INFINERA CORP
Form 10-Q
August 02, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended June 25, 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: 001-33486

Infinera Corporation

(Exact name of registrant as specified in its charter)

Delaware	**77-0560433**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

140 Caspian Court

Sunnyvale, CA 94089

(Address of principal executive offices, including zip code)

(408) 572-5200

(Registrant s telephone number, including area code)

Indicate by checkmark 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 x 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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 definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨	Accelerated filer x	Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

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

As of July 28, 2011, 105,893,302 shares of the registrant s Common Stock, $0.001 par value, were issued and outstanding.

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INFINERA CORPORATION

QUARTERLY REPORT ON FORM 10-Q

FOR THE FISCAL QUARTER ENDED JUNE 25, 2011

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PART I. FINANCIAL INFORMATION

Item 1. ***Condensed Consolidated Financial Statements***

INFINERA CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except par values)

(Unaudited)

	00000000 June 25, 2011	00000000 December 25, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 100,926	$ 113,649
Short-term investments	167,667	168,013
Short-term restricted cash	157	1,856
Accounts receivable	73,684	75,931
Other receivables	1,739	4,420
Inventories, net	69,377	81,893
Deferred inventory costs	6,540	6,715
Prepaid expenses and other current assets	14,451	9,118
Total current assets	434,541	461,595
Property, plant and equipment, net	58,298	51,740
Deferred inventory costs, non-current	3,165	2,512
Long-term investments	7,903	9,953
Cost-method investment	4,500	4,500
Long-term restricted cash	2,361	2,235
Deferred tax asset	6,082	11,882
Other non-current assets	8,049	7,108
Total assets	$ 524,899	$ 551,525
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 28,645	$ 35,658
Accrued expenses	24,518	19,790
Accrued compensation and related benefits	18,054	25,098
Accrued warranty	5,049	5,696
Deferred revenue	22,444	21,958
Deferred tax liability	6,082	11,882
Total current liabilities	104,792	120,082
Accrued warranty, non-current	5,645	5,726
Deferred revenue, non-current	3,454	4,633
Other long-term liabilities	10,659	10,335

Commitments and contingencies		
Stockholders equity:		
Preferred stock, $0.001 par value		
Authorized shares 25,000 and no shares issued and outstanding	0	0
Common stock, $0.001 par value		
Authorized shares 500,000 as of June 25, 2011 and December 25, 2010		
Issued and outstanding shares 105,702 as of June 25, 2011 and 102,492 as of December 25, 2010	106	102
Additional paid-in capital	847,051	817,200
Accumulated other comprehensive loss	(928)	(1,261)
Accumulated deficit	(445,880)	(405,292)
Total stockholders equity	400,349	410,749
Total liabilities and stockholders equity	$ 524,899	$ 551,525

The accompanying notes are an integral part of these condensed consolidated financial statements.

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INFINERA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	00000000	00000000	00000000	00000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Revenue:				
Product	$ 84,361	$ 98,035	$ 166,889	$ 184,202
Ratable product and related support and services	814	1,664	1,736	3,278
Services	10,781	11,699	20,221	19,678
Total revenue	95,956	111,398	188,846	207,158
Cost of revenue:				
Cost of product	54,540	57,668	101,158	113,108
Cost of ratable product and related support and services	294	929	679	1,684
Cost of services	3,708	5,520	6,851	8,062
Restructuring credit related to cost of revenue	0	(29)	0	(122)
Total cost of revenue	58,542	64,088	108,688	122,732
Gross profit	37,414	47,310	80,158	84,426
Operating expenses:				
Research and development	32,899	28,923	64,208	57,406
Sales and marketing	14,957	13,682	28,892	26,719
General and administrative	13,635	14,448	27,144	30,185
Restructuring and other costs (credit)	0	(2)	0	159
Total operating expenses	61,491	57,051	120,244	114,469
Loss from operations	(24,077)	(9,741)	(40,086)	(30,043)
Other income (expense), net:				
Interest income	225	325	537	810
Other gain (loss), net	20	(208)	(391)	(524)
Total other income (expense), net	245	117	146	286
Loss before provision of income taxes	(23,832)	(9,624)	(39,940)	(29,757)
Provision for (benefit from) income taxes	362	(63)	648	(205)
Net loss	$ (24,194)	$ (9,561)	$ (40,588)	$ (29,552)
Net loss per common share				
Basic	$ (0.23)	$ (0.10)	$ (0.39)	$ (0.30)
Diluted	$ (0.23)	$ (0.10)	$ (0.39)	$ (0.30)

