

NEOPHOTONICS CORP  
Form 8-K  
July 05, 2011

**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): July 5, 2011**

**NEOPHOTONICS CORPORATION**

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

**DELAWARE**  
**(State of incorporation)**

**001-35061**  
**(Commission**

**94-3253730**  
**(IRS Employer**

**File No.)**

**Identification No.)**

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**NeoPhotonics Corporation**

**2911 Zanker Road**

**San Jose, California 95134**

(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (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))

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

**(b) Departure of Directors.**

On July 1, 2011, T. Peter Thomas resigned as a Director of NeoPhotonics Corporation effective on July 1, 2011.

**ITEM 8.01 OTHER EVENTS**

On June 23, 2011, the Compensation Committee of the Board of Directors (the Committee) of NeoPhotonics Corporation (the Company) approved an increase to the annual base salaries, effective May 16, 2011, for the following named executive officers of the Company:

| Named Executive Officer   | Base Salary<br>Effective<br>May 16, 2011 |
|---|--|
| Timothy S. Jenks, President and Chief Executive Officer               | \$ 337,920                               |
| Dr. Raymond Cheung, Vice President and Chief Operating Officer        | \$ 299,605                               |
| James D. Fay, Vice President and Chief Financial Officer              | \$ 291,840                               |
| Benjamin L. Sitler, Vice President of Global Sales                    | \$ 231,424                               |
| Dr. Wupen Yuen, Vice President of Product Development and Engineering | \$ 220,160                               |

***Approval of Compensation Arrangements for Chief Executive Officer***

The Committee approved the following compensation arrangement for Mr. Timothy S. Jenks, the Company's President and Chief Executive Officer: a bonus of \$25,000 payable in cash for services performed.

***Approval of Compensation Arrangements for Chief Financial Officer***

The Committee approved the following compensation arrangement for Mr. James D. Fay, the Company's Vice President and Chief Financial Officer: a bonus of \$12,500 payable in cash for services performed.

**SIGNATURES**

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: July 5, 2011

NEOPHOTONICS CORPORATION

By: /s/ James D. Fay  
James D. Fay  
Vice President and Chief Financial Officer