

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * HEARD DAVID W (Last) (First) (Middle) C/O INFINERA CORPORATION, 140 CASPIAN COURT (Street) SUNNYVALE, CA 94089 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol INFINERA Corp [INFN] 3. Date of Earliest Transaction (MM/DD/YYYY) 5/5/2020 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Operating Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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. 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	5/5/2020		M		8771	A	\$0	125567	D	
Common Stock	5/5/2020		F		3034	D	\$0	122533	D	
Common Stock	5/5/2020		M		13094	A	\$0	135627	D	
Common Stock	5/5/2020		F		5639	D	\$0	129988	D	
Common Stock	5/5/2020		M		17188	A	\$0	147176	D	
Common Stock	5/5/2020		F		5944	D	\$0	141232	D	
Common Stock	5/5/2020		M		73334	A	\$0	214566	D	
Common Stock	5/5/2020		F		36359	D	\$0	178207	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)							(2)	(2)	Common Stock	75000.0		75000	D	
Restricted Stock Units	(1)	5/5/2020		M			17188	(3)	(3)	Common Stock	17188.0	\$0	34374	D	
Restricted Stock Units	(1)							(4)	(4)	Common Stock	52500.0		52500	D	
Restricted Stock Units	(1)	5/5/2020		M			73334	(5)	(5)	Common Stock	73334.0	\$0	146666	D	
Restricted Stock Units	(1)	5/5/2020		M			8771	(6)	(6)	Common Stock	8771.0	\$0	0	D	
Restricted Stock Units	(1)	5/5/2020		M			13094	(7)	(7)	Common Stock	13094.0	\$0	0	D	
Restricted Stock Units	(1)							(8)	(8)	Common Stock	125000.0		125000	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of Infinera Corporation (the "Company").
- These RSUs vest in four annual installments beginning on July 5, 2018, subject to Mr. Heard's continued service to the Company through each applicable vesting date.
- These RSUs vest in four annual installments beginning on May 5, 2019, subject to Mr. Heard's continued service to the Company through each applicable vesting date.
- These RSUs vest in four annual installments beginning on October 5, 2019, subject to Mr. Heard's continued service to the Company through each applicable vesting date.

- (5) These RSUs vest in three annual installments beginning on May 5, 2020, subject to Mr. Heard's continued service to the Company through each applicable vesting date.
- (6) On June 8, 2017, Mr. Heard was granted a performance share unit ("PSU") award at target for 50,000 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, 8,771 shares of common stock underlying this award vested on May 5, 2020, subject to Mr. Heard's continuous status as a service provider through such date.
- (7) On February 15, 2018, Mr. Heard was granted a PSU award at target for 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 vested on May 5, 2020, subject to Mr. Heard's continuous status as a service provider through such date.
- (8) 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. Heard's continued service to the Company through each applicable vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEARD DAVID W C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			Chief Operating Officer	

Signatures

/s/ Michael Post, by Power of Attorney

5/7/2020

******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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.