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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended December 30, 2017

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-30684

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OCLARO   
**OCLARO, INC.**

(Exact name of registrant as specified in its charter)

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

**20-1303994**  
(I.R.S. Employer  
Identification Number)

**225 Charcot Avenue, San Jose, California 95131**  
(Address of principal executive offices, zip code)

**(408) 383-1400**  
(Registrant's telephone number, including area code)

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes  No

169,432,841 shares of common stock outstanding as of February 5, 2018

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

**OCLARO, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

	December 30, 2017	July 1, 2017
	(Thousands, except par value)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 157,153	\$ 219,270
Restricted cash	—	716
Short-term investments	132,955	37,559
Accounts receivable, net of allowances for doubtful accounts of \$1,318 and \$1,533 as of December 30, 2017 and July 1, 2017, respectively	122,880	122,287
Inventories	103,549	101,068
Prepaid expenses and other current assets	34,669	40,870
Total current assets	551,206	521,770
Property and equipment, net	135,746	114,333
Other intangible assets, net	393	699
Deferred tax assets, non-current	19,158	25,774
Other non-current assets	1,168	2,573
Total assets	\$ 707,671	\$ 665,149
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 78,363	\$ 88,316
Accrued expenses and other liabilities	42,561	42,499
Capital lease obligations, current	2,166	2,368
Total current liabilities	123,090	133,183
Deferred gain on sale-leaseback	5,722	5,895
Capital lease obligations, non-current	1,234	1,379
Other non-current liabilities	11,474	11,019
Total liabilities	141,520	151,476
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock: 1,000 shares authorized; none issued and outstanding	—	—
Common stock: \$0.01 par value per share; 275,000 shares authorized; 169,431 shares issued and outstanding at December 30, 2017 and 167,639 shares issued and outstanding at July 1, 2017	1,694	1,676
Additional paid-in capital	1,694,824	1,688,777
Accumulated other comprehensive income	42,428	40,973
Accumulated deficit	(1,172,795)	(1,217,753)
Total stockholders' equity	566,151	513,673
Total liabilities and stockholders' equity	\$ 707,671	\$ 665,149

The accompanying notes form an integral part of these condensed consolidated financial statements.

**OCLARO, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
	(Thousands, except per share amounts)			
Revenues	\$ 139,335	\$ 153,914	\$ 294,933	\$ 289,406
Cost of revenues	87,507	93,150	180,401	182,286
Gross profit	51,828	60,764	114,532	107,120
Operating expenses:				
Research and development	15,358	13,758	31,793	26,865
Selling, general and administrative	16,892	13,355	31,758	28,147
Amortization of other intangible assets	154	241	306	485
Restructuring, acquisition and related (income) expense, net	—	82	—	393
(Gain) loss on sale of property and equipment	169	(74)	191	(111)
Total operating expenses	32,573	27,362	64,048	55,779
Operating income	19,255	33,402	50,484	51,341
Other income (expense):				
Interest income (expense), net	123	70	557	(13,788)
Gain (loss) on foreign currency transactions, net	1,599	(3,324)	2,088	(3,842)
Other income (expense), net	936	156	1,510	350
Total other income (expense)	2,658	(3,098)	4,155	(17,280)
Income before income taxes	21,913	30,304	54,639	34,061
Income tax provision	3,176	37	9,413	443
Net income	\$ 18,737	\$ 30,267	\$ 45,226	\$ 33,618
Net income per share:				
Basic	\$ 0.11	\$ 0.18	\$ 0.27	\$ 0.23
Diluted	\$ 0.11	\$ 0.18	\$ 0.26	\$ 0.21
Shares used in computing net income per share:				
Basic	168,990	165,822	168,564	149,151
Diluted	170,692	168,856	171,079	159,801

The accompanying notes form an integral part of these condensed consolidated financial statements.

**OCLARO, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
	(Thousands)			
Net income	\$ 18,737	\$ 30,267	\$ 45,226	\$ 33,618
Other comprehensive income:				
Unrealized gain (loss) on marketable securities	(47)	5	(40)	5
Currency translation adjustments	—	(3,799)	1,495	(3,245)
Total comprehensive income	\$ 18,690	\$ 26,473	\$ 46,681	\$ 30,378

The accompanying notes form an integral part of these condensed consolidated financial statements.

**OCLARO, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Six Months Ended	
	December 30, 2017	December 31, 2016
	(Thousands)	
<b>Cash flows from operating activities:</b>		
Net income	\$ 45,226	\$ 33,618
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of deferred gain on sale-leaseback	(391)	(370)
Amortization (accretion) of premiums and discounts on short-term investments	(403)	—
Amortization of debt discount and issuance costs in connection with convertible notes payable	—	102
Depreciation and amortization	13,845	10,168
Adjustment in deferred tax assets	6,712	—
Interest make-whole charge and induced conversion expense related to convertible notes	—	8,463
Stock-based compensation expense	7,138	5,032
Other non-cash adjustments	191	(112)
Changes in operating assets and liabilities:		
Accounts receivable, net	1,548	(17,067)
Inventories	(813)	(11,517)
Prepaid expenses and other current assets	7,072	(12,042)
Other non-current assets	646	(207)
Accounts payable	(9,450)	16,665
Accrued expenses and other liabilities	124	8,585
Net cash provided by operating activities	<u>71,445</u>	<u>41,318</u>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(36,240)	(31,206)
Purchases of short-term investments	(140,493)	(19,953)
Maturities of short-term investments	45,500	—
Transfer from restricted cash	716	—
Net cash used in investing activities	<u>(130,517)</u>	<u>(51,159)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from the exercise of stock options	632	2,587
Shares repurchased for tax withholdings on vesting of restricted stock units	(2,427)	(2,518)
Proceeds from the sale of common stock in connection with the public offering, net of expenses	—	135,153
Payments on capital lease obligations	(590)	(1,493)
Net cash provided by (used in) financing activities	<u>(2,385)</u>	<u>133,729</u>
Effect of exchange rate on cash and cash equivalents	(660)	2,979
Net increase (decrease) in cash and cash equivalents	(62,117)	126,867
Cash and cash equivalents at beginning of period	219,270	95,929
Cash and cash equivalents at end of period	<u>\$ 157,153</u>	<u>\$ 222,796</u>
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest make-whole and induced conversion charges related to the exercise of convertible notes	\$ —	\$ 4,700
<b>Supplemental disclosures of non-cash transactions:</b>		
Issuance of common stock in exchange for the net carrying value of the liability component of the convertible notes	\$ —	\$ 62,125
Purchases of property and equipment funded by accounts payable	8,713	9,359
Capital lease obligations incurred for purchases of property and equipment	77	—

The accompanying notes form an integral part of these condensed consolidated financial statements.

**OCLARO, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**NOTE 1. BASIS OF PREPARATION**

***Basis of Presentation***

Oclaro, Inc., a Delaware corporation, is sometimes referred to in this Quarterly Report on Form 10-Q as “Oclaro,” “we,” “us” or “our.”

The accompanying unaudited condensed consolidated financial statements of Oclaro as of December 30, 2017 and for the three and six months ended December 30, 2017 and December 31, 2016 have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and with the instructions to Article 10 of Securities and Exchange Commission (“SEC”) Regulation S-X, and include the accounts of Oclaro and all of our subsidiaries. Accordingly, they do not include all of the information and footnotes required by such accounting principles for annual financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of our consolidated financial position and results of operations have been included. The condensed consolidated results of operations for the three and six months ended December 30, 2017 are not necessarily indicative of results that may be expected for any other interim period or for the full fiscal year ending June 30, 2018.

The condensed consolidated balance sheet as of July 1, 2017 has been derived from our audited financial statements as of such date, but does not include all disclosures required by U.S. GAAP. These unaudited condensed consolidated financial statements should be read in conjunction with our audited financial statements included in our Annual Report on Form 10-K for the year ended July 1, 2017 (“2017 Form 10-K”).

***Use of Estimates***

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reported periods. Examples of significant estimates and assumptions made by management involve the fair value of other intangible assets and long-lived assets, valuation allowances for deferred tax assets, the fair value of stock-based compensation, the fair value of pension liabilities, estimates for allowances for doubtful accounts and valuation of excess and obsolete inventories. These judgments can be subjective and complex and consequently actual results could differ materially from those estimates and assumptions. Descriptions of the key estimates and assumptions are included in our 2017 Form 10-K.

***Fiscal Years***

We operate on a 52/53 week year ending on the Saturday closest to June 30. Our fiscal year ending June 30, 2018 will be a 52 week year, with the quarter ended December 30, 2017 being a 13 week quarterly period. Our fiscal year ended July 1, 2017 was a 52 week year, with the quarter ended December 31, 2016 being a 13 week quarterly period.

***Reclassifications***

For presentation purposes, we have reclassified certain prior period amounts to conform to the current period financial statement presentation, including an adjustment relating to an immaterial error of approximately \$8.2 million, increasing cash flows from operations associated with changes in accounts payable and increasing cash flows used in investing activities associated with purchases of property and equipment, in our condensed consolidated statement of cash flows for the six months ended December 31, 2016. We determined that the adjustments did not have a material impact to our prior period consolidated financial statements.

***Functional Currency***

Effective October 1, 2017, the functional currency for our worldwide operations is the U.S. dollar. Prior to October 1, 2017, the functional currency for each of our foreign subsidiaries was the respective local currency for that subsidiary. The change in our functional currency is a result of significant changes in economic facts and circumstances, including (i) a re-organization of our operating environment, which includes consolidating and integrating our sales, supply chain and manufacturing organizations; (ii) a transition to centrally negotiating worldwide supplier contracts and capital expenditures in U.S. dollars; and (iii) a shift to recording all intercompany transactions in U.S. dollars.

Translation adjustments reported prior to October 1, 2017, will remain as a component of accumulated other comprehensive income in our condensed consolidated balance sheet. The translated values for any non-monetary assets and liabilities as of October 1, 2017 become the new accounting basis for those assets.

Effective October 1, 2017, monetary assets and liabilities denominated in currencies other than the U.S. dollar functional currency are re-measured each reporting period into U.S. dollars, with the resulting exchange gains and losses reported in gain (loss) on foreign currency transactions, net within the condensed consolidated statement of operations.

### ***U.S. Tax Reform***

On December 22, 2017, H.R.1, commonly referred to as the Tax Cuts and Jobs Act ("TCJA"), was signed into law. Among other things, the TCJA permanently lowers the corporate federal income tax rate to 21 percent from the existing maximum rate of 35 percent, effective for tax years including or commencing January 1, 2018. Since we operate on a 52/53 week year ending on the Saturday closest to June 30, the lower corporate income tax rate will be phased in, resulting in a U.S. statutory federal rate of approximately 28 percent for our fiscal year ending June 30, 2018, and 21 percent for subsequent fiscal years. As a result of the reduction of the corporate federal income tax rate to 21 percent, U.S. GAAP requires companies to re-value their deferred tax assets and deferred tax liabilities as of the date of enactment, with the resulting tax effects accounted for in the reporting period of enactment. As a result, we have concluded this will cause our net deferred taxes to be re-measured at the new lower tax rate. The estimated rate change impact to our net deferred tax assets is a reduction of \$32.4 million. We maintain a full valuation allowance on our U.S. net deferred tax assets. Deferred tax asset re-measurement (tax expense) will be offset by a net decrease in valuation allowance, resulting in no impact on our income tax for the period ending December 30, 2017. We have not completed the revaluation calculation and will disclose any adjustments in our fiscal year end financial statements.

Additionally, TCJA introduces new international tax provisions that will be effective for our fiscal year 2019, including (i) a new provision designed to currently tax the global low-taxed income of our foreign subsidiaries, together with a deduction of up to 50 percent and a partial credit for foreign taxes incurred by the foreign subsidiaries; (ii) limitations on the deductibility of certain base eroding payments to foreign entities; and (iii) limitations on the use of foreign tax credits to reduce U.S. income tax liability. While each of these provisions may have an impact on our tax expense for fiscal year 2019 and future periods, we expect the tax on low-taxed income of foreign subsidiaries to have the most significant impact.

Because of the complexity of the new tax on low-taxed income of foreign subsidiaries and uncertainties regarding its application in certain circumstances, we are continuing to evaluate this provision of the TCJA and its impact on our determination of the realizability of our deferred tax assets. We elected to utilize the reporting provisions of the SEC's Staff Accounting Bulletin 118 ("SAB 118"), as we did not have the necessary information available, prepared or analyzed for certain future taxable income tax effects of the TCJA in order to determine a reasonable estimate to be included as provisional amounts. We will not adjust our current or deferred taxes for those tax effects of the TCJA, for which we are unable to reasonably estimate, until a reasonable estimate can be determined.

### **NOTE 2. RECENT ACCOUNTING STANDARDS**

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2017-09, *Compensation - Stock Compensation*, to provide clarity and reduce both (i) diversity in practice and (ii) cost and complexity associated with changes to the terms or conditions of a share-based payment award. The guidance will be effective for us in the first quarter of fiscal 2019, with early adoption permitted. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

In March 2017, the FASB issued ASU No. 2017-07, *Compensation - Retirement Benefits: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*, changing the presentation of net periodic benefit cost in the income statement. The guidance will be effective for us in the first quarter of fiscal 2019, with early adoption permitted. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations: Clarifying the Definition of a Business*, providing guidance for evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill and consolidation. The guidance will be effective for us in the first quarter of fiscal 2019. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

In November 2016, the FASB issued ASU No. 2016-18, *Statement of Cash Flows: Restricted Cash* to standardize the presentation of transfers between cash and restricted cash in the cash flow statement. Amounts described as restricted cash should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The guidance will be effective for us in the first quarter of fiscal 2019, with early adoption permitted. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

In October 2016, the FASB issued ASU No. 2016-16, *Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory*, to reduce the complexity related to the accounting for the income tax consequences of intra-entity transfers of assets other than

inventory. This guidance will be effective for us in the first quarter of fiscal 2019, with early adoption permitted. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments* to reduce the diversity in practice related to the presentation and classification of various cash flow scenarios. This guidance will be effective for us in the first quarter of fiscal 2019, with early adoption permitted. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

In May 2014 and May 2016, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* and ASU 2016-12, *Revenue from Contracts with Customers: Narrow-Scope Improvements and Practical Expedients*, respectively. These updates clarify the principles for recognizing revenue and develop a common revenue standard for GAAP and International Financial Reporting Standards. The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance. The guidance permits two methods of adoption, the full retrospective method applying the standard to each prior reporting period presented, or the modified retrospective method with a cumulative effect of initially applying the guidance recognized at the date of initial application. We currently plan on adopting this guidance on July 1, 2018, the start to our first quarter of fiscal 2019, using the modified retrospective method with a cumulative catch up adjustment and providing additional disclosures comparing results to previous rules. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

In February 2016, the FASB issued ASU No. 2016-02, *Leases*, which requires recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This guidance will be effective for us in the first quarter of fiscal 2020, with early adoption permitted. We are currently evaluating the likely impact the implementation of this standard will have on our financial statements and footnote disclosures.

### NOTE 3. BALANCE SHEET DETAILS

#### *Cash and Cash Equivalents*

The following table provides details regarding our cash and cash equivalents at the dates indicated:

	<b>December 30, 2017</b>	<b>July 1, 2017</b>
	(Thousands)	
<b>Cash and cash equivalents:</b>		
Cash-in-bank	\$ 85,938	\$ 79,259
Money market funds	63,202	99,037
Corporate bonds	4,017	2,012
Commercial paper	3,996	22,981
U.S. agency securities	—	15,981
	<u>\$ 157,153</u>	<u>\$ 219,270</u>

#### *Short-Term Investments*

The following table provides details regarding our short-term investments at the dates indicated:

	<b>December 30, 2017</b>	<b>July 1, 2017</b>
	(Thousands)	
<b>Short-term investments</b>		
Commercial paper	\$ 66,582	\$ 23,459
U.S. Treasury securities	47,831	4,006
Corporate bonds	18,542	10,094
	<u>\$ 132,955</u>	<u>\$ 37,559</u>

**Inventories**

The following table provides details regarding our inventories at the dates indicated:

	<b>December 30, 2017</b>	<b>July 1, 2017</b>
	(Thousands)	
<b>Inventories:</b>		
Raw materials	\$ 20,642	\$ 32,421
Work-in-process	60,981	40,171
Finished goods	21,926	28,476
	<u>\$ 103,549</u>	<u>\$ 101,068</u>

**Property and Equipment, Net**

The following table provides details regarding our property and equipment, net at the dates indicated:

	<b>December 30, 2017</b>	<b>July 1, 2017</b>
	(Thousands)	
<b>Property and equipment, net:</b>		
Buildings and improvements	\$ 10,777	\$ 10,222
Plant and machinery	129,047	99,779
Fixtures, fittings and equipment	3,178	3,225
Computer equipment	23,477	15,901
	166,479	129,127
Less: Accumulated depreciation	(30,733)	(14,794)
	<u>\$ 135,746</u>	<u>\$ 114,333</u>

Property and equipment includes assets under capital leases of \$3.4 million and \$3.7 million at December 30, 2017 and July 1, 2017, respectively. Amortization associated with assets under capital leases is recorded in depreciation expense.

During fiscal 2017, we began the implementation of a new ERP system. We capitalized certain costs incurred in connection with the development of this internal use software, totaling \$14.3 million. During the second quarter of fiscal 2018, we began using the ERP software for its intended use, and began recording depreciation expense.

**Other Intangible Assets, Net**

The following table summarizes the activity related to our other intangible assets for the six months ended December 30, 2017:

	<b>Core and Current Technology</b>	<b>Development and Supply Agreements</b>	<b>Customer Relationships</b>	<b>Patent Portfolio</b>	<b>Other Intangibles</b>	<b>Accumulated Amortization</b>	<b>Total</b>
	(Thousands)						
<b>Balance at July 1, 2017</b>	\$ 6,249	\$ 4,496	\$ 2,402	\$ 915	\$ 3,338	\$ (16,701)	\$ 699
Amortization	—	—	—	—	—	(306)	(306)
<b>Balance at December 30, 2017</b>	<u>\$ 6,249</u>	<u>\$ 4,496</u>	<u>\$ 2,402</u>	<u>\$ 915</u>	<u>\$ 3,338</u>	<u>\$ (17,007)</u>	<u>\$ 393</u>

We expect the amortization of intangible assets to be \$0.3 million for the remainder of fiscal 2018 and \$0.1 million for fiscal 2019, based on the current level of our other intangible assets as of December 30, 2017.

***Accrued Expenses and Other Liabilities***

The following table presents details regarding our accrued expenses and other liabilities at the dates indicated:

	<b>December 30, 2017</b>	<b>July 1, 2017</b>
	(Thousands)	
<b>Accrued expenses and other liabilities:</b>		
Trade payables	\$ 2,247	\$ 7,805
Compensation and benefits related accruals	13,174	13,837
Warranty accrual	4,206	4,124
Purchase commitments in excess of future demand, current	6,793	4,009
Other accruals	16,141	12,724
	<u>\$ 42,561</u>	<u>\$ 42,499</u>

***Accumulated Other Comprehensive Income***

The following table presents the components of accumulated other comprehensive income at the dates indicated:

	<b>December 30, 2017</b>	<b>July 1, 2017</b>
	(Thousands)	
<b>Accumulated other comprehensive income:</b>		
Currency translation adjustments	\$ 42,626	\$ 41,131
Unrealized loss on marketable securities	(48)	(8)
Japan defined benefit plan	(150)	(150)
	<u>\$ 42,428</u>	<u>\$ 40,973</u>

**NOTE 4. FAIR VALUE**

We define fair value as the estimated price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value measurements for assets and liabilities which are required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions and credit risk. We apply the following fair value hierarchy, which ranks the quality and reliability of the information used to determine fair values:

- Level 1-* Quoted prices in active markets for identical assets or liabilities.
- Level 2-* Inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices of identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets), or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3-* Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

Our cash equivalents and short-term investment instruments are generally classified within Level 1 or Level 2 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. The types of instruments valued based on quoted market prices in active markets include most money market funds, which are generally classified within Level 1 of the fair value hierarchy. The types of instruments valued based on other observable inputs include investment-grade corporate bonds, commercial paper, U.S. Treasury and agency securities, which are generally classified within Level 2 of the fair value hierarchy.

