#### XTERA COMMUNICATIONS, INC.

Form 4

September 15, 2016

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**BARRIS PETER J** 

2. Issuer Name and Ticker or Trading

Symbol

XTERA COMMUNICATIONS. INC. [XCOM]

(Check all applicable)

(Last)

(City)

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/13/2016

Director 10% Owner Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

1954 GREENSPRING DRIVE, SUITE 600

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

Issuer

below)

TIMONIUM, MD 21093

1. Title of 2. Transaction Date 2A. Deemed Security

(State)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

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| Security (Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code (Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                            |
|---|---|------------|-------------------------|-----------------|---|-----|---------------------|--------------------|------------------|----------------------------|
|   |   |            |                         | Code V          | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>Number<br>Shares |
| Warrants<br>to<br>Purchase<br>Common<br>Stock | \$ 0.6  | 09/13/2016 |                         | P               | 122,070   |     | 09/13/2016          | 09/13/2026         | Common<br>Stock  | 122,07                     |
| Warrants<br>to<br>Purchase<br>Common<br>Stock | \$ 0.6  | 09/13/2016 |                         | P               | 44,597  |     | 09/13/2016          | 09/13/2026         | Common<br>Stock  | 44,59                      |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| •   | Director      | 10% Owner | Officer | Other |  |  |
| BARRIS PETER J<br>1954 GREENSPRING DRIVE<br>SUITE 600<br>TIMONIUM, MD 21093 |               | X         |         |       |  |  |

## **Signatures**

/s/ Sasha Keough, attorney-in-fact 09/15/2016

\*\*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).
- The Warrants reported on this Form 4 were issued by Xtera Communications, Inc. (the "Company") as part of a private placement of secured promissory notes (the "Notes") conducted on September 13, 2016. Each purchaser of Notes received warrants to purchase one share of the Company's Common Stock for each \$1.00 of principal amount of Notes purchased.
- The Reporting Person is the sole general partner of NEA Partners 9, Limited Partnership ("NEA Partners 9"). NEA Partners 9 is the sole general partner of New Enterprise Associates 9, Limited Partnership ("NEA 9"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 9 shares in which the Reporting Person has no pecuniary interest.
- The Reporting Person is a general partner of NEA Partners 10, Limited Partnership ("NEA Partners 10"). NEA Partners 10 is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), which is the direct beneficial owner of the securities. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the NEA 10 shares in which the Reporting Person has no pecuniary interest.

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

Reporting Owners 2

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