

INFINERA CORP  
Form 8-K  
May 24, 2013

**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 22, 2013**

**INFINERA CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**001-33486**  
**(Commission)**

**77-0560433**

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(State of incorporation)

(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On May 23, 2012, Infinera Corporation (the Company), entered into a purchase agreement (the Purchase Agreement) with Morgan Stanley & Co. LLC and Goldman, Sachs & Co., as representatives of the several initial purchasers named therein (collectively, the Initial Purchasers), to issue and sell \$135 million aggregate principal amount of 1.75% Convertible Senior Notes due 2018 (the Notes) in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Securities Act). In addition, the Company granted the Initial Purchasers a 30-day option to purchase up to an additional \$15 million aggregate principal amount of the Notes on the same terms and conditions to cover overallocments, if any.

The Purchase Agreement includes customary representations, warranties and covenants by the Company and customary closing conditions. Under the terms of the Purchase Agreement, the Company has agreed to indemnify the Initial Purchasers against certain liabilities.

The description of the Purchase Agreement contained herein is qualified in its entirety by reference to the Purchase Agreement attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

On May 22, 2013, the Company issued a press release announcing its intention to offer the Notes in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act. A copy of this press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

On May 23, 2013, the Company issued a press release announcing the pricing of its offering of \$135 million aggregate principal amount of the Notes in a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act. A copy of this press release is filed herewith as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	Purchase Agreement, dated May 23, 2013, by and among Infinera Corporation and Morgan Stanley & Co. LLC and Goldman, Sachs & Co., as representatives of the initial purchasers named in Schedule I thereto.
99.1	Press Release, dated May 22, 2013, Announcing Proposed Offering of the Convertible Senior Notes due 2018.
99.2	Press Release, dated May 23, 2013, Announcing Pricing of the Convertible Senior Notes due 2018.

**SIGNATURES**

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

**INFINERA CORPORATION**

Date: May 24, 2013

By: /s/ ITA M. BRENNAN  
Ita M. Brennan

Chief Financial Officer

**EXHIBIT INDEX**

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