**Assets and Liabilities Measured at Fair Value on a Recurring Basis**

Assets and liabilities measured at fair value on a recurring basis are shown in the table below by their corresponding balance sheet caption and consisted of the following types of instruments at December 30, 2017 and July 1, 2017:

<b>Fair Value Measurement at December 30, 2017 Using</b>					
	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>		<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
(Thousands)					
<b>Assets:</b>					
Cash and cash equivalents: <sup>(1)</sup>					
Money market funds	\$ 63,202	\$	—	\$	\$ 63,202
Commercial paper	—		3,996	—	3,996
Corporate bonds	—		4,017	—	4,017
Short-term investments:					
Commercial paper	—		66,582	—	66,582
U.S. Treasury securities	—		47,831	—	47,831
Corporate bonds	—		18,542	—	18,542
<b>Total assets measured at fair value</b>	<b>\$ 63,202</b>	<b>\$</b>	<b>140,968</b>	<b>\$</b>	<b>\$ 204,170</b>

<sup>(1)</sup> Excludes \$85.9 million in cash held in our bank accounts at December 30, 2017.

<b>Fair Value Measurement at July 1, 2017 Using</b>					
	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>		<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
(Thousands)					
<b>Assets:</b>					
Cash and cash equivalents: <sup>(1)</sup>					
Money market funds	\$ 99,037	\$	—	\$	\$ 99,037
Commercial paper	—		22,981	—	22,981
U.S. agency securities	—		15,981	—	15,981
Corporate bonds	—		2,012	—	2,012
Restricted cash:					
Money market funds	712		—	—	712
Short-term investments:					
Commercial paper	—		23,459	—	23,459
Corporate bonds	—		10,094	—	10,094
U.S. Treasury securities	—		4,006	—	4,006
<b>Total assets measured at fair value</b>	<b>\$ 99,749</b>	<b>\$</b>	<b>78,533</b>	<b>\$</b>	<b>\$ 178,282</b>

<sup>(1)</sup> Excludes \$79.3 million in cash held in our bank accounts at July 1, 2017.

**NOTE 5. CONVERTIBLE NOTES****6.00% Convertible Senior Notes due 2020 ("6.00% Notes")**

On February 12, 2015, we entered into a Purchase Agreement (the "Purchase Agreement"), with Jefferies LLC (the "Initial Purchaser"), pursuant to which we agreed to issue and sell to the Initial Purchaser up to \$65.0 million in aggregate principal Convertible Senior Notes due 2020 (the "6.00% Notes"). On February 19, 2015, we closed the private placement of \$65.0 million aggregate principal amount of the 6.00% Notes. The 6.00% Notes were sold at 100 percent of par, resulting in net proceeds of approximately \$61.6 million, after deducting the Initial Purchaser's discounts of \$3.4 million. We also incurred offering expenses of \$0.6 million.

The 6.00% Notes were scheduled to mature on February 15, 2020 and bore interest at a fixed rate of 6.00 percent per year, payable semi-annually in arrears on February 15 and August 15 of each year, beginning on August 15, 2015. In August 2016, we entered into multiple privately negotiated agreements, pursuant to which all of our 6.00% Notes were canceled, and the indenture, by and between us and U.S. Bank National Association, pursuant to which the 6.00% Notes were issued, was satisfied and discharged. In connection with these privately negotiated agreements, we issued a total of 34,659,972 shares of our common stock and made total cash payments of \$4.7 million.

Pursuant to the terms of the indenture governing the 6.00% Notes, we recorded an interest make-whole charge of \$5.9 million in interest (income) expense, net, in the condensed consolidated statements of operations for the six months ended December 31, 2016, which was settled with a combination of common stock issuances and cash payments. We also recorded an induced conversion expense of \$7.4 million, which we recorded in interest (income) expense, net, in the condensed consolidated statements of operations for the six months ended December 31, 2016. See Note 6. *Credit Line and Notes* in our 2017 Form 10-K for further details regarding the 6.00% Notes.

**NOTE 6. POST-RETIREMENT BENEFITS**

We maintain a defined contribution plan and a defined benefit plan that provides retirement benefits to our employees in Japan. We also contribute to a U.K. based defined contribution pension scheme for employees.

***Japan Defined Contribution Plan***

Under the defined contribution plan in Japan, contributions are provided based on grade level and totaled \$0.1 million and \$0.3 million for the three and six months ended December 30, 2017, respectively and \$0.1 million and \$0.3 million for the three and six months ended December 31, 2016, respectively. Employees can elect to receive the benefit as additional salary or contribute the benefit to the plan on a tax-deferred basis.

***Japan Defined Benefit Plan***

Under the defined benefit plan in Japan (the "Japan Plan"), we calculate benefits based on an employee's individual grade level and years of service. Employees are entitled to a lump sum benefit upon retirement or upon certain instances of termination.

As of December 30, 2017, there were no plan assets associated with the Japan Plan. As of December 30, 2017, there was \$0.2 million in accrued expenses and other liabilities and \$6.7 million in other non-current liabilities in our condensed consolidated balance sheet to account for the projected benefit obligations under the Japan Plan. Net periodic pension costs for the Japan Plan included the following:

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
	(Thousands)			
Service cost	\$ 157	\$ 152	\$ 314	\$ 324
Interest cost	5	1	10	2
Net periodic pension costs	\$ 162	\$ 153	\$ 324	\$ 326

We made no benefit payments under the Japan Plan during the three and six months ended December 30, 2017 and made \$0.1 million and \$0.2 million in benefit payments during the three and six months ended December 31, 2016, respectively.

***U.K. Defined Contribution Pension Scheme***

Under the defined contribution pension scheme, employer contributions totaled \$0.4 million and \$0.8 million for the three and six months ended December 30, 2017, respectively, and \$0.3 million and \$0.5 million for the three and six months ended December 31, 2016, respectively.

**NOTE 7. COMMITMENTS AND CONTINGENCIES*****Loss Contingencies***

We are involved in various lawsuits, claims, and proceedings that arise in the ordinary course of business. We record a loss provision when we believe it is both probable that a liability has been incurred and the amount can be reasonably estimated.

***Guarantees***

We indemnify our directors and certain employees as permitted by law, and have entered into indemnification agreements with our directors and executive officers. We have not recorded a liability associated with these indemnification arrangements, as we historically have not incurred any material costs associated with such indemnification obligations. Costs associated with such indemnification obligations may be mitigated by insurance coverage that we maintain, however, such insurance may not cover any, or may cover only a portion of, the amounts we may be required to pay. In addition, we may not be able to maintain such insurance coverage in the future.

We also have indemnification clauses in various contracts that we enter into in the normal course of business, such as indemnifications in favor of customers in respect of liabilities they may incur as a result of purchasing our products should such products infringe the intellectual property rights of a third party. We have not historically paid out any material amounts related to these indemnifications; therefore, no accrual has been made for these indemnifications. See *Litigation - Oyster Optics Litigation* below for additional details.

***Warranty Accrual***

We generally provide a warranty for our products for twelve months to thirty-six months from the date of sale, although warranties for certain of our products may be longer. We accrue for the estimated costs to provide warranty services at the time revenue is recognized. Our estimate of costs to service our warranty obligations is based on historical experience and expectation of future conditions. To the extent we experience increased warranty claim activity or increased costs associated with servicing those claims, our warranty costs would increase, resulting in a decrease in gross profit.

The following table summarizes movements in the warranty accrual for the periods indicated:

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
	(Thousands)			
Warranty provision—beginning of period	\$ 4,271	\$ 4,600	\$ 4,124	\$ 3,827
Warranties issued	84	437	300	1,542
Warranties utilized or expired	(153)	(371)	(273)	(655)
Currency translation and other adjustments	4	(106)	55	(154)
Warranty provision—end of period	\$ 4,206	\$ 4,560	\$ 4,206	\$ 4,560

***Capital Leases***

In October 2015, we entered into a capital lease agreement for certain capital equipment. The lease term is for 5 years, after which time the ownership of the equipment will transfer from the lessor to us. During the lease term, we will make twenty equal installments of principal and interest, payable quarterly. Interest on the capital lease will accrue at 1.15 percent per annum.

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The following table shows the future minimum lease payments due under non-cancelable capital leases at December 30, 2017:

	<b>Capital Leases</b>	
	(Thousands)	
<b>Fiscal Year Ending:</b>		
2018 (remaining)	\$	1,477
2019		1,158
2020		602
2021		260
Total minimum lease payments		3,497
Less amount representing interest		(97)
Present value of capitalized payments		3,400
Less: current portion		(2,166)
Long-term portion	\$	1,234

#### ***Purchase Commitments***

We purchase components from a variety of suppliers and use contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, we enter into agreements with suppliers and contract manufacturers that either allow them to procure inventory based upon criteria as defined by us or establish the parameters defining our requirements. A significant portion of our reported purchase commitments arising from these agreements consist of firm, non-cancelable and unconditional commitments.

We record a liability for firm, non-cancelable and unconditional purchase commitments for quantities in excess of our future demand forecasts consistent with the valuation of our excess and obsolete inventory. As of December 30, 2017 and July 1, 2017, the liability for these purchase commitments was \$6.8 million and \$4.0 million, respectively, and was included in accrued expenses and other liabilities in our condensed consolidated balance sheets.

#### ***Malaysian Goods and Services Tax ("GST")***

In February 2016, the Malaysian tax authorities preliminarily denied our Malaysia GST refund claims representing approximately \$2.5 million. These claims were made in connection with the export of finished goods from our contract manufacturing partner's Malaysian facilities. We are currently appealing the denial of these claims, and believe that additional options may be available to us if we do not obtain a favorable resolution. Although we have taken action to minimize the impact of the GST with respect to our ongoing operations, we believe it is reasonably possible that, ultimately, we may not be able to recover some of these GST amounts. Of the \$2.5 million in GST claims, we recorded \$0.7 million in prepaid expenses and other current assets in our condensed consolidated balance sheet at December 30, 2017, net of reserves and certain offsetting payments from our contract manufacturing partner.

#### ***Litigation***

##### *Overview*

In the ordinary course of business, we are involved in various legal proceedings, and we anticipate that additional actions will be brought against us in the future. The most significant of these proceedings are described below. These legal proceedings, as well as other matters, involve various aspects of our business and a variety of claims in various jurisdictions. Complex legal proceedings frequently extend for several years, and a number of the matters pending against us are at very early stages of the legal process. As a result, some pending matters have not yet progressed sufficiently through discovery and/or development of important factual information and legal issues to enable us to determine whether the proceeding is material to us or to estimate a range of possible loss, if any. Unless otherwise disclosed, we are unable to estimate the possible loss or range of loss for the legal proceedings described below. While it is not possible to accurately predict or determine the eventual outcome of these items, an adverse determination in these items currently pending could have a material adverse effect on our results of operations, financial position or cash flows.

*Oyster Optics Litigation*

On November 23, 2016, Oyster Optics LLC (“Oyster”) filed a civil suit against Cisco Systems, Inc. (“Cisco”) and British Telecommunications PLC (“BT”), in the U.S. District Court for the Eastern District of Texas, Marshall Division, Case No. 2:16-CV-01301. In the complaint, Oyster alleges that Cisco and BT infringed seven patents owned by Oyster, which patents allegedly relate to certain Cisco optical platform products, some of which may incorporate Oclaro components. Oyster subsequently dismissed its claim against BT without prejudice. In January 2017, Cisco requested that Oclaro indemnify and defend it in this litigation, pursuant to our commercial agreements with Cisco. In April 2017, Oyster served infringement contentions on Cisco. Those infringement contentions identified certain Cisco products that do implicate Oclaro components that were the subject of those commercial agreements. Accordingly, in May 2017, Oclaro and Cisco preliminarily agreed to an allocation of the responsibilities for the costs of defense associated with Oyster’s claims. However, due to the uncertainty regarding the infringement allegations that Oyster may present at trial and the resultant uncertainty regarding the number of Oclaro components that may be implicated by such infringement allegations, Oclaro and Cisco agreed to defer until the conclusion of the litigation the final determination of whether and to what extent Oclaro will indemnify Cisco for any amounts Cisco may be required to pay Oyster and Cisco’s related defense costs. On May 18, 2017, Oyster’s case against Cisco was consolidated with cases that Oyster brought against other parties. On June 1, 2017, Cisco filed a motion to transfer Oyster’s case against it to the Northern District of California, which was denied on December 8, 2017. A claim construction hearing was held on November 20, 2017, and the court issued its Claim Construction Order on December 5, 2017. The parties have exchanged opening and responsive expert reports regarding infringement, invalidity and damages, and the deadline to file dispositive motions is February 26, 2018. In its expert report regarding infringement, Oyster alleges Cisco infringes only two of the seven previously asserted patents. Trial proceedings are set to begin June 4, 2018 in the consolidated cases. Discovery in the consolidated cases closed on December 22, 2017. Allegedly based on that discovery, Oyster sought to amend its infringement contentions to accuse additional Cisco products. To date, no such amendments have been agreed to by Cisco or ordered by the Court. Oyster nonetheless has included, to some extent, some of its proposed amended contentions in its expert reports. At the close of discovery, Oyster moved to compel Cisco to produce financial information relating to these additional Cisco products. That motion is fully briefed and awaiting decision. If the Court grants Oyster’s motion, or otherwise permits the amendment(s) it previously sought, Oyster could pursue claims accusing Cisco products that implicate certain Oclaro components that are the subject of commercial agreements between Oclaro and Cisco. Cisco and Oclaro filed Petitions for inter partes review of the patents that Oyster is asserting against Cisco with the U.S. Patent Office on June 20, July 27, and September 27, 2017. Oyster has filed its Preliminary Patent Owner’s Response to each of the petitions. On January 23, 2018 and January 26, 2018, the Patent Office issued its Institution Decisions for two of the patents, instituting inter partes review on some of the challenged claims for each and denying institution for others. The Patent Office has not yet made any Institution Decisions on the remaining petitions.

On November 24, 2016, Oyster also filed a civil suit against Coriant America Inc. (“Coriant”) in the U.S. District Court for the Eastern District of Texas, Marshall Division, Case No. 2:16-cv-01302. In the complaint against Coriant, Oyster alleges that Coriant has infringed the same seven patents that were asserted against Cisco. On May 18, 2017, Oyster’s case against Coriant was consolidated with cases that Oyster brought against other parties, including Cisco. As a result, the November 20, 2017 consolidated claim construction hearing and order, December 22, 2017 close of fact discovery, February 26, 2018 deadline for dispositive motions, and the June 4, 2018 date for the commencement of trial described above also apply to the litigation against Coriant. On December 21, 2017 Coriant requested that Oclaro indemnify and defend it in this litigation, pursuant to our commercial agreements with Coriant. Oclaro has refused this request for reasons including that Oyster’s claims against Coriant do not clearly implicate Oclaro products and that Coriant’s request was not timely made. Coriant has stated their disagreement with this position. As a result, Oclaro remains in discussions with Coriant regarding Coriant’s request for defense and indemnification.

Oyster also filed a civil suit on November 24, 2016 against Ciena Corporation (“Ciena”) in the U.S. District Court for the Eastern District of Texas, Marshall Division, Case No. 2:16-CV-01300. In the complaint against Ciena, Oyster alleges that Ciena has infringed the same seven patents that were asserted against Cisco. On June 15, 2017, Ciena filed a motion to transfer Oyster’s case against it to the Northern District of California. On September 22, 2017, the Court granted Ciena’s motion. On January 4, 2018, Ciena filed a motion to stay pending inter partes review of the Oyster patents. The Court granted Ciena’s motion to stay on January 29, 2018. The case is currently stayed and the parties have been ordered to file a joint status report on June 1, 2018 reporting on the status of the inter partes review proceedings. On October 16, 2017, Ciena requested that Oclaro indemnify and defend it in this litigation, pursuant to our commercial agreements with Ciena. Oclaro refused this request for reasons including that Oyster’s claims against Ciena do not clearly implicate Oclaro products and that Ciena’s request was not timely made.

*Kunst Worker Compensation Matter*

On June 18, 2015, Gerald Kunst, or Kunst, filed a civil suit against us and Travelers Property Casualty Company of America, or Travelers, in Massachusetts Superior Court, Civil Action No. SUCV2015-01818F. Travelers is our general liability insurance carrier. The complaint filed by Kunst, an employee of a third party service provider, alleges that he was injured while performing

air conditioning repair services on the premises of our Acton, Massachusetts facility and seeks judgment in an amount to be determined by the court or jury, together with interest and costs. On July 24, 2015, we filed an answer to the complaint, which included our affirmative defenses. Following a mediation held on October 30, 2017, the parties contingently agreed on terms for a settlement of all claims in the case, subject to final documentation and judicial approval. The terms for settlement and release of all claims were approved by the Administrative Law Judge (Department of Industrial Accidents, Division of Dispute Resolution) on November 20, 2017 and a stipulation of dismissal with prejudice was filed on December 14, 2017 in the Massachusetts Superior Court. Oclaro was not liable for any payments under the terms of the settlement.

## **NOTE 8. EMPLOYEE STOCK PLANS**

### *Stock Incentive Plans*

On November 17, 2017, our stockholders approved an amendment to the Fifth Amended and Restated 2001 Long-Term Stock Incentive Plan (the "Plan"), adding 8.0 million shares of common stock to the share reserve under the Plan. As of December 30, 2017, there were approximately 16.4 million shares of our common stock available for grant under the Plan.

We generally grant stock options that vest over a two to four year service period, and restricted stock awards and restricted stock unit ("RSU") awards that vest over a one to four year service period, and in certain cases each may vest earlier based upon the achievement of specific performance-based objectives as set by our board of directors or the compensation committee of our board of directors.

### *Performance-Based Restricted Stock Units ("PSUs")*

In August 2017, our board of directors approved a grant of 1.1 million PSUs to certain executive officers with an aggregate estimated grant date fair value of \$9.5 million. These PSUs have service- and performance-based vesting conditions. One-third of the PSUs will vest subject to the achievement of \$700.0 million of revenue over any four consecutive quarters through the end of fiscal 2020, subject to service conditions; one-third of the PSUs will vest upon the achievement of \$100.0 million of free cash flow (defined as adjusted EBITDA less capital expenditures) over any four consecutive quarters through the end of fiscal 2020, subject to service conditions; and one-third of the PSUs will vest upon the achievement of \$800.0 million of revenue in any one fiscal year from 2018 through 2020 and upon achievement of \$100.0 million of free cash flow over any four consecutive quarters through the end of fiscal 2020, subject to service conditions. Upon reaching each performance condition, the service-based vesting condition is satisfied for that tranche as to 1/3 of the PSUs on the first anniversary of the vesting commencement date, and with respect to 1/12 of the underlying shares each subsequent quarter, such that all PSUs for that tranche are fully vested on the third anniversary of the vesting commencement date. As of December 30, 2017, we determined that the achievement of the performance conditions associated with these PSUs was improbable.

