

XTERA COMMUNICATIONS, INC.
 Form 4
 November 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BYBEE CLINTON

2. Issuer Name and Ticker or Trading Symbol
XTERA COMMUNICATIONS, INC. [XCOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 W. BETHANY DR., STE. 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2015

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

ALLEN, TX 75013

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

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

(City) (State) (Zip)

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	11/17/2015		C		1,564,745	A	<u>(1)</u> 1,885,090 <u>(2)</u>	I	By ARCH entities <u>(3)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u>
Common Stock	11/17/2015		P		300,000	A	\$ 5 1,885,090 <u>(2)</u>	I	By ARCH Venture Fund VI, L.P. <u>(3)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u>

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

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SEC 1474 (9-02)

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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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A-3 Preferred Stock	(1)	11/17/2015		C		6,791,194	(1)	(1)	Common Stock	261,202
Series B-3 Preferred Stock	(1)	11/17/2015		C		5,779,878	(1)	(1)	Common Stock	222,305
Series C-3 Preferred Stock	(1)	11/17/2015		C		2,245,733	(1)	(1)	Common Stock	86,376
Series D-3 Preferred Stock	(1)	11/17/2015		C		2,488,215	(1)	(1)	Common Stock	95,704
Series E-3 Preferred Stock	(1)	11/17/2015		C		23,378,104	(1)	(1)	Common Stock	899,158

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

BYBEE CLINTON
500 W. BETHANY DR., STE. 100
ALLEN, TX 75013

Signatures

/s/ Paul J. Colan for Clinton W.
Bybee

11/18/2015

**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) The Series A-3 Preferred Stock, Series B-3 Preferred Stock, Series C-3 Preferred Stock, Series D-3 Preferred Stock, and Series E-3 Preferred Stock converted into Common Stock on a 26-for-one basis and had no expiration date.

(2) Total gives effect to all transactions reported on this Form.

(3) Amount in Column 5 consists of 1,283 shares held by ARCH Entrepreneurs Fund, L.P. ("AEF"), 60,477 shares held by ARCH Venture Fund III, L.P. ("AVF III"), 66,806 shares held by ARCH Venture Fund IV, L.P. ("AVF IV"), 36,121 shares held by ARCH Venture Fund IV A, L.P. ("AVF IVA"), and 1,720,403 shares held by ARCH Venture Fund VI, L.P. ("AVF VI LP").

(4) Consists of 699 shares held by AEF, 25,504 shares held by AVF III, 36,943 shares held by AVF IV, 20,650 shares held by AVF IVA, and 177,406 shares held by AVF VI LP.

(5) Consists of 255 shares held by AEF, 12,609 shares held by AVF III, 13,269 shares held by AVF IV, 7,126 shares held by AVF IVA, and 189,046 shares held by AVF VI LP.

(6) Consists of 109 shares held by AEF, 4,324 shares held by AVF III, 5,696 shares held by AVF IV, 3,151 shares held by AVF IVA, and 73,096 shares held by AVF VI LP.

(7) Consists of 179 shares held by AEF, 7,127 shares held by AVF III, 9,389 shares held by AVF IV, 5,194 shares held by AVF IVA, and 73,815 shares held by AVF VI LP.

(8) The sole general partner of AVF III is ARCH Venture Partners, LLC ("AVP LLC"), which may be deemed to beneficially own the shares held by AVF III. AVP LLC disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein. The managing directors of AVP LLC are Keith Crandell, Clinton W. Bybee (who is on the Board of Directors of the Issuer), Steven Lazarus and Robert Nelsen, and as such, they may be deemed to have shared voting and dispositive power over the shares held by AVF III. Messrs. Crandell, Bybee, Lazarus and Nelsen disclaim beneficial ownership in such shares, except to the extent of any pecuniary interest therein. The sole general partner of AVF IV, AVF IVA and AEF is ARCH Venture Partners IV, LLC ("AVP IV LLC"), which may be deemed to beneficially own the shares held by AVF IV, AVF IVA and AEF. AVP IV LLC disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(9) (Continued from footnote 8) The managing directors of AVP IV LLC are Keith Crandell, Clinton W. Bybee, Steven Lazarus and Robert Nelsen, and as such, they may be deemed to have shared voting and dispositive power over the shares held by AVF IV, AVF IVA, and AEF. Messrs. Crandell, Bybee, Lazarus and Nelsen disclaim beneficial ownership in such shares, except to the extent of any pecuniary interest therein. The sole general partner of AVF VI is ARCH Venture Partners VI, L.P. ("AVP VI LP"), which may be deemed to beneficially own the shares held by AVF VI. The sole general partner of AVP VI LP is ARCH Venture Partners VI, LLC ("AVP VI LLC"), which may be deemed to beneficially own the shares held by AVF VI. AVP VI LP and AVP VI LLC disclaim beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(10) (Continued from footnote 9) The managing directors of AVP VI LLC are Keith Crandell, Clinton W. Bybee and Robert Nelsen, and as such, they may be deemed to have shared voting and dispositive power over the shares held by AVF VI. Messrs. Crandell, Bybee and Nelsen disclaim beneficial ownership in such shares, except to the extent of any pecuniary interest therein.

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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