Weighted average shares used in computing net loss per common share				
Basic	105,165	98,777	104,272	98,026
Diluted	105,165	98,777	104,272	98,026

The accompanying notes are an integral part of these condensed consolidated financial statements.

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INFINERA CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	00000000	00000000
	Six Months Ended	
	June 25, 2011	**June 26, 2010**
Cash Flows from Operating Activities:		
Net loss	$ (40,588)	$ (29,552)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	8,434	7,719
Non-cash restructuring and other costs	0	100
Amortization of premium on investments	2,218	1,521
Stock-based compensation expense	24,847	25,517
Unrealized loss on Put Rights	0	1,696
Unrealized holding gain for trading securities	0	(1,696)
Non-cash tax benefit	(121)	(364)
Other gain	(293)	(81)
Changes in assets and liabilities:		
Accounts receivable	6,077	14,791
Inventories, net	13,269	(15,034)
Prepaid expenses and other assets	(536)	3,616
Deferred inventory costs	(604)	(2,049)
Accounts payable	(7,772)	5,037
Accrued liabilities and other expenses	(4,500)	(3,161)
Deferred revenue	(693)	5,265
Accrued warranty	(727)	182
Net cash provided by (used in) operating activities	(989)	13,507
Cash Flows from Investing Activities:		
Purchase of available-for-sale investments	(153,034)	(120,235)
Purchase of cost-method investment	0	(4,500)
Proceeds from sale of available-for-sale investments	3,035	0
Proceeds from maturities and calls of investments	150,511	108,483
Proceeds from disposal of assets	262	176
Purchase of property and equipment	(17,322)	(9,697)
Advance to secure manufacturing capacity	(1,500)	0
Reimbursement of manufacturing capacity advance	225	0
Change in restricted cash	1,573	47
Net cash used in investing activities	(16,250)	(25,726)
Cash Flows from Financing Activities:		
Proceeds from issuance of common stock	5,712	6,718
Repurchase of common stock	(1,200)	(2)
Payments for purchase of assets under financing arrangement	(174)	(175)
Net cash provided by financing activities	4,338	6,541
Effect of exchange rate changes on cash	178	(113)

Net change in cash and cash equivalents	(12,723)	(5,791)
Cash and cash equivalents at beginning of period	113,649	109,859
Cash and cash equivalents at end of period	$ 100,926	$ 104,068
Supplemental disclosures of cash flow information:		
Cash paid for income taxes	$ 565	$ 447

The accompanying notes are an integral part of these condensed consolidated financial statements.

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Basis of Presentation and Significant Accounting Policies

Infinera Corporation (Infinera or the Company) prepared its interim condensed consolidated financial statements that accompany these notes in conformity with U.S. generally accepted accounting principles (U.S. GAAP) and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the SEC), consistent in all material respects with those applied in the Company s Annual Report on Form 10-K for the fiscal year ended December 25, 2010.

The Company has made estimates and judgments affecting the amounts reported in its condensed consolidated financial statements and the accompanying notes. The Company s actual results may differ materially from these estimates. The accounting estimates that require most significant, difficult, and subjective judgment include revenue recognition, stock-based compensation, inventory valuation, allowance for doubtful accounts, accrued warranty, cash equivalents, fair value measurement of investments, other-than-temporary impairments and accounting for income taxes.

