

OCLARO, INC.  
Form S-8 POS  
December 10, 2018

**As filed with the Securities and Exchange Commission on December 10, 2018**

**Registration No. 333-223412**

**333-215139**

**333-208057**

**333-200412**

**333-183331**

**333-179255**

**333-172712**

**333-158973**

**333-149072**

**333-129825**

**333-119011**

**333-13388**

**333-113341**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to**

**Form S-8 Registration Statement No. 333-223412,**

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Form S-8 Registration Statement No. 333-215139,  
Form S-8 Registration Statement No. 333-208057,  
Form S-8 Registration Statement No. 333-200412,  
Form S-8 Registration Statement No. 333-183331,  
Form S-8 Registration Statement No. 333-179255,  
Form S-8 Registration Statement No. 333-172712,  
Form S-8 Registration Statement No. 333-158973,  
Form S-8 Registration Statement No. 333-149072,  
Form S-8 Registration Statement No. 333-129825,

and

Form S-8 Registration Statement No. 333-119011

and

Post-Effective Amendment No. 2 to

Form S-8 Registration Statement No. 333-13388

and

Form S-8 Registration Statement No. 333-113341

*UNDER*

*THE SECURITIES ACT OF 1933*

**OCLARO, INC.**

(Exact name of registrant as specified in its charter)

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
225 Charcot Avenue	
San Jose, CA 95131	

(Address of principal executive offices including zip code)

**Oclaro, Inc. Fifth Amended and Restated 2001 Long-Term Stock Incentive Plan**

**Opnext, Inc. Second Amended and Restated 2001 Long-Term Stock Incentive Plan, as amended**

**Pine Photonics Communications, Inc. 2001 Stock Plan**

**Oclaro, Inc. 2011 Employee Stock Purchase Plan**

**Oclaro, Inc. Amended and Restated 2004 Stock Incentive Plan**

**Avanex Corporation 1998 Stock Plan, as amended**

**Avanex Corporation 1999 Director Option Plan, as amended**

**Holographix Inc. 2000 Stock Option Plan, as amended**

**Amended and Restated 2004 Stock Incentive Plan**

**Bookham, Inc. 2004 Stock Incentive Plan**

**Bookham, Inc. 1995 Employee Share Option Scheme**

**Bookham, Inc. 2004 Employee Stock Purchase Plan**

**Bookham, Inc. 2004 Sharesave Scheme**

**Bookham, Inc. 2001 Approved Sharesave Scheme**

**Bookham, Inc. 1998 Employee Share Option Scheme**

**New Focus, Inc. 1990 Incentive Stock Plan, as amended**

**New Focus, Inc. 1998 Stock Plan**

**New Focus, Inc. 1999 Stock Plan**

**New Focus, Inc. 2000 Director Stock Option Plan, as amended**

**New Focus, Inc. 2000 Stock Plan, as amended**

**(Full title of the plans)**

**Alan Lowe**

**President and Chief Executive Officer**

**Oclaro, Inc.**

**225 Charcot Avenue**

**San Jose, CA 95131**

**(408) 383-1400**

*With copy to:*

**Lisa L. Stimmell, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, California 94304**

**(650) 493-9300**

**(Name, address and telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## DEREGISTRATION OF SECURITIES

These Post-Effective Amendments relate to the following Registration Statements of Oclaro, Inc., a Delaware corporation (the **Company** ), on Form S-8 (collectively, the **Registration Statements** ) filed by the Company with the U.S. Securities and Exchange Commission ( **SEC** ), each pertaining to the registration of shares of Common Stock of the Company, par value \$0.01 per share ( **Common Stock** ) offered under certain employee benefit and equity plans and agreements:

