

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 30, 2019
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number: 001-35061

NeoPhotonics Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

94-3253730
(I.R.S. Employer
Identification No.)

2911 Zanker Road
San Jose, California 95134
(Address of principal executive offices, zip code)
(408) 232-9200
(Registrant's telephone number, including area code)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 ("Exchange Act") during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 31, 2019, there were approximately 47,407,654 shares of the registrant's Common Stock outstanding.

EXPLANATORY NOTE

NeoPhotonics Corporation ("NeoPhotonics") is filing this Amendment No. 1 to Quarterly Report on Form 10-Q (this "Amendment") to amend NeoPhotonics' Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019, as filed with the Securities and Exchange Commission (the "SEC") on August 7, 2019 (the "Form 10-Q"). This Amendment is an exhibit-only filing. This Amendment is being filed solely to include Exhibit 10.1 and Exhibit 10.2 in the Form 10-Q. Except for the inclusion of Exhibit 10.1 and Exhibit 10.2, this Amendment does not otherwise update any exhibits as originally filed or previously amended.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the Form 10-Q. This Amendment does not reflect events occurring after the filing of the Form 10-Q or modify or update those disclosures that may be affected by subsequent events. Accordingly, this Amendment should be read in conjunction with the Form 10-Q and NeoPhotonics' other filings with the SEC.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by NeoPhotonics' principal executive officer and principal financial officer are filed as exhibits to this Amendment (Exhibits 31.3 and 31.4). NeoPhotonics is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

Exhibit no.	Exhibit Description	Form	SEC File No.	Exhibit	Filing Date	Filed herewith
3.1	Amended and Restated Certificate of Incorporation of NeoPhotonics Corporation.	Form 8-K	001-35061	3.1	February 10, 2011	
3.2	Amended and Restated Bylaws of NeoPhotonics Corporation.	Form S-1/A	333-166096	3.5	November 22, 2010	
10.1	First Amendment to Credit Agreement and First Amendment to Guaranty and Security Agreement dated June 14, 2019, with Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto.	Form 8-K	001-35061	10.1	June 19, 2019	
10.2+	2019 Bonus Program					X
31.1*	Certification pursuant to Rule 13a-14(a)/15d-14(a) (Form 10-Q)					
31.2*	Certification pursuant to Rule 13a-14(a)/15d-14(a) (Form 10-Q)					
31.3	Certification pursuant to Rule 13a-14(a)/15d-14(a) (This Form 10-Q/A)					X
31.4	Certification pursuant to Rule 13a-14(a)/15d-14(a) (This Form 10-Q/A)					X
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					
101.INS*	XBRL Instance Document					
101.SCH*	XBRL Taxonomy Extension Schema Document					
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document					
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document					

+ Management compensatory plan or arrangement.

* Previously filed with the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019, as filed on August 7, 2019.

** These certifications were previously furnished solely to accompany the Quarterly Report on Form 10-Q pursuant to 18 U.S.C. Section 1350, and are not filed for purposes of Section 18 of the Exchange Act, as amended, and are not to be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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, thereunto duly authorized.

NeoPhotonics Corporation

Date: August 9, 2019

By: /S/ ELIZABETHEBY

Elizabeth Eby

Senior Vice President, Finance and Chief Financial Officer

(Principal Financial and Accounting Officer)

2019 Target Bonus Program

On June 19, 2019, the Compensation Committee of the Board (the “Compensation Committee”) approved a 2019 incentive bonus program (the “2019 Bonus Program”) for the Company’s executive officers and other employees. The Compensation Committee structured target bonuses for the fiscal year 2019 so that payouts would be determined based in part on achievement against corporate objectives, including:

- Non-GAAP net income from operations for 2019;
- Free cash flow for 2019; and
- Completion of research and development product milestones in 2019.

For target bonuses for the fiscal year 2019, the Compensation Committee established performance goals for each of the above metrics that are aligned with corporate objectives. While these various performance goals were selected, they are merely non-binding guidelines to be used as one factor in determining the actual bonuses earned.

The 2019 performance goals approved by the Compensation Committee take into account the anticipated impact on the Company’s business for the remainder of 2019 arising from Huawei Technologies and certain affiliates being placed on the “Entity List”.

It is expected that, in the first quarter of 2020, the Compensation Committee will review the Company’s fiscal year 2019 corporate performance against each of the corporate goals and other aspects of corporate and individual performance to determine any actual bonus awards for performance related to fiscal year 2019.

CERTIFICATION

I, Timothy S. Jenks, certify that:

1. I have reviewed this Form 10-Q/A, Amendment No. 1, of NeoPhotonics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: August 9, 2019

/S/ TIMOTHY S. JENKS

Timothy S. Jenks

President, Chief Executive Officer and

Chairman of the Board of Directors

(Principal Executive Officer)

CERTIFICATION

I, Elizabeth Eby, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q/A, Amendment No 1, of NeoPhotonics Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: August 9, 2019

/S/ ELIZABETH EBY

Elizabeth Eby

Senior Vice President, Finance and Chief Financial
Officer

(Principal Financial and Accounting Officer)