

DRAPER FISHER PARTNERS LLC

Form 3/A

February 02, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Â Draper Fisher Jurvetson Fund  
VII, L.P.

(Last) (First) (Middle)

2882 SAND HILL ROAD,  
SUITE 150

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
02/01/20113. Issuer Name **and** Ticker or Trading Symbol  
NEOPHOTONICS CORP [NPTN]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/01/20116. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_X\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

140,479

I

See Footnotes (1) (2) (3) (4)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|                          | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Security       | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|--------------------------|---------------------|--------------------|-----------------|----------------------------------|----------------|--|---|
| Series 1 Preferred Stock | Â <u>(5)</u>        | Â <u>(5)</u>       | Common<br>Stock | 425,408                          | \$ <u>(5)</u>  | I  | See Footnotes <u>(1)</u><br><u>(2)</u> <u>(3)</u> <u>(6)</u>  |
| Series 2 Preferred Stock | Â <u>(7)</u>        | Â <u>(7)</u>       | Common<br>Stock | 157,385                          | \$ <u>(7)</u>  | I  | See Footnotes <u>(1)</u><br><u>(2)</u> <u>(3)</u> <u>(8)</u>  |
| Series 3 Preferred Stock | Â <u>(9)</u>        | Â <u>(9)</u>       | Common<br>Stock | 496,210                          | \$ <u>(9)</u>  | I  | See Footnotes <u>(1)</u><br><u>(2)</u> <u>(3)</u> <u>(10)</u> |
| Series X Preferred Stock | Â <u>(11)</u>       | Â <u>(11)</u>      | Common<br>Stock | 494,560                          | \$ <u>(11)</u> | I  | See Footnotes <u>(1)</u><br><u>(2)</u> <u>(3)</u> <u>(12)</u> |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Draper Fisher Jurvetson Fund VII, L.P.<br>2882 SAND HILL ROAD, SUITE 150<br>MENLO PARK,Â CAÂ 94025     | Â             | Â X       | Â       | Â     |
| DRAPER ASSOCIATES L P<br>2882 SAND HILL ROAD, SUITE 150<br>MENLO PARK,Â CAÂ 94025                      | Â             | Â X       | Â       | Â     |
| DRAPER FISHER PARTNERS LLC<br>2882 SAND HILL ROAD, SUITE 150<br>MENLO PARK,Â CAÂ 94025                 | Â             | Â X       | Â       | Â     |
| Draper GC Partners, LLC<br>2882 SAND HILL ROAD, SUITE 150<br>MENLO PARK,Â CAÂ 94025                    | Â             | Â X       | Â       | Â     |
| Draper Fisher Jurvetson Partners VII, LLC<br>2882 SAND HILL ROAD, SUITE 150<br>MENLO PARK,Â CAÂ 94025  | Â             | Â X       | Â       | Â     |
| DRAPER FISHER ASSOCIATES III ANNEX FUND LP<br>2882 SAND HILL ROAD, SUITE 150<br>MENLO PARK,Â CAÂ 94025 | Â             | Â X       | Â       | Â     |

## Signatures

|   |            |
|---|------------|
| /s/ John Fisher, Managing Director, DRAPER FISHER JURVETSON FUND VII, L.P.        | 02/01/2011 |
| ____Signature of Reporting Person   | Date       |
| /s/ John Fisher, Managing Director, DRAPER FISHER ASSOCIATES III ANNEX FUND, L.P. | 02/01/2011 |
| ____Signature of Reporting Person   | Date       |
| /s/ Timothy C. Draper, General Partner, DRAPER ASSOCIATES, L.P.                   | 02/01/2011 |

