

Lumentum Holdings Inc.
Form 4
August 24, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LOWE ALAN S

(Last) (First) (Middle)

C/O LUMENTUM, 400 NORTH MCCARTHY BLVD

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Lumentum Holdings Inc. [LITE]

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/22/2016 | | M ⁽¹⁾ | | 2,743 | A | \$ 0 | 38,880 | D | |
| Common Stock | 08/22/2016 | | F ⁽²⁾ | | 1,431 | D | \$ 34.6 | 37,449 | D | |
| Common Stock | 08/22/2016 | | M ⁽¹⁾ | | 2,286 | A | \$ 0 | 39,735 | D | |
| Common Stock | 08/22/2016 | | F ⁽²⁾ | | 1,192 | D | \$ 34.6 | 38,543 | D | |
| Common Stock | 08/22/2016 | | M | | 10,008 | A | \$ 10.76 | 48,551 | D | |

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| | | | | | | | | | |
|--------------|------------|------------------|--------|---|-----------|---------|--------|---|--------------|
| Common Stock | 08/22/2016 | S ⁽³⁾ | 10,008 | D | \$ (4) | 33,9958 | 38,543 | D | |
| Common Stock | 08/22/2016 | M | 20,016 | A | \$ | 10.76 | 58,559 | D | |
| Common Stock | 08/22/2016 | S ⁽³⁾ | 20,016 | D | \$ (4) | 33,9958 | 38,543 | D | |
| Common Stock | 08/22/2016 | M | 39,577 | A | \$ | 18.82 | 78,120 | D | |
| Common Stock | 08/22/2016 | S ⁽³⁾ | 39,577 | D | \$ (5) | 34.0571 | 38,543 | D | |
| Common Stock | 08/22/2016 | M | 19,788 | A | \$ | 18.82 | 58,331 | D | |
| Common Stock | 08/22/2016 | S ⁽³⁾ | 19,788 | D | \$ (5) | 34.0571 | 38,543 | D | |
| Common Stock | 08/22/2016 | S ⁽³⁾ | 37,611 | D | \$ (5) | 34.0545 | 932 | D | |
| Common Stock | 08/22/2016 | S ⁽⁶⁾ | 23,611 | D | \$ (7) | 34.0142 | 47,221 | I | Family Trust |
| Common Stock | 08/22/2016 | S ⁽⁶⁾ | 23,611 | D | \$ (7) | 34.015 | 23,610 | I | Family Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | of Shares |
|--------------------------------------|----------|------------|---|--------|------------|------------|--------------|-----------|
| Restricted Stock Units | \$ 0 | 08/22/2016 | M | 2,743 | 08/20/2016 | (8) | Common Stock | 2,743 |
| Restricted Stock Units | \$ 0 | 08/22/2016 | M | 2,286 | 08/20/2016 | (8) | Common Stock | 2,286 |
| Employee Stock Option (Right to Buy) | \$ 10.76 | 08/22/2016 | M | 10,008 | 08/01/2015 | 08/15/2017 | Common Stock | 10,008 |
| Employee Stock Option (Right to Buy) | \$ 10.76 | 08/22/2016 | M | 20,016 | 08/01/2015 | 08/15/2017 | Common Stock | 20,016 |
| Employee Stock Option (Right to Buy) | \$ 18.82 | 08/22/2016 | M | 39,577 | 08/01/2015 | 08/15/2018 | Common Stock | 39,577 |
| Employee Stock Option (Right to Buy) | \$ 18.82 | 08/22/2016 | M | 19,788 | 08/01/2015 | 08/15/2018 | Common Stock | 19,788 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LOWE ALAN S C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035 | | | CEO and President | |

Signatures

/s/ Judy G Hamel as
Attorney-in-Fact

08/24/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Each unit converts upon vesting into one share of common stock.

These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the vesting of an installment of the restricted stock unit award. The amount retained by the Company was not in excess of the amount of the tax liability.

- (3) Sale of shares pursuant to 10b5-1 plan dated 5/31/16.

The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$33.53 to \$34.65. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$33.82 to \$34.65. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (6) Sale of shares pursuant to Family Trust 10b5-1 plan dated 5/31/2016.

The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line range from \$33.54 to \$34.65. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (8) Restricted Stock Units have no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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