

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*			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>Wupen Yuen</u>			<u>NEOPHOTONICS CORP [NPTN]</u>			Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			<input checked="" type="checkbox"/> Officer (give title below) Other (specify below)		
2911 ZANKER RD			10/29/2018			<u>VICE PRESIDENT GLOBAL PRODUCT</u>		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<u>SAN JOSE CA 95134</u>						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				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			
Common Stock	10/29/2018		M		5,500	A	\$0.0	38,149	D	
Common Stock	10/29/2018		D		1,902 ⁽¹⁾	D	\$7.75	36,247	D	
Common Stock	10/30/2018		M		16,403 ⁽²⁾	A	\$3.5	52,650	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	10/30/2018		M		16,403		01/01/2017	11/04/2018	Common Stock	16,403	\$0.0	0	D	
Restricted Stock Units (right to acquire)	\$0.0 ⁽³⁾	10/29/2018		M		5,500		(4)	10/27/2018	Common Stock	5,500	\$0.0	0	D	

Explanation of Responses:

1. Represents shares reacquired by the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock units granted to the reporting person.
2. Represents a cash exercise.
3. Each restricted stock unit represents a contingent right to receive one share of NeoPhotonics common stock.
4. 50% of the Shares shall vest on the 18-month anniversary of the Vesting Commencement Date, 25% vest on the next 12-month anniversary of the Vesting Commencement Date, and the remaining 25% will vest on the next 6-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, Attorney- 10/30/2018
in-Fact For: Wupen Yuen

** 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.

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