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|   |            |
|---|------------|
| __Signature of Reporting Person   | Date       |
| /s/ John Fisher, Managing Member, DRAPER FISHER JURVETSON PARTNERS VII, LLC | 02/01/2011 |
| __Signature of Reporting Person   | Date       |
| /s/ John Fisher, Managing Member, DRAPER FISHER PARTNERS, LLC               | 02/01/2011 |
| __Signature of Reporting Person   | Date       |
| /s/ Timothy C. Draper, Managing Member, DRAPER GC PARTNERS, LLC             | 02/01/2011 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Jurvetson Fund VII, L.P. and also Managing Members of Draper Fisher Jurvetson Partners VII, LLC, that directly hold shares and as such, they may be deemed to have voting and investment power with respect to such shares. Timothy C. Draper, John H.N. Fisher and Steven T. Jurvetson are Managing Directors of the general partner entities of Draper Fisher Associates III Annex Fund, L.P., that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. (Continued in Footnote 2)
- (1) The investing and voting power of the shares held by Draper Associates, L.P. is controlled by its General Partner, Draper Associates, Inc. which is controlled by its President and majority shareholder, Timothy C. Draper. Timothy C. Draper and John H.N. Fisher are Managing Members of Draper Fisher Partners, LLC, that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. Timothy C. Draper is the Managing Member of Draper GC Partners LLC, that directly holds shares and as such, they may be deemed to have voting and investment power with respect to such shares. These individuals disclaims beneficial ownership with respect to such shares except to the extent of their pecuniary interest therein. In addition, Issuer shares are held by individuals and trusts affiliated with Draper Fisher Jurvetson. (Continued in Footnote 3)
- (2) The general partners of the limited partnerships holding shares of the Issuer disclaim beneficial ownership of the shares held by the limited partnerships except to the extent of their pecuniary interest therein.
- (3) Includes 120,425 shares held by Draper Fisher Jurvetson Fund VII, L.P., 12,691 shares held by Draper Fisher Associates III Annex Fund, L.P., 3,225 shares held by Draper Associates, L.P., 1,754 shares held by Draper Fisher Jurvetson Partners VII, LLC, 823 shares held by Draper Fisher Partners, LLC, 51 shares held by Draper GC Partners, LLC and 1,510 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
- (4) Each share of Issuer's Series 1 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.
- (5) Includes 386,133 shares held by Draper Fisher Jurvetson Fund VII, L.P., 17,166 shares held by Draper Fisher Associates III Annex Fund, L.P., 10,400 shares held by Draper Associates, L.P., 5,631 shares held by Draper Fisher Jurvetson Partners VII, LLC, 1,115 shares held by Draper Fisher Partners, LLC, 57 shares held by Draper GC Partners, LLC and 4,906 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
- (6) Each share of Issuer's Series 2 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.
- (7) Includes 134,812 shares held by Draper Fisher Jurvetson Fund VII, L.P., 14,298 shares held by Draper Fisher Associates III Annex Fund, L.P., 3,651 shares held by Draper Associates, L.P., 1,966 shares held by Draper Fisher Jurvetson Partners VII, LLC, 928 shares held by Draper Fisher Partners, LLC, 20 shares held by Draper GC Partners, LLC and 1,710 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
- (8) Each share of Issuer's Series 3 Preferred Stock will automatically convert into one share of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.
- (9) Includes 458,079 shares held by Draper Fisher Jurvetson Fund VII, L.P., 12,641 shares held by Draper Fisher Associates III Annex Fund, L.P., 12,406 shares held by Draper Associates, L.P., 6,680 shares held by Draper Fisher Jurvetson Partners VII, LLC, 821 shares held by Draper Fisher Partners, LLC and 5,583 shares held by individuals and trusts affiliated with Draper Fisher Jurvetson.
- (10) Each share of Issuer's Series X Preferred Stock will automatically convert into 400 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering and has no expiration date.
- (11)

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- (12) Includes 467,856 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Fund VII, L.P., 12,640 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Associates, L.P., 6,816 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Jurvetson Partners VII, LLC, 1,376 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper Fisher Partners, LLC, 32 shares of common stock issuable upon conversion of Series X Preferred Stock held by Draper GC Partners, LLC and 5,840 shares of common stock issuable upon conversion of Series X Preferred Stock held by individuals and trusts affiliated with Draper Fisher Jurvetson

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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