Common Stock
		SHARED
		VOTING
		POWER
NUMBER OF	6	
SHARES		56,676 Shares
BENEFICIALLY		of Common
OWNED BY		Stock
EACH		SOLE
REPORTING		DISPOSITIVE
PERSON WITH:	7	POWER
PERSON WITH:	/	
		0 Shares of
		Common Stock
		SHARED
		DISPOSITIVE
		POWER
	8	- · · · · · · ·
		56,676 Shares
		of Common
		Stock
		SIUCK

9

AGGREGATE

**AMOUNT** 

**BENEFICIALLY** 

OWNED BY EACH

REPORTING

**PERSON** 

56,676 Shares of

Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

 $\frac{\text{RWOONTRY}}{\text{ROW (9)}}$ 

EXCLUDES CERTAIN

SHARES

PERCENT OF

**CLASS** 

REPRESENTED BY

11 AMOUNT IN ROW

(9)

0.1%

TYPE OF

**REPORTING** 

12 PERSON

OO-LLC

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

	NAME REPOI PERSO	RTING
1		A Affiliates A, Limited eship
2	BOX I	OPRI <b>ATE</b>
3	CITIZI PLACI	SE ONLY ENSHIP OR
•		
	5	SOLE VOTING POWER
NUMBER OF		39,251 Shares of Common Stock SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		0 Shares of Common Stock SOLE DISPOSITIVE POWER
		39,251 Shares of Common Stock SHARED DISPOSITIVE POWER
		0 Shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

9 REPORTING PERSON

**10** 

12

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)

0.1% TYPE OF REPORTING PERSON

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

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

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING

9 REPORTING PERSON

**10** 

11

12

3,754,423 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)

9.3% TYPE OF REPORTING PERSON

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

	NAMI	E OF
		RTING
	PERS	ON
1		
		Associates X,
	LLC	
	06-163	20661
	CHEC	
	THE	AN .
		OPRI(A)TE
2	BOX	
		BER (b)
	OF A	_
2	GROU	
3		JSE ONLY
	PLAC	ENSHIP OR
4		ANIZATION
-		
	Delaw	rare
		SOLE
		VOTING
	5	POWER
		0 Shares of
		Common Stock
		SHARED
		VOTING
		POWER
NUMBER OF	6	
SHARES		3,754,423
BENEFICIALLY		Shares of
OWNED BY		Common Stock
EACH		SOLE DISPOSITIVE
REPORTING		POWER
PERSON WITH:	7	10 11 LAX
		0 Shares of
		Common Stock
		SHARED
		DISPOSITIVE
	0	POWER
	8	2 754 422
		3,754,423 Shares of
		Common Stock
		Common Stock

9

AGGREGATE

**AMOUNT** 

**BENEFICIALLY** 

OWNED BY EACH

REPORTING

**PERSON** 

3,754,423 Shares of

Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

 $10 \qquad \qquad \begin{array}{c} \text{AWOCNT IN} \\ \text{ROW (9)} \end{array}$ 

**EXCLUDES** 

CERTAIN

SHARES

PERCENT OF

**CLASS** 

REPRESENTED BY

11 AMOUNT IN ROW

(9)

9.3%

TYPE OF

REPORTING

12 PERSON

OO-LLC

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

	NAMI	
	PERSO	RTING ON
	LICIO	OIN.
1	Oak X	Affiliates
	Fund,	Limited
	Partne	rship
	06-162	22220
	CHEC	K
	THE	
•		OPRI(A)TE
2	BOX I	FA BER (b)
	OF A	DEK (U)
	GROU	JP
3	SEC U	JSE ONLY
		ENSHIP OR
	PLAC	
4	ORGA	ANIZATION
	Delaw	are
	20100	SOLE
		VOTING
		POWER
	5	60.00 C
		60,275 Shares
		of Common Stock
		SHARED
		VOTING
NIIMDED OE		POWER
NUMBER OF SHARES	6	
BENEFICIALLY		0 Shares of
OWNED BY		Common Stock
EACH		SOLE DISPOSITIVE
REPORTING		POWER
PERSON WITH:	7	TOWER
		60,275 Shares
		of Common
		Stock
		SHARED
		DISPOSITIVE POWER
	8	I O W ER
		0 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

9

**10** 

11

12

REPRESENTED BY AMOUNT IN ROW

(9)

0.1% TYPE OF REPORTING PERSON

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

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

BENEFICIALLY OWNED BY EACH REPORTING PERSON

60,275 Shares of Common Stock CHECK BOX

IF THE

AGGREGATE AMOUNT IN ..