In August 2016, our board of directors approved a grant of 0.8 million PSUs to certain executive officers with an aggregate estimated grant date fair value of \$4.8 million. Subject to the achievement of an aggregate of \$25.0 million or more of free cash flow (defined as adjusted EBITDA less capital expenditures) over any consecutive four fiscal quarters ending on or before June 27, 2020, as determined by our board of directors, these PSUs will vest contingent upon service conditions being met through August 10, 2020. On July 25, 2017, the compensation committee of our board of directors certified that the performance condition for these PSUs was achieved. As a result, these PSUs vested with respect to 25 percent of the shares subject to the PSUs on August 10, 2017, and with respect to 6.25 percent of the underlying shares each subsequent quarter over the following three years, subject to continuous service.

In August 2015, our board of directors approved a grant of 0.9 million PSUs to certain executive officers with an aggregate estimated grant date fair value of \$2.5 million. Subject to the achievement of positive free cash flow (defined as adjusted EBITDA less capital expenditures) in any fiscal quarter ending prior to June 30, 2018, vesting of these PSUs is contingent upon service conditions being met through August 10, 2018. On October 29, 2015, the compensation committee of our board of directors certified that this performance condition was achieved during the first quarter of fiscal 2016. As a result, these PSUs vested with respect to 33.4 percent of the underlying shares on August 10, 2016, and will vest with respect to 8.325 percent of the underlying shares each subsequent quarter over the following two years, subject to continuous service.

### *Restricted Stock Units*

In August 2017, our board of directors approved a long term incentive grant of 0.6 million RSUs to certain executive officers and 1.6 million RSUs to other employees, which vest over four years.

In August 2016, our board of directors approved a long term incentive grant of 0.8 million RSUs to certain executive officers and 2.0 million RSUs to other employees, which vest over four years.

*Stock Incentive Plan Activity*

The following table summarizes the combined activity under all of our equity incentive plans for the six months ended December 30, 2017:

	Shares Available For Grant	Stock Options / SARs Outstanding	Weighted- Average Exercise Price	Time and Performance-based Restricted Stock Awards / Units Outstanding	Weighted- Average Grant Date Fair Value
	(Thousands)	(Thousands)		(Thousands)	
<b>Balance at July 1, 2017</b>	13,581	1,858	\$ 7.84	5,687	\$ 5.43
Increase in share reserve	8,000	—	—	—	—
Granted	(5,386)	—	—	3,847	8.28
Exercised or released	23	(187)	3.38	(1,890)	5.17
Forfeited or expired	211	(78)	25.65	(97)	6.41
<b>Balance at December 30, 2017</b>	<u>16,429</u>	<u>1,593</u>	\$ 7.49	<u>7,547</u>	\$ 6.94

Supplemental disclosure information about our stock options and stock appreciation rights ("SARs") outstanding as of December 30, 2017 is as follows:

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Life	Aggregate Intrinsic Value
	(Thousands)		(Years)	(Thousands)
Options and SARs exercisable	1,554	\$ 7.63	2.3	\$ 2,173
Options and SARs outstanding	1,593	\$ 7.49	2.4	\$ 2,362

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value, based on the closing price of our common stock of \$6.74 on December 29, 2017, which would have been received by the option holders had all option holders exercised their options as of that date. There were approximately 0.8 million shares of common stock subject to in-the-money options which were exercisable as of December 30, 2017. We settle employee stock option exercises with newly issued shares of common stock.

**NOTE 9. STOCK-BASED COMPENSATION**

We recognize stock-based compensation expense in our condensed consolidated statement of operations related to all share-based awards, including grants of stock options, based on the grant date fair value of such share-based awards.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation: Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for employee share-based payment transactions, including the income tax consequences, classification of awards, and classification on the statement of cash flows. This guidance is effective for us in the first quarter of fiscal 2018. Pursuant to the adoption of ASU No. 2016-09, we elected to record forfeitures when they occur. This change in accounting principle with regards to forfeitures was adopted using a modified retrospective approach. With the adoption of this guidance we recorded an adjustment of \$0.3 million in our accumulated deficit and additional paid-in capital during the first quarter of fiscal 2018.

The amounts included in cost of revenues and operating expenses for stock-based compensation were as follows:

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
(Thousands)				
Stock-based compensation by category of expense:				
Cost of revenues	\$ 755	\$ 462	\$ 1,193	\$ 751
Research and development	858	526	1,725	983
Selling, general and administrative	2,326	1,601	4,220	3,298
	<u>\$ 3,939</u>	<u>\$ 2,589</u>	<u>\$ 7,138</u>	<u>\$ 5,032</u>
Stock-based compensation by type of award:				
Stock options	\$ 30	\$ 32	\$ 62	\$ 70
Restricted stock awards	3,966	2,612	7,430	5,203
Inventory adjustment to cost of revenues	(57)	(55)	(354)	(241)
	<u>\$ 3,939</u>	<u>\$ 2,589</u>	<u>\$ 7,138</u>	<u>\$ 5,032</u>

Included in stock-based compensation for three and six months ended December 30, 2017 is approximately \$0.5 million and \$1.3 million, respectively, in stock-based compensation cost related to the issuance of PSUs. Included in stock-based compensation for three and six months ended December 31, 2016 is approximately \$0.6 million and \$1.2 million, respectively, in stock-based compensation cost related to the issuance of PSUs. The amount of stock-based compensation expense recognized in any one period related to PSUs can vary based on the achievement or anticipated achievement of the performance conditions. If the performance conditions are not met or not expected to be met, no compensation cost would be recognized on the shares underlying the PSUs, and any previously recognized compensation expense related to those PSUs would be reversed. As of December 30, 2017, we determined that the achievement of the performance conditions associated with the PSUs issued in August 2017 was not probable.

During the three and six months ended December 30, 2017, we capitalized stock-based compensation of \$0.1 million and \$0.4 million, respectively, into inventory. During the three and six months ended December 31, 2016, we capitalized stock-based compensation of \$0.1 million and \$0.2 million, respectively, into inventory. As of December 30, 2017 and July 1, 2017, we had capitalized a total of \$0.9 million and \$0.6 million of stock-based compensation, respectively, into inventory.

As of December 30, 2017, we had less than \$0.1 million in unrecognized stock-based compensation expense related to unvested stock options, that will be recognized over a weighted-average period of 0.7 years, and \$35.5 million in unrecognized stock-based compensation expense related to unvested time-based restricted stock awards, net of estimated forfeitures, that will be recognized over a weighted-average period of 2.4 years.

#### NOTE 10. INCOME TAXES

The income tax provision of \$3.2 million and \$9.4 million for the three and six months ended December 30, 2017, respectively, relates primarily to our foreign operations. The income tax provision of \$37,000 and \$0.4 million for the three and six months ended December 31, 2016, respectively, relates primarily to our foreign operations, which included a \$0.5 million release of a reserve in Italy due to the expiration of the applicable statute of limitations.

The total amount of our unrecognized tax benefits as of December 30, 2017 and July 1, 2017 were approximately \$3.5 million and \$3.5 million, respectively. As of December 30, 2017, we had \$2.9 million of unrecognized tax benefits that, if recognized, would affect our effective tax rate. While it is often difficult to predict the final outcome of any particular uncertain tax position, we believe that unrecognized tax benefits could decrease by approximately \$1.3 million in the next twelve months.

On December 22, 2017, the TCJA was signed into law. Among other things, the TCJA permanently lowers the corporate federal income tax rate to 21 percent from the existing maximum rate of 35 percent, effective for tax years including or commencing January 1, 2018. Since we operate on a 52/53 week year ending on the Saturday closest to June 30, the lower corporate income tax rate will be phased in, resulting in a U.S. statutory federal rate of approximately 28 percent for our fiscal year ending June 30, 2018, and 21 percent for subsequent fiscal years. As a result of the reduction of the corporate federal income tax rate to 21 percent, U.S. GAAP requires companies to re-value their deferred tax assets and deferred tax liabilities as of the date of enactment, with the resulting tax effects accounted for in the reporting period of enactment. As a result, we have concluded this will cause our net deferred taxes to be re-measured at the new lower tax rate. The estimated rate change impact to our net deferred tax assets is a reduction of \$32.4 million. We maintain a full valuation allowance on our U.S. net deferred tax assets. Deferred tax asset re-measurement (tax expense) will be offset by a net decrease in valuation allowance, resulting in no impact on our income tax for

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the period ending December 30, 2017. We have not completed the revaluation calculation and will disclose any adjustments in our fiscal year end financial statements.

Additionally, the TCJA introduces new international tax provisions that will be effective for our fiscal year 2019, including (i) a new provision designed to currently tax the global low-taxed income of our foreign subsidiaries, together with a deduction of up to 50 percent and a partial credit for foreign taxes incurred by the foreign subsidiaries; (ii) limitations on the deductibility of certain base eroding payments to foreign entities; and (iii) limitations on the use of foreign tax credits to reduce U.S. income tax liability. While each of these provisions may have an impact on our tax expense for fiscal year 2019 and future periods, we expect the tax on low-taxed income of foreign subsidiaries to have the most significant impact.

Because of the complexity of the new tax on low-taxed income of foreign subsidiaries and uncertainties regarding its application in certain circumstances, we are continuing to evaluate this provision of the TCJA and its impact on our determination of the realizability of our deferred tax assets. We elected to utilize the reporting provisions of SAB 118, as we did not have the necessary information available, prepared or analyzed for certain future taxable income tax effects of the TCJA in order to determine a reasonable estimate to be included as provisional amounts. We will not adjust our current or deferred taxes for those tax effects of the TCJA, for which we are unable to reasonably estimate, until a reasonable estimate can be determined.

**NOTE 11. NET INCOME PER SHARE**

Basic net income per share is computed using only the weighted-average number of shares of common stock outstanding for the applicable period, while diluted net income per share is computed assuming conversion of all potentially dilutive securities, such as stock options and unvested restricted stock units and awards during such period.

The following table presents the calculation of basic and diluted net income per share:

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
	(Thousands, except per share amounts)			
Net income	\$ 18,737	\$ 30,267	\$ 45,226	\$ 33,618
Weighted-average shares - Basic	168,990	165,822	168,564	149,151
Effect of dilutive potential common shares from:				
Stock options and stock appreciation rights	360	752	432	724
Restricted stock units and awards	1,342	2,282	2,083	2,420
Convertible notes	—	—	—	7,506
Weighted-average shares - Diluted	170,692	168,856	171,079	159,801
Basic net income per share	\$ 0.11	\$ 0.18	\$ 0.27	\$ 0.23
Diluted net income per share	\$ 0.11	\$ 0.18	\$ 0.26	\$ 0.21

For the three and six months ended December 30, 2017, we excluded 3.2 million and 0.8 million shares, respectively, underlying outstanding stock options, stock appreciation rights and unvested restricted stock awards from the calculation of diluted net income per share because their effect would have been anti-dilutive.

For the three and six months ended December 31, 2016, we excluded 0.8 million and 0.8 million shares, respectively, underlying outstanding stock options, stock appreciation rights and unvested restricted stock awards from the calculation of diluted net income per share because their effect would have been anti-dilutive.

**NOTE 12. GEOGRAPHIC INFORMATION, PRODUCT GROUPS AND CUSTOMER CONCENTRATION INFORMATION**

***Geographic Information***

The following table shows revenues by geographic area based on the delivery locations of our products:

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
(Thousands)				
<b>Asia-Pacific:</b>				
China	\$ 51,431	\$ 63,927	\$ 92,865	\$ 122,669
Thailand	11,938	32,184	30,013	54,130
Malaysia	1,334	5,377	3,420	11,704
Other Asia-Pacific	5,734	3,028	9,436	6,364
Total Asia-Pacific	<u>\$ 70,437</u>	<u>\$ 104,516</u>	<u>\$ 135,734</u>	<u>\$ 194,867</u>
<b>Americas:</b>				
United States	19,513	17,281	57,203	31,742
Mexico	21,645	8,068	51,131	17,359
Other Americas	3,238	6,211	8,469	8,213
Total Americas	<u>\$ 44,396</u>	<u>\$ 31,560</u>	<u>\$ 116,803</u>	<u>\$ 57,314</u>
<b>EMEA:</b>				
Italy	12,311	6,718	19,237	16,024
Germany	3,336	3,088	7,391	6,377
Other EMEA	7,313	6,084	12,128	11,346
Total EMEA	<u>\$ 22,960</u>	<u>\$ 15,890</u>	<u>\$ 38,756</u>	<u>\$ 33,747</u>
<b>Japan</b>	<u>\$ 1,542</u>	<u>\$ 1,948</u>	<u>3,640</u>	<u>3,478</u>
<b>Total revenues</b>	<u>\$ 139,335</u>	<u>\$ 153,914</u>	<u>\$ 294,933</u>	<u>\$ 289,406</u>

***Product Groups***

The following table sets forth revenues by product group:

	Three Months Ended		Six Months Ended	
	December 30, 2017	December 31, 2016	December 30, 2017	December 31, 2016
(Thousands)				
100 Gb/s + transmission modules	\$ 105,371	\$ 113,835	\$ 231,012	\$ 211,606
40 Gb/s and lower transmission modules	33,964	40,079	63,921	77,800
	<u>\$ 139,335</u>	<u>\$ 153,914</u>	<u>\$ 294,933</u>	<u>\$ 289,406</u>

***Significant Customers and Concentration of Credit Risk***

For the three months ended December 30, 2017, three customers accounted for 10 percent or more of our revenues, representing approximately 19 percent, 13 percent and 13 percent of our revenues, respectively. For the six months ended December 30, 2017, five customers accounted for 10 percent or more of our revenues, representing approximately 15 percent, 13 percent, 12 percent, 11 percent and 10 percent of our revenues, respectively.

For the three months ended December 31, 2016, four customers accounted for 10 percent or more of our revenues, representing approximately 22 percent, 20 percent, 16 percent and 10 percent of our revenues, respectively. For the six months ended December 31, 2016, four customers accounted for 10 percent or more of our revenues, representing 20 percent, 19 percent, 18 percent and 11 percent of our revenues, respectively.

As of December 30, 2017, four customers accounted for 10 percent or more of our accounts receivable, representing approximately 15 percent, 14 percent, 13 percent and 10 percent of our accounts receivable, respectively. As of July 1, 2017, one customer accounted for 10 percent or more of our accounts receivable, representing approximately 20 percent.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements, within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, about our future expectations, plans or prospects and our business. You can identify these statements by the fact that they do not relate strictly to historical or current events, and contain words such as "anticipate," "estimate," "expect," "forecast," "project," "intend," "plan," "believe," "will," "should," "outlook," "could," "target," "model," "objective," and other words of similar meaning in connection with discussion of future operating or financial performance. We have based our forward looking statements on our management's beliefs and assumptions based on information available to our management at the time the statements are made. There are a number of important factors that could cause our actual results or events to differ materially from those indicated by such forward-looking statements, including (i) our dependence on a limited number of customers for a significant percentage of our revenues, (ii) competition and pricing pressure, (iii) the absence of long-term purchase commitments from many of our long-term customers, (iv) our ability to effectively manage our inventory, (v) our ability to meet or exceed our gross margin expectations, (vi) our ability to timely develop, commercialize and ramp the production of new products to customer required volumes, (vii) the effects of fluctuations in foreign currency exchange rates, (viii) our ability to respond to evolving technologies, customer requirements and demands, and product design challenges, (ix) potential operating or reporting disruptions that could result from the implementation of our new enterprise resource planning system, (x) our manufacturing yields, (xi) our ability to conclude agreements with our customers on favorable terms, (xii) the risks associated with delays, disruptions or quality control problems in manufacturing, (xiii) fluctuations in our revenues, growth rates and operating results, (xiv) changes in our effective tax rates or outcomes of tax audits or similar proceedings, (xv) our ability to obtain governmental licenses and approvals for international trading activities or technology transfers, including export licenses, (xvi) our dependence on a limited number of suppliers and key contract manufacturers, (xvii) the impact of financial market and general economic conditions in the industries in which we operate and any resulting reduction in demand for our products, (xviii) our ability to protect our intellectual property rights, (xix) the risks associated with our international operations, and (xx) other factors described under the caption "Risk Factors" and elsewhere in the documents we periodically file with the SEC. We cannot guarantee any future results, levels of activity, performance or achievements. You should not place undue reliance on forward-looking statements. Moreover, we assume no obligation to update forward-looking statements or update the reasons actual results could differ materially from those anticipated in forward-looking statements, except as required by law. Several of the important factors that may cause our actual results to differ materially from the expectations we describe in forward-looking statements are identified in the sections captioned "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" in this Quarterly Report on Form 10-Q and the documents incorporated herein by reference.

As used herein, "Oclaro," "we," "our," and similar terms include Oclaro, Inc. and its subsidiaries, unless the context indicates otherwise.

**OVERVIEW**

We are one of the leading providers of optical components and modules for the long-haul, metro and data center markets. Leveraging over three decades of laser technology innovation and photonics integration, we provide differentiated solutions for optical networks and high-speed interconnects driving the next wave of streaming video, cloud computing, application virtualization and other bandwidth-intensive and high-speed applications.

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We have research and development ("R&D") facilities in China, Italy, Japan, United Kingdom and the United States, and fabrication facilities in China, Italy, Japan and the United Kingdom. We also have contract manufacturing sites in Asia, with design, sales and service organizations in most of the major regions around the world.

Our customers include: Amazon.com; Ciena Corporation; Cisco Systems, Inc.; Coriant GmbH; Google Inc.; Huawei Technologies Co. Ltd; InnoLight Technology Corporation; Juniper Networks, Inc.; Nokia and ZTE Corporation.

**RESULTS OF OPERATIONS**

The following table sets forth our condensed consolidated results of operations for the periods indicated, along with amounts expressed as a percentage of revenues, and comparative information regarding the absolute and percentage changes in these amounts:

	Three Months Ended				Change (Thousands)	Increase (Decrease) %
	December 30, 2017		December 31, 2016			
	(Thousands)	%	(Thousands)	%		
Revenues	\$ 139,335	100.0	\$ 153,914	100.0	\$ (14,579)	(9.5)
Cost of revenues	87,507	62.8	93,150	60.5	(5,643)	(6.1)
Gross profit	51,828	37.2	60,764	39.5	(8,936)	(14.7)
Operating expenses:						
Research and development	15,358	11.0	13,758	8.9	1,600	11.6
Selling, general and administrative	16,892	12.1	13,355	8.7	3,537	26.5
Amortization of other intangible assets	154	0.1	241	0.2	(87)	(36.1)
Restructuring, acquisition and related (income) expense, net	—	—	82	0.1	(82)	(100.0)
(Gain) loss on sale of property and equipment	169	0.1	(74)	(0.1)	243	n/m <sup>(1)</sup>
Total operating expenses	32,573	23.4	27,362	17.8	5,211	19.0
Operating income	19,255	13.8	33,402	21.7	(14,147)	(42.4)
Other income (expense):						
Interest income (expense), net	123	0.1	70	0.1	53	75.7
Gain (loss) on foreign currency transactions, net	1,599	1.1	(3,324)	(2.2)	4,923	n/m <sup>(1)</sup>
Other income (expense), net	936	0.7	156	0.1	780	500.0
Total other income (expense)	2,658	1.9	(3,098)	(2.0)	5,756	n/m <sup>(1)</sup>
Income before income taxes	21,913	15.7	30,304	19.7	(8,391)	(27.7)
Income tax provision	3,176	2.3	37	—	3,139	8,483.8
Net income	\$ 18,737	13.4	\$ 30,267	19.7	\$ (11,530)	(38.1)

(1) Not meaningful.

