

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>cheung Chiyue</u>  (Last) (First) (Middle) <u>2911 ZANKER RD</u>  (Street) <u>SAN JOSE CA 95134</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)  Director 10% Owner Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
<u>Common Stock</u>	<u>08/02/2019</u>		<u>M</u>		<u>6,400</u>	<u>A</u>	<u>\$0.0</u>	<u>6,400</u>	<u>D</u>	
<u>Common Stock</u>	<u>08/05/2019</u>		<u>D<sup>(1)</sup></u>		<u>6,400</u>	<u>D</u>	<u>\$4.2279</u>	<u>0</u>	<u>D</u>	

**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
<u>Restricted Stock Units (right to acquire)</u>	<u>\$0.0<sup>(2)</sup></u>	<u>08/02/2019</u>		<u>M</u>		<u>6,400</u>		<u>(3)</u>	<u>08/02/2019<sup>(3)</sup></u>	<u>Common Stock</u>	<u>6,400</u>	<u>\$0.0</u>	<u>0</u>	<u>D</u>	

**Explanation of Responses:**

- In accordance with the State Administration of Foreign Exchange in China, shares acquired by Chinese national employees through an award granted under the Company's 2010 EIP Plan are subject to immediate sale.
- Each restricted stock unit represents a contingent right to receive one share of NeoPhotonics common stock.
- 30% of the Shares shall vest on the first 12-month anniversary of the Vesting Commencement Date, 30% vest on the second 12-month anniversary of the Vesting Commencement Date, and the remaining 40% will vest on the third 12-month anniversary of the vesting Commencement Date, so long as the optionee remains an employee of or consultant to the Company or its qualifying subsidiaries.

By: /s/ Judi Otteson For: Chi Yue Raymond Cheung 08/06/2019

\*\* 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.