

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Oclaro Inc

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

67555N206

(CUSIP Number of Class of Securities)

**Alec N. Litowitz
Magnetar Capital LLC
1603 Orrington Ave.
Evanston, Illinois 60201
(847) 905-4400**

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 26, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties to whom copies are to be sent.

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

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

1. Name of Reporting Person:
Magnetar Financial LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
8,486,649

9. Sole Dispositive Power
0

10. Shared Dispositive Power
8,486,649

11. Aggregate Amount Beneficially Owned by Each Reporting Person
8,486,649

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)
4.97%

14. Type of Reporting Person
IA; OO

1. Name of Reporting Person:
Magnetar Capital Partners LP

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
8,486,649

9. Sole Dispositive Power
0

10. Shared Dispositive Power
8,486,649

11. Aggregate Amount Beneficially Owned by Each Reporting Person
8,486,649

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)
4.97%

14. Type of Reporting Person
HC; OO

1. Name of Reporting Person:
Supernova Management LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
8,486,649

9. Sole Dispositive Power
0

10. Shared Dispositive Power
8,486,649

11. Aggregate Amount Beneficially Owned by Each Reporting Person
8,486,649

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)
4.97%

14. Type of Reporting Person
HC; OO

1. Name of Reporting Person:
Alec N. Litowitz

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds
OO

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

7. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
8,486,649

9. Sole Dispositive Power
0

10. Shared Dispositive Power
8,486,649

11. Aggregate Amount Beneficially Owned by Each Reporting Person
8,486,649

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)
4.97%

14. Type of Reporting Person
HC; IN

SCHEDULE 13D

This Amendment (the "Amendment") relates to the Statement of Beneficial Ownership on Schedule 13D filed jointly by Magnetar Financial LLC, a Delaware limited liability company ("Magnetar Financial"), Magnetar Capital Partners LP, a Delaware limited partnership ("Magnetar Capital Partners"), Supernova Management LLC, a Delaware limited liability company ("Supernova Management"), and Alec N. Litowitz ("Mr. Litowitz") (collectively, the "Reporting Persons") with the SEC on July 22, 2018 (as amended by this Amendment, the "Schedule 13D").

Except as set forth below, all Items of the Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended to add the following information for updating:

This Statement relates to Shares held for the accounts of each of (i) Magnetar Capital Master Fund, Ltd, a Cayman Islands exempted company ("Magnetar Capital Master Fund"), (ii) Magnetar PRA Master Fund Ltd, a Cayman Islands exempted company ("PRA Master Fund"), (iii) Magnetar Constellation Fund II-PRA LP, a Delaware limited partnership ("Constellation Fund"), (iv) Magnetar MSW Master Fund Ltd, a Cayman Islands exempted company ("MSW Master Fund"), and (v) Magnetar Multi-Strategy Alternative Risk Premia Master Fund Ltd, a Cayman Islands exempted company, ("Premia Master Fund") collectively (the "Funds"), and (vi) one managed account for a client of Magnetar Financial (the "Managed Account").

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to add the following information for updating:

The aggregate amount of funds used by the Reporting Persons in purchasing the 2,323,158 Shares reported herein on behalf of the Managed Account, have come directly from the assets of by such Reporting Persons and their affiliates, which may, at any given time, have included margin loans made by brokerage firms in the ordinary course of business. The aggregate amount of funds used by the Reporting Persons in purchasing the Shares reported herein on behalf of the Managed Account was \$21,456,499.92 (excluding commissions and other execution-related costs).

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended to add the following information for updating:

The Reporting Persons acquired the additional 2,323,158 Shares reported herein on behalf of the Managed Account for purposes of receiving the merger consideration upon consummation of the Merger.

Each of the Reporting Persons reserves the right to acquire additional securities of the Company in the open market, in privately negotiated transactions, or otherwise, to dispose of all

or a portion of the Shares and/or other securities reported in this Statement, or to change their intention with respect to any or all of the matters referred to in this Item 4.

Other than as described above in this Item 4, the Reporting Persons do not have any plans or proposals that relate to, or would result in, any actions or events specified in clauses (a) through (j) of Item 4 to Schedule 13D.