	Six Months Ended				Change (Thousands)	Increase (Decrease) %
	December 30, 2017		December 31, 2016			
	(Thousands)	%	(Thousands)	%		
Revenues	\$ 294,933	100.0	\$ 289,406	100.0	\$ 5,527	1.9
Cost of revenues	180,401	61.2	182,286	63.0	(1,885)	(1.0)
Gross profit	114,532	38.8	107,120	37.0	7,412	6.9
Operating expenses:						
Research and development	31,793	10.8	26,865	9.3	4,928	18.3
Selling, general and administrative	31,758	10.8	28,147	9.7	3,611	12.8
Amortization of other intangible assets	306	0.1	485	0.2	(179)	(36.9)
Restructuring, acquisition and related (income) expense, net	—	—	393	0.1	(393)	(100.0)
(Gain) loss on sale of property and equipment	191	0.1	(111)	—	302	n/m <sup>(1)</sup>
Total operating expenses	64,048	21.7	55,779	19.3	8,269	14.8
Operating income	50,484	17.1	51,341	17.7	(857)	(1.7)
Other income (expense):						
Interest income (expense), net	557	0.2	(13,788)	(4.7)	14,345	n/m <sup>(1)</sup>
Gain (loss) on foreign currency transactions, net	2,088	0.7	(3,842)	(1.3)	5,930	n/m <sup>(1)</sup>
Other income (expense), net	1,510	0.5	350	0.1	1,160	331.4
Total other income (expense)	4,155	1.4	(17,280)	(5.9)	21,435	n/m <sup>(1)</sup>
Income before income taxes	54,639	18.5	34,061	11.8	20,578	60.4
Income tax provision	9,413	3.2	443	0.2	8,970	2,024.8
Net income	\$ 45,226	15.3	\$ 33,618	11.6	\$ 11,608	34.5

(1) Not meaningful.

### Revenues

Revenues for the three months ended December 30, 2017 decreased by \$14.6 million, or 9 percent, compared to the three months ended December 31, 2016. Compared to the three months ended December 31, 2016, revenues from sales of our 100 Gb/s + transmission modules decreased by \$8.5 million, or 7 percent, primarily due to a decline in our 100 Gb/s and above line side modules and components as well as our 100 Gb/s and above client side transceivers; and revenues from sales of our 40 Gb/s and lower transmission modules decreased by \$6.1 million, or 15 percent, primarily due to certain legacy 40 Gb/s and 10 Gb/s products being gradually replaced by our newer higher speed products. We expect revenues for the three months ended March 31, 2018 to decrease by a range of 8 percent to 14 percent as compared to the three months ended December 30, 2017 due primarily to lower sales of 100G client side and data center transceivers, a reduction in average selling prices resulting from the annual price negotiations with our customers, and decreased shipments to our China based customers. These decreases are expected to be partially offset by an increase in sales from our CFP2-ACO product family.

For the three months ended December 30, 2017, three customers accounted for 10 percent or more of our revenues, representing approximately 19 percent, 13 percent and 13 percent of our revenues, respectively. For the three months ended December 31, 2016, four customers accounted for 10 percent or more of our revenues, representing approximately 22 percent, 20 percent, 16 percent and 10 percent of our revenues, respectively.

Revenues for the six months ended December 30, 2017 increased by \$5.5 million, or 2 percent, compared to the six months ended December 31, 2016. Compared to the six months ended December 31, 2016, revenues from sales of our 100 Gb/s + transmission modules increased by \$19.4 million, or 9 percent, primarily due to growth in our 100 Gb/s line side modules and components; and revenues from sales of our 40 Gb/s and lower transmission modules decreased by \$13.9 million, or 18 percent, primarily due to certain legacy 40 Gb/s and 10 Gb/s products being gradually replaced by our newer higher speed products. This product mix shift reflects our continued focus on the market for higher speed products that are smaller in size and have lower power consumption.

For the six months ended December 30, 2017, five customers accounted for 10 percent or more of our revenues, representing approximately 15 percent, 13 percent, 12 percent, 11 percent and 10 percent of our revenues, respectively. For the six months

ended December 31, 2016, four customers accounted for 10 percent or more of our revenues, representing 20 percent, 19 percent, 18 percent and 11 percent of our revenues, respectively.

### ***Gross Profit***

Gross profit is calculated as revenues less cost of revenues. Gross margin rate is gross profit reflected as a percentage of revenues.

Our gross margin rate decreased to approximately 37 percent for the three months ended December 30, 2017, compared to 39 percent for the three months ended December 31, 2016. This decrease was primarily due to a 3 percentage point impact of our fixed costs on lower revenues, and 2 percentage points driven by higher inventory reserves; partially offset by 3 percentage points related to improved product mix of higher margin 100 Gb/s products.

Our gross margin rate increased to approximately 39 percent for the six months ended December 30, 2017, compared to 37 percent for the six months ended December 31, 2016. This increase was primarily driven by 5 percentage points of improved product mix as a result of increased sales of higher margin 100 Gb/s products; partially offset by a 2 percentage point decrease as a result of higher inventory reserves and 2 percentage point decrease related to higher manufacturing overhead costs.

Our cost of revenues consists of the costs associated with manufacturing our products, and includes the purchase of raw materials, labor costs and related overhead, including stock-based compensation charges and the costs charged by our contract manufacturers for the products they manufacture for us. Charges for excess and obsolete inventory are also included in cost of revenues.

### ***Research and Development Expenses***

Research and development expenses increased to \$15.4 million for the three months ended December 30, 2017, from \$13.8 million for the three months ended December 31, 2016. The increase was primarily related to an increase of \$1.0 million in non-recurring engineering and material expenses and an investment of \$0.9 million in research and development resources, primarily personnel-related, including \$0.3 million in stock-based compensation charges. This was partially offset by a \$0.4 million United Kingdom research and development tax credit.

Research and development expenses increased to \$31.8 million for the six months ended December 30, 2017, from \$26.9 million for the six months ended December 31, 2016. The increase was primarily related to an increase of \$2.4 million in non-recurring engineering and material expenses and an investment of \$2.2 million in research and development resources, primarily personnel-related, including \$0.7 million in stock-based compensation charges.

Research and development expenses consist primarily of salaries and related costs of employees engaged in research and design activities, including stock-based compensation charges related to those employees, costs of design tools and computer hardware, costs related to prototyping and facilities costs for certain research and development focused sites.

### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses increased to \$16.9 million for the three months ended December 30, 2017, from \$13.4 million for the three months ended December 31, 2016. The increase was primarily related to an increase of \$1.5 million in professional fees, an increase of \$1.7 million related to transition costs and incremental depreciation related to our upgrade of our enterprise resource planning ("ERP") system, and an increase of \$0.6 million in stock-based compensation charges.

Selling, general and administrative expenses increased to \$31.8 million for the six months ended December 30, 2017, from \$28.1 million for the six months ended December 31, 2016. The increase was primarily related to an increase of \$1.7 million in professional fees, an increase of \$1.8 million related to transition costs and incremental depreciation related to our upgrade of our ERP system, and an increase of \$0.8 million in stock-based compensation charges. This was partially offset by a decrease of \$0.8 million in selling, general and administrative resources, primarily personnel-related.

Selling, general and administrative expenses consist primarily of personnel-related expenses, including stock-based compensation charges related to employees engaged in sales, general and administrative functions, legal and professional fees, facilities expenses, insurance expenses and certain information technology costs.

### ***Amortization of Other Intangible Assets***

Amortization of other intangible assets decreased by \$0.1 million and \$0.2 million during the three and six months ended December 30, 2017, respectively, as compared to the three and six months ended December 31, 2016. We expect the amortization of other intangible assets to be \$0.3 million for the remainder of fiscal 2018 and \$0.1 million for fiscal 2019, based on the current level of our other intangible assets as of December 30, 2017.

### ***Restructuring, Acquisition and Related (Income) Expense, Net***

During the six months ended December 30, 2017, we did not incur any restructuring, acquisition and related charges, as compared to \$0.4 million in restructuring, acquisition and related charges during the six months ended December 31, 2016, related to the consolidation and closure of a facility.

### ***Other Income (Expense)***

Other income (expense) was \$2.7 million in income for the three months ended December 30, 2017 as compared to \$3.1 million in expense for the three months ended December 31, 2016. This change in other income (expense) primarily related to a \$4.9 million increase in foreign currency transaction gains during the three months ended December 30, 2017, as compared to the three months ended December 31, 2016, related to the revaluation of non-functional currency denominated balances in our U.K. and Japan subsidiaries. We also recorded a \$0.8 million increase in other income (expense), net, related primarily to the recovery of certain accounts receivable balances previously written-off.

Other income (expense) was \$4.2 million in income for the six months ended December 30, 2017 as compared to \$17.3 million in expense for the six months ended December 31, 2016. This change in other income (expense) primarily related to the conversion of \$65.0 million of our 6.00% Notes during the first quarter of fiscal 2017, resulting in an induced conversion expense of \$7.4 million and an interest make-whole charge of \$5.9 million, which were both recorded in interest (income) expense, net. We also recorded a \$5.9 million increase in foreign currency transaction gains during the six months ended December 30, 2017, as compared to the six months ended December 31, 2016, related to the revaluation of our U.S. dollar denominated balances in our U.K. and Japan subsidiaries; and a \$1.2 million increase in other income (expense), net, related primarily to the recovery of certain accounts receivable balances previously written-off.

### ***Income Tax Provision***

The income tax provision of \$3.2 million and \$9.4 million for the three and six months ended December 30, 2017, respectively, and the \$37,000 and \$0.4 million for the three and six months ended December 31, 2016, respectively, relates primarily to our foreign operations.

The total amount of our unrecognized tax benefits as of December 30, 2017 and July 1, 2017 were approximately \$3.5 million in both periods. As of December 30, 2017, we had \$2.9 million of unrecognized tax benefits that, if recognized, would affect our effective tax rate. While it is often difficult to predict the final outcome of any particular uncertain tax position, we believe that unrecognized tax benefits could decrease by approximately \$1.3 million in the next twelve months.

### **RECENT ACCOUNTING STANDARDS**

See Note 2, *Recent Accounting Standards*, to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for information regarding the effect of new accounting pronouncements on our condensed consolidated financial statements.

### **APPLICATION OF CRITICAL ACCOUNTING POLICIES**

The discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements contained elsewhere in this Quarterly Report on Form 10-Q, which have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of our financial statements requires us to make estimates and judgments that affect our reported assets and liabilities, revenues and expenses and other financial information. Actual results may differ significantly from those based on our estimates and judgments or could be materially different if we used different assumptions, estimates or conditions. In addition, our financial condition and results of operations could vary due to a change in the application of a particular accounting policy.

We identified our critical accounting policies in our Annual Report on Form 10-K for the year ended July 1, 2017 ("2017 Form 10-K") related to revenue recognition and sales returns, inventory valuation, business combinations, impairment of other intangible assets, accounting for stock-based compensation and income taxes. It is important that the discussion of our operating results be read in conjunction with the critical accounting policies discussed in our 2017 Form 10-K.

### **LIQUIDITY AND CAPITAL RESOURCES**

#### ***Cash Flows from Operating Activities***

Net cash provided by operating activities for the six months ended December 30, 2017 was \$71.4 million, primarily resulting from net income adjusted for non-cash items of \$72.3 million, partially offset by a \$0.9 million decrease in cash due to changes in operating assets and liabilities. The adjustment to net income for non-cash items consisted of \$13.8 million in depreciation and

amortization, \$7.1 million of expense related to stock-based compensation, a \$6.7 million adjustment to the deferred tax asset as a result of our utilization of net operating losses in Japan, partially offset by \$0.4 million in accretion on our marketable securities and \$0.4 million from the amortization of a deferred gain from a sales-leaseback transaction in Caswell, U.K. The \$0.9 million decrease in cash due to changes in operating assets and liabilities was comprised of a \$9.5 million decrease in accounts payable largely attributable to the timing of purchases and payments to vendors, and a \$0.8 million increase in inventories resulting from the receipt of inventory intended for sale in future quarters, partially offset by an \$7.1 million decrease in prepaid expenses and other current assets primarily due to a decrease in our non-trade receivables related to our business going through our contract manufacturers commensurate with our lower revenues in the second quarter of fiscal 2018, a \$1.5 million decrease in accounts receivable attributable to timing of collections, a \$0.6 million decrease in other non-current assets, and a \$0.1 million increase in accrued expenses and other liabilities.

Net cash provided by operating activities for the six months ended December 31, 2016 was \$41.3 million, primarily resulting from net income adjusted for non-cash items of \$56.9 million, partially offset by \$15.6 million decrease in cash due to changes in operating assets and liabilities. The adjustment to net income for non-cash items consisted of \$10.2 million in depreciation and amortization, an \$8.5 million charge related to the issuance of common stock to settle a portion of the interest make-whole and induced conversion liabilities in connection with the 6.00% Notes, \$5.0 million of expense related to stock-based compensation and \$0.1 million from the amortization of the debt discount and issuance costs in connection with the convertible notes, partially offset by \$0.4 million from the amortization of a deferred gain from a sales-leaseback transaction in Caswell, U.K. The \$15.6 million decrease in cash due to changes in operating assets and liabilities was comprised of a \$17.1 million increase in accounts receivable attributable to timing of collections, a \$12.0 million increase in prepaid expenses and other current assets primarily due to an increase in our non-trade receivables related to the increased volume of business going through our contract manufacturers, a \$11.5 million increase in inventories resulting from the receipt of inventory intended for sale in future quarters, partially offset by a \$16.7 million increase in accounts payable largely attributable to the timing of purchases and payments to vendors, and an \$8.6 million increase in accrued expenses and other liabilities.

#### ***Cash Flows from Investing Activities***

Net cash used in investing activities for the six months ended December 30, 2017 was \$130.5 million, primarily consisting of \$140.5 million of purchases of available-for-sale short-term investments and \$36.2 million used in capital expenditures, partially offset by \$45.5 million of maturities of available-for-sale short-term investments and \$0.7 million transfer from restricted cash related to the release of collateral used to secure credit card accounts and deposits for value-added taxes in foreign jurisdictions.

Net cash used in investing activities for the six months ended December 31, 2016 was \$51.2 million, consisting of \$31.2 million of capital expenditures and \$20.0 million of purchases of available-for-sale short-term investments.

#### ***Cash Flows from Financing Activities***

Net cash used in financing activities for the six months ended December 30, 2017 was \$2.4 million, primarily consisting of \$2.4 million related to shares repurchased for tax withholdings on vesting of restricted stock units and \$0.6 million in payments on capital lease obligations, partially offset by \$0.6 million in proceeds from the exercise of stock options.

Net cash provided by financing activities for the six months ended December 31, 2016 was \$133.7 million, primarily consisting of \$135.2 million in proceeds relating to the offering, issuance and sale of 17,250,000 shares of our common stock and \$2.6 million in proceeds from the exercise of stock options, partially offset by \$2.5 million related to shares repurchased for tax withholdings on vesting of restricted stock units and \$1.5 million in payments on capital lease obligations.

#### ***Convertible Notes***

On February 19, 2015, we closed the private placement of our 6.00% Notes, representing \$65.0 million in aggregate principal. The sale of the 6.00% Notes resulted in proceeds of approximately \$61.6 million, after deducting the initial purchaser's discount of \$3.4 million. We also incurred offering costs of \$0.6 million in connection with the 6.00% Notes. In August 2016, we entered into multiple privately negotiated agreements, pursuant to which all of our 6.00% Notes were canceled, and the indenture, dated as of February 19, 2015, by and between us and U.S. Bank National Association, pursuant to which the 6.00% Notes were issued, was satisfied and discharged. We issued in aggregate 34,659,972 shares of our common stock and made cash payments totaling \$4.7 million in exchange for \$65.0 million aggregate principal amount of our 6.00% Notes. These agreements are more fully discussed in Note 5, *Convertible Notes* to our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

#### ***Future Cash Requirements***

As of December 30, 2017, we held \$290.1 million in cash, cash equivalents and short-term investments, comprised of \$157.2 million in cash and cash equivalents, and \$133.0 million of short-term investments; and we had working capital of \$428.1 million.

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Based on our current cash and cash equivalent balances, we believe that we have sufficient funds to support our operations through the next 12 months, including approximately \$22 million to \$32 million of capital expenditures that we expect to incur through the remainder of the current fiscal year.

In the event we need additional liquidity beyond our current expectations, such as to fund future growth or strengthen our balance sheet, we will explore additional sources of liquidity. These additional sources of liquidity could include one, or a combination, of the following: (i) issuing equity securities, (ii) incurring indebtedness secured by our assets, (iii) issuing debt and/or convertible debt securities, or (iv) selling product lines, other assets and/or portions of our business. Issuance of additional equity securities would dilute our existing investors and could contain terms that are senior to or that adversely impact our common stock. Incurring additional indebtedness or issuing debt and/or convertible debt securities would subject us to debt service expenses, and could subject us to restrictive covenants, potential events of default and other terms that could harm our business. There can be no guarantee that we will be able to raise additional funds on terms acceptable to us, or at all.

For additional information on the risks we face related to future cash requirements, see Part II, Item 1A. Risk Factors under "We have a history of large operating losses. We may not be able to sustain profitability in the future and as a result we may not be able to maintain sufficient levels of liquidity," included elsewhere in this Quarterly Report on Form 10-Q.

As of December 30, 2017, \$79.9 million of the \$157.2 million of our cash, cash equivalents and restricted cash was held by our foreign subsidiaries. If these funds are needed for our operations in the United States, we could be required to accrue and pay additional taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S., except for specific entities in China and Germany where we decided to exit certain businesses.

### ***Off-Balance Sheet Arrangements***

We indemnify our directors and certain employees as permitted by law, and have entered into indemnification agreements with our directors and executive officers. We have not recorded a liability associated with these indemnification arrangements, as we historically have not incurred any material costs associated with such indemnification obligations. Costs associated with such indemnification obligations may be mitigated by insurance coverage that we maintain, however, such insurance may not cover any, or may cover only a portion of, the amounts we may be required to pay. In addition, we may not be able to maintain such insurance coverage, in whole or in part, in the future.

We also have indemnification clauses in various contracts that we enter into in the normal course of business, such as indemnification in favor of customers in respect of liabilities they may incur as a result of purchasing our products should such products infringe the intellectual property rights of a third party. We have not historically paid out any material amounts related to these indemnifications; therefore, no accrual has been made for these indemnifications. See Note 7, *Commitments and Contingencies* for additional details.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our principal market risks are our exposure to changes in interest rates and certain exchange rates. We do not use risk sensitive instruments for trading purposes.

#### **INTEREST RATES**

We have financed our operations through a mixture of issuances of equity and debt securities, capital leases, working capital and by drawing on credit agreements. We have exposure to interest rate fluctuations on our money market funds, certain of our short-term investments and for amounts borrowed under our capital leases.

At December 30, 2017, we had \$3.4 million due under our capital leases. An increase in our average interest rate by 1.0 percent would increase our annual interest expense in connection with our capital leases by less than \$0.1 million.

