

OCLARO, INC.  
Form 10-K/A  
January 27, 2012

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 10-K/A  
(Amendment No. 1)**

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

**FOR THE FISCAL YEAR ENDED JULY 2, 2011**

**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**

**OCLARO, INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Delaware**

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

**20-1303994**

*(I.R.S. Employer Identification No.)*

**2560 Junction Avenue, San Jose, California, 95134**

*(Address of principal executive offices, zip code)*

**(408) 383-1400**

*(Registrant's telephone number, including area code)*

Securities registered pursuant to Section 12(b) of the Act:

<p>Title of each class <b>Common Stock, Par Value \$0.01 Per Share</b></p>	<p>Name of each exchange on which registered <b>NASDAQ Global Select Market</b></p>
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Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

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

The aggregate market value of the common stock held by non-affiliates of the registrant was \$652,256,000 based on the last reported sale price of the registrant's common stock on December 31, 2010 as reported by the NASDAQ Global Market (\$13.15 per share). As of September 6, 2011, there were 50,373,660 shares of common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates certain information by reference from the registrant's Proxy Statement for its 2011 Annual Meeting of Stockholders, which will be filed on or before October 31, 2011. With the exception of the sections of the registrant's Proxy Statement for its 2011 Annual Meeting of Stockholders specifically incorporated herein by reference, the registrant's Proxy Statement for its 2011 Annual Meeting of Stockholders is not deemed to be filed as part of this Form 10-K.

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**OCLARO, INC.**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE FISCAL YEAR ENDED JULY 2, 2011**  
**TABLE OF CONTENTS**

	<b>Page</b>
<b><u>PART IV</u></b>	
<u>Item 15. Exhibits, Financial Statement Schedules</u>	4
<u>Signatures</u>	5
<u>Exhibit 10.10</u>	
<u>Exhibit 10.11</u>	
<u>Exhibit 10.13</u>	
<u>Exhibit 10.14</u>	
<u>Exhibit 31.1</u>	
<u>Exhibit 31.2</u>	

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**Table of Contents**

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A (this Amendment No. 1 ) amends the Annual Report on Form 10-K of Oclaro, Inc. (the Company ) for the fiscal year ended July 2, 2011, filed with the Securities and Exchange Commission (the Commission ) on September 9, 2011 (the Original Filing ). This Amendment No. 1 is being filed as an exhibit-only filing solely to include the revised redacted versions of Exhibit 10.10, Exhibit 10.11, Exhibit 10.13 and Exhibit 10.14 to the Original Filing, which have been revised in response to comments that the Company received from the staff of the Commission in connection with the Company s request for confidential treatment with respect thereto. Item 15 of Part IV of the Original Filing is hereby amended to include the revised redacted versions of Exhibit 10.10, Exhibit 10.11, Exhibit 10.13 and Exhibit 10.14.

Except as described above, there has been no modification or update to any other items or disclosures presented in the Original Filing. This Amendment No. 1 does not reflect events occurring after the date of the Original Filing or modify or update those disclosures that may be affected by subsequent events.

**Table of Contents**

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a)

3. List of Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.10(1)(2)	Amendment Number Seven to Credit Agreement, dated as of May 13, 2011, by and among Wells Fargo Capital Finance, Inc., Oclaro, Inc., Oclaro Technology Ltd, Oclaro Photonics, Inc. and Oclaro Technology, Inc.
10.11(1)(2)	Amended and Restated Credit Agreement, dated as of July 26, 2011, among Oclaro, Inc., Oclaro Technology Ltd, Wells Fargo Capital Finance, Inc. and other lenders party thereto.
10.13(1)(2)	Security Agreement (Domestic), dated as of July 26, 2011, among Oclaro, Inc., Oclaro Photonics, Inc., Oclaro Technology, Inc., Oclaro (New Jersey), Inc., Oclaro (North America), Inc., Mintera Corporation, Wells Fargo Capital Finance, Inc. and other lenders party thereto.
10.14(1)(2)	Security Agreement (Foreign), dated as of July 26, 2011, among Oclaro, Inc., Oclaro Technology Ltd., Bookham International, Ltd., Bookham Nominees Ltd., Oclaro (Canada), Inc., Oclaro Innovations LLP, Wells Fargo Capital Finance, Inc. and other lenders party thereto.
31.1 (2)	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.2 (2)	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended

(1) *Portions of this exhibit have been omitted pursuant to a request for confidential treatment submitted to the Securities and Exchange Commission.*

(2) *Filed herewith.*

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**OCLARO, INC.**

(Registrant)

January 27, 2012

By: **/s/ Alain Couder**

Alain Couder

Chairman of the Board and Chief Executive  
Officer