

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walden Nicholas		INFINERA Corp [ INFN ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP, Worldwide Sales</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O INFINERA CORPORATION		2/18/2020			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SUNNYVALE, CA 94089				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**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		1169	A	\$0	17922 (1)	D	
Common Stock	5/5/2020		F		562	D	\$0	17360	D	
Common Stock	5/5/2020		M		1406	A	\$0	18766	D	
Common Stock	5/5/2020		F		705	D	\$0	18061	D	
Common Stock	5/5/2020		M		2220	A	\$0	20281	D	
Common Stock	5/5/2020		F		974	D	\$0	19307	D	
Common Stock	5/5/2020		M		2500	A	\$0	21807	D	
Common Stock	5/5/2020		F		1200	D	\$0	20607	D	
Common Stock	5/5/2020		M		4534	A	\$0	25141	D	
Common Stock	5/5/2020		F		1989	D	\$0	23152	D	
Common Stock	5/5/2020		M		12500	A	\$0	35652	D	
Common Stock	5/5/2020		F		4323	D	\$0	31329	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	(2)							(3)	(3)	Common Stock	47100.0		47100	D	
Restricted Stock Units	(2)	5/5/2020		M		1169		(4)	(4)	Common Stock	1169.0	\$0	0	D	
Restricted Stock Units	(2)	5/5/2020		M		2220		(5)	(5)	Common Stock	2220.0	\$0	0	D	
Restricted Stock Units	(2)	5/5/2020		M		1406		(6)	(6)	Common Stock	1406.0	\$0	0	D	
Restricted Stock Units	(2)	5/5/2020		M		2500		(7)	(7)	Common Stock	2500.0	\$0	2500	D	
Restricted Stock Units	(2)	5/5/2020		M		4534		(8)	(8)	Common Stock	4534.0	\$0	9066	D	
Restricted Stock Units	(2)	5/5/2020		M		12500		(9)	(9)	Common Stock	12500.0	\$0	25000	D	

#### Explanation of Responses:

- (1) This includes 3,000 shares acquired under the Infinera Corporation (the "Company") 2007 Employee Stock Purchase Plan on February 18, 2020.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of Infinera Corporation (the "Company").
- (3) The RSUs vest as to one-third of the shares on the one year anniversary of the vesting commencement date, which is February 5, 2020, and 1/12th quarterly thereafter, subject to Mr. Walden's continuous status as a service provider through each applicable vest date.

- (4) On March 13, 2017, Mr. Walden was granted a performance share unit ("PSU") award for a target number of 6,667 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, 1,169 shares of common stock underlying this award vested on May 5, 2020, subject to Mr. Walden's continuous status as a service provider through such date.
- (5) On March 12, 2018, Mr. Walden was granted a PSU award for a target number of 7,772 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, 2,220 shares of common stock underlying this award vested on May 5, 2020, subject to Mr. Walden's continuous status as a service provider through such date.
- (6) These RSUs vest in four annual installments beginning on May 5, 2017, subject to Mr. Walden's continued service to the Company through each applicable vesting date.
- (7) These RSUs vest in four annual installments beginning on May 5, 2018, subject to Mr. Walden's continued service to the Company through each applicable vesting date.
- (8) These RSUs vest in four annual installments beginning on May 5, 2019, subject to Mr. Walden's continued service to the Company through each applicable vesting date.
- (9) These RSUs vest in three annual installments beginning on May 5, 2020, subject to Mr. Walden's continued service to the Company through each applicable vesting date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walden Nicholas C/O INFINERA CORPORATION SUNNYVALE, CA 94089			SVP, Worldwide Sales	

#### 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.

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