We monitor our interest rate risk on our cash equivalents and short-term investment balances. At December 30, 2017, a 100 basis point increase in interest rates would reduce the market value of our cash equivalents and short-term investments by \$0.4 million, while a 100 basis point decrease in interest rates would increase the market value of our cash equivalents and short-term investments by \$0.4 million.

#### **FOREIGN CURRENCY**

As our business is multinational in scope, we are subject to fluctuations based upon changes in the exchange rates between the currencies in which we collect revenues and pay expenses. We expect that a majority of our revenues will be denominated in U.S. dollars, while a majority of our expenses will be denominated in the U.S. dollar, and to a lesser extent, the U.K. pound sterling and the Japanese yen. Fluctuations in the exchange rate between the U.S. dollar, the U.K. pound sterling, the Japanese yen and other currencies utilized by us to pay expenses, could affect our operating results. This includes the Chinese yuan and the Euro, which we utilize to pay factory expenses in connection with operating our facilities in Shenzhen and Shanghai, China; and San Donato, Italy, respectively. To the extent the exchange rate between the U.S. dollar and these currencies were to fluctuate more significantly than experienced to date, our exposure would increase.

Effective October 1, 2017, the functional currency for our worldwide operations is the U.S. dollar. Prior to October 1, 2017, the functional currency for each of our foreign subsidiaries was the respective local currency for that subsidiary. The change in our functional currency is a result of significant changes in economic facts and circumstances, including (i) a re-organization of our operating environment, which includes consolidating and integrating our sales, supply chain and manufacturing organizations; (ii) a transition to centrally negotiating worldwide supplier contracts and capital expenditures in U.S. dollars; and (iii) a shift to recording all intercompany transactions in U.S. dollars.

Translation adjustments reported prior to October 1, 2017, will remain as a component of accumulated other comprehensive income in our condensed consolidated balance sheet. The translated values for any non-monetary assets and liabilities as of October 1, 2017 become the new accounting basis for those assets.

Effective October 1, 2017, monetary assets and liabilities denominated in currencies other than the U.S. dollar functional currency are re-measured each reporting period into U.S. dollars, with the resulting exchange gains and losses reported in (gain) loss on foreign currency transactions, net within the condensed consolidated statement of operations.

As of December 30, 2017, certain of our foreign subsidiaries had \$21.1 million in non-U.S. dollar denominated accounts payable, net of accounts receivable, related to sales to external customers and purchases from suppliers, and \$18.6 million in non-U.S. dollar denominated cash accounts. It is estimated that a 10 percent fluctuation in the U.S. dollar relative to these other foreign currencies would lead to a profit of \$0.3 million (U.S. dollar strengthening), or loss of \$0.3 million (U.S. dollar weakening) on the translation of these balances, which would be recorded as gain (loss) on foreign currency transactions, net, in our condensed consolidated statement of operations.

#### **HEDGING PROGRAM**

From time to time, we enter into foreign currency forward contracts in an effort to mitigate a portion of our exposure to fluctuations between the U.S. dollar and the Japanese yen and between the U.S. dollar and the U.K. pound sterling. We do not currently hedge our exposure to the Chinese yuan or the Euro, but we may in the future if conditions warrant. We may be required to convert currencies to meet our obligations. Under certain circumstances, foreign currency forward contracts can have an adverse effect on our financial condition.

During the three and six months ended December 30, 2017, we entered into foreign currency forward exchange contracts, which expired in the same fiscal quarter in which they were established. In connection with these hedges, during the three and six months ended December 30, 2017, we recorded a \$0.1 million gain and a \$0.2 million gain, respectively, in gain (loss) on foreign currency

transactions, net within our condensed consolidated statement of operations. As of December 30, 2017, we did not have any outstanding foreign currency forward contracts.

#### **BANK LIQUIDITY RISK**

As of December 30, 2017, we have approximately \$85.9 million of unrestricted cash (excluding money market funds) in operating accounts that are held with domestic and international financial institutions. These cash balances could be lost or become inaccessible if the underlying financial institutions fail or if they are unable to meet the liquidity requirements of their depositors and they are not supported by the national government of the country in which such financial institution is located. Notwithstanding, to date, we have not incurred any losses and have had full access to our operating accounts. See Note 3, *Balance Sheet Details*. We believe any failures of domestic and international financial institutions could impact our ability to fund our operations in the short term.

As of December 30, 2017, \$79.9 million of the \$157.2 million of our cash and cash equivalents was held by our foreign subsidiaries. If these funds are needed for our operations in the United States, we could be required to accrue and pay additional taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside of the U.S., except for specific entities in China and Germany where we decided to exit certain businesses.

#### **ITEM 4. CONTROLS AND PROCEDURES**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of December 30, 2017. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, or the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of December 30, 2017, our Chief Executive Officer and Chief Financial Officer have concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

There was no change in our internal control over financial reporting during the three months ended December 30, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

#### *Overview*

In the ordinary course of business, we are involved in various legal proceedings, and we anticipate that additional actions will be brought against us in the future. The most significant of these proceedings are described below. These legal proceedings, as well as other matters, involve various aspects of our business and a variety of claims in various jurisdictions. Complex legal proceedings frequently extend for several years, and a number of the matters pending against us are at very early stages of the legal process. As a result, some pending matters have not yet progressed sufficiently through discovery and/or development of important factual information and legal issues to enable us to determine whether the proceeding is material to us or to estimate a range of possible loss, if any. Unless otherwise disclosed, we are unable to estimate the possible loss or range of loss for the legal proceedings described below. While it is not possible to accurately predict or determine the eventual outcome of these items, an adverse determination in these items currently pending could have a material adverse effect on our results of operations, financial position or cash flows.

#### *Oyster Optics Litigation*

On November 23, 2016, Oyster Optics LLC (“Oyster”) filed a civil suit against Cisco Systems, Inc. (“Cisco”) and British Telecommunications PLC (“BT”), in the U.S. District Court for the Eastern District of Texas, Marshall Division, Case No. 2:16-CV-01301. In the complaint, Oyster alleges that Cisco and BT infringed seven patents owned by Oyster, which patents allegedly relate to certain Cisco optical platform products, some of which may incorporate Oclaro components. Oyster subsequently dismissed its claim against BT without prejudice. In January 2017, Cisco requested that Oclaro indemnify and defend it in this litigation, pursuant to our commercial agreements with Cisco. In April 2017, Oyster served infringement contentions on Cisco. Those infringement contentions identified certain Cisco products that do implicate Oclaro components that were the subject of those commercial agreements. Accordingly, in May 2017, Oclaro and Cisco preliminarily agreed to an allocation of the responsibilities for the costs of defense associated with Oyster’s claims. However, due to the uncertainty regarding the infringement allegations that Oyster may present at trial and the resultant uncertainty regarding the number of Oclaro components that may be implicated by such infringement allegations, Oclaro and Cisco agreed to defer until the conclusion of the litigation the final determination of whether and to what extent Oclaro will indemnify Cisco for any amounts Cisco may be required to pay Oyster and Cisco’s related defense costs. On May 18, 2017, Oyster’s case against Cisco was consolidated with cases that Oyster brought against other parties. On June 1, 2017, Cisco filed a motion to transfer Oyster’s case against it to the Northern District of California, which was denied on December 8, 2017. A claim construction hearing was held on November 20, 2017, and the court issued its Claim Construction Order on December 5, 2017. The parties have exchanged opening and responsive expert reports regarding infringement, invalidity and damages, and the deadline to file dispositive motions is February 26, 2018. In its expert report regarding infringement, Oyster alleges Cisco infringes only two of the seven previously asserted patents. Trial proceedings are set to begin June 4, 2018 in the consolidated cases. Discovery in the consolidated cases closed on December 22, 2017. Allegedly based on that discovery, Oyster sought to amend its infringement contentions to accuse additional Cisco products. To date, no such amendments have been agreed to by Cisco or ordered by the Court. Oyster nonetheless has included, to some extent, some of its proposed amended contentions in its expert reports. At the close of discovery, Oyster moved to compel Cisco to produce financial information relating to these additional Cisco products. That motion is fully briefed and awaiting decision. If the Court grants Oyster’s motion, or otherwise permits the amendment(s) it previously sought, Oyster could pursue claims accusing Cisco products that implicate certain Oclaro components that are the subject of commercial agreements between Oclaro and Cisco. Cisco and Oclaro filed Petitions for inter partes review of the patents that Oyster is asserting against Cisco with the U.S. Patent Office on June 20, July 27, and September 27, 2017. Oyster has filed its Preliminary Patent Owner’s Response to each of the petitions. On January 23, 2018 and January 26, 2018, the Patent Office issued its Institution Decisions for two of the patents, instituting inter partes review on some of the challenged claims for each and denying institution for others. The Patent Office has not yet made any Institution Decisions on the remaining petitions.

On November 24, 2016, Oyster also filed a civil suit against Coriant America Inc. (“Coriant”) in the U.S. District Court for the Eastern District of Texas, Marshall Division, Case No. 2:16-cv-01302. In the complaint against Coriant, Oyster alleges that Coriant has infringed the same seven patents that were asserted against Cisco. On May 18, 2017, Oyster’s case against Coriant was consolidated with cases that Oyster brought against other parties, including Cisco. As a result, the November 20, 2017 consolidated claim construction hearing and order, December 22, 2017 close of fact discovery, February 26, 2018 deadline for dispositive motions, and the June 4, 2018 date for the commencement of trial described above also apply to the litigation against Coriant. On December 21, 2017 Coriant requested that Oclaro indemnify and defend it in this litigation, pursuant to our commercial agreements with Coriant. Oclaro has refused this request for reasons including that Oyster’s claims against Coriant do not clearly implicate Oclaro products and that Coriant’s request was not timely made. Coriant has stated their disagreement with this position. As a result, Oclaro remains in discussions with Coriant regarding Coriant’s request for defense and indemnification.

Oyster also filed a civil suit on November 24, 2016 against Ciena Corporation (“Ciena”) in the U.S. District Court for the Eastern District of Texas, Marshall Division, Case No. 2:16-CV-01300. In the complaint against Ciena, Oyster alleges that Ciena has infringed the same seven patents that were asserted against Cisco. On June 15, 2017, Ciena filed a motion to transfer Oyster’s case against it to the Northern District of California. On September 22, 2017, the Court granted Ciena’s motion. On January 4, 2018, Ciena filed a motion to stay pending inter partes review of the Oyster patents. The Court granted Ciena’s motion to stay on January 29, 2018. The case is currently stayed and the parties have been ordered to file a joint status report on June 1, 2018 reporting on the status of the inter partes review proceedings. On October 16, 2017, Ciena requested that Oclaro indemnify and defend it in this litigation, pursuant to our commercial agreements with Ciena. Oclaro refused this request for reasons including that Oyster’s claims against Ciena do not clearly implicate Oclaro products and that Ciena’s request was not timely made.

*Kunst Worker Compensation Matter*

On June 18, 2015, Gerald Kunst, or Kunst, filed a civil suit against us and Travelers Property Casualty Company of America, or Travelers, in Massachusetts Superior Court, Civil Action No. SUCV2015-01818F. Travelers is our general liability insurance carrier. The complaint filed by Kunst, an employee of a third party service provider, alleges that he was injured while performing air conditioning repair services on the premises of our Acton, Massachusetts facility and seeks judgment in an amount to be determined by the court or jury, together with interest and costs. On July 24, 2015, we filed an answer to the complaint, which included our affirmative defenses. Following a mediation held on October 30, 2017, the parties contingently agreed on terms for a settlement of all claims in the case, subject to final documentation and judicial approval. The terms for settlement and release of all claims were approved by the Administrative Law Judge (Department of Industrial Accidents, Division of Dispute Resolution) on November 20, 2017 and a stipulation of dismissal with prejudice was filed on December 14, 2017 in the Massachusetts Superior Court. Oclaro was not liable for any payments under the terms of the settlement.

**ITEM 1A. RISK FACTORS**

*Investing in our securities involves a high degree of risk. The risks described below are not the only ones facing us. Additional risks not currently known to us or that we currently believe are immaterial also may impair our business, operations, liquidity and stock price materially and adversely. You should carefully consider the risks and uncertainties described below in addition to the other information included or incorporated by reference in this Quarterly Report on Form 10-Q. If any of the following risks actually occur, our business, financial condition or results of operations would likely suffer. In that case, the trading price of our common stock could fall and you could lose all or part of your investment.*

***We depend on a limited number of customers for a significant percentage of our revenues and the loss of a major customer could have a materially adverse impact on our financial condition.***

Historically, we have generated most of our revenues from a limited number of customers. Our dependence on a limited number of customers is due to the fact that the optical telecommunications and data communications systems industries are dominated by a small number of large companies. These companies in turn depend primarily on a limited number of major telecommunications carrier and data center customers to purchase their products that incorporate our optical components. The industry in which our customers operate is subject to a trend of consolidation. To the extent this trend continues, we may become dependent on even fewer customers to maintain and grow our revenues.

During the first half of fiscal 2018 and for fiscal years ended July 1, 2017 and July 2, 2016, our three largest customers accounted for 40 percent, 50 percent and 44 percent of our revenues, respectively. Because we rely on a limited number of customers for a significant percentage of our revenues, a decrease in demand for our products from any of our major customers for any reason (including due to datacenter and telecom market conditions, customer inventory buildup, catastrophic events, changes in network architecture, government action or otherwise) could have a material adverse impact on our financial condition and results of operations. For example, as discussed below, in early March 2016, we temporarily ceased shipment of products to Zhongxing Telecommunications Equipment Corporation and its subsidiary, ZTE Kangxun Telecommunications Ltd. (collectively, "ZTE"), one of our significant customers, because the U.S. Department of Commerce (the "DOC") imposed additional licensing restrictions.

***The markets in which we operate are highly competitive, which could result in lost sales and lower revenues.***

The market for optical components and modules is highly competitive and this competition could result in our existing customers moving their orders to our competitors. We are aware of a number of companies that have developed or are developing optical component products, including tunable lasers, pluggable components, modulators and subsystems, among others, that compete directly with our current and proposed product offerings.

Certain of our competitors may be able to more quickly and effectively:

- develop or respond to new technologies or technical standards;

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- react to changing customer requirements and expectations;
- devote needed resources to the development, production, promotion and sale of products;
- attain high manufacturing yields on new product designs; and
- deliver competitive products at lower prices.

Some of our current competitors, as well as some of our potential competitors in adjacent industries such as semiconductors and data communications, have longer operating histories, greater name recognition, broader customer relationships, product offerings and industry alliances and substantially greater financial, technical and marketing resources than we do. Our competitors and new Chinese companies are establishing manufacturing operations in China and other Asian countries to take advantage of comparatively low manufacturing costs, which could enable them to reduce their costs and lower their prices, making their products more competitive than ours.

In addition, network equipment manufacturers and service providers may decide to design and manufacture the optical module and subsystems portions of their products in-house, rather than outsourcing to companies like us. This type of product disaggregation could result in lower revenues and materially and adversely affect our business.

All of these risks may be increased if the market were to further consolidate through mergers or other business combinations between our competitors. We may not be able to compete successfully with our competitors and aggressive competition in the market may result in lower prices for our products, fewer design wins and/or decreased gross margins. Any such development could have a material adverse effect on our business, financial condition and results of operations.

***Many of our long-term customer contracts do not commit customers to specified buying levels, and our customers may decrease, cancel or delay their buying levels at any time with little or no advance notice to us.***

Many of our customers typically purchase our products pursuant to individual purchase orders or contracts that do not contain purchase commitments. Some customers provide us with their expected forecasts for our products several months in advance, but these customers may decrease, cancel or delay purchase orders already in place, including on short notice, and the impact of any such actions may be intensified given our dependence on a small number of large customers. If any of our major customers decrease, stop or delay purchasing our products for any reason, our business and results of operations would be harmed. Cancellation or delays of such orders may result in excess and obsolete inventory and charges therefor and cause us to fail to achieve our short-term and long-term financial and operating goals.

***Our results of operations may suffer if we do not effectively manage our inventory, and we may continue to incur inventory-related charges.***

We need to manage our inventory of component parts and finished goods effectively to meet changing customer requirements and demand. Some of our products and supplies have in the past, and may in the future, become obsolete or be deemed excess while in inventory due to rapidly changing customer specifications or a decrease in customer demand. We also have exposure to contractual liabilities to our contract manufacturers for inventories purchased by them on our behalf, based on our forecasted requirements, which may become excess or obsolete. Our inventory balances also represent an investment of cash. To the extent our inventory turns are slower than we anticipate based on historical practice, our cash conversion cycle extends and more of our cash remains invested in working capital. If we are not able to manage our inventory effectively, we may need to write down the value of some of our existing inventory or write off non-saleable or obsolete inventory. We have from time to time incurred significant inventory-related charges. Any such charges we incur in future periods could materially and adversely affect our results of operations and our cash flow.

***We may not be able to maintain or improve gross margin levels.***

We may not be able to maintain or improve our gross margins, due to slow introductions of new products, pricing pressure from increased competition, the failure to effectively reduce the cost of existing products, the failure to improve our product mix, the potential for future macroeconomic or market volatility reducing sales volumes, changes in customer demand (including a change in product mix between different areas of our business) or other factors. Our gross margins can also be adversely impacted for reasons including, but not limited to, fixed manufacturing costs that we are not able to decrease in proportion to any decrease in revenues; unfavorable production yields or variances; increases in costs of input parts and materials; the timing of movements in our inventory balances; warranty costs and related returns; changes in foreign currency exchange rates; and possible exposure to inventory reserves. Any failure to maintain, or improve, our gross margins will adversely affect our financial results, including our goals to maintain profitability and sustainable cash flow from operations.

***We may not be able to ramp the production of our new products to customer required volumes, which could result in delayed or lost revenue.***

Many of our new product samples for metro, data center and long haul communication applications have been well received by our existing and prospective customers. These newer generation products typically will have greater functionality and a smaller footprint, resulting in more complexity in the manufacturing process. This increased complexity may result in lower manufacturing yields or more difficulty manufacturing them in volume. If we experience large demand for these products and are unable to manufacture them in sufficient volume, we would fall short of our planned output and revenue targets as we move from low volume sampling to manufacturing for commercial production. In addition, a production ramp for certain products can include a manufacturing transition between two or more locations which carries an inherent risk of delay. For example, we are currently in the process of ramping the production of our 100 Gb/s QSFP28 client side transceivers at our Sagami-hara, Japan facility, in coordination with our contract manufacturers Toyo and Fabrinet in Thailand. Our failure to satisfy our customers' demand for these products could result in lost sales or our customers postponing or canceling orders or seeking alternative suppliers for these products, which would materially harm our revenues and adversely affect our results of operations.

***As a result of our global operations, our business is subject to currency fluctuations that may adversely affect our results of operations.***

Our financial results have been and will continue to be materially impacted by foreign currency fluctuations. At certain times in our history, declines in the value of the U.S. dollar versus the U.K. pound sterling and the Japanese yen have had a major negative effect on our margins and our cash flow. A portion of our expenses are denominated in U.K. pound sterling and Japanese yen and substantially all of our revenues are denominated in U.S. dollars.

Fluctuations in the exchange rate between these currencies and, to a lesser extent, other currencies in which we collect revenues and/or pay expenses could have a material effect on our future operating results. For example, on June 23, 2016, the U.K. citizens voted in a referendum to exit the European Union, which resulted in a sharp decline in the value of the British pound, which may impact our future manufacturing overhead and operating expenses. Also during fiscal 2017, the Japanese yen depreciated approximately 10 percent relative to the U.S. dollar, impacting our manufacturing overhead and operating expenses. If the U.S. dollar appreciates or depreciates relative to the U.K. pound sterling and/or Japanese yen in the future, our future operating results may be materially impacted. Additional exposure may occur should the exchange rate between the U.S. dollar and the Chinese yuan or the Euro vary more significantly than they have to date.