AMOUNT IN ...
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF

**10** 

11

**12** 

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

0.1% TYPE OF REPORTING PERSON

OO-LLC

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

	NAME REPO	RTING		
1	Oak Investment Partners XI, Limited Partnership			
2	BOX I	K OPRI <b>AT</b> E		
3	CITIZI PLAC	ISE ONLY ENSHIP OR E OF		
4		ANIZATION		
NUMBER OF SHARES	5	SOLE VOTING POWER  101,508 Shares of Common Stock SHARED VOTING POWER		
SHAKES 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		

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,508 Shares of Common Stock CHECK BOX

IF THE

AGGREGATE AMOUNT IN ...

AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES

9

11

12

PERCENT OF

**CLASS** 

REPRESENTED BY AMOUNT IN ROW

(9)

0.3% TYPE OF REPORTING PERSON

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

	NAMI	
		RTING
	PERS	ON
1		
•		ssociates XI,
	LLC	
	20-13	
	CHEC	K
	THE	ODD 1/4 KD#2
•		OPRI(A)TE
2	BOX	
		BER (b)
	OF A	
	GROU	
3		JSE ONLY
		ENSHIP OR
	PLAC	
4	ORGA	ANIZATION
	D 1	
	Delaw	
		SOLE
		VOTING
	5	POWER
		O Chause of
		O Shares of
		Common Stock
		SHARED VOTING
		POWER
	6	POWER
NUMBER OF	O	101 500 Charas
SHARES		101,508 Shares of Common
BENEFICIALLY		Stock
OWNED BY		SOLE
EACH		DISPOSITIVE
REPORTING		POWER
PERSON WITH:	7	TOWER
		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

11 AMOUNT IN ROW

(9)

0.3%

TYPE OF

REPORTING

12 PERSON

OO-LLC

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

	NAMI	F OF	
		RTING	
	PERS		
_	LLIND	<b>01</b> 1	
1	Oak M	Ianagement	
	Corpo	_	
	1		
	06-099	90851	
	CHEC	CK	
	THE		
	APPR	OPRI@TE	
2	BOX		
		BER (b)	
	OF A		
_	GROU		
3		JSE ONLY	
		ENSHIP OR	
4	PLAC		
4	UKGA	ANIZATION	
	Dalam		
	Delaw	SOLE	
		VOTING	
		POWER	
	5	TOWER	
		0 Shares of	
		Common Stock	
		SHARED	
		VOTING	
		POWER	
NUMBER OF	6		
SHARES		5,608,394	
BENEFICIALLY		Shares of	
OWNED BY		Common Stock	
EACH		SOLE	
REPORTING		DISPOSITIVE	
PERSON WITH:	7	POWER	
		O Chanas - f	
		0 Shares of	
		Common Stock SHARED	
		DISPOSITIVE	
		POWER	
	8	IOWEK	
	J	5,608,394	
		Shares of	
		Common Stock	
		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 ..

 $10 \qquad \qquad \begin{array}{c} \text{AWOCKT IN} \\ \text{ROW (9)} \end{array}$ 

EXCLUDES

CERTAIN

SHARES PERCENT OF

**CLASS** 

REPRESENTED BY

11 AMOUNT IN ROW

(9)

13.8%

TYPE OF

REPORTING

12 PERSON

CO

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

	NAME OF REPORTING		
1	PERSON		
1			
	Bandel L. Carano		
	CHECK THE	(a) "	
2	APPROPRIATE B	OX (a)	
2	IF A MEMBER OF	FA (b)	
	GROUP	(b)	
3	SEC USE ONLY		
	CITIZENSHIP OR	PLACE OF	
4	ORGANIZATION		
4			
	United States		
		SOLE	
		VOTING	
		POWER	
	5	TOWER	
		0 Shares of	
		Common Stock	
		SHARED	
		VOTING	
		POWER	
	6	TOWER	
NUMBER OF	<b>O</b>	5,608,394	
SHARES		Shares of	
BENEFICIALLY		Common Stock	
OWNED BY		SOLE	
EACH		DISPOSITIVE	
REPORTING		POWER	
PERSON WITH:	7	TOWER	
		0 Shares of	
		Common Stock	
		SHARED	
		DISPOSITIVE	
		POWER	
	8	FOWER	
	o	<b>5</b> 600 204	
		5,608,394 Shares of	
		51141145 01	
	ACCDEC ATE AN	Common Stock	
	AGGREGATE AM		
	BENEFICIALLY (		
9	EACH REPORTIN	G PEKSON	
5 (00 00 4 5)			
	5,608,394 Shares of	Common	
10	Stock		
10			