

XTERA COMMUNICATIONS, INC.  
 Form 4  
 November 18, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 NEW ENTERPRISE ASSOCIATES  
 9 L P

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)  
 1954 GREENSPRING  
 DRIVE, SUITE 600  
 (Street)

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

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

TIMONIUM, MD 21093

(City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/17/2015		C		2,040,813	A	Ⓐ 2,073,869
Common Stock	11/17/2015		P		585,935	A	\$ 5 2,659,804

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

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 (9-02)

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**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	2,522,387	(1) (1)	Common Stock 98,169
Series B-3 Preferred Stock	(1)	11/17/2015		C	2,889,939	(1) (1)	Common Stock 111,150
Series C-3 Preferred Stock	(1)	11/17/2015		C	4,722,375	(1) (1)	Common Stock 181,630
Series D-3 Preferred Stock	(1)	11/17/2015		C	26,678,422	(1) (1)	Common Stock 1,026,000
Series E-3 Preferred Stock	(1)	11/17/2015		C	16,217,943	(1) (1)	Common Stock 623,760

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEW ENTERPRISE ASSOCIATES 9 L P 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		
NEA PARTNERS 9 L P 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093		X		

## Signatures

/s/ Sasha Keough,  
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) The Series A-3 Preferred Stock, Series B-3 Preferred Stock, Series C-3 Preferred Stock, Series D-3 Preferred Stock, and Series E-3 Preferred Stock converted into Common Stock on a 26-for-one basis and had no expiration date.

The shares are directly held by New Enterprise Associates 9, Limited Partnership ("NEA 9") and indirectly held by NEA Partners 9, Limited Partnership ("NEA Partners 9"), the sole general partner of NEA 9, and the general partner of NEA Partners 9 (NEA Partners and their general partner together, the "Indirect Reporting Persons"). The General Partner of NEA Partners 9 is Peter J. Barris. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 9 shares in which the Indirect Reporting Persons have no 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.