

NEOPHOTONICS CORP
Form SC 13G/A
April 03, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

NeoPhotonics Corporation
(Name of Issuer)

Common Stock, \$0.0025 par value per share
(Title of Class of Securities)

64051T100
(CUSIP Number)

March 26, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No 64051T100

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Quentec Asset Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐
(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IA

CUSIP No 64051T100

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Quentec, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

PN

CUSIP No 64051T100

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Quentec GP, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐
(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

OO

CUSIP No 64051T100

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kenneth Hahn

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐
(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

CUSIP No 64051T100

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Val Zlatev

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☐
(b) ☒

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

CUSIP No. 64051T100

Item 1. (a). Name of Issuer:

NeoPhotonics Corporation

(b). Address of issuer's principal executive offices:

2911 Zanker Road

San Jose, California 95134

United States of America

Item 2. (a). Name of person filing:

Quentec Asset Management LLC

Quentec, LP

Quentec GP, LLC

Kenneth Hahn

Val Zlatev

(b). Address or principal business office or, if none, residence:

Quentec Asset Management LLC

575 Lexington Avenue, 31st Floor

New York, NY 10022

United States of America

Quentec, LP

c/o Quentec Asset Management LLC

575 Lexington Avenue, 31st Floor

New York, NY 10022
United States of America

Quentec GP, LLC

c/o Quentec Asset Management LLC

575 Lexington Avenue, 31st Floor

New York, NY 10022
United States of America

Kenneth Hahn

c/o Quentec Asset Management LLC

575 Lexington Avenue, 31st Floor

New York, NY 10022
United States of America

Val Zlatev

c/o Quentec Asset Management LLC

575 Lexington Avenue, 31st Floor

New York, NY 10022
United States of America

(c).Citizenship:

Quentec Asset Management LLC: Delaware

Quentec, LP: Delaware

Quentec GP, LLC: Delaware

Kenneth Hahn: United States of America

Val Zlatev: United States of America

(d). Title of class of securities:

Common Stock, \$0.0025 par value per share

(e).CUSIP No.:

64051T100

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a)[_] Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)[_] Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)[_] Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)[_] Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)[X] An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f)[_] An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☒ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

(k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Quentec Asset Management LLC: 0

Quentec, LP: 0

Quentec GP, LLC: 0

Kenneth Hahn: 0

Val Zlatev: 0

(b) Percent of class:

Quentec Asset Management LLC: 0%

Quentec, LP: 0%

Quentec GP, LLC: 0%

Kenneth Hahn: 0%

Val Zlatev: 0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Quentec Asset Management LLC: 0

Quented Capital LLC: 0

Quentec, LP: 0

Quentec GP, LLC: 0

Kenneth Hahn: 0

Val Zlatev: 0

(ii) Shared power to vote or to direct the vote

Quentec Asset Management LLC: 0

Quentec, LP: 0

Quentec GP, LLC: 0

Kenneth Hahn: 0

Val Zlatev: 0

(iii) Sole power to dispose or to direct the disposition of

Quentec Asset Management LLC: 0

Quentec, LP: 0

Quentec GP, LLC: 0

Kenneth Hahn: 0

Val Zlatev: 0

(iv) Shared power to dispose or to direct the disposition of

Quentec Asset Management LLC: 0

Quentec, LP: 0

Quentec GP, LLC: 0

Kenneth Hahn: 0

Val Zlatev: 0

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item
6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

This Item 6 is not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent
7. Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

See Exhibit B attached hereto.

Item
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

This Item 8 is not applicable.

Item
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

This Item 9 is not applicable.

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SOLE DISPOSITIVE POWER

0

10.
SHARED DISPOSITIVE POWER

8,397,333

11.
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,397,333

12.
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES ☐

13.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

14.
TYPE OF REPORTING PERSON

OO

CUSIP No. 89346D107

1.	<p>NAMES OF REPORTING PERSONS</p> <p>Bluescape Energy Partners III GP LLC</p> <p>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</p>
2.	<p>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/></p> <p>SEC USE ONLY</p> <p>SOURCE OF FUNDS</p>
3.	<p>OO</p> <p>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/></p> <p>CITIZENSHIP OR PLACE OF ORGANIZATION</p>
4.	<p>Delaware</p> <p>SOLE VOTING POWER</p>
5.	<p>7. 0</p> <p>SHARED VOTING POWER</p>
6.	<p>8. 8,397,333</p> <p>SOLE DISPOSITIVE POWER</p>
<p>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:</p>	<p>9. 0</p> <p>SHARED DISPOSITIVE POWER</p>
11.	<p>10. 8,397,333</p> <p>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</p>
12.	<p>8,397,333</p> <p>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN</p>

	SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	3.0% TYPE OF REPORTING PERSON
13.		
14.		OO

CUSIP No. 89346D107

	NAMES OF REPORTING PERSONS
1.	Bluescape Resources GP Holdings LLC
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3.	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
4.	SEC USE ONLY
5.	SOURCE OF FUNDS
6.	OO
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
	7. 0
	SHARED VOTING POWER
	8. 8,397,333
	SOLE DISPOSITIVE POWER
	9. 0
	SHARED DISPOSITIVE POWER
	10. 8,397,333
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.	8,397,333
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13.	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

CUSIP No. 89346D107

	NAMES OF REPORTING PERSONS
1.	Bluescape Resources Company LLC
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3.	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
4.	SEC USE ONLY
5.	SOURCE OF FUNDS
6.	OO
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	SOLE VOTING POWER
	7. 0
	SHARED VOTING POWER
	8. 8,397,333
	SOLE DISPOSITIVE POWER
	9. 0
	SHARED DISPOSITIVE POWER
	10. 8,397,333
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11.	8,397,333
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
13.	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

OO

CUSIP No. 89346D107

1.

NAMES OF REPORTING
PERSONS

Charles John Wilder, Jr.
CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP

2.

(a) ☒
(b) ☐

3.

SEC USE ONLY
SOURCE OF FUNDS

4.

OO
CHECK BOX IF DISCLOSURE
OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐
CITIZENSHIP OR PLACE OF
ORGANIZATION

5.

6.

United States of America
SOLE VOTING POWER

7. 0

SHARED VOTING POWER

8. 8,397,333

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING
PERSON WITH:

SOLE DISPOSITIVE POWER

9. 0

SHARED DISPOSITIVE
POWER

10.

8,397,333

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11.

8,397,333

12.

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11)
EXCLUDES CERTAIN
SHARES ☐

13.

PERCENT OF CLASS
REPRESENTED BY AMOUNT

IN ROW (11)

3.0%

TYPE OF REPORTING PERSON

14.

IN, HC

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (this “Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On April 11, 2019, Mangrove Partners issued a press release (the “Withhold Press Release”) announcing that it intends to withhold its votes at the upcoming Annual Meeting for Gordon Giffin, Alan Fohrer and Beverlee Park, the three members of the Board who reviewed, evaluated and unanimously recommended the Brookfield Transaction. The foregoing description of the Withhold Press Release is qualified in its entirety by reference to the full text of the Withhold Press Release, which is attached as Exhibit F hereto and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Exhibit F Press Release, dated April 11, 2019 by Mangrove Partners.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: April 11, 2019

THE MANGROVE
PARTNERS MASTER
FUND, LTD.

MANGROVE
By: PARTNERS,
as Investment Manager

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

MANGROVE PARTNERS

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

/s/ Nathaniel August
NATHANIEL AUGUST

COVE KEY BLUESCAPE
HOLDINGS LP
By: Bluescape Cove Key GP
LLC, its general partner

By: /s/ Jonathan Siegler
Name: Jonathan Siegler
Title: Managing Director

COVE KEY FUND GP
LP
By: Cove Key GP LLC,
its general partner

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

COVE KEY GP LLC

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

COVE KEY
MANAGEMENT LP
By: Cove Key GP
Management LLC, its
general partner

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

COVE KEY GP
MANAGEMENT LLC

By: /s/ Jeff Coviello
Name: Jeff Coviello
Title: Manager

/s/ Jeff Coviello
JEFF COVIELLO

BLUESCAPE COVE
KEY GP LLC

By: /s/ Jonathan
Siegler
~~Jonathan~~ Jonathan Siegler
~~Managing~~ Managing Director

BLUESCAPE
ENERGY
PARTNERS III GP LP

By: /s/ Jonathan
Siegler
~~Jonathan~~ Jonathan Siegler
~~Managing~~ Managing Director

BLUESCAPE
RESOURCES GP
HOLDINGS LLC

By: /s/ Jonathan
Siegler
~~Jonathan~~ Jonathan Siegler
~~Managing~~ Managing Director

BLUESCAPE RESOURCES
COMPANY LLC

By: /s/ Jonathan Siegler
Name: Jonathan Siegler
Title: Managing Director

/s/ Charles John Wilder, Jr.
CHARLES JOHN WILDER, JR.