

INFINERA CORP  
Form DEFA14A  
March 31, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**INFINERA CORPORATION**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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- .. Fee paid previously with preliminary materials.
  
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS**

**Important Notice Regarding the Availability of Proxy Materials  
for the Stockholder Meeting to be Held on May 19, 2010**

Dear Stockholder:

1. You are receiving this notice that the proxy materials for our 2010 Annual Meeting of Stockholders (the Annual Meeting ) are available on the Internet. **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**
2. **The proxy statement and annual report to stockholders are available on Infinera s website at: [http://www.infinera.com/annual\\_meeting](http://www.infinera.com/annual_meeting).**
3. **If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 29, 2010 to facilitate timely delivery.**

The Annual Meeting of Infinera Corporation ( Infinera or the Company ) will be held at Infinera s offices at 169 Java Drive, Sunnyvale, CA 94089, at 10:00 a.m., Pacific Time, on May 19, 2010. Only stockholders who owned stock at the close of business on the record date, March 24, 2010 (the Record Date ), may vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting that may take place.

Proposals to be voted on at the Annual Meeting are listed below along with the Board of Directors recommendations.

The Board of Directors recommends that you vote FOR the following proposals:

Election of two Class III directors for a term of three years or until successors have been duly elected and qualified; and

Ratification of the appointment of Ernst & Young LLP as Infinera s independent registered public accounting firm for the fiscal year ending December 25, 2010.

This Notice also constitutes notice of the Annual Meeting of the Company.

You may access the following proxy materials by going to [http://www.infinera.com/annual\\_meeting](http://www.infinera.com/annual_meeting):

Notice of 2010 Annual Meeting of Stockholders

2010 Proxy Statement

2009 Annual Report on Form 10-K

You may vote by Internet by going to <http://www.proxyvote.com> and following the on-screen instructions. To vote, you will need your 12-Digit Control Number provided on the notice sent to you by Broadridge, Infinera s proxy mailing agent.

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If you prefer a paper or e-mail copy of the proxy materials, you may request one by sending an e-mail to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com), calling 1-800-579-1639 or by making a request online at <http://www.proxyvote.com>. If sending a request by e-mail please send a blank e-mail with your 12-Digit Control Number in the subject line. You will have the opportunity to make a request to receive paper copies for all future meetings or only for the Annual Meeting.

Stockholders of record as of the close of business on the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the Annual Meeting where you may vote in person can be found on our website: [http://www.infinera.com/annual\\_meeting](http://www.infinera.com/annual_meeting).

On behalf of the Board of Directors and the employees of Infinera, thank you for your continued support and interest.

Sincerely,

/s/ MICHAEL O. McCARTHY III  
**Michael O. McCarthy III**  
**Chief Legal and Administrative Officer and**

**Corporate Secretary**