

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>CARANO BANDELL</u> _____ (Last) (First) (Middle) <u>525 UNIVERSITY AVENUE</u> <u>SUITE 1300</u> _____ (Street) <u>PALO ALTO CA 94301</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEOPHOTONICS CORP [NPTN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/04/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/06/2019</u>		

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			

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)	\$4.33	06/04/2019		A		14,056		(1)	06/03/2029	Common Stock	14,056	\$0	14,056	D	
Restricted Stock Units (right to acquire)	\$0.0	06/04/2019		A		10,854		(2)	06/04/2020	Common Stock	10,854	\$0	10,854	D	

Explanation of Responses:

- This option shall vest ratably at a rate of 1/12th of the total number of shares granted on each monthly anniversary of the grant date, so long as the Reporting Person remains a member of the Board of Directors of the Company.
- This RSU shall vest on the 12 month anniversary of the grant date, so long as the Reporting Person remains a member of the Board of Directors of the Company.

Remarks:

Exhibit List Exhibit 24 - Power of Attorney

/s/ Judi Otteson, Attorney-in-Fact For: Bandell L. Carano 06/07/2019

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Timothy Jenks, Elizabeth Eby, Judi Otteson and John Sellers, signing individually, the undersigned's true and lawful attorneys-in-fact to execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of NeoPhotonics Corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 17(b) of the Securities Exchange Act of 1934, and to do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and time to time to take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being the intent of the undersigned hereby to grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights herein granted. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions with the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of June, 2019.

/s/ Bandel L. Carano
Signature

Bandel L. Carano
Exact Name of Insider

NeoPhotonics Corporation Confidential Information Page 2

NeoPhotonics Corporation Confidential Information Page 1