

Lumentum Holdings Inc.  
Form 4  
September 29, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Retort Vincent

(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)

09/25/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, Research & Development

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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)
Common Stock	09/25/2015		M <sup>(1)</sup>	V Amount (A) or (D) Price 4,432 A \$ 16.98	11,233	D	
Common Stock	09/25/2015		F <sup>(2)</sup>	1,665 D \$ 16.98	9,568	D	
Common Stock	09/25/2015		M <sup>(1)</sup>	3,028 A \$ 16.98	12,596	D	
Common Stock	09/25/2015		F <sup>(2)</sup>	1,137 D \$ 16.98	11,459	D	
Common Stock	09/25/2015		M <sup>(1)</sup>	6,323 A \$ 16.98	17,782	D	

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Common Stock      09/25/2015      F<sup>(2)</sup>      2,376      D      \$ 16.98      16,244 <sup>(3)</sup>      D

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 (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
Performance Stock Units	\$ 0	09/25/2015		M		4,432		09/25/2015	<u>(4)</u>	Common Stock	4,432
Performance Stock Units	\$ 0	09/25/2015		M		3,028		09/25/2015	<u>(4)</u>	Common Stock	3,028
Performance Stock Units	\$ 0	09/25/2015		M		6,323		09/25/2015	<u>(4)</u>	Common Stock	6,323

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Retort Vincent C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035	SVP, Research & Development

## Signatures

/s/ Judy G Hamel as  
Attorney-in-Fact      09/29/2015

                     \*\*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).

(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

(2) 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) 838 shares of this total number were shares of JDSU Common Stock for which stockholders received one share of Lumentum Common Stock for every five shares of JDSU Common Stock at the time of separation.

(4) 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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