

XTERA COMMUNICATIONS, INC.
 Form 4
 November 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SRB ASSOCIATES VII LP

2. Issuer Name and Ticker or Trading Symbol
 XTERA COMMUNICATIONS, INC. [XCOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 13455 NOEL ROAD, SUITE 1670
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/17/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

DALLAS,, TX 75240

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/17/2015		C		1,010,787	A	Ⓣ
Common Stock	11/17/2015		P		200,000	A	\$ 5

SeeFootnote (2)
 See Footnote (3)

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series A-3 Preferred Stock	(1)	11/17/2015		C	14,188,641	(1) (1)	(1) (1)	Common Stock	545,718
Series B-3 Preferred Stock	(1)	11/17/2015		C	28,898	(1) (1)	(1) (1)	Common Stock	1,113
Series C-3 Preferred Stock	(1)	11/17/2015		C	2,425,884	(1) (1)	(1) (1)	Common Stock	93,305
Series D-3 Preferred Stock	(1)	11/17/2015		C	3,496,724	(1) (1)	(1) (1)	Common Stock	134,491
Series E-3 Preferred Stock	(1)	11/17/2015		C	3,412,497	(1) (1)	(1) (1)	Common Stock	131,251

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SRB ASSOCIATES VII LP 13455 NOEL ROAD, SUITE 1670 DALLAS,, TX 75240		X		
SEVIN ROSEN FUND VII LP 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		
SEVIN ROSEN VII AFFILIATES FUND LP 13455 NOEL ROAD, SUITE 1670 DALLAS, TX 75240		X		

Signatures

John V. Jagers,
Attorney-In-Fact 11/18/2015

 **Signature of Reporting Person Date

John V. Jagers, As
Attorney-In-Fact 11/18/2015

 **Signature of Reporting Person Date

John V. Jagers, As
Attorney-In-Fact 11/18/2015

 **Signature of Reporting Person Date

Explanation of Responses:

* 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).

(1) Each share of Series A-3 Preferred Stock, Series B-3 Preferred Stock, Series C-3 Preferred Stock and Series E-3 Preferred Stock converted into Common Stock on a 26-for-1 basis immediately prior to the closing of the Issuer's initial public offering of common stock and has no expiration date.

(2) Total of 1,010,787 represents 973,384 shares owned directly by Sevin Rosen Fund VII L.P. ("SRFVII") and 37,403 shares owned directly by Sevin Rosen VII Affiliates Fund L.P. ("SRVII AFF"). SRB Associates VII L.P. ("SRBA VII") is the general partner of SRFVII and SRVII AFF and in that capacity has shared voting and dispositive power over such shares. SRBAVII disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest.

(3) Total of 1,210,787 represents 1,165,984 shares owned directly by SRFVII and 44,803 shares owned directly by SRVII AFF. SRBA VII is the general partner of SRFVII and SRVII AFF and in that capacity has shared voting and dispositive power over such shares. SRBAVII disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest.

(4) Total of 545,718 represents 525,526 shares owned directly by SRFVII and 20,192 shares owned directly by SRVII AFF. SRBAVII is the general partner of SRFVII and SRVII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAVII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

(5) Total of 1,113 represents 1,071 shares owned directly by SRFVII and 42 shares owned directly by SRVII AFF. SRBAVII is the general partner of SRFVII and SRVII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAVII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

(6) Total of 93,305 represents 89,852 shares owned directly by SRFVII and 3,453 shares owned directly by SRVII AFF. SRBAVII is the general partner of SRFVII and SRVII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAVII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

(7) Total of 134,491 represents 129,514 shares owned directly by SRFVII and 4,977 shares owned directly by SRVII AFF. SRBAVII is the general partner of SRFVII and SRVII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAVII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

(8) Total of 131,251 represents 126,394 shares owned directly by SRFVII and 4,857 shares owned directly by SRVII AFF. SRBAVII is the general partner of SRFVII and SRVII AFF, and in that capacity has shared voting and dispositive power over such shares. SRBAVII disclaims beneficial ownership of such shares except to the extent of its pecuniary interest.

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

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