

NEOPHOTONICS CORP  
Form 8-K  
August 04, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 29, 2014**

**NEOPHOTONICS CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of**  
  
**incorporation)**

**001-35061**  
**(Commission**  
  
**File No.)**  
**NeoPhotonics Corporation**

**94-3253730**  
**(IRS Employer**  
  
**Identification No.**

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**2911 Zanker Road**

**San Jose, California 95134**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: +1 (408) 232-9200**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The 2014 Annual Meeting of Stockholders (the Annual Meeting ) of NeoPhotonics Corporation (the Company ) was held on July 29, 2014. Proxies for the meeting were solicited by the Company s Board of Directors pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Board s solicitations. At the Annual Meeting, 27,983,254 common shares were represented in person or by proxy. The final votes on the proposals presented at the meeting were as follows:

**Proposal 1:**

Dmitry Akhanov and Timothy S. Jenks were elected as Class I directors to hold office until the 2017 Annual Meeting of Stockholders by the following vote:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Dmitry Akhanov	24,190,229	189,420	3,603,605
Timothy S. Jenks	24,221,715	157,934	3,603,605

**Proposal 2:**

The selection by the audit committee of the Company s board of directors of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
27,841,986	120,461	20,807

**Proposal 3:**

The advisory proposal regarding the compensation of the Company s named executive officers was approved by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
20,049,740	324,750	5,159	3,603,605

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 1, 2014

NEOPHOTONICS CORPORATION

By: /s/ Clyde R. Wallin

Clyde R. Wallin

Senior Vice President and Chief Financial Officer