

Lumentum Holdings Inc.  
Form 4  
August 26, 2015

**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)

08/24/2015

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)

SVP, Research & Development

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |
| Common<br>stock                       | 08/24/2015                              |                                                             | M <sup>(1)</sup>                        |                                                                            | 1,143                                                                                                              | A \$ 0                                                               | 1,143 D                                 |
| Common<br>Stock                       | 08/24/2015                              |                                                             | F <sup>(2)</sup>                        |                                                                            | 497                                                                                                                | D \$<br>21.2                                                         | 646 D                                   |
| Common<br>stock                       | 08/24/2015                              |                                                             | M <sup>(1)</sup>                        |                                                                            | 5,106                                                                                                              | A \$ 0                                                               | 5,752 D                                 |
| Common<br>Stock                       | 08/24/2015                              |                                                             | F <sup>(2)</sup>                        |                                                                            | 2,148                                                                                                              | D \$<br>21.2                                                         | 3,604 D                                 |
| Common<br>stock                       | 08/24/2015                              |                                                             | M <sup>(1)</sup>                        |                                                                            | 1,371                                                                                                              | A \$ 0                                                               | 4,975 D                                 |

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Common Stock      08/24/2015      F<sup>(2)</sup>      502      D      \$ 21.2      6,801 <sup>(4)</sup>      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) | 8. Derivative Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          |                                                               |                                           |
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                     |
| Restricted Stock Units                     | \$ 0                                                   | 08/24/2015                           |                                                    | M                              | 1,143                                                                                   | 08/20/2015                                               | <sup>(3)</sup>                                                | Common Stock 1,143                        |
| Restricted Stock Units                     | \$ 0                                                   | 08/24/2015                           |                                                    | M                              | 5,106                                                                                   | 08/20/2015                                               | <sup>(3)</sup>                                                | Common Stock 5,106                        |
| Restricted Stock Units                     | \$ 0                                                   | 08/24/2015                           |                                                    | M                              | 1,371                                                                                   | 08/22/2015                                               | <sup>(3)</sup>                                                | Common Stock 1,371                        |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships                             |
|---------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                 | Director    10% Owner    Officer    Other |
| Retort Vincent<br>C/O LUMENTUM<br>400 NORTH MCCARTHY BLVD<br>MILPITAS, CA 95035 | SVP, Research & Development               |

## Signatures

/s/ Judy G Hamel as  
Attorney-in-Fact      08/26/2015

\_\_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.
- (3) Restricted Stock Units have no expiration date.
- (4) 2,328 shares of this total number were shares of JDSU Common Stock for which stockholders received one share of Lumentum Common Stock for every five shares of JDSU Common Stock at the time of separation.

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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