

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <b>Welch David F</b>  (Last) (First) (Middle) <b>C/O INFINERA CORPORATION, 140 CASPIAN COURT</b>  (Street) <b>SUNNYVALE, CA 94089</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>INFINERA Corp [ INFN ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>3/4/2020</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1499291	I	See Footnote (1)
Common Stock								117293	I	See Footnote (2)
Common Stock								2500	I	See Footnote (3)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.58						(4)	2/10/2021	Common Stock	20250.0		41535	D	
Employee Stock Option (Right to Buy)	\$8.58						(4)	2/10/2021	Common Stock	60750.0		41535	D	
Employee Stock Option (Right to Buy)	\$8.58						(4)	2/10/2021	Common Stock	39465.0		41535	D	
Employee Stock Option (Right to Buy)	\$8.58						(4)	2/10/2021	Common Stock	41535.0		41535	D	
Restricted Stock Units	(5)						(6)	(6)	Common Stock	100000.0		100000	D	
Restricted Stock Units	(5)						(7)	(7)	Common Stock	21712.0		21712	D	
Restricted Stock Units	(5)						(8)	(8)	Common Stock	57415.0		57415	D	
Restricted Stock Units	(5)						(9)	(9)	Common Stock	51562.0		51562	D	
Restricted Stock Units	(5)						(10)	(10)	Common Stock	30217.0		30217	D	
Restricted Stock Units	(5)						(11)	(11)	Common Stock	13094.0		13094	D	
Restricted Stock Units	(5)	3/4/2020		A		75000	(12)	(12)	Common Stock	75000.0	\$0	75000	D	

#### Explanation of Responses:

(1) These shares are held directly by The Welch Family Trust U/A DTD 4/3/1996 ("The Welch Family Trust"), for which Dr. Welch is a trustee.

- (2) These shares are held directly by LRFA, LLC, for which Dr. Welch is the sole managing member.
- (3) These shares are held directly by Dr. Welch as a trustee for his children. Dr. Welch disclaims beneficial ownership of the shares held in trust for his children, and this report shall not be deemed an admission that Dr. Welch is the beneficial owner of the shares held in trust for his children for purposes of Section 16 or for any other purpose.
- (4) This option is fully-vested.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of Infinera Corporation (the "Company").
- (6) These RSUs vest in three annual installments beginning on May 5, 2020, subject to Mr. Welch's continued service to the Company through each applicable vesting date.
- (7) These RSUs vest in four annual installments beginning on May 5, 2017, subject to Mr. Welch's continued service to the Company through each applicable vesting date.
- (8) These RSUs vest in four annual installments beginning on May 5, 2018, subject to Mr. Welch's continued service to the Company through each applicable vesting date.
- (9) These RSUs vest in three annual installments beginning on May 5, 2019, subject to Mr. Welch's continued service to the Company through each applicable vesting date.
- (10) On February 21, 2017, Mr. Welch was granted a performance share unit ("PSU") award for a target number of 172,247 shares of common stock that could become eligible to vest in three equal separate installments, subject to the achievement of certain performance criteria in each of the three different performance periods. The shares are eligible to vest based on the total stockholder return ("TSR") performance of the Company in each performance period relative to that of the companies that comprise S&P North American Technology Multimedia Networking Index (the "S&P Networking Index"). The performance objective related to this award was partially achieved for the third and final performance period, as determined by the compensation committee per the terms of the original grant. As a result, 30,217 shares of common stock underlying this award will vest on May 5, 2020, subject to Mr. Welch's continuous status as a service provider through such date.
- (11) On February 15, 2018, Mr. Welch was granted a PSU award for a target number of 45,833 shares of common stock that could become eligible to vest in three equal separate installments, subject to the achievement of certain performance criteria in each of the three different performance periods. The shares are eligible to vest based on the TSR performance of the Company in each performance period relative to that of the companies that comprise the S&P Networking Index. The performance objective related to this award was partially achieved for the second performance period, as determined by the compensation committee per the terms of the original grant. As a result, 13,094 shares of common stock underlying this award will vest on May 5, 2020, subject to Mr. Welch's continuous status as a service provider through such date.
- (12) These RSUs vest as to one-third of the shares on the one year anniversary of the vesting commencement date, which is March 5, 2020, and 1/12th quarterly thereafter, subject to Mr. Welch's continued service to the Company through each applicable vesting date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X			

#### Signatures

/s/ Michael Post, by Power of Attorney

3/2/2020

--Signature of Reporting Person

Date

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

\* 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).

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

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