

INFINERA CORP  
Form POS AM  
December 13, 2007

As filed with the Securities and Exchange Commission on December 13, 2007

Registration No. 333-146686

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**Post-Effective Amendment No. 1 to**

**FORM S-1**

**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

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## INFINERA CORPORATION

(Exact name of Registrant as specified in its charter)

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

**3661**  
(Primary Standard Industrial  
Classification Code Number)  
**169 Java Drive**

**77-0560433**  
(I.R.S. Employer  
Identification Number)

**Sunnyvale, CA 94089**

**(408) 572-5200**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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**Jagdeep Singh**

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**President and Chief Executive Officer**

**Infinera Corporation**

**169 Java Drive**

**Sunnyvale, CA 94089**

**(408) 572-5200**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

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**Approximate date of commencement of proposed sale to the public:** Not applicable.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

**This Post-Effective Amendment will become effective in accordance with Section 8(c) of the Securities Act of 1933, as amended, on such date as the Commission acting pursuant to said Section 8(c), may determine.**

**DEREGISTRATION OF SECURITIES**

Infinera Corporation ( Infinera ) filed with the Securities and Exchange Commission a Registration Statement on Form S-1, as amended (File No. 333-146686), which registered 11,500,000 shares of Infinera s common stock, par value \$0.001 per share (the Registration Statement ). The Registration Statement was declared effective by the Securities and Exchange Commission on October 30, 2007.

This Post-Effective Amendment No. 1 to the Registration Statement is filed to deregister 1,500,000 shares of the common stock previously registered on the Registration Statement that remained unsold as of the date of filing of this Post-Effective Amendment No. 1. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such shares.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 13th day of December, 2007.

**INFINERA CORPORATION**

By: /s/ JAGDEEP SINGH  
**Jagdeep Singh**

**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

|   | <b>Title</b>  | <b>Date</b>       |
|---|---|-------------------|
| /s/ JAGDEEP SINGH<br><b>Jagdeep Singh</b>           | Chairman, President and Chief Executive Officer (Principal Executive Officer) | December 13, 2007 |
| /s/ DUSTON M. WILLIAMS<br><b>Duston M. Williams</b> | Chief Financial Officer (Principal Financial and Accounting Officer)          | December 13, 2007 |
| *<br><b>Alexandre Balkanski</b>                     | Director  | December 13, 2007 |
| *<br><b>Kenneth A. Goldman</b>                      | Director  | December 13, 2007 |
| *<br><b>Reed E. Hundt</b>                           | Director  | December 13, 2007 |
| *<br><b>Dan Maydan</b>                              | Director  | December 13, 2007 |
| *<br><b>Hugh C. Martin</b>                          | Director  | December 13, 2007 |
| *<br><b>Carl Redfield</b>                           | Director  | December 13, 2007 |
| *<br><b>Pradeep Sindhu</b>                          | Director  | December 13, 2007 |

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\*By: /s/ MICHAEL O. MCCARTHY  
Michael O. McCarthy

**Attorney-In-Fact**