UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 29, 2020

INFINERA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33486
(Commission File Number)

77-0560433
(IRS Employer Identification No.)

140 Caspian Court
Sunnyvale, California 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)

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:

☐ 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)
☐ 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))

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

<table>
<thead>
<tr>
<th>Title of each class</th>
<th>Trading Symbol(s)</th>
<th>Name of each exchange on which registered</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.001 per share</td>
<td>INFN</td>
<td>The Nasdaq Global Select Market</td>
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</table>
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐
Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Directors

On May 29, 2020, the Board of Directors (the “Board”) of Infinera Corporation (the “Company”) increased the authorized number of directors on the Board to 11 and appointed George Riedel and Christine Bucklin to serve as Class I and Class III directors, respectively, effective as of June 1, 2020. The Board also appointed Mr. Riedel to the Compensation Committee of the Board and Ms. Bucklin to the Audit Committee of the Board. Ms. Bucklin will serve as the Independent Designee, as such term is defined in the letter agreement between the Company and Oaktree Optical Holdings, L.P. dated April 13, 2020 and filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 14, 2020.

Mr. Riedel has served as a Senior Lecturer in the General Management Unit at Harvard Business School since 2017. From 2014 to 2017, Mr. Riedel served as Chairman and Chief Executive Officer of CloudMark, Inc., a cybersecurity company, overseeing the company’s sale to Proofpoint, Inc. in 2017. From 2006 to 2011, Mr. Riedel served in executive leadership roles at Nortel Networks Corporation, a Canadian telecommunications and data networking equipment manufacturing company, including Chief Strategy Officer and Vice President of Business Units. From 2003 to 2006, Mr. Riedel served as Vice President of Strategy and M&A at Juniper Networks, a networking and cybersecurity company. From 1987 to 2003, Mr. Riedel worked at McKinsey & Company, a consulting company, including as a senior partner. Mr. Riedel has served as an independent director at Xperi Corporation, a technology company, since 2013, and Cerner Corporation, a health information technology company, since 2019. From 2010 to 2017, Mr. Riedel also served on various boards, including as Chairman of Accedian Networks Inc., a Canadian network communications software company, and as a director for PeerApp Ltd., a caching solution provider, and NextDocs Corporation, a compliance innovation company (acquired by Aurea Software, Inc.). Mr. Riedel received a BS with distinction in Mechanical Engineering from the University of Virginia and an MBA from Harvard Business School.

Ms. Bucklin served as Managing Director, Operations Group at Gryphon Investors, Inc., a private equity firm, from 2015 to 2018. From 2008 to 2010, Ms. Bucklin served as Senior Vice President, Corporate Strategic Planning at Sun Microsystems, Inc., a technology company, prior to its acquisition by Oracle Corporation in 2010. From 1999 to 2007, Ms. Bucklin served as Chief Operating Officer of Internet Brands, Inc., an internet media company. From 1988 to 1999, Ms. Bucklin worked at McKinsey & Company, a consulting company, including as a partner. From 2011 to 2019, Ms. Bucklin served as a director for Local Media San Diego, LLC, a radio station and event company. From 2015 to 2018, Ms. Bucklin served as a director for Leadership Platform Acquisition Corporation, a portfolio company of Gryphon Investors related to educational services. Ms. Bucklin received an AB in Mathematics from Dartmouth College and an MBA from Stanford Business School.

There are no arrangements or understandings between either of Mr. Riedel or Ms. Bucklin and the Company or any other persons pursuant to which Mr. Riedel or Ms. Bucklin was selected as a director. There are no related party transactions between the Company and either Mr. Riedel or Ms. Bucklin (or any of their immediate family members) requiring disclosure under Item 404(a) of Regulation S-K. Neither Mr. Riedel nor Ms. Bucklin have any family relationships with any of the Company’s directors or executive officers.

Each of Mr. Riedel and Ms. Bucklin will receive compensation for their service pursuant to the Company’s non-employee director compensation program substantially as disclosed in the Company’s proxy statement with respect to the Company’s 2020 Annual Meeting of Stockholders, as filed with the SEC April 14, 2020, as modified by the Current Report on Form 8-K announcing a temporary reduction in retainer fees, filed with the SEC on May 12, 2020. In addition, the Company will enter into its standard form of indemnification agreement with each of Mr. Riedel and Ms. Bucklin.