We periodically engage in currency hedging transactions in an effort to cover some of our exposure to U.S. dollar to U.K. pound sterling and Japanese Yen currency fluctuations, and we may be required to convert currencies to meet our obligations. Our hedging contracts currently do not exceed 90 days. These transactions may not operate to fully hedge our exposure to currency fluctuations, and under certain circumstances, these transactions could have an adverse effect on our financial condition.

***Customer requirements for new products are increasingly challenging, which could lead to significant executional risk in designing and manufacturing such products.***

Across the entire network, our customers are demanding increased performance from our products, at lower prices and in smaller and lower power designs. These requirements stretch the capabilities of our optical chips, packages and electronics to the limit of technical feasibility. In addition, these demands are often customer specific, leading to numerous product variations and increased costs. If one of these customers fails to qualify our products or there is a delay in qualification, we may incur additional expenses and our revenues may be harmed. In addition, if one of these customers fails to purchase the products we anticipate, we may not be able to sell this customized inventory to other customers, resulting in inventory obsolescence. We enter our new product introduction process with clear performance and cost goals. Because of the complexity of design requirements, executing on these goals is becoming increasingly difficult and less predictable. These difficulties could result in product sampling delays and/or missing targets on key specifications and customer requirements, leading to design losses. Our failure to meet our customers' technical and performance requirements for these products could result in our customers seeking alternative suppliers for these products, or increased costs to us, either of which would adversely affect our results of operations.

***Sales of older legacy products continue to represent a significant percentage of our total revenues and, if we do not increase the percentage of sales associated with new products, our revenues may not grow in the future or could decline.***

The markets for our products are characterized by changing technology and continuing process development. The future of our business will depend in large part upon the continuing relevance of our technological capabilities, and our ability to introduce new products that address our customers' requirements for more cost-effective and higher bandwidth solutions. We must also develop these new technologies and products on a cost-effective basis in order to effectively compete with our competitors. Our inability to successfully launch or sustain new or next generation programs or product features that anticipate or adequately address future market trends and market transitions in a timely manner could materially adversely affect our revenues and financial results. We

may also encounter competition from new or revised technologies that render our products less profitable or obsolete in our chosen markets, and our operating results may suffer. Furthermore, we cannot assure you that we will introduce new or next generation products in a timely manner, these products will gain market acceptance, or new product revenues will increase at a rate sufficient to replace declining legacy product revenues, and failure to do so could materially affect our operating results.

***Changes to our enterprise resource planning system and other key software applications could cause unexpected problems to occur and disrupt the management of our business.***

We recently completed an upgrade to our enterprise resource planning (“ERP”) system, and other management information systems, which are critical to the operational, accounting and financial functions of our company. We have invested \$14.3 million towards our ERP system, and significant management attention and resources will continue to be used to facilitate training and full implementation of this system. We have experienced, and may continue to experience, operating or reporting disruptions during the course of utilizing and fine-tuning our ERP system, including limitations on our ability to deliver and bill for customer shipments, project our inventory requirements, manage our supply chain, maintain current and complete books and records, maintain an effective internal control environment and meet external reporting deadlines. We may also decide to modify or enhance our internal control processes as a result of gaining further experience operating our ERP system. These changes or other difficulties could materially and adversely impact our ability to manage our business as well as the accuracy and timely reporting of our operating results.

***We may experience low manufacturing yields.***

Manufacturing yields depend on a number of factors, including the volume of production due to customer demand and the nature and extent of changes in specifications required by customers for which we perform design-in work. Higher volumes due to demand for a fixed, rather than continually changing, design generally results in higher manufacturing yields, whereas lower volume production generally results in lower yields. In addition, lower yields may result, and have in the past resulted, from commercial shipments of products prior to full manufacturing qualification to the applicable specifications. Changes in manufacturing processes required as a result of changes in product specifications, changing customer needs, introduction of new product lines and changes in contract manufacturers have historically caused, and may in the future cause, significantly reduced manufacturing yields, resulting in low or negative margins on those products. Moreover, an increase in the rejection rate of products during the quality control process, before, during or after manufacture, results in lower gross margins from lower yields and additional rework costs. Finally, manufacturing yields and margins can also be lower if we receive or inadvertently use defective or contaminated materials from our suppliers. Any reduction in our manufacturing yields will adversely affect our gross margins and could have a material impact on our operating results.

***In order to remain competitive, we have been in the past and may be in the future required to agree to customer terms and conditions that may have an adverse effect on our financial condition and operating results.***

Many of our customers have significant purchasing power and, accordingly, have requested more favorable terms and conditions, including extended payment terms, than we typically provide. In order for us to remain competitive, we may be required to accommodate these requests, which may include granting terms that affect the timing of our receipt of cash. As a result, these more favorable customer terms may have a material adverse effect on our financial condition and results of operations.

***Delays, disruptions or quality control problems in manufacturing could result in delays in product shipments to customers and could adversely affect our business.***

We may experience delays, disruptions or quality control problems in our manufacturing operations or the manufacturing operations of our subcontractors. As a result, we could incur additional costs that would adversely affect our gross margins, and our product shipments to our customers could be delayed beyond the shipment schedules requested by our customers, which could harm our relationship with our customers and would negatively affect our revenues, competitive position and reputation. Furthermore, even if we are able to deliver products to our customers on a timely basis, we may be unable to recognize revenues at the time of delivery based on our revenue recognition policies.

***Our revenues, growth rates and operating results are likely to fluctuate significantly as a result of factors that are outside our control, which could adversely impact our operating results.***

Our revenues, growth rates and operating results are likely to fluctuate significantly in the future as a result of factors that are outside our control. We may not achieve similar revenues, growth rates or operating results in future periods. Our revenues, growth rates and operating results for any prior quarterly or annual period should not be relied upon as any indication of our future revenues, growth rates or operating results. The timing of order placement, size of orders and satisfaction of contractual customer acceptance criteria, changes in the pricing of our products due to competitive pressures as well as order or shipment delays or deferrals, with respect to our products, may cause material fluctuations in revenues. Slower growth rates in China and for some of our client side

transceivers may also cause our results to fluctuate. For example, we expect revenues for the three months ended March 31, 2018 to decrease by a range of 8 percent to 14 percent as compared to the three months ended December 30, 2017 due primarily to lower sales of 100G client side and data center transceivers, a reduction in average selling prices resulting from the annual price negotiations with our customers, and decreased shipments to our China based customers. These decreases are expected to be partially offset by an increase in sales from our CFP2-ACO product family.

Our lengthy sales cycle, which may extend to more than one year, may cause our revenues and operating results to vary from period to period and it may be difficult to predict the timing and amount of any variation. Delays or deferrals in purchasing decisions by our customers may increase as we develop new or enhanced products for new markets, including data communications, industrial, research, consumer and biotechnology markets. Purchase decisions by our customers are also impacted by the capital expenditure plans of the global telecom carriers, which tend to be the primary customers of our customers. Our current and anticipated future dependence on a small number of customers increases the revenue impact of each such customer's decision to delay or defer purchases from us, or decision not to purchase products from us. Our expense levels in the future will be based, in large part, on our expectations regarding future revenue sources and, as a result, operating results for any quarterly period in which anticipated material orders fail to occur, or are delayed or deferred, could be significantly harmed. Because our business is capital intensive, we may not be able to decrease our expenses in the short term to adjust to significant fluctuations in our revenues, which can have a significant adverse impact on our operating results.

***We have a complex multinational tax structure, and changes in effective tax rates or adverse outcomes resulting from examination of our income tax returns could adversely affect our results.***

We have a complex multinational tax structure with multiple types of intercompany transactions, and our allocation of profits and losses through our intercompany transfer pricing agreements is subject to review by the Internal Revenue Service and other tax authorities. Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, accounting principles or interpretations thereof. In addition, we are also subject to periodic examination of our income tax returns and related transfer pricing documentation by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these examinations will not have an adverse effect on our operating results and financial condition.

We are also exposed to changes in tax law which can impact our current and future year's tax provision.

We continue to assess the impact of the recently enacted H.R.1, commonly referred to as the Tax Cuts and Jobs Act, and the Finance (No. 2) Act 2017 in the United Kingdom (together, the "New Tax Laws") as well as any future regulations implementing the New Tax Laws and any interpretations of the New Tax Laws. The effect of those regulations and interpretations, as well as any additional tax reform legislation in the United States, United Kingdom or elsewhere, could have a material adverse effect on our business, financial condition and results of operations by, among other things, decreasing the value of our deferred tax asset and/or requiring us to recognize a deferred tax liability for non-U.S. earnings. See Note 1 to the Condensed Consolidated Financial Statements, *Basis of Presentation, U.S. Tax Reform*, in this Quarterly Report on Form 10-Q. If we are required to reduce the value of our deferred tax asset or record a deferred tax liability, we may be required to record a corresponding charge to current earnings, which could have a material adverse effect on our financial condition and results of operations in the period in which it is recorded.

***The inability to obtain government licenses and approvals for desired international trading activities or technology transfers, including export licenses, may prevent the profitable operation of our business.***

Many of our present and future business activities are subject to licensing by the United States government under the Export Administration Act, the Export Administration Regulations and other laws, regulations and requirements governing international trade and technology transfer. For example, in early March 2016, the DOC amended the Export Administration Regulations ("EAR") and imposed additional licensing restrictions on exports of certain products to ZTE. In response to the DOC's action, we temporarily ceased shipment of products to ZTE. In late March 2016, the DOC created a temporary general license applicable to exports to ZTE, and subsequently granted several extensions, before issuing a final rule on March 29, 2017 in connection with the settlement by ZTE and the U.S. government of certain administrative and criminal charges, eliminating the additional licensing restrictions imposed on ZTE. While the additional licensing restrictions imposed on ZTE have been eliminated, that does not preclude the DOC from imposing future licensing restrictions on ZTE if they violate the EAR or other export laws, or on other Chinese customers with whom we conduct business. Any future action by the U.S. government that precludes us from shipping product to ZTE, or to other customers in China, may have a material adverse impact on our revenues and results of operations.

We also presently manufacture products in China and Thailand that require licenses. The operation of our business may require the continuity of these licenses and may require further licenses and approvals for future products in these and other

countries. However, there is no certainty to the continuity of these licenses, nor that further desired licenses and approvals may be obtained. The failure to obtain or retain such licenses may materially harm our revenues and results of operations.

***We depend on a limited number of suppliers and key contract manufacturers who could disrupt our business if they stopped, decreased, delayed or were unable to meet our demand for shipments of their products or manufacturing of our products.***

We depend on a limited number of suppliers of raw materials and equipment used to manufacture our products. We currently also depend on a limited number of contract manufacturers, principally Fabrinet in Thailand, Venture Corporation Limited ("Venture") in Malaysia, Toyo in Japan and Thailand, and eLASER in Taiwan, to manufacture certain of our products. Some of these suppliers are our sole sources for certain materials and equipment. We typically have not entered into long-term agreements with our suppliers other than Fabrinet and Venture. As a result, these suppliers generally may stop supplying us materials and equipment at any time. Our reliance on a sole supplier or limited number of suppliers could result in delivery problems, reduced control over product pricing and quality, and an inability to identify and qualify another supplier in a timely manner. Some of our suppliers that may be small or under-capitalized may experience financial difficulties that could prevent them from supplying us materials and equipment. In addition, our suppliers, including our sole source suppliers, may experience manufacturing delays or shut downs due to earthquakes, floods, fires, labor unrest, political unrest, trade disputes or other events.

Any supply deficiencies relating to the quality or quantities of materials or equipment we use to manufacture our products could materially and adversely affect our ability to fulfill customer orders and our results of operations. Lead times for the purchase of certain materials and equipment from suppliers have increased and in some cases have limited our ability to rapidly respond to increased demand, and may continue to do so in the future. To the extent we introduce additional contract manufacturing partners, introduce new products with new partners and/or move existing internal or external production lines to new partners, we could experience supply disruptions during the transition process. In addition, due to our customers' requirements relating to the qualification of our suppliers and contract manufacturing facilities and operations, we cannot quickly enter into alternative supplier relationships, which prevents us from being able to respond immediately to adverse events affecting our suppliers. Any transition to a new supplier could result in lost or delayed sales if our customers fail to qualify these new supply sources on a timely basis, or at all.

***Our business and results of operations may be negatively impacted by financial market conditions and general economic conditions in the industries in which we operate, and such conditions may increase the other risks that affect our business.***

During the 2008 financial crisis and its aftermath, the world's financial markets experienced significant turmoil, resulting in reductions in available credit, increased costs of credit, extreme volatility in security prices, potential changes to existing credit terms, and rating downgrades of investments. In the past, due to these conditions, many of our customers reduced their spending plans, leading them to draw down their existing inventory and reduce orders for our products. It is possible that changes in current economic conditions could result in similar setbacks in the future, and that some of our customers could as a result reduce production levels of existing products, defer introduction of new products or place orders and accept delivery for products for which they do not pay us due to their economic difficulties or other reasons. In the past, financial market volatility has materially and adversely affected the market conditions in the industries in which we operate, and has had a material adverse impact on our revenues. Our suppliers may also be adversely affected by economic conditions that may impact their ability to provide important components used in our manufacturing processes on a timely basis, or at all. To a large degree, orders from many of our customers are dependent on demand from telecom carriers around the world. Telecom carrier capital expenditure plans and execution can also be adversely impacted, both in terms of total spend and in determination of areas of investment within network infrastructures, by global and regional macroeconomic conditions. We are unable to predict the likely occurrence, severity or duration of any potential future disruption in financial markets or adverse economic conditions in the U.S. and other countries, but the longer the duration the greater the risks we face in operating our business.

***Our intellectual property rights may not be adequately protected.***

Our future success will depend, in large part, upon our intellectual property rights, including patents, copyrights, design rights, trade secrets, trademarks and know-how. We maintain an active program of identifying technology appropriate for patent protection. Our practice is to require employees and consultants to execute non-disclosure and proprietary rights agreements upon commencement of employment or consulting arrangements. These agreements acknowledge our exclusive ownership of all intellectual property developed by the individuals during their work for us and require that all proprietary information disclosed will remain confidential. Although such agreements may be binding, they may not be enforceable in full or in part in all jurisdictions and any breach of a confidentiality obligation could have a negative effect on our business and our remedy for such breach may be limited.

Our intellectual property portfolio is an important corporate asset. The steps we have taken and may take in the future to protect our intellectual property may not adequately prevent misappropriation or ensure that others will not develop competitive technologies or products. We cannot assure you that our competitors will not successfully challenge the validity of our patents or

design products that avoid infringement of our proprietary rights with respect to our technology. There can be no assurance that other companies are not investigating or developing other similar technologies, any patents will be issued from any application pending or filed by us, or, if patents are issued, the claims allowed will be sufficiently broad to deter or prohibit others from marketing similar products. In addition, we cannot assure you that any patents issued to us will not be challenged, invalidated or circumvented, or that the rights under those patents will provide a competitive advantage to us or that our products and technology will be adequately covered by our patents and other intellectual property. Further, the laws of certain regions in which our products are or may be developed, manufactured or sold, including Asia-Pacific, Southeast Asia and Latin America, may not be enforceable to protect our products and intellectual property rights to the same extent as the laws of the United States, the United Kingdom and continental European countries. This is especially relevant since we have transferred our assembly and test operations and chip-on-carrier operations, including certain engineering-related functions, to Shenzhen, China, and have completed the transition of portions of these assembly and test operations to Venture in Malaysia. If we are unable to adequately protect our intellectual property rights, this may impede the development of new technologies and products, and our financial condition and operating results could be materially and adversely affected.

***If our customers do not qualify our manufacturing lines or the manufacturing lines of our subcontractors for volume shipments, our operating results could suffer.***

Most of our customers do not purchase products, other than limited numbers of evaluation units, prior to qualification of the manufacturing line for volume production. Our existing manufacturing lines, as well as each new manufacturing line, must pass through varying levels of qualification with our customers. Our manufacturing lines have passed our qualification standards, as well as our technical standards. However, our customers also require that our manufacturing lines pass their specific qualification standards and that we, and any subcontractors that we may use, be registered under international quality standards. In addition, we have in the past encountered, and may in the future encounter, quality control issues as a result of relocating or changing our manufacturing lines or introducing new products to fill production. We may be unable to obtain customer qualification of our manufacturing lines or we may experience delays in obtaining customer qualification of our manufacturing lines. If we introduce new contract manufacturing partners and move any production lines from existing internal or external facilities, the new production lines will likely need to be re-qualified with our customers. Any delays or failure to obtain qualifications would harm our operating results and customer relationships.

***We have significant operations in China, which exposes us to risks inherent in doing business in China.***

A significant portion of our assembly and test operations, chip-on-carrier operations and manufacturing and supply chain management operations are concentrated in our facility in Shenzhen, China. In addition, we have research and development related activities in Shenzhen, China. To be successful in China we will need to:

- qualify our manufacturing lines and the products we produce in Shenzhen, as required by our customers; and
- attract and retain qualified personnel to operate our Shenzhen facility.

We cannot assure you that we will be able to achieve these objectives.

Employee turnover in China is high due to the intensely competitive and fluid market for skilled labor. To operate our Shenzhen facility under these conditions, we need to continue to hire direct manufacturing personnel, administrative personnel and technical personnel; obtain and retain required legal authorization to hire such personnel; and incur the time and expense to hire and train such personnel.

Operations in China are subject to greater political, legal and economic risks than our operations in other countries. In particular, the political, legal and economic climate in China, both nationally and regionally, is fluid and unpredictable. For example, we have been subject to commercial litigation in China initiated by a former supplier. For a description of this lawsuit, see Part I, Item 3, *Legal Proceedings*, "Raysung Commercial Litigation," in our 2016 Annual Report on Form 10-K. Further, personal privacy, cyber security, and data protection are becoming increasingly significant issues in China. To address these issues, the Standing Committee of the National People's Congress promulgated the Cyber Security Law of the People's Republic of China (the "Cyber Security Law"), which took effect on June 1, 2017. The Cyber Security Law sets forth various requirements relating to the collection, use, storage, disclosure and security of data, among other things. Various Chinese agencies are expected to issue additional regulations in the future to define these requirements more precisely. These requirements may increase our costs of compliance. We cannot assure you that we will be able to comply with all of these regulatory requirements. Any failure to comply with the Cyber Security Law and the relevant regulations and policies, could result in additional cost and liability to us or restrictions on our ability to operate in China and could adversely affect our business and results of operations. Additionally, increased costs to comply with, and other burdens imposed by, the Cyber Security Law and relevant regulations and policies that are applicable to the businesses of our suppliers, vendors and other service providers, as well as our customers, could adversely affect our business and results of operations.

Our ability to operate in China may be adversely affected by changes in Chinese laws and regulations such as those related to, among other things, taxation, import and export tariffs, environmental regulations, land use rights, intellectual property, currency controls, employee benefits, cyber security and other matters. In addition, we may not obtain or retain the requisite legal permits to continue to operate in China, and costs or operational limitations may be imposed in connection with obtaining and complying with such permits.

