

INFINERA CORP
Form 8-K
May 13, 2014

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported):
May 12, 2014

INFINERA CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-33486 | 77-0560433 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 140 Caspian Court Sunnyvale, CA 94089 | | |
| (Address of principal executive offices, including zip code) | | |
| (408) 572-5200 | | |
| (Registrant's telephone number, including area code) | | |
| Not Applicable | | |
| (Former name or former address, if changed since last report) | | |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Item 5.02 Compensatory Arrangements of Certain Officers.

(b) On May 13, 2014, Infinera Corporation (the “Company”) received notification that Dan Maydan, Ph.D. would resign as a member of the Board of Directors (the “Board”) of the Company effective as of May 15, 2014. Dr. Maydan currently serves a Class II Director whose term was set to expire at the 2015 annual meeting of stockholders and a member of the Compensation Committee and the Nominating and Governance Committee. Mr. Maydan has indicated his retirement from the Board after 13 years of service.

(d) On May 12, 2014, James Dolce was appointed to serve as a member of the Board effective as of May 15, 2014. Mr. Dolce will replace Dr. Maydan as a Class II Director. There are no arrangements or understandings between Mr. Dolce and any other persons pursuant to which Mr. Dolce was appointed a director of the Company. There are also no family relationships between Mr. Dolce and any director or executive officer of the Company and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Dolce will receive compensation for his service on the Board in accordance with the Company’s standard compensatory arrangements for non-employee directors. As part of this compensation, Mr. Dolce is eligible to receive an initial award of restricted stock units equal to \$165,000 in value based on the grant date fair market value of Company common stock as reported on the NASDAQ Stock Market. This initial award will vest annually over three years. In addition, Mr. Dolce will also be eligible to receive the annual award of restricted stock units equal to \$165,000 in value based on the grant date fair market value of Company common stock as reported on the NASDAQ Stock Market. This annual award will vest on the date of the next annual meeting of stockholders. Mr. Dolce will also enter into a director indemnification agreement with the Company in the form previously filed with the Securities and Exchange Commission.

A copy of the Company’s May 13, 2014 press release announcing Mr. Dolce’s appointment to the Board and Dr. Maydan’s departure from the Board is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release dated May 13, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INFINERA CORPORATION

Date: May 13, 2014

By: /s/ ALASTAIR A. SHORT
Alastair A. Short
Senior Vice President, General Counsel and
Secretary

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release dated May 13, 2014.