The interim financial information is unaudited, but reflects all normal adjustments that are, in management s opinion, necessary to provide a fair presentation of results for the interim periods presented. The Company reclassified certain amounts reported in previous periods to conform to the current presentation. This interim information should be read in conjunction with the consolidated financial statements in the Company s Annual Report on Form 10-K for the fiscal year ended December 25, 2010.

There have been no material changes in the Company s significant accounting policies for the six months ended June 25, 2011 as compared to those disclosed in the Company s Annual Report on Form 10-K for the fiscal year ended December 25, 2010.

2. Recent Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820) Fair Value Measurement (ASU 2011-04), to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This accounting update will be applicable to the Company beginning in the first quarter of fiscal year 2012 and should be applied prospectively. The Company is currently evaluating the impact of its pending adoption of ASU 2011-04 on its condensed consolidated financial statements.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Comprehensive Income (Topic 220) Presentation of Comprehensive Income (ASU 2011-05), to require an entity to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. This accounting update will be applicable to the Company beginning in the first quarter of fiscal year 2012. The Company does not believe the adoption of this guidance will have a material impact on its condensed consolidated financial statements, as it only requires a change in the format of presentation.

3. Fair Value Measurements and Other-Than-Temporary Impairments

Fair Value Measurements

Pursuant to the accounting guidance for fair value measurements and its subsequent updates, fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which it would transact and it considers assumptions that market participants would use when pricing the asset or liability.

Valuation techniques used by the Company are based upon observable and unobservable inputs. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company s assumptions about market participant assumptions based on best information available. Observable inputs are the preferred source of values. These two types of inputs create the following fair value hierarchy:

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Level 1	Quoted prices in active markets for identical assets or liabilities.
Level 2	Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3	Prices or valuations that require management inputs that are both significant to the fair value measurement and unobservable.

The Company measures its cash equivalents, derivative instruments and debt securities at fair value and classifies its securities in accordance with the fair value hierarchy. The Company s money market funds are classified within Level 1 of the fair value hierarchy and are valued based on quoted prices in active markets for identical securities.

The Company classifies its certificates of deposit, commercial paper, corporate bonds, U.S. agency notes and foreign currency exchange forward contracts within Level 2 of the fair value hierarchy as follows:

Certificates of Deposit

The Company reviews market pricing and other observable market inputs for the same or similar securities obtained from a number of industry standard data providers. In the event that a transaction is observed for the same or similar security in the marketplace, the price on that transaction reflects the market price and fair value on that day. In the absence of any observable market transactions for a particular security, the fair market value at period end would be equal to the par value. These inputs represent quoted prices for similar assets or these inputs have been derived from observable market data, and result in the classification of these securities as Level 2 of the fair value hierarchy.

Commercial Paper

The Company reviews market pricing and other observable market inputs for the same or similar securities obtained from a number of industry standard data providers. In the event that a transaction is observed for the same or similar security in the marketplace, the price on that transaction reflects the market price and fair value on that day and then follows a revised accretion schedule to determine the fair market value at period end. In the absence of any observable market transactions for a particular security, the fair market value at period end is derived by accreting from the last observable market price. These inputs represent quoted prices for similar assets or these inputs have been derived from observable market data accreted mathematically to par, and result in the classification of these securities as Level 2 of the fair value hierarchy.

Corporate Bonds

The Company reviews trading activity and pricing for each of the corporate bond securities in its portfolio as of the measurement date and determines if pricing data of sufficient frequency and volume in an active market exists in order to support Level 1 classification of these securities. Since sufficient quoted pricing for identical securities is not available, the Company obtains market pricing and other observable market inputs for similar securities from a number of industry standard data providers. In instances where multiple prices exist for similar securities, these prices are used as inputs into a distribution-curve to determine the fair market value at period end. As a result, the Company classifies its corporate bonds as Level 2 of the fair value hierarchy.

