

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Eby Elizabeth Lynne</u> <hr/> (Last) (First) (Middle) <u>3081 ZANKER RD</u> <hr/> (Street) <u>SAN JOSE CA 95134</u> <hr/> (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) <input checked="" type="checkbox"/> Other (specify below) <input checked="" type="checkbox"/> <u>SVP, CFO / SVP, CFO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____		
			4. If Amendment, Date of Original Filed (Month/Day/Year)					

**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	02/08/2021		M		13,000	A	\$0.0	325,042	D	
Common Stock	02/08/2021		D		4,496 <sup>(1)</sup>	D	\$12.53	320,546	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
Restricted Stock Units (right to acquire)	\$0.0 <sup>(2)</sup>	02/08/2021		M			13,000	(3)	07/01/2025	Common Stock	13,000	\$0.0	32,500	D	

**Explanation of Responses:**

- Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock units granted to the reporting person.
- Each restricted stock unit represents a contingent right to receive one share of NeoPhotonics common stock.
- These restricted stock units are scheduled to vest 25% of the underlying shares on July 1, 2019, 25% on July 1, 2020, 25% on July 1, 2021 and 25% on July 1, 2022, so long as the person remains an employee of or consultant to the Company or its qualifying subsidiaries and additionally subject to achievement of the performance conditions described in the next sentence. In addition to the foregoing time-based vesting conditions, these restricted stock units will vest if the 30-day weighted average closing price of the Company's common stock is equal to or greater than certain price targets per share (30% of the shares upon a \$10 price target, 30% upon an \$11 price target and 40% upon a \$12 price target). Both the time-based vesting and the performance condition must be met for vesting of the applicable shares. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.

By: /s/ Barbara Rogan,  
Attorney-in-Fact For: Elizabeth Lynne Eby 02/10/2021

\*\* 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.