

NEOPHOTONICS CORP
Form SC 13G/A
January 28, 2016

Securities and Exchange Commission

Washington, DC 20549

Schedule 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13d-1(b), (c)

AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO §240.13d-2

(Amendment No. 3)*

NeoPhotonics Corporation
(Name of Issuer)

Common Stock, \$0.0025 par value
(Title of Class of Securities)

64051T100
(CUSIP Number)

December 31, 2015

(Date of Event which Requires Filing of this Statement)

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 persons 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).

1. Names of Reporting Persons

Draper Fisher Jurvetson Fund VII, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

1,567,305 (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,567,305 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,567,305 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

- 3.87%
12. Type of Reporting Person (see Instructions)

PN

1. Names of Reporting Persons

Draper Fisher Jurvetson Fund VII Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

1,567,305* (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,567,305* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,567,305* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.87%
12. Type of Reporting Person (see Instructions)

PN

* All of these shares are held directly by Draper Fisher Jurvetson Fund VII, L.P.

1. Names of Reporting Persons

DFJ Fund VII, Ltd.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

1,567,305* (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,567,305* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,567,305* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.87%
12. Type of Reporting Person (see Instructions)

OO

* All of these shares are held directly by Draper Fisher Jurvetson Fund VII, L.P.

1. Names of Reporting Persons

Draper Associates, L.P.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

42,322 (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

42,322 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

42,322 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.10%
12. Type of Reporting Person (see Instructions)

PN

1. Names of Reporting Persons

Draper Associates, Inc.

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

42,322* (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

42,322* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

42,322* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.10%
12. Type of Reporting Person (see Instructions)

CO

* All of these shares are owned by Draper Associates, L.P

1. Names of Reporting Persons

Draper Fisher Jurvetson Partners VII, LLC

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

22,847 (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

22,847 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

22,847 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.06%
12. Type of Reporting Person (see Instructions)

OO (limited liability company)

1. Names of Reporting Persons

Timothy C. Draper

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

42,322* (See Items 2 and 4)

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

1,590,165** (See Items 2 and 4)

7. Sole Dispositive Power

42,322* (See Items 2 and 4)

8. Shared Dispositive Power

1,590,165** (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,632,487** (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

4.03%

12. Type of Reporting Person (see Instructions)

IN

- * Of these shares, 42,322 shares are directly held by Draper Associates, L.P. Mr. Draper is the President of Draper Associates, Inc., the general partner of Draper Associates L.P. and has sole investment and voting power.
- ** Of these shares, 1,567,305 shares are directly held by Draper Fisher Juvetson Fund VII, L.P., 22,847 shares are directly held by Draper Fisher Juvetson Partners VII, LLC, and 13 shares are held by the Eleanor Draper Trust (E. Draper Trust). Mr. Timothy C. Draper is trustee of the E. Draper Trust and has sole investment and voting power with respect to the shares held by Ms. Eleanor Draper's trust.

1. Names of Reporting Persons

John H. N. Fisher

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

1,590,152* (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,590,152* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,590,152* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.92%

12. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,567,305 shares are directly held by Draper Fisher Jurvetson Fund VII, L.P. and 22,847 shares are directly held by Draper Fisher Jurvetson Partners VII, LLC.

1. Names of Reporting Persons

Stephen T. Jurvetson

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

14,484

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

1,590,152* (See Items 2 and 4)

7. Sole Dispositive Power

14,484

8. Shared Dispositive Power

1,590,152* (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,604,636* (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

3.96%

12. Type of Reporting Person (see Instructions)

IN

* Of these shares, 1,567,305 shares are directly held by Draper Fisher Jurvetson Fund VII, L.P. and 22,847 shares are directly held by Draper Fisher Jurvetson Partners VII, LLC.

1. Names of Reporting Persons

Eleanor Draper Trust

2. Check the Appropriate Box if a Member of a Group (see Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

5. Sole Voting Power

0

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

13 (See Items 2 and 4)

7. Sole Dispositive Power

0

8. Shared Dispositive Power

13 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

13 (See Items 2 and 4)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (see Instructions)

11. Percent of Class Represented by Amount in Row (9)

0%
12. Type of Reporting Person (see Instructions)

OO (Trust)

Item 1(a) Name of Issuer: NeoPhotonics Corporation

Item 1(b) Address of Issuer's principal executive offices:

2911 Zanker Road
San Jose, CA 95134

Item 2. This Amendment No. 3 to Schedule 13G is filed on behalf of (i) Draper Fisher Jurvetson Fund VII, L.P., a Cayman Islands exempted limited partnership, (ii) Draper Fisher Jurvetson Fund VII Partners, L.P., a Cayman Island exempted limited partnership, (iii) DFJ Fund VII, Ltd., a Cayman Islands limited liability company, (iv) Draper Associates, L.P., a California limited partnership, (v) Draper Associates, Inc., a California corporation, (vi) Draper Fisher Jurvetson Partners VII, LLC, a California limited liability company, (vii) Timothy C. Draper, a United States Citizen (Draper), (viii) John H. N. Fisher, a United States citizen (Fisher), (ix) Stephen T. Jurvetson, a United States citizen (Jurvetson), and (x) the Eleanor Draper Trust, a trust formed under the laws of the State of California (E. Draper Trust).

Relationships

(1) Draper Fisher Jurvetson Fund VII, L.P. (Fund VII), is a Cayman Island exempted limited partnership. Messrs. Draper, Fisher and Jurvetson are the Managing Directors of the general partner of Fund VII. Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held by Fund VII except to the extent of their pecuniary interest therein.

(2) Draper Fisher Jurvetson Fund VII Partners, L.P. (Partners Fund VII) is the general partner of Fund VII. DFJ Fund VII, Ltd. is its general partner (Fund VII Ltd.). The managing members of Fund VII Ltd. are Messrs. Draper, Fisher and Jurvetson. Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held by Partners Fund VII except to the extent of their pecuniary interest therein.

(3) Draper Associates, L.P. (Draper Associates, L.P.). 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. Mr. Draper disclaims beneficial ownership of the shares held by Draper Associates, L.P. except to the extent of his pecuniary interest therein.

(4) Draper Associates, Inc. (Draper Associates). Mr. Draper is the President of Draper Associates, which is the general partner of Draper Associates, L.P. Mr. Draper disclaims beneficial ownership of the shares held by Draper Associates except to the extent of his pecuniary interest therein.

(5) Draper Fisher Jurvetson Partners VII, LLC (Partners VII) is a side-by-side fund of Fund VII. The managing members of Partners VII are Messrs. Draper, Fisher and Jurvetson. Decisions with respect to Partners VII securities are made automatically in conjunction with decisions by Fund VII. Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held by Partners VII except to the extent of their pecuniary interest therein.

(6) The E. Draper Trust is a trust formed under the laws of the State of California. Mr. Timothy Draper is trustee of the of the E. Draper Trust and has sole investment and voting power over the shares. Mr. Draper disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Item 2(a) Name of person filing:

Draper Fisher Jurvetson Fund VII, L.P.
Draper Fisher Jurvetson Fund VII Partners, L.P.
DFJ Fund VII, Ltd.