Item 5. Interest in Securities of the Issuer

The Company reported in their Form 10-K dated as of August 23, 2018 that 170,687,418 shares were issued and outstanding.

(a) Each of the Reporting Persons may have been deemed to have beneficial ownership of 8,486,649 Shares, which consists of (i) 578,349 Shares held by Magnetar Capital Master Fund, (ii) 3,109,471 Shares held for the benefit of PRA Master Fund, (iii) 2,168,811 Shares held for the benefit of Constellation Fund, (iv) 260,039 Shares held for the benefit of MSW Master Fund, (v) 46,821 Shares held for the benefit of Premia Master Fund; and (vi) 2,323,158 Shares held for the benefit of the Managed Account, and all such Shares represented beneficial ownership of approximately 4.97% of the Shares.

(b) Each of the Reporting Persons may have been deemed to share the power to vote and direct the disposition of 8,486,649 Shares, which consists of (i) 578,349 Shares held by Magnetar Capital Master Fund, (ii) 3,109,471 Shares held for the benefit of PRA Master Fund, (iii) 2,168,811 Shares held for the benefit of Constellation Fund, (iv) 260,039 Shares held for the benefit of MSW Master Fund, (v) 46,821 Shares held for the benefit of Premia Master Fund; and (vi) 2,323,158 Shares held for the benefit of the Managed Account, and all such Shares represented beneficial ownership of approximately 4.97% of the Shares.

(c) Except as set forth on Schedule A attached hereto and Item 6, the Funds and Managed Account had no transactions in the Shares since the filing of the Schedule 13D on July 22, 2018, through the close of business on October 25, 2018. All of the transactions set forth on Schedule A attached hereto were effected in the ordinary course of business of Magnetar Financial for the accounts of each of the Funds and the Managed Account. The transactions in the Shares set forth on Schedule A were effected in open market transactions on NASDAQ and various other trading markets.

(e) Each of the Reporting Persons ceased to have beneficial ownership of greater than 5% of the Shares on September 26, 2018.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 25, 2018

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LP, its Sole Member

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

MAGNETAR CAPITAL PARTNERS LP

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz

Name: Alec N. Litowitz

Title: Manager

/s/ Alec N. Litowitz

Alec N. Litowitz

SCHEDULE A

Funds and Managed Account

Date	Number of Shares Bought	Price Per Share(\$)(1)(2)
8/31/18	1,145,779	9.54
9/28/18	1,177,379	8.94

(1) Excludes commissions and other execution-related costs.

(2) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares bought or sold (as the case may be) at each separate price will be provided.

Funds and Managed Account

Date	Number of Shares (Sold)	Price Per Share(\$)(1)(2)
8/30/18	37,940	9.62309(3)
8/31/18	1,183,719	9.54077(4)
9/26/18	15,800	9.10935(5)
9/27/18	18,500	9.12924(6)
9/28/18	1,195,858	8.94064(7)

(1) Excludes commissions and other execution-related costs.

(2) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price will be provided.

(3) Reflects a weighted average sale price of \$9.62309 per share, at prices ranging from \$9.535 to \$9.70 per share.

(4) Reflects a weighted average sale price of \$9.54077 per share, at prices ranging from \$9.52 to \$9.60 per share.

(5) Reflects a weighted average sale price of \$9.10935 per share, at prices ranging from \$9.065 to \$9.21 per share.

(6) Reflects a weighted average sale price of \$9.12924 per share, at prices ranging from \$9.05 to \$9.16 per share.

(7) Reflects a weighted average sale price of \$8.94064 per share, at prices ranging from \$8.92 to \$9.11 per share.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Joint Filing Agreement, dated as of October 25, 2018, among the Reporting Persons.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k), as promulgated under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them a Statement on Schedule 13D (including amendments thereto) with regard to the common stock of Oclaro, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, hereby execute this Joint Filing Agreement as of October 25, 2018.

Dated: October 25, 2018

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LP, its Sole Member

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

MAGNETAR CAPITAL PARTNERS LP

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager of Supernova Management LLC, the General Partner of Magnetar Capital Partners LP

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager

/s/ Alec N. Litowitz
Alec N. Litowitz
