
**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): **August 1, 2019**

NEOPHOTONICS CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

001-35061
(Commission File No.)

94-3253730
(IRS Employer Identification No.)

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class:</u>	<u>Trading symbol(s):</u>	<u>Name of each exchange on which registered:</u>
Common Stock, \$0.0025 par value	NPTN	The New York Stock Exchange

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 8.01 Other Events.

On August 1, 2019, the Company entered into the amendment to that certain Research and Development Agreement, by and between the Company and Inphi Corporation (“Inphi”), dated March 12, 2019 (as so amended, as the “Amended Research and Development Agreement”), relating to the sale and issuance of shares of Common Stock including (i) 103,734 shares of Common Stock to be issued to Inphi within one week of entering into the Amended Research and Development Agreement (the “Initial Shares”), and (ii) additional shares of Common Stock, which may be issued from time to time to Inphi during the period of August 2019 through May 2020, with an aggregate offering price of up to \$4,500,000 (the “Additional Shares”). The purchase price for the Additional Shares will be the closing price on each of August 15, 2019 (\$1.0 million of additional shares), September 15, 2019 (\$1.0 million of additional shares), February 15, 2020 (\$1.0 million of additional shares), and May 1, 2020 (\$1.5 million of additional shares), or if such date is not a business day, then the next succeeding business day. The Additional Shares to be issued with respect to each of these dates would be issued on or shortly following such date. Such dates may be adjusted on mutual agreement of the parties in the event that Inphi does not meet the due date for the deliverable associated with each share issuance.

The offering is being made pursuant to the Registration Statement and an accompanying prospectus previously filed with the SEC and a final prospectus supplement thereunder. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the securities in the offering is attached as Exhibit 5.1 hereto.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (contained in Exhibit 5.1).

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: August 5, 2019

NEOPHOTONICS CORPORATION

By: /s/ Elizabeth Eby
Elizabeth Eby
Senior Vice President, Finance and Chief Financial Officer
(Principal Financial and Accounting Officer)



John H. Sellers
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jsellers@cooley.com

August 5, 2019

NeoPhotonics Corporation
2911 Zanker Road
San Jose, California 95134

Ladies and Gentlemen:

We have acted as counsel to NeoPhotonics Corporation, a Delaware corporation (the "**Company**") in connection with the offering of 103,734 shares of the Company's common stock, \$0.0025 par value (the "**Initial Shares**") and additional shares of Common Stock having aggregate sale proceeds of up to \$4,500,000, up to a maximum of 9,476,790 shares of Common Stock (together with the Initial Shares, the "**Shares**"), pursuant to the Registration Statement on Form S-3 No. 333-213967 (the "**Registration Statement**") filed with the Securities and Exchange Commission (the "**Commission**"), the prospectus included in the Registration Statement (the "**Base Prospectus**"), and the prospectus supplement relating to the Shares to be filed with the Commission pursuant to Rule 424(b) promulgated under the Act (together with the Base Prospectus, the "**Prospectus**"). The Company has requested our opinion in connection with certain related matters.

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect and (d) the originals or copies certified to our satisfaction of such other records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Registration Statement and the Prospectus, will be validly issued, fully paid, and nonassessable.

We consent to the reference to our firm under the caption "Validity of Common Stock" in the Prospectus and to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K filed with the Commission for incorporation by reference in the Registration Statement.

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August 5, 2019
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Very truly yours,

COOLEY LLP

By: /s/ John H. Sellers
John H. Sellers

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