We intend to continue to export the products manufactured at our Shenzhen facility. Under current regulations, upon application and approval by the relevant governmental authorities, we will not be subject to certain Chinese taxes and will be exempt from certain duties on imported materials that are used in the manufacturing process and subsequently exported from China as finished products. However, Chinese trade regulations are subject to frequent change, and we may become subject to other forms of taxation and duties in China or may be required to pay export fees in the future, particularly if the status of the free trade zone in Shenzhen changes in the future. In the event that we become subject to new forms of taxation or export fees in China, our expenses would increase and our business and results of operations could be materially adversely affected. We may also be required to expend greater amounts than we currently anticipate in connection with increasing production at our Shenzhen facility. Any one of the factors cited above, or a combination of them, could result in unanticipated costs or interruptions in production, which could materially and adversely affect our business.

***Data breaches and cyber attacks could compromise our operations, or the operations of our contract manufacturers upon whom we rely, and cause significant damage to our business and reputation.***

Cyber attacks have become more prevalent and much harder to detect and defend against. Companies, including in our industry, have been increasingly subject to a wide variety of security incidents, cyber attacks and other attempts to gain unauthorized access to their systems or to deny access and disrupt their systems and operations. These threats can come from a variety of sources, ranging in sophistication from an individual hacker to a state-sponsored attack. Cyber threats may be generic, or they may be custom-crafted against our information systems.

In the ordinary course of our business, we maintain sensitive data on our networks, including our intellectual property, employee personal information and proprietary or confidential business information relating to our business and that of our customers and business partners. The secure maintenance of this information is critical to our business and reputation. Despite our implementation of network security measures, our network and storage applications may be subject to computer viruses, denial of service attacks, ransomware and other forms of cyber terrorism, unauthorized access by hackers or may be breached due to operator error, malfeasance or other system disruptions. It is often difficult to anticipate or immediately detect such incidents and the damage caused by such incidents. Data breaches and any unauthorized access or disclosure of our information, employee information or intellectual property could compromise our intellectual property, trade secrets and other sensitive business information, any of which could result in legal action against us, exposure of our intellectual property to our competitors, damages, fines and other adverse effects. A data security breach could also lead to public exposure of personal information of our employees, customers and others. Any such theft, loss or misuse of personal data collected, used, stored or transferred by us to run our business could result in significantly increased security costs or costs related to defending legal claims. Cyber attacks, such as computer viruses or other forms of cyber terrorism, may disrupt access to our network or storage applications. Such disruptions could result in delays or cancellations of customer orders or the production or shipment of our products. Further, cyber attacks may cause us to incur significant remediation costs, result in product development delays, disrupt key business operations and divert attention of management and key information technology resources. These incidents could also subject us to liability, expose us to significant expense and cause significant harm to our reputation and business.

***Privacy concerns and compliance with domestic or foreign privacy laws and regulations may increase our expenses, result in legal or regulatory proceedings against us and may harm our business.***

In the ordinary course of our business, we maintain sensitive personal data on our networks, including confidential information relating to our customers, employees and business partners. Global privacy legislation, enforcement, and policy activity are rapidly expanding and creating a complex compliance regulatory environment regarding the collection, use, storage and disclosure of such information. These laws and regulations are still evolving and are likely to be in flux and subject to uncertain interpretation for the foreseeable future. For example, various Chinese agencies are expected to issue additional regulations in the future to further define the requirements of the new Chinese Cyber Security Law, which took effect on June 1, 2017. For additional information regarding the new Cyber Security Law, see “We have significant operations in China, which exposes us to risks inherent in doing business in China.” Additionally, the European Union recently adopted the General Data Protection Regulation (the “GDPR”), which comprehensively reforms the EU’s data protection laws and is expected to take effect in May 2018. The GDPR imposes strict data protection requirements that may necessitate changes to our business practices to comply with the new requirements or to address the concerns of our customers or business partners relating to the GDPR. The GDPR also includes severe financial penalties for non-compliance. Complying with any new regulatory requirements could force us to incur substantial expenses or require us to change our business practices in a manner that could harm our business and any non-compliance may result in lawsuits, regulatory fines, or other actions or liability. Our business may also be harmed if these privacy-related laws or any newly adopted privacy-related laws are interpreted or implemented in a manner that is inconsistent from country to country and inconsistent with our current policies and practices, or those of our customers or business partners.

Costs to comply with rapidly changing global privacy-related laws and regulations and to implement related data protection measures could be significant. We may also have to change the manner in which we contract with our business partners, store and transfer information and otherwise conduct our business, which could increase our costs and harm our financial results. In addition, even inadvertent failure to comply with federal, state, or international privacy-related or data protection laws and regulations could result in proceedings against us by governmental entities or others, resulting in fines, penalties, restrictions on or prohibitions on our operations in certain jurisdictions, increased compliance costs and other adverse effects.

***We may undertake acquisitions or mergers, or be the target of a strategic transaction, which may prove unsuccessful and which may materially and adversely affect our business, prospects, financial condition and results of operations.***

From time to time, we consider acquisitions or mergers, collectively referred to as “acquisitions,” of other businesses, assets or companies that would complement our current product offerings, enhance our intellectual property rights or offer other competitive opportunities. For example, in July 2012, we acquired Opnext. However, in the future, we may not be able to identify suitable acquisition candidates at prices we consider appropriate. In addition, we are in an industry that is actively consolidating and, as a result, there is no guarantee that we will successfully and satisfactorily bid against third parties, including competitors, when we identify a critical target we want to acquire.

We cannot readily predict the timing or size of our future acquisitions, or the success of our recent or future acquisitions. Failure to successfully implement our future acquisition plans could have a material adverse effect on our business, prospects, financial condition and results of operations. Even successful acquisitions could have the effect of reducing our cash balances, diluting the ownership interests of existing stockholders or increasing our indebtedness. For example, in our acquisition of Opnext we issued approximately 38.4 million newly issued shares of our common stock to the former stockholders of Opnext. In future acquisitions, we may issue shares of our common stock, use our cash, increase our indebtedness, or utilize a combination of these methods in order to pay for such acquisition.

All acquisitions involve potential risks and uncertainties, including the following, any of which could harm our business and adversely affect our results of operations:

- failure to realize the potential financial or strategic benefits of the acquisition;
- increased costs associated with merged or acquired operations;
- dilution to our current stockholders due to the issuance of common stock in such acquisitions;
- increased indebtedness obligations;
- economic dilution to gross and operating profit (loss) and earnings (loss) per share;
- failure to successfully develop the combined, acquired or remaining technology, which could, among other things, result in the impairment of amounts recorded as goodwill or other intangible assets;
- unanticipated costs and liabilities and unforeseen accounting charges;
- difficulty in integrating product offerings;

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- difficulty in coordinating and rationalizing research and development activities to enhance introduction of new products and technologies with reduced cost;
- difficulty in coordinating and integrating the manufacturing activities, including with respect to third-party manufacturers, including coordination, integration or transfers of any manufacturing activities;
- delays and difficulties in delivery of products and services;
- failure to effectively integrate or separate management information systems, personnel, research and development, marketing, sales and support operations;
- difficulty in maintaining internal control procedures and disclosure controls that comply with the requirements of the Sarbanes-Oxley Act of 2002, or poor integration of a target's procedures and controls;
- difficulty in preserving important relationships of our acquired businesses and resolving potential conflicts between business cultures;
- uncertainty on the part of our existing customers, or the customers of an acquired company, about our ability to operate effectively after a transaction, and the potential loss of such customers;
- loss of key employees;
- difficulty in coordinating the global activities of our acquired businesses;
- inherited tax liabilities from our acquisitions together with the effect of tax laws and other legal and regulatory regimes due to increasing the scope of our global operating structure;
- greater exposure to the impact of foreign currency changes on our business;
- the effect of employment law or regulations or other limitations in foreign jurisdictions that could have an impact on timing, amounts or costs of achieving expected synergies; and
- substantial demands on our management as a result of these transactions that may limit their time to attend to other operational, financial, business and strategic issues.

Our integration with acquired businesses has been and will continue to be a complex, time-consuming and expensive process. We cannot assure you that we will be able to successfully integrate these businesses in a timely manner, or at all, or that any of the anticipated benefits from our previous or future acquisitions will be realized. There are inherent challenges in integrating the operations of geographically diverse companies. We may have difficulty, and may incur unanticipated expenses related to, integrating management and personnel from our acquisitions. Our failure to achieve the strategic objectives of our past and future acquisitions could have a material adverse effect on our revenues, expenses and our other operating results and cash resources, and could result in us not achieving the anticipated potential benefits of these transactions. In addition, we cannot assure you that the growth rate of the combined company will equal the historical growth rate experienced by any of the companies that we have acquired or may acquire in the future. Comparable risks would accompany any divestiture of businesses or assets we might undertake.

In addition, even if we successfully integrate the operations of companies that we have acquired or may acquire in the future, we cannot predict with certainty which strategic, financial or operating synergies or other benefits, if any, will actually be achieved from our acquisition, the timing of any such benefits, or whether those benefits which have been achieved will be sustainable on a long-term basis. Our failure to successfully integrate the operations of companies that we acquire would likely have a material and adverse impact on our business, prospects, financial condition and results of operations.

In addition, third parties may seek to acquire us or engage in other forms of strategic transactions. We will continue to consider and discuss such transactions as we deem appropriate. Such potential transactions may divert the attention of management, and cause us to incur various costs and expenses in investigating and evaluating such transactions, whether or not they are consummated.

***Our products may infringe the intellectual property rights of others, which could result in materially expensive litigation or require us to obtain a license to use the technology from third parties, or we may be prohibited from selling certain products in the future.***

Companies in the industry in which we operate frequently are sued or receive informal claims of patent infringement or infringement of other intellectual property rights. We have, from time to time, received such claims, including from competitors and from companies that have substantially more resources than us. For example, see Part I, Item 3, *Legal Proceedings*, "Furukawa Patent Litigation," in our 2014 Annual Report.

Third parties may in the future assert claims against us concerning our existing products or with respect to future products under development, or with respect to products that we may acquire through acquisitions. We have entered into and may in the future

enter into indemnification obligations in favor of some customers that could be triggered upon an allegation or finding that we are infringing other parties' proprietary rights. For example, see Part II, Item 1, *Legal Proceedings*, "Oyster Optics Litigation" in this Quarterly Report on Form 10-Q. Satisfaction of any such indemnification obligations to our customers could be costly and materially adversely affect our operating results. If we do infringe a third party's rights, we may need to negotiate with holders of those rights in order to obtain a license to those rights or otherwise settle any infringement claim. We have from time to time received notices from third parties alleging infringement of their intellectual property and where appropriate have entered into license agreements with those third parties with respect to that intellectual property. Any license agreements that we wish to enter into the future with respect to intellectual property rights may not be available to us on commercially reasonable terms, or at all. We may not in all cases be able to resolve allegations of infringement through licensing arrangements, settlement, alternative designs or otherwise. We may take legal action to determine the validity and scope of the third-party rights or to defend against any allegations of infringement. Holders of intellectual property rights could become more aggressive in alleging infringement of their intellectual property rights and we may be the subject of such claims asserted by a third party. In the course of pursuing any of these means or defending against any lawsuits filed against us, we could incur material legal fees and related costs. The amount of time required to resolve these types of lawsuits, particularly patent-related litigation, is unpredictable and these actions may divert management's attention from the day-to-day operation of our business and consume our resources, which could materially and adversely affect our business, results of operations and cash flows. Due to the competitive nature of our industry, it is unlikely that we could increase our prices to cover such costs. In addition, such claims could result in significant penalties or injunctions that could prevent us from selling some of our products in certain markets or result in settlements or judgments that require payment of significant royalties or damages.

***If we fail to obtain the right to use the intellectual property rights of others necessary to operate our business, our business and results of operations will be materially and adversely affected.***

Certain companies in the telecommunications, data communications and optical components markets in which we sell our products have experienced frequent litigation regarding patent and other intellectual property rights. Numerous patents in these industries are held by others, including academic institutions and our competitors. Optical component suppliers may seek to gain a competitive advantage or other third parties, inside or outside our market, may seek an economic return on their intellectual property portfolios by making infringement claims against us. We currently license certain intellectual property from third parties, and in the future, we may need to obtain license rights to patents or other intellectual property held by others in order to conduct our business. Unless we are able to obtain such licenses on commercially reasonable terms, patents or other intellectual property held by others could be used to inhibit or prohibit our production and sale of existing products and our development of new products for our markets. Licenses granting us the right to use third-party technology may not be available on commercially reasonable terms, or at all. Generally, a license, if granted, would include payments of up-front fees, ongoing royalties or both. These payments or other terms could have a significant adverse impact on our operating results. In addition, in the event we are granted such a license, it is likely such license would be non-exclusive and other parties, including competitors, may be able to utilize such technology. Our larger competitors may be able to obtain licenses or cross-license their technology on better terms than we can, which could put us at a competitive disadvantage. In addition, our larger competitors may be able to buy such technology and preclude us from licensing or using such technology.

***We generate a significant portion of our revenues internationally and therefore are subject to additional risks associated with the extent of our international operations.***

For the six months ended December 30, 2017 and for the fiscal years ended July 1, 2017 and July 2, 2016, 19 percent, 14 percent and 15 percent of our revenues, respectively, were derived from sales to customers located in the United States and 81 percent, 86 percent and 85 percent of our revenues, respectively, were derived from sales to customers located outside the United States. We are subject to additional risks related to operating in foreign countries, including:

- currency fluctuations, which could result in increased operating expenses;
- changes in national infrastructure development priorities and associated capital budgets;
- trade restrictions, including restrictions imposed by the United States government on trading with parties in foreign countries, particularly with respect to China;
- difficulty in enforcing or adequately protecting our intellectual property;
- ability to hire qualified candidates;
- foreign income, value added and customs taxes;
- greater difficulty in accounts receivable collection and longer collection periods;
- political, legal and economic instability in foreign markets;

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- foreign regulations;
- changes in, or impositions of, legislative or regulatory requirements;
- transportation delays;
- epidemics and illnesses;
- terrorism and threats of terrorism;
- work stoppages and infrastructure problems due to adverse weather conditions or natural disasters;
- work stoppages related to employee dissatisfaction; and
- the effective protections of, and the ability to enforce, contractual arrangements.

Any of these risks, or any other risks related to our foreign operations, could materially adversely affect our business, financial condition and results of operations.

### ***We may face product liability claims.***

Despite quality assurance measures, defects may occur in our products. The occurrence of any defects in our products could give rise to liability for damages caused by such defects, including consequential damages. Such defects could, moreover, impair market acceptance of our products and harm our reputation. Both could have a material adverse effect on our business and financial condition. In addition, we may assume product warranty liabilities related to companies we acquire, which could have a material adverse effect on our business and financial condition. In order to help mitigate the risk of liability for damages, we carry product liability insurance and errors and omissions insurance. We cannot assure you, however, that this insurance would adequately cover our costs arising from any product liability-related issues with our products or otherwise.

### ***At times, the market price of our common stock has fluctuated significantly.***

The market price of our common stock has been, and is likely to continue to be, highly volatile. For example, during fiscal 2017, the market price of our common stock ranged from a low of \$4.58 per share to a high of \$11.30 per share. Many factors could cause the market price of our common stock to rise and fall.

In addition to the matters discussed in other risk factors included in our public filings, some of the events that could impact our stock price are:

- fluctuations in our financial condition and results of operations, including our gross margins and cash flow;
- changes in our business, operations or prospects;
- hiring or departure of key personnel;
- new contractual relationships with key suppliers or customers by us or our competitors;
- proposed acquisitions and dispositions by us or our competitors;
- financial results or projections that fail to meet public market analysts' expectations and changes in stock market analysts' recommendations regarding us, other optical technology companies or the telecommunication industry in general;
- future sales of common stock, or securities convertible into, exchangeable or exercisable for common stock, including in connection with acquisitions or other strategic transactions;
- adverse judgments or settlements obligating us to pay damages;
- acts of war, terrorism, or natural disasters;
- industry, domestic and international market and economic conditions, including sovereign debt issues in certain parts of the world and related global macroeconomic issues;
- low trading volume in our stock;
- developments relating to patents or property rights; and
- government regulatory changes.

In connection with certain of our past acquisitions and the conversion of our convertible notes, we have issued shares of our common stock. The issuance of these shares has diluted our existing stockholders and their subsequent sale could potentially have a negative impact on our stock price.

Our shares of common stock have experienced substantial price and volume fluctuations, in many cases without any direct relationship to our operating performance. An outgrowth of this market volatility is the significant vulnerability of our stock price to any actual or perceived fluctuation in the strength of the markets we serve, regardless of the actual consequence of such fluctuations. As a result, the market price for our stock is highly volatile. These broad market and industry factors have caused the market price of our common stock to fluctuate, and may in the future cause the market price of our common stock to fluctuate, regardless of our actual operating performance.

We are not restricted from issuing additional shares of our common stock, including securities that are convertible into or exchangeable for, or that represent the right to receive, shares of our common stock. Issuances of shares of our common stock or convertible securities, including outstanding options and warrants, will dilute the ownership interest of our stockholders.

***If we fail to attract and retain key personnel, our business could suffer.***

Our future success depends, in part, on our ability to attract and retain key personnel, including executive management. Competition for highly skilled technical personnel is extremely intense and we continue to face difficulty identifying and hiring qualified engineers in many areas of our business and in various geographic locations. We may not be able to hire and retain such personnel at compensation levels consistent with our existing compensation and salary structure. Volatility or lack of performance in the trading price of our common stock may also affect our ability to attract and retain qualified personnel because job candidates and existing employees often emphasize the value of the stock awards they receive in connection with their employment when considering whether to accept or continue employment. If the perceived value of our stock awards is low or declines, it may harm our ability to recruit and retain highly skilled employees. Our future success also depends on the continued contributions of our executive management team and other key management and technical personnel, each of whom would be difficult to replace. The loss of services of these or other executive officers or key personnel or the inability to continue to attract qualified personnel could have a material adverse effect on our business.

***A lack of effective internal controls over our financial reporting could result in an inability to report our financial results accurately, which could lead to a loss of investor confidence in our financial reports and have an adverse effect on our stock price.***

In fiscal 2014, we identified control deficiencies relating to inventory and property and equipment, which in the aggregate constituted a material weakness. We determined that our processes, procedures and controls related to the review and analysis of inventory and property and equipment were not effective to ensure that certain amounts related to these financial statement accounts were accurately reported in a timely manner. As a result of these adjustments, management concluded that we did not maintain effective internal controls over financial reporting as of June 28, 2014. Our remediation efforts, including the testing of these controls, continued throughout fiscal 2015. This material weakness was considered remediated in the fourth quarter of fiscal 2015, once these controls were shown to be operational for a sufficient period of time to allow management to conclude that these controls were operating effectively.

In addition, we have in the past, and may in the future, acquire companies that have either experienced material weaknesses in their internal controls over financial reporting or have had no previous reporting obligations under Sarbanes-Oxley. Failure to integrate acquired businesses into our internal controls over financial reporting could cause those controls to fail. We cannot assure you that similar material weaknesses will not recur in the future.

Further, as we continue to operate and gain experience with our recently implemented ERP system, we may decide to enhance or modify our current internal control processes. If additional material weaknesses or significant deficiencies in our internal controls are discovered or occur in the future, our consolidated financial statements may contain material misstatements and we could be required to restate our financial results.