<b>File No.</b>	<b>Date Filed with the SEC</b>	<b>Name of Equity Plan or Agreement</b>	<b>Shares of Common Stock Registered (#)</b>
333-223412	March 2, 2018	Oclaro, Inc. Fifth Amended and Restated 2001 Long-Term Stock Incentive Plan.	8,000,000
333-215139	December 16, 2016	Oclaro, Inc. Fifth Amended and Restated 2001 Long-Term Stock Incentive Plan.	6,000,000
333-208057	November 16, 2015	Oclaro, Inc. Fifth Amended and Restated 2001 Long-Term Stock Incentive Plan.	8,000,000
333-200412	November 20, 2014	Oclaro, Inc. Fifth Amended and Restated 2001 Long-Term Stock Incentive Plan.	10,008,776
333-183331	August 15, 2012	Opnext, Inc. Second Amended and Restated 2001 Long-Term Stock Incentive Plan, as Amended	10,785,398
		Pine Photonics Communications, Inc. 2001 Stock Plan	
333-179255	January 31, 2012	Oclaro, Inc. 2011 Employee Stock Purchase Plan	1,700,000
333-172712	March 10, 2011	Oclaro, Inc. Amended and Restated 2004 Stock Incentive Plan	4,000,000
333-158973	May 5, 2009	Avanex Corporation 1998 Stock Plan, as amended	14,401,963
		Avanex Corporation 1999 Director Option Plan, as amended	
		Holographix Inc. 2000 Stock Option Plan, as amended	
333-149072	February 5, 2008	Bookham, Inc. Amended and Restated 2004 Stock Incentive Plan	10,000,000
333-129825	November 18, 2005	Bookham, Inc. 2004 Stock Incentive Plan	5,000,000
333-119011	September 15, 2004	Bookham, Inc. 2004 Stock Incentive Plan	8,043,400

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Post-Effective Amendment No. 1 to 333-13388	September 15, 2004	Bookham, Inc. 2004 Employee Stock Purchase Plan	
		Bookham, Inc. 2004 Sharesave Scheme	
		Bookham, Inc. 2001 Approved Sharesave Scheme	
		Bookham, Inc. 1998 Employee Share Option Scheme	
		Bookham, Inc. 1995 Employee Share Option Scheme	60,543

<b>File No.</b>	<b>Date Filed with the SEC</b>	<b>Name of Equity Plan or Agreement</b>	<b>Shares of Common Stock Registered (#)</b>
333-13388	June 19, 2000	Bookham, Inc. 1995 Employee Share Option Scheme	901,000
Post-Effective Amendment No. 1 to 333-113341	September 15, 2004	New Focus, Inc. 1990 Incentive Stock Plan, as amended	176,283
		New Focus, Inc. 1998 Stock Plan	
		New Focus, Inc. 1999 Stock Plan	
		New Focus, Inc. 2000 Director Stock Option Plan, as amended	
333-113341	March 5, 2004	New Focus, Inc. 2000 Stock Plan, as amended New Focus, Inc. 1990 Incentive Stock Plan, as amended	6,358,319
		New Focus, Inc. 1998 Stock Plan	
		New Focus, Inc. 1999 Stock Plan	
		New Focus, Inc. 2000 Director Stock Option Plan, as amended	
		New Focus, Inc. 2000 Stock Plan, as amended	

Pursuant to the Agreement and Plan of Merger dated as of March 11, 2018, by and among the Company, Lumentum Holdings Inc., Prota Merger Sub, Inc. ( Merger Sub ), and Prota Merger, LLC, Merger Sub merged with and into the Company.

Accordingly, in accordance with the undertakings made by the Company in the Registration Statements to remove from registration, by means of a post-effective amendment, any securities of the Company that had been registered but remain unsold at the termination of the offering, the Company hereby removes from registration any and all such



securities registered but unsold under the Registration Statements as of the date hereof. Each Registration Statement is hereby amended, as appropriate, to reflect the deregistration of all such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused the Post-Effective Amendments to the Registration Statements described above to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California on December 10, 2018.

OCLARO, INC.

By: /s/ Judy Hamel

Name: Judy Hamel

Title: Secretary

No other person is required to sign the Post-Effective Amendments to the Registration Statements in reliance upon Rule 478 under the Securities Act of 1933.