U.S. Agency Notes

The Company reviews trading activity and pricing for its U.S. agency notes as of the measurement date. When sufficient quoted pricing for identical securities is not available, the Company uses market pricing and other observable market inputs for similar securities obtained from a number of industry standard data providers. These inputs represent quoted prices for similar assets in active markets or these inputs have been derived from observable market data, and result in the classification of these securities as Level 2 of the fair value hierarchy.

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Foreign Currency Exchange Forward Contracts

As discussed in Note 5, Derivative Instruments, to the Notes to Condensed Consolidated Financial Statements, the Company mainly holds non-speculative foreign exchange forward contracts to hedge certain foreign currency exchange exposures. The Company estimates the fair values of derivatives based on quoted market prices or pricing models using current market rates. Where applicable, these models project future cash flows and discount the future amounts to a present value using market-based observable inputs including interest rate curves, credit risk, foreign exchange rates, and forward and spot prices for currencies. As a result, the Company classifies its derivative instruments as Level 2 of the fair value hierarchy.

The Company classifies its auction rate securities (ARS) within Level 3 of the fair value hierarchy.

The Company s ARS are classified within Level 3 because they are valued, in part, by using inputs that are unobservable in the market and are significant to the valuation. Uncertainties in the credit markets have affected all of the Company s ARS and auctions for these securities have failed to settle on their respective settlement dates. In light of these developments, to determine the fair value for the Company s ARS, the Company used a combination of the market approach and income approach. The market approach uses pricing based on transactions in an inactive secondary market for similar or comparable securities. In addition, the Company performed its own discounted cash flow analysis. Management determined that it was most appropriate to value the ARS using the market approach and income approach equally given the facts and circumstances as of June 25, 2011, and therefore incorporated both valuations in the Company s fair value measurement.

The significant unobservable inputs and assumptions used in the discounted cash flow model to determine the fair value of the Company s ARS, as of June 25, 2011, are as follows:

Contractual cash flow

The model assumed that the principal amount or par value for these securities will be repaid at the end of the estimated workout period. In addition, future interest payments were estimated as described in each individual prospectus and based on the then-current U.S. Treasury Bill rate adjusted for a failed auction premium of 150 basis points (bps) for A3 rated securities and 150 bps and 350 bps for AAA rated securities.

ARS discount rate

The model incorporated a discount rate equal to an estimate of the LIBOR rates commensurate with the estimated workout period of the securities. As of the measurement date, these rates were then adjusted by a factor that ranged from 240 bps to 335 bps, representing an estimate of the market student loan spread and a discount factor to reflect the lack of liquidity and credit risk associated with these securities. As of June 25, 2011, the Company held $5.0 million (par value) of AAA rated securities and $3.6 million (par value) of A3 rated securities. The Company s ARS are mostly collateralized by student loans guaranteed by the U.S. government under the Federal Family Education Loan Program. The discount rate does, however, include a discount factor to reflect the issuer s credit risk and its potential inability to perform its obligations under the terms of the ARS agreements. The Company s valuation analysis indicates that the estimated credit risk element included in the discount rate was 209 bps for A3 rated securities and 263 bps for AAA rated securities.

Estimated maturity

The Company estimated the workout period of its ARS as the weighted-average life of the underlying trust loan portfolio where this information was available from servicing and other trust reports. In a small number of instances where this information was not available, the Company used the weighted-average life of the loan portfolio of a similar trust. The estimated time to maturity of the securities as of the measurement date was 10.0 years and 17.4 years.

