

Oaktree Optical Holdings, L.P.

Form 3

October 11, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Oaktree Optical Holdings,
L.P.

(Last) (First) (Middle)

C/O OAKTREE CAPITAL
MANAGEMENT, L.P., Â 333 S.
GRAND AVENUE, 28TH
FLOOR

(Street)

LOS ANGELES, Â CA Â 90071

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/01/2018

3. Issuer Name and Ticker or Trading Symbol

INFINERA Corp [INFN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:

Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, par value \$0.001 per share 20,975,384 (1) (2)

D (3) (4) (5) Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Optical Holdings, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â
Oaktree Fund GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â
OAKTREE FUND GP I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â
Oaktree Capital I, L.P. C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â
OCM HOLDINGS I, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â
OAKTREE HOLDINGS, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â
Oaktree Capital Group, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â
Oaktree Capital Group Holdings GP, LLC C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 S. GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	Â	Â X	Â	Â

**Signature of Reporting Person _____ Date _____

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Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(2) (continued from footnote 1) (ii) the Issuer repaid certain amounts due to Optical in satisfaction of the certain obligations owed to Optical by the Company and its subsidiaries pursuant to a financing agreement among Optical, certain of the Company's subsidiaries party thereto, and the other lenders party thereto (together, the "Transactions"). As a result of the Transactions, Optical received cash consideration and the shares of Common Stock reported herein.

(cont'd from footnote 3) (vi) Oaktree Capital Group, LLC ("OCG") in its capacity as the managing member of Holdings LLC; and (vii) Oaktree Capital Group Holdings GP, LLC ("OCGH GP") in its capacity as the duly appointed manager of OCG (each a "Reporting Person" and, collectively, the "Reporting Persons"). Each Reporting Person disclaims beneficial ownership of all Common Stock reported herein except to the extent of its respective pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any Common Stock reported herein.

(5) OCGH GP is a limited liability company managed by an executive committee consisting of Howard S. Marks, Bruce A. Karsh, Sheldon M. Stone, John B. Frank, and Jay S. Wintrob (the "OCGH GP Members"). In such capacity, the OCGH GP Members may be deemed to have indirect beneficial ownership of the Common Stock held directly by Optical. Each OCGH GP Member expressly disclaims beneficial ownership of the Common Stock held directly by Optical, except to the extent of his respective pecuniary interests therein, and the filing of this Form 3 shall not be construed as an admission that any such person is the beneficial owner of any Common Stock

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reported herein.

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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