

# INFINERA CORP

## **FORM 8-K** (Current report filing)

Filed 10/01/24 for the Period Ending 10/01/24

Address	6373 SAN IGNACIO AVENUE SAN JOSE, CA, 95119
Telephone	408-572-5200
CIK	0001138639
Symbol	INFN
SIC Code	3661 - Telephone and Telegraph Apparatus
Industry	Communications & Networking
Sector	Technology
Fiscal Year	12/28

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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 1, 2024**

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**INFINERA CORPORATION**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33486**  
(Commission  
File Number)

**77-0560433**  
(IRS Employer  
Identification No.)

**6373 San Ignacio Avenue  
San Jose, California 95119**  
(Address of principal executive offices)

**(408) 572-5200**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	INFN	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 27, 2024, Infinera Corporation (“Infinera”), Nokia Corporation (“Nokia”), and Neptune of America Corporation (“Merger Sub”) entered into an Agreement and Plan of Merger (as it may be amended, modified, supplemented or waived from time to time, the “Merger Agreement”) that provides for Merger Sub to merge with and into Infinera (the “Merger”), with Infinera surviving the Merger as a wholly owned subsidiary of Nokia.

In connection with the Merger, Infinera held a special meeting of stockholders on October 1, 2024, at 10:00 a.m., Pacific time (the “Special Meeting”).

As of August 14, 2024, the record date for the Special Meeting (the “Record Date”), there were 235,773,288 shares of Infinera’s common stock issued, outstanding and entitled to vote at the Special Meeting (the “Shares”). Each Share was entitled to one vote on each proposal at the Special Meeting. At the Special Meeting, 156,904,523 Shares were present in person or represented by proxy, which constituted a quorum.

The following are the voting results of the proposals considered and voted on at the Special Meeting, each of which is described in Infinera’s definitive proxy statement, dated August 21, 2024 (the “Proxy Statement”), and filed by Infinera with the United States Securities and Exchange Commission.

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
<b>Proposal 1: To adopt the Merger Agreement</b>	<b>149,457,083</b>	<b>4,417,088</b>	<b>3,030,352</b>	<b>0</b>
Proposal 1 was approved.				
<b>Proposal 2: To approve, on a non-binding, advisory basis, the compensation that will or may become payable by Infinera to its named executive officers in connection with the Merger</b>	<b>145,662,352</b>	<b>7,789,141</b>	<b>3,453,030</b>	<b>0</b>

Proposal 2 was approved.

Proposal 3 described in the Proxy Statement (relating to the postponement or adjournment of the Special Meeting, if necessary or appropriate) was rendered moot and was not presented at the Special Meeting as a result of the approval of Proposal 1.

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**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.

**INFINERA CORPORATION**

Date: October 1, 2024

By: \_\_\_\_\_ /s/ NANCY ERBA  
Name: Nancy Erba  
Title: Chief Financial Officer and  
Principal Accounting Officer