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following tables represent the Company s fair value hierarchy for its assets and liabilities measured at fair value on a recurring basis (in thousands):

	0000000	0000000	0000000	0000000	0000000	0000000	0000000	0000000
	As of June 25, 2011 Fair Value Measured Using				As of December 25, 2010 Fair Value Measured Using			
	Level 1	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets								
Money market funds	$ 43,394	$	$	$ 43,394	$ 37,010	$	$	$ 37,010
Certificates of deposit						240		240
Commercial paper		41,879		41,879		82,415		82,415
Corporate bonds		120,794		120,794		90,620		90,620
U.S. agency notes		4,995		4,995				
ARS			7,903	7,903			7,790	7,790
Foreign currency exchange forward contracts		20		20		303		303
Total assets	$ 43,394	$ 167,688	$ 7,903	$ 218,985	$ 37,010	$ 173,578	$ 7,790	$ 218,378
Liabilities								
Foreign currency exchange forward contracts	$	$ 73	$	$ 73	$	$ 74	$	$ 74
Total liabilities	$	$ 73	$	$ 73	$	$ 74	$	$ 74

During the three and six months ended June 25, 2011, there were no transfers of assets or liabilities between Level 1 and Level 2 and there were no transfers into or out of Level 3 financial assets. The following tables present a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable (Level 3) inputs (in thousands):

	0000000000	0000000000	0000000000	0000000000
		Three Months Ended		
	March 26, 2011	**Total Net Gains Included in Other Comprehensive Loss**	**Calls**	**June 25, 2011**
ARS available-for-sale	$ 7,897	$ 92[1]	$ (86)[2]	$ 7,903
		Six Months Ended		
	December 25, 2010	**Total Net Gains Included in Other Comprehensive Loss**	**Calls**	**June 25, 2011**
ARS available-for-sale	$ 7,790	$ 327[1]	($ 214)[2]	$ 7,903

(1) Amount represents the change in the non-credit loss related other-than-temporary impairments (OTTI) recorded in Accumulated other comprehensive loss in the accompanying condensed consolidated balance sheets.

(2) Amount represents the fair market value of the securities called. Realized gains on these calls for the three and six months ended June 25, 2011 were immaterial.

	000000000	000000000	000000000	000000000	000000000
			Three Months Ended		
		Total Net Gains (Losses) Included In			
	March 27, 2010	Other Income (Expense), Net	Other Comprehensive Loss	Calls	June 26, 2010
ARS available-for-sale	$ 8,021	$	$ (151)[(3)]	$ (161)[(4)]	$ 7,709
ARS trading securities	47,572	(408)[(1)]		(26,880)[(4)]	20,284
Put Rights	7,753	408[(2)]		(3,945)[(4)]	4,216
Total	$ 63,346	$	$ (151)	$ (30,986)	$ 32,209

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	00000000	00000000	00000000	00000000	00000000
			Six Months Ended		
		Total Net Gains (Losses) Included In			
	December 26, 2009	Other Income (Expense), Net	Other Comprehensive Loss	Calls	June 26, 2010
ARS available-for-sale	$ 7,671	$	$ 353[3]	$ (315)[4]	$ 7,709
ARS trading securities	49,911	1,696[1]		(31,323)[4]	20,284
Put Rights	10,864	(1,696)[2]		(4,952)[4]	4,216
Total	$ 68,446	$	$ 353	$ (36,590)	$ 32,209

(1) Unrealized holding gains for ARS trading securities were included in Other gain (loss), net in the accompanying condensed consolidated statements of operations.

(2) Amount represents the decrease in fair value of the Put Rights associated with the Company s UBS Financial Services, Inc. (UBS) ARS recorded as Other gain (loss), net in the accompanying condensed consolidated statements of operations.

(3) Amount represents the change in the non-credit loss related to OTTI recorded in Accumulated other comprehensive loss in the accompanying condensed consolidated balance sheets.

(4) Amount represents the fair market value of the securities called and the related Put Rights associated with the Company s UBS ARS. Realized gains on these calls for the three and six months ended June 26, 2010 were immaterial.

