

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>			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 _____ <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>SVP, CFO / SVP, CFO</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2020</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			
3081 ZANKER RD			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>SAN JOSE</u>	<u>CA</u>	<u>95134</u>						
(City)	(State)	(Zip)							

**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	07/30/2020		M		10,000	A	\$0.0	266,488 <sup>(1)</sup>	D	
Common Stock	07/30/2020		M		2,667	A	\$0.0	269,155 <sup>(1)</sup>	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>	07/30/2020		M			2,667	(3)	07/30/2022	Common Stock	2,667	\$0.0	5,333	D	
Restricted Stock Units (right to acquire)	\$0.0 <sup>(2)</sup>	07/30/2020		M			10,000	(4)	07/30/2023	Common Stock	10,000	\$0.0	30,000	D	

**Explanation of Responses:**

- Balance includes non-reportable acquisition of shares through the Company's 2010 Employee Stock Purchase Plan.
- Each restricted stock unit represents a contingent right to receive one share of NeoPhotonics common stock.
- The shares vest in three equal annual installments, so long as the person remains an employee of or consultant to the Company or its qualifying subsidiaries. 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.
- 25% of the underlying shares shall vest on each year anniversary of the Vesting Commencement Dates, subject to the recipient's continued service through such date.

By: /s/ Barbara Rogan,  
Attorney-in-Fact For: Elizabeth 08/02/2020  
Lynne Eby

\*\* 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.