

Lumentum Holdings Inc.
Form 4
September 28, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Retort Vincent

(Last) (First) (Middle)

C/O LUMENTUM, 400 NORTH
MCCARTHY BLVD

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Lumentum Holdings Inc. [LITE]

3. Date of Earliest Transaction
(Month/Day/Year)

09/25/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and COO

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/25/2016		<u>M</u> ⁽¹⁾		4,549	A	\$ 0	69,170	D
Common Stock	09/25/2016		<u>F</u> ⁽²⁾		2,373	D	\$ 40.97	66,797	D
Common Stock	09/25/2016		<u>M</u> ⁽¹⁾		5,158	A	\$ 0	71,955	D
Common Stock	09/25/2016		<u>F</u> ⁽²⁾		2,691	D	\$ 40.97	69,264	D
Common Stock	09/28/2016		<u>S</u> ⁽³⁾		4,643	D	\$ 41.8374 (4)	64,621	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Stock Units	\$ 0	09/25/2016		M	4,549	09/25/2016 <u>(5)</u>	Common Stock 4,549
Performance Stock Units	\$ 0	09/25/2016		M	5,158	09/25/2016 <u>(5)</u>	Common Stock 5,158

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Retort Vincent C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035	EVP and COO

Signatures

/s/ Judy G Hamel as
Attorney-in-Fact

09/28/2016

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

(1) Each unit converts upon vesting into one share of common stock.

These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the
(2) vesting of an installment of the restricted stock unit award. The amount retained by the Company was not in excess of the amount of the tax liability.

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- (3) Sale of shares pursuant to 10b5-1 plan dated 11/27/2015.

The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line

- (4) range from \$41.62 to \$42.00. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) Restricted Stock Units have no expiration date.

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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