

DRAPER FISHER PARTNERS LLC
 Form 4
 February 08, 2011

FORM 4

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

OMB APPROVAL

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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, 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 *
 Draper Fisher Jurvetson Fund VII,
 L.P.

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE
 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NEOPHOTONICS CORP [NPTN]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/07/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock	02/07/2011		C	425,408 A	\$ 0 565,887	I	See Footnotes (1) (2) (3) (4)
Common Stock	02/07/2011		C	157,385 A	\$ 0 723,272	I	See Footnotes (1) (2) (3) (5)
Common Stock	02/07/2011		C	496,210 A	\$ 0 1,219,482	I	See Footnotes (1) (2) (3) (6)
Common Stock	02/07/2011		C	494,560 A	\$ 0 1,714,042	I	See Footnotes

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

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(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)	8. Amount or Number of Shares
Series 1 Preferred Stock	<u>(8)</u>	02/07/2011		C	425,408	<u>(8)</u> <u>(8)</u>	Common Stock	425,408
Series 2 Preferred Stock	<u>(9)</u>	02/07/2011		C	157,385	<u>(9)</u> <u>(9)</u>	Common Stock	157,385
Series 3 Preferred Stock	<u>(10)</u>	02/07/2011		C	496,210	<u>(10)</u> <u>(10)</u>	Common Stock	496,210
Series X Preferred Stock	<u>(11)</u>	02/07/2011		C	1,236.4	<u>(11)</u> <u>(11)</u>	Common Stock	494,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Draper Fisher Jurvetson Fund VII, L.P. 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025				Former 10% Owner
DRAPER FISHER ASSOCIATES III ANNEX FUND LP 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025				Former 10% Owner
DRAPER ASSOCIATES L P 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025				Former 10% Owner

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Draper Fisher Jurvetson Partners VII, LLC
2882 SAND HILL ROAD, SUITE 150
MENLO PARK, CA 94025
Former 10% Owner

DRAPER FISHER PARTNERS LLC
2882 SAND HILL ROAD, SUITE 150
MENLO PARK, CA 94025
Former 10% Owner

Draper GC Partners, LLC
2882 SAND HILL ROAD, SUITE 150
MENLO PARK, CA 94025
Former 10% Owner

Signatures

/s/ John Fisher, Managing Director for DRAPER FISHER JURVETSON FUND VII, L.P.	02/07/2011
__Signature of Reporting Person	Date
/s/ John Fisher, Managing Director for DRAPER FISHER ASSOCIATES III ANNEX FUND, L.P.	02/07/2011
__Signature of Reporting Person	Date
/s/ Timothy C. Draper, General Partner for DRAPER ASSOCIATES, L.P.	02/07/2011
__Signature of Reporting Person	Date
/s/ John Fisher, Managing Member for DRAPER FISHER JURVETSON PARTNERS VII, LLC	02/07/2011
__Signature of Reporting Person	Date
/s/ John Fisher, Managing Member for DRAPER FISHER PARTNERS, LLC	02/07/2011
__Signature of Reporting Person	Date
/s/ Timothy C. Draper, Managing Member for DRAPER GC PARTNERS, LLC	02/07/2011
__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) Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Jurvetson Fund VII, L.P. and also Managing Members of Draper Fisher Jurvetson Partners VII, LLC, that directly hold shares and as such, they may be deemed to have voting and investment power with respect to such shares. Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Associates III Annex Fund, L.P., that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. (Continued in footnote 2)

(2) The investing and voting power of the shares held by Draper Associates, L.P. is controlled by its General Partner, Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. Timothy C. Draper and John H.N. Fisher are Managing Members of Draper Fisher Partners, LLC, that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. (Continued in footnote 3)

(3) Timothy C. Draper is the Managing Member of Draper GC Partners LLC, that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. These individuals disclaims beneficial ownership with respect to such shares except to the extent of their pecuniary interest therein. In addition, Issuer shares are held by individuals and trusts affiliated with Draper Fisher Jurvetson. The general partners of the limited partnerships holding shares of the Issuer disclaim beneficial ownership of the shares held by the limited partnerships except to the extent of their pecuniary interest therein.

(4) Includes 386,133 shares held by Draper Fisher Jurvetson Fund VII, L.P., 17,166 shares held by Draper Fisher Associates III Annex Fund, L.P., 10,400 shares held by Draper Associates, L.P., 5,631 shares held by Draper Fisher Jurvetson Partners VII, LLC, 1,115 shares held by Draper Fisher Partners, LLC, 57 shares held by Draper GC Partners, LLC and 4,906 shares held by individuals and trusts

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affiliated with Draper Fisher Jurvetson.

- (5) Includes 134,812 shares held by Draper Fisher Jurvetson Fund VII, L.P., 14,298 shares held by Draper Fisher Associates III Annex Fund, L.P., 3,651 shares held by Draper Associates, L.P., 1,966 shares held by Draper Fisher Jurvetson Partners VII, LLC, 928 shares held by Draper Fisher Partners, LLC, 20 shares held by Draper GC Partners, LLC and 1,710 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
- (6) Includes 458,079 shares held by Draper Fisher Jurvetson Fund VII, L.P., 12,641 shares held by Draper Fisher Associates III Annex Fund, L.P., 12,406 shares held by Draper Associates, L.P., 6,680 shares held by Draper Fisher Jurvetson Partners VII, LLC, 821 shares held by Draper Fisher Partners, LLC and 5,583 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
- (7) Includes 467,856 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Fund VII, L.P., 12,640 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Associates, L.P., 6,816 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Partners VII, LLC, 1,376 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Partners, LLC, 32 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper GC Partners, LLC and 5,840 shares of common stock issuable upon conversion of Series X Preferred Stock held by individuals and trusts affiliated with Draper Fisher Jurvetson.
- (8) Each share of Issuer's Series 1 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
- (9) Each share of Issuer's Series 2 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
- (10) Each share of Issuer's Series 3 Preferred Stock automatically converted into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.
- (11) Each share of Issuer's Series X Preferred Stock automatically converted into 400 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and had no expiration date.

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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