

OCLARO, INC.  
Form SC 13G/A  
February 12, 2014

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **SCHEDULE 13G**

**(Rule 13d-102)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Oclaro, Inc.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**  
**(Title of Class of Securities)**

**67555N206**  
**(CUSIP Number)**

**December 31, 2013**  
**(Date of Event which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

2 Hitachi, Ltd.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

5 SOLE VOTING POWER

NUMBER OF

SHARES 11,900,000  
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0  
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 11,900,000  
8 SHARED DISPOSITIVE POWER  
WITH

0  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,900,000  
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

..  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 12.8%<sup>1</sup>  
TYPE OF REPORTING PERSON

CO

- 1 Based upon 93,111,672 shares outstanding as of November 25, 2013 as reported in the issuer's current report filed with the Securities and Exchange Commission on January 14, 2014.

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**Item 1.**

**(a) Name of Issuer:**

Oclaro, Inc.

**(b) Address of Issuer's Principal Executive Offices:**

2560 Junction Avenue, San Jose, CA 95134

**Item 2.**

**(a) Name of Person Filing:**

Hitachi, Ltd.

**(b) Address of Principal Business Office:**

6-6, Marunouchi 1-chome, Chiyoda-ku,

Tokyo 100-8280, Japan

**(c) Citizenship:**

Hitachi, Ltd. is a Japanese corporation.

**(d) Title of Class of Securities:**

Common Stock, par value \$0.01 per share.

**(e) CUSIP Number:**

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**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

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- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

#### Item 4. Ownership

(a) Amount Beneficially Owned:  
11,900,000.

(b) Percent of Class:  
12.8%.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:  
11,900,000.

(ii) shared power to vote or to direct the vote:  
0.

(iii) sole power to dispose or to direct the disposition of:  
11,900,000.

(iv) shared power to dispose or to direct the disposition of:  
0.

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**Item 5. Ownership of 5 Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [    ].

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2014

By: /s/ Toshiaki Kuzuoka  
Name: Toshiaki Kuzuoka  
Title: Senior Vice President and Executive Officer