

NEOPHOTONICS CORP  
Form 8-K  
June 11, 2018

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 5, 2018**

**NEOPHOTONICS CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of**  
  
**incorporation)**

**001-35061**  
**(Commission**  
  
**File No.)**  
**NeoPhotonics Corporation**

**94-3253730**  
**(IRS Employer**  
  
**Identification No.**

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**2911 Zanker Road**

**San Jose, California 95134**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: +1 (408) 232-9200**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The 2018 Annual Meeting of Stockholders (the Annual Meeting ) of NeoPhotonics Corporation (the Company ) was held on June 5, 2018. Proxies for the meeting were solicited by the Company s Board of Directors pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Board s solicitations. At the Annual Meeting, 37,881,043 common shares were represented in person or by proxy. The final votes on the proposals presented at the meeting were as follows:

**Proposal 1:**

Charles J. Abbe, Bandel L. Carano, and Michael J. Sophie were elected as Class II directors to hold office until the 2021 Annual Meeting of Stockholders by the following vote:

Nominee	For	Withheld	Broker Non-Votes
Charles J. Abbe	26,353,951	872,642	10,654,450
Bandel L. Carano	25,798,379	255,670	10,654,450
Michael J. Sophie	25,791,226	262,823	10,654,450

**Proposal 2:**

The selection by the audit committee of the Company s board of directors of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified by the following vote:

For	Against	Abstain
37,710,702	138,516	31,825

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 11, 2018

NEOPHOTONICS CORPORATION

By: /s/ Elizabeth Eby  
Elizabeth Eby  
Senior Vice President, Finance and Chief Financial  
Officer