

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Wupen Yuen</u>			2. Issuer Name and Ticker or Trading Symbol <u>NEOPHOTONICS CORP [NPTN]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>VICE PRESIDENT GLOBAL PRODUCT</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____			
3081 ZANKER RD			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>SAN JOSE</u>	<u>CA</u>	<u>95134</u>						
(City)	(State)	(Zip)							

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	12/31/2020		M		22,442 ⁽¹⁾	A	\$3.5	156,742 ⁽²⁾	D	
Common Stock	12/31/2020		M		12,000 ⁽¹⁾	A	\$3.5	168,742	D	
Common Stock	12/31/2020		M		6,000 ⁽¹⁾	A	\$3.5	174,742	D	
Common Stock	12/31/2020		M		2,558 ⁽¹⁾	A	\$3.5	177,300	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$3.5	12/31/2020		M			12,000	(3)	08/01/2021	Common Stock	12,000	\$0.0	6,000	D	
Non-Qualified Stock Option (right to buy)	\$3.5	12/31/2020		M			6,000	(3)	08/01/2021	Common Stock	6,000	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$3.5	12/31/2020		M			22,442	(3)	09/17/2023	Common Stock	22,442	\$0.0	2,558	D	
Non-Qualified Stock Option (right to buy)	\$3.5	12/31/2020		M			2,558	(3)	09/17/2023	Common Stock	2,558	\$0.0	0	D	

Explanation of Responses:

- Represents a cash exercise.
- Balance includes non-reportable acquisition of shares through the Company's 2010 Employee Stock Purchase Plan.
- 50% of the Option Shares shall vest on the one-year anniversary of the Vesting Commencement Date, and 1/24th of the total number of Option Shares shall vest on each monthly anniversary of the Vesting commencement Date, so long as the optionee remains an employee or consultant to the Company or its qualifying subsidiaries.

By: /s/ Barbara Rogan,
Attorney-in-Fact For: Wupen Yuen 01/04/2021

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.