Effective internal controls over financial reporting are necessary for us to provide reliable financial reports. Our failure to implement and maintain effective internal control over financial reporting could result in a material misstatement of our financial statements or otherwise cause us to fail to meet our financial reporting obligations. This, in turn, could result in a loss of investor confidence in the accuracy and completeness of our financial reports, which could have an adverse effect on our business, financial condition, operating results and our stock price, and we could be subject to stockholder litigation and our common stock may be delisted as a result. Even if we are able to implement and maintain effective internal control over financial reporting, the costs of doing business may increase and our management may be required to dedicate greater time and resources to that effort.

***We have a history of large operating losses. We may not be able to sustain profitability in the future and as a result we may not be able to maintain sufficient levels of liquidity.***

We have historically incurred losses and negative cash flows from operations since our inception. As of December 30, 2017, we had an accumulated deficit of \$1,172.8 million. Although we achieved income from continuing operations during the six months ended December 30, 2017 and for the years ended July 1, 2017 and July 2, 2016, we incurred losses from continuing operations for the year ended June 27, 2015 of \$48.2 million.

As of December 30, 2017, we held \$290.1 million in cash, cash equivalents and short-term investments, comprised of \$157.2 million in cash and cash equivalents, and \$133.0 million in short-term investments; and we had working capital, including cash, of \$428.1 million. At December 30, 2017, we had debt of \$3.4 million, consisting of capital leases.

The optical communications industry is subject to significant fluctuations. In order to remain competitive we incur substantial costs associated with research and development, qualification, production capacity and sales and marketing activities in connection with products that may be purchased, if at all, long after we have incurred such costs. In addition, the rapidly changing industry in which we operate, the length of time between developing and introducing a product to market, frequent changing customer specifications for products, customer cancellations of products or orders, intense competition, and general down cycles in the industry, among other things, make our prospects difficult to evaluate. As a result of these factors, it is possible that we may not (i) generate sufficient positive cash flow from operations; (ii) raise funds through the issuance of equity, equity-linked or convertible debt securities; (iii) be able to enter into new loan agreements in the future, draw advances under such agreements or repay any such amounts; (iv) conclude additional strategic dispositions or similar transactions; or (v) otherwise have sufficient capital resources to meet our future capital or liquidity needs. There are no guarantees we will be able to generate additional financial resources beyond our existing balances.

***We may undertake divestitures of portions of our business, such as the divestiture of our Komoro Business, Zurich Business and our Amplifier Business, that require us to continue providing substantial post-divestiture transition services and support, which may cause us to incur unanticipated costs and liabilities and adversely affect our financial condition and results of operations.***

From time to time, we consider divestitures of product lines or portions of our assets in order to streamline our business, focus on our core operations and raise cash. For example, on October 27, 2014, we sold our Komoro Business to Ushio Opto Semiconductors, Inc. ("Ushio Opto"). In addition, on September 12, 2013, we sold our Zurich Business to II-VI and on November 1, 2013, we sold our Amplifier Business to II-VI (See Note 3, *Business Combinations and Dispositions*, in our 2016 Annual Report, for further details). In connection with these divestitures, we entered into transition service, manufacturing service and supply agreements with both Ushio and II-VI to facilitate the ownership transition, collectively referred to as "transition agreements." In order to perform under these transition agreements, we have been required to continue operating certain facilities, dedicate certain manufacturing capacity and maintain certain supplier agreements that have added additional costs and delayed our ability to fully restructure our operations to efficiently focus on our core ongoing business. If we fail to perform under any of these transition agreements, or if we do not successfully execute the restructuring of our operations after our transition agreement obligations have been fulfilled, our financial condition and results of operations could be harmed.

***We have a large amount of intercompany balances with our China entities which may be subject to taxes and penalties when we try to pay them down or collect them.***

Payments for goods and services into and out of China are subject to numerous and over-lapping government regulation with respect to foreign exchange controls, banking controls, import and export controls, and taxes. We have been operating in China for an extended period of time and have accumulated significant intercompany balances with our related entities. Our ability to repay or collect these balances may be restricted by Chinese laws and, as a result, we may be unable to successfully pay down or collect on these balances. As a consequence, we may be assessed additional taxes in China if we are unable to claim bad debt deductions or incur debt forgiveness income from the cancellation of these intercompany balances. Additionally, if we are found not to have complied with the various local laws surrounding cross border payments, we may incur penalties and fines for non-compliance. Any such taxes, penalties and/or fines could be significant in amount and, as a result, could have a material adverse effect on our financial condition, including our cash and cash equivalent balances.

***We have been named as a party to derivative action lawsuits in the past, and we may be named in additional litigation in the future, which would require significant management time and attention and result in significant legal expenses and could result in an unfavorable outcome which could have a material and adverse effect on our business, financial condition, results of operations and cash flows.***

When the market price of a stock experiences a sharp decline, as has happened to us in the past, holders of that stock have often brought securities class action litigation against the company that issued the stock. Several securities class action lawsuits have been filed against us and certain of our current and former officers and directors in the past. Other class action lawsuits have been initiated in the past against Opnext, us and certain of our respective current and former officers and directors as purported derivative actions. The securities class action complaints alleged violations of section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated by the Securities and Exchange Commission (the "SEC"). Each purported derivative complaint alleged, among other things, counts for breaches of fiduciary duty, waste, and unjust enrichment. The courts approved the settlement of these lawsuits and the settlements became final in December 2014. For a description of these lawsuits, see Part II, Item 1, *Legal Proceedings*, "Class Action and Derivative Litigation" in our Quarterly Report on Form 10-Q filed on February 5, 2015. If new litigation of this type were to be initiated in the future, such litigation would likely divert the time and attention of our management and could cause us to incur significant expense in defending against the litigation. We could also be responsible for the advancement or reimbursement of significant legal fees of our current and former officers and directors to whom we may owe indemnity obligations. In addition, if any such suits were resolved in a manner adverse to us, the damages we could be required to pay may be substantial and could have a material and adverse impact on our results of operations and our ability to operate our business.

***Because we do not intend to pay dividends, stockholders will benefit from an investment in our common stock only if it appreciates in value.***

We have never declared or paid any dividends on our common stock. We anticipate that we will retain any future earnings to support operations and to finance the development of our business and do not expect to pay cash dividends in the foreseeable future. As a result, the success of an investment in our common stock will depend entirely upon any future appreciation in its value. There is no guarantee that our common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

***We are subject to anti-corruption laws in the jurisdictions in which we operate, including the U.S. Foreign Corrupt Practices Act, or the FCPA, and the U.K. Bribery Act. Our failure to comply with these laws could result in penalties which could harm our reputation and have a material adverse effect on our business, results of operations and financial condition.***

We are subject to the FCPA, the U.K. Bribery Act and other anti-corruption laws that generally prohibit companies and their intermediaries from making improper payments to foreign officials for the purpose of obtaining or keeping business and/or other benefits, along with various other anti-corruption laws. Although we have implemented policies and procedures designed to ensure that we, our employees and other intermediaries comply with the FCPA and other anti-corruption laws to which we are subject, there is no assurance that such policies or procedures will work effectively all of the time or protect us against liability under the FCPA or other laws for actions taken by our employees and other intermediaries with respect to our business or any businesses that we may acquire. We have manufacturing operations in China and other jurisdictions, many of which pose elevated risks of anti-corruption violations, and we export our products for sale internationally. This puts us in frequent contact with persons who may be considered "foreign officials" under the FCPA, resulting in an elevated risk of potential FCPA violations. If we are not in compliance with the FCPA and other laws governing the conduct of business with government entities (including local laws), we may be subject to criminal and civil penalties and other remedial measures, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Any investigation of any potential violations of the FCPA or other anti-corruption laws by U.S. or foreign authorities could harm our reputation and have an adverse impact on our business, financial condition and results of operations.

***In the future we may need to access the capital markets to raise additional equity, which could dilute our shareholder base.***

We may need additional liquidity beyond our current expectations, such as to fund future growth, strengthen our balance sheet or to fund the cost of restructuring activities or acquisitions, and will continue to explore other sources of additional liquidity. These additional sources of liquidity could include one, or a combination, of the following: (i) issuing equity securities, (ii) incurring indebtedness secured by our assets, (iii) issuing debt and/or convertible debt securities, or (iv) selling product lines, other assets and/or portions of our business. There can be no guarantee that we will be able to raise additional funds on terms acceptable to us, or at all.

If we raise funds through the issuance of equity, or equity-linked or convertible debt securities, our stockholders may be significantly diluted, and these newly-issued securities may have rights, preferences or privileges senior to those of securities held by existing stockholders. For example, we raised funds in a public offering of our common stock in September 2016, which diluted our existing stockholder base. If we raise funds in the future through the issuance of debt instruments, such as we did in February 2015 when

we issued convertible notes and December 2012 when we issued exchangeable bonds, we will incur debt servicing costs and the agreements governing such debt instruments may contain covenant restrictions that limit our ability to, among other things: (i) incur additional debt, assume obligations in connection with letters of credit, or issue guarantees; (ii) create liens; (iii) make certain investments or acquisitions; (iv) enter into transactions with our affiliates; (v) sell certain assets; (vi) redeem capital stock or make other restricted payments; (vii) declare or pay dividends or make other distributions to stockholders; and (viii) merge or consolidate with any entity. (See Note 6, *Credit Line and Notes*, in our 2016 Annual Report, for further details). The exchangeable bonds issued in 2012 and the convertible notes issued in 2015 were subsequently exchanged for common stock and, in the case of the convertible notes issued in 2015, a cash payment. We cannot assure you that additional financing will be available on terms favorable to us, or at all. If adequate funds are not available or are not available on acceptable terms, if and when needed, our ability to fund our operations, develop or enhance our products, make acquisitions or otherwise respond to competitive pressures and operate effectively could be significantly limited.

***We may have to incur substantially more debt in the future, which may subject us to restrictive covenants that could limit our ability to operate our business.***

In the future, we may incur additional indebtedness through arrangements such as credit agreements or term loans that may impose restrictions and covenants that limit our ability to respond appropriately to market conditions, make capital investments or take advantage of business opportunities. In addition, any debt arrangements we may enter into would likely require us to make regular interest payments, which would adversely affect our results of operations.

***In the future we may incur significant additional restructuring charges that could adversely affect our results of operations.***

In the past we have enacted a series of restructuring plans and cost reduction plans designed to reduce our manufacturing overhead and our operating expenses that have resulted in significant restructuring charges.

For instance, while we incurred minimal restructuring charges in fiscal 2017 and 2016, during fiscal 2015, we incurred \$2.5 million in restructuring charges in connection with the transition of certain portions of our Shenzhen, China assembly and test operations to Venture. In addition, during fiscal 2015, we incurred \$4.0 million in restructuring charges in connection with the restructuring plan we initiated in the first quarter of fiscal 2014 to simplify our operating footprint, reduce our cost structure and focus our research and development investment in the optical communications market where we can leverage our core competencies.

We cannot assure you that we will not incur additional restructuring charges in the future. Significant additional restructuring charges could materially and adversely affect our operating results in the periods that they are incurred and recognized. In addition, such charges could require significant cash commitments that may adversely affect our cash balances.

***Prior to our acquisition of Opnext, Opnext licensed its intellectual property to Hitachi and its wholly owned subsidiaries without restriction. In addition, Hitachi is free to license certain of Hitachi's intellectual property that Opnext used in its business to any third party, including competitors, which could harm our business and operating results.***

Opnext was initially created as a stand-alone entity by acquiring certain assets of Hitachi through various transactions. In connection with these transactions, Opnext acquired a number of patents and know-how from Hitachi, but also granted Hitachi and its wholly owned subsidiaries a perpetual right to continue to use those patents and know-how, as well as other patents and know-how that Opnext developed during a period which ended in July 2011 (or October 2012 in certain cases). This license back to Hitachi is broad and permits Hitachi to use this intellectual property for any products or services anywhere in the world, including licensing this intellectual property to our competitors.

Additionally, while significant intellectual property owned by Hitachi was assigned to Opnext when Opnext was formed, Hitachi retained and only licensed to Opnext the intellectual property rights to underlying technologies used in both Opnext products and the products of Hitachi. Under the agreement, Hitachi remains free to license these intellectual property rights to the underlying technologies to any party, including competitors. The intellectual property that has been retained by Hitachi and that can be licensed in this manner does not relate solely or primarily to one or more of Opnext's products, or groups of products; rather, the intellectual property that was licensed to Opnext by Hitachi is used across a broad portion of our product portfolio. Competition from third parties using the underlying technologies retained by Hitachi could harm our business, financial condition and results of operations.

***We may record additional impairment charges that will adversely impact our results of operations.***

As of December 30, 2017, we had \$135.7 million of property and equipment, net on our consolidated balance sheet. If we make changes in our business strategy or if market or other conditions adversely affect our business operations, we may be forced to record an impairment charge related to these assets, which would adversely impact our results of operations. If impairment has occurred, we will be required to record an impairment charge for the difference between the carrying value of the assets and the implied fair value of the assets in the period in which such determination is made. The testing for impairment requires us to make significant estimates about the future performance and cash flows of our business, as well as other assumptions. These estimates

can be affected by numerous factors, including changes in economic, industry, or market conditions, changes in underlying business operations, future reporting unit operating performance, changes in competition, or changes in technologies. Any changes in key assumptions, or actual performance compared with those assumptions, about our business and its future prospects or other assumptions could affect the fair value of one or more reporting units, and result in an impairment charge.

***Our business and operating results may be adversely affected by natural disasters or other catastrophic events beyond our control.***

Our business and operating results are vulnerable to natural disasters, such as earthquakes, fires, tsunami, volcanic activity and floods, as well as other events beyond our control such as power loss, telecommunications failures and uncertainties arising out of terrorist attacks in the United States and armed conflicts overseas. For example, in the latter three quarters of fiscal 2012, our results of operations were materially and adversely impacted by the flooding in Thailand. Additionally, our corporate headquarters and a portion of our research and development and manufacturing operations are located in Silicon Valley, California, and select manufacturing facilities are located in Japan. These regions in particular have been vulnerable to natural disasters, such as the 2011 earthquake and subsequent tsunami that occurred in Japan, and the April 2016 earthquakes that took place on the island of Kyushu in Japan. The occurrence of any of these events could pose physical risks to our property and personnel, which may adversely affect our ability to produce and deliver products to our customers. Although we presently maintain insurance against certain of these events, we cannot be certain that our insurance will be adequate to cover any damage sustained by us or by our customers.

***Our business involves the use of hazardous materials, and we are subject to environmental and import/export laws and regulations that may expose us to liability and increase our costs.***

We handle hazardous materials as part of our manufacturing activities. Consequently, our operations are subject to environmental laws and regulations governing, among other things, the use and handling of hazardous substances and waste disposal. We may incur costs to comply with current or future environmental laws. As with other companies engaged in manufacturing activities that involve hazardous materials, a risk of environmental liability is inherent in our manufacturing activities, as is the risk that our facilities will be shut down in the event of a release of hazardous waste, or that we would be subject to extensive monetary liabilities. The costs associated with environmental compliance or remediation efforts or other environmental liabilities could adversely affect our business. Under applicable European Union regulations, we, along with other electronics component manufacturers, are prohibited from using lead and certain other hazardous materials in our products. We could lose business or face product returns if we fail to maintain these requirements properly.

In addition, the sale and manufacture of certain of our products require on-going compliance with governmental security and import/export regulations. We may, in the future, be subject to investigation which may result in fines for violations of security and import/export regulations. Furthermore, any disruptions of our product shipments in the future, including disruptions as a result of efforts to comply with governmental regulations, could adversely affect our revenues, gross margins and results of operations.

***The disclosure requirements related to the “conflict minerals” provision of the Dodd-Frank Act may limit our supply and increase our costs for certain metals used in our products and could affect our reputation with customers or shareholders.***

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act), the SEC adopted a rule requiring public companies to disclose the use of specified minerals, known as conflict minerals, that are necessary to the functionality or production of products manufactured or contracted to be manufactured. The rule could affect sourcing at competitive prices and availability in sufficient quantities of certain minerals used in the manufacturing of our products. The number of suppliers who provide conflict-free minerals may be limited. In addition, there may be material costs associated with complying with the disclosure requirements, such as costs related to the due diligence process of determining the source of certain minerals used in our products, as well as costs of possible changes to products, processes, or sources of supply as a consequence of such verification activities. As our supply chain is complex and we use contract manufacturers for some of our products, we may not be able to sufficiently verify the origins of the relevant minerals used in our products through the due diligence procedures that we implement, which may harm our reputation. If we cannot determine that our products exclude conflict minerals sourced from the DRC or adjoining countries, some of our customers may discontinue, or materially reduce, purchases of our products, which could negatively affect our results of operations.

***We can issue shares of preferred stock that may adversely affect your rights as a stockholder of our common stock.***

Our certificate of incorporation authorizes us to issue up to 1.0 million shares of preferred stock with designations, rights and preferences determined from time-to-time by our board of directors. Accordingly, our board of directors is empowered, without stockholder approval, to issue preferred stock with dividend, liquidation, conversion, voting or other rights superior to those of holders of our common stock. For example, an issuance of shares of preferred stock could:

- adversely affect the voting power of the holders of our common stock;
- make it more difficult for a third-party to gain control of us;
- discourage bids for our common stock at a premium;
- limit or eliminate any payments that the holders of our common stock could expect to receive upon our liquidation; or
- otherwise adversely affect the market price of our common stock.

We may in the future issue shares of authorized preferred stock at any time.

***Delaware law and our charter documents contain provisions that could discourage or prevent a potential takeover, even if such a transaction would be beneficial to our stockholders.***

Some provisions of our certificate of incorporation and bylaws, as well as provisions of Delaware law, may discourage, delay or prevent a merger or acquisition that a stockholder may consider favorable. These include provisions:

- authorizing the board of directors to issue preferred stock;
- prohibiting cumulative voting in the election of directors;
- limiting the persons who may call special meetings of stockholders;
- prohibiting stockholder actions by written consent;
- creating a classified board of directors pursuant to which our directors are elected for staggered three-year terms;
- permitting the board of directors to increase the size of the board and to fill vacancies;
- requiring a super-majority vote of our stockholders to amend our bylaws and certain provisions of our certificate of incorporation; and
- establishing advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings.

We are subject to the provisions of Section 203 of the Delaware General Corporation Law which limit the right of a corporation to engage in a business combination with a holder of 15 percent or more of the corporation's outstanding voting securities, or certain affiliated persons. We do not currently have a stockholder rights plan in place.

Although we believe that these charter and bylaw provisions, and provisions of Delaware law, provide an opportunity for the board to assure that our stockholders realize full value for their investment, they could have the effect of delaying or preventing a change of control, even under circumstances that some stockholders may consider beneficial.

**ITEM 6. EXHIBITS**

Exhibit Number	Description of Exhibit
<a href="#">31.1 (1)</a>	<a href="#">Certification of Chief Executive Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">31.2 (1)</a>	<a href="#">Certification of Chief Financial Officer Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.1 (1)</a>	<a href="#">Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.</a>
<a href="#">32.2 (1)</a>	<a href="#">Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.</a>
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
(1)	Filed herewith.





## SECTION 302(a) CERTIFICATION

I, Pete Mangan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Oclaro, Inc. for the period ended December 30, 2017;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 8, 2018

By: \_\_\_\_\_  
/s/ PETE MANGAN  
Pete Mangan  
Chief Financial Officer  
(Principal Financial Officer)



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Oclaro, Inc. (the "Company") for the period ended December 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Pete Mangan, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that to his knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

**February 8, 2018**

By: \_\_\_\_\_  
/s/ PETE MANGAN  
Pete Mangan  
Chief Financial Officer  
(Principal Financial Officer)