A copy of the press release announcing the aforementioned changes to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K.
Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.
<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tbody>
<tr>
<td>99.1</td>
<td>Press Release, dated June 1, 2020</td>
</tr>
<tr>
<td>104</td>
<td>Cover Page Interactive Data File (formatted as Inline XBRL)</td>
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SIGNATURES

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

Date: June 1, 2020

By: /s/ Nancy Erba

Nancy Erba
Chief Financial Officer
Infinera Appoints George Riedel and Christine Bucklin to Board of Directors, Increasing Board Size to 11

Sunnyvale, Calif. – June 1, 2020, 8:00 a.m. ET – Infinera (NASDAQ: INFN) announced today the appointment of George Riedel and Christine Bucklin to its board of directors, effective immediately. Mr. Riedel brings to the board extensive executive leadership experience in the global networking and cybersecurity industries and an excellent track record in strategy and M&A. Ms. Bucklin brings to the board a substantial amount of experience in operations, strategic planning and management consulting.

“We are pleased to welcome George and Christine to our board of directors,” said Kambiz Hooshmand, Infinera Chairman of the Board. “George’s deep knowledge of the networking industry and his breadth of strategic experience as a senior technology executive will be invaluable to Infinera as we focus on building shareholder value. Christine’s diversity of thinking, together with her strong operational experience and strategic discipline, will continue to strengthen the skills and perspectives of our board as Infinera continues to drive our innovative solutions into the world’s leading network operators and the entire optical ecosystem.”

Mr. Riedel has served as a Senior Lecturer in the General Management Unit at Harvard Business School since 2017. From 2014 to 2017, Mr. Riedel served as the Chairman and Chief Executive Officer of CloudMark, Inc., a cybersecurity company, overseeing the company’s sale to Proofpoint, Inc. in 2017. From 2006 to 2011, Mr. Riedel served in executive leadership roles at Nortel Networks Corporation, a Canadian telecommunications and data networking equipment manufacturing company, including Chief Strategy Officer and Vice President of Business Units. From 2003 to 2006, Mr. Riedel served as Vice President of Strategy and M&A at Juniper Networks, a networking and cybersecurity company. From 1987 to 2003, Mr. Riedel worked at McKinsey & Company, including as a senior partner. Mr. Riedel has served as an independent director at Xperi Corporation, a technology company, since 2013 and Cerner Corporation, a health information technology company, since April 2019. Between 2010 to 2017, Mr. Riedel also served on various boards, including as Chairman of Accedian Networks Inc., a Canadian network communications software company, and as a director for PeerApp Ltd., a caching solution provider, and NextDocs Corporation, a compliance innovation company (acquired by Aurea Software, Inc.). Mr. Riedel received a BS with distinction in Mechanical Engineering from the University of Virginia and an MBA from Harvard Business School.

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"Infinera’s optical innovation leadership is one of the many reasons I am excited about joining the board at this time," said Mr. Riedel. "I look forward to helping the Board and management strategically build on Infinera’s strong foundation of innovation to capture the significant opportunity ahead.”

"It is an honor to join the Infinera board as the company pursues multiple growth opportunities in the burgeoning optical networking market,” said Ms. Bucklin. "I am excited about working with the entire Infinera leadership team to continue redefining transport networks for global communications services and building value for our shareholders."

In connection with Mr. Riedel’s and Ms. Bucklin’s appointments, Infinera’s board of directors increased from nine to 11 members. Mr. Riedel will serve as a Class I director with a term expiring at the 2023
Annual Meeting of Stockholders and Ms. Bucklin will serve as a Class III director with a term expiring at the 2022 Annual Meeting of Stockholders. Ms. Bucklin is the Independent Designee as defined in the Letter Agreement between Infinera and Oaktree Optical Holdings L.P., dated April 13, 2020.

Contacts:

<table>
<thead>
<tr>
<th>Media:</th>
<th>Investors:</th>
</tr>
</thead>
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**About Infinera**

Infinera is a global supplier of innovative networking solutions that enable carriers, cloud operators, governments and enterprises to scale network bandwidth, accelerate service innovation and automate network operations. The Infinera end-to-end packet-optical portfolio delivers industry-leading economics and performance in long-haul, submarine, data center interconnect and metro transport applications. To learn more about Infinera visit [www.infinera.com](http://www.infinera.com), follow us on Twitter @Infinera and read our latest blog posts at [www.infinera.com/blog](http://www.infinera.com/blog).

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