Investments at fair value were as follows (in thousands):

	0000000000	0000000000	0000000000	0000000000	0000000000
			June 25, 2011		
	Adjusted Amortized Cost	Non-credit OTTI	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Money market funds	$ 43,394	$	$	$	$ 43,394
Commercial paper	41,877		2		41,879
Corporate bonds	120,860		4	(70)	120,794
U.S. agency notes	4,996			(1)	4,995
ARS	7,674[1]	(19)	248		7,903 [2]
Total available-for-sale investments	$ 218,801	$ (19)	$ 254	$ (71)	$ 218,965

			December 25, 2010		
	Adjusted Amortized Cost	Non-credit OTTI	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Money market funds	$ 37,010	$	$	$	$ 37,010
Certificates of deposit	240				240
Commercial paper	82,428		4	(17)	82,415
Corporate bonds	90,644		8	(32)	90,620
ARS	7,893[1]	(103)			7,790 [2]

Total available-for-sale investments	$ 218,215	$ (103)	$ 12	$ (49)	$ 218,075

(1) Amount represents the par value less $1.0 million of credit-related OTTI recognized through earnings in prior years.

(2) Amount reflects investments in a continuous loss position for twelve months or longer.

As of June 25, 2011, the Company s available-for-sale investments in certificates of deposit, commercial paper, corporate bonds and U.S. agency notes have a contractual maturity term of up to approximately one year, and ARS have contractual maturity terms of up to 34.5 years. Proceeds from sales, maturities and calls of available-for-sale investments were $150.5 million and $108.5 million in the six months ended June 25, 2011 and June 26, 2010, respectively. Gross realized gains (losses) on short-term and long-term investments were immaterial for these periods. The specific identification method is used to account for gains and losses on available-for-sale investments.

INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other-Than-Temporary Impairments

As of June 25, 2011, the Company held $8.6 million (par value) of available-for-sale ARS with two issuers, one of which is AAA rated and the other of which is A3 rated. During the second quarter of 2009, the Company determined that it did not intend to sell these securities and did not believe that it was more likely than not that it would be required to sell the securities before recovery of their par value. However, given that the present value of the expected cash flows for these securities was below their par value, as of June 27, 2009, an initial OTTI of $2.7 million, equal to the difference between the fair value and the amortized cost basis, had occurred. This OTTI write-down was separated into an amount representing credit loss, which was recognized as Other gain (loss), net in the Company s condensed consolidated statements of operations, and an amount related to all other factors, which was recorded in Accumulated other comprehensive loss in the Company s condensed consolidated balance sheets. In determining if a credit loss had occurred, the Company isolated the credit loss related portion of the discount rate used to derive the fair market value of the securities and applied this to the expected cash flows in order to determine the portion of the OTTI that was credit loss related. This credit loss related portion of the discount rate is based on the financial condition of the issuer, rating agency credit ratings for the security and credit related yield spreads on similar securities offered by the same issuer.

These ARS had net increases in fair value of $0.1 million and $0.3 million for the three and six months ended June 25, 2011, respectively. These changes were recognized in Accumulated other comprehensive loss in the Company s condensed consolidated balance sheets. The Company did not recognize any additional OTTI credit loss on any of its securities during the three and six months ended June 25, 2011. During the three and six months ended June 25, 2011, $0.1 million and $0.3 million of these ARS, respectively, were called at par value.

A roll-forward of amortized cost, cumulative OTTI recognized in earnings and Accumulated other comprehensive loss is as follows (in thousands):

	Amortized Cost	Cumulative OTTI in Earnings	Unrealized Gain	OTTI Loss in Accumulated Other Comprehensive Loss	Accumulated Other Comprehensive Income (Loss)
Balance at December 25, 2010	$ 7,893	$ (958)	$ 1,286	$ (1,389)	$ (103)
Unrealized gain			327		327
Call on investments	(219)	31	(27)	32	5
Balance at June 25, 2011	$ 7,674	$ (927)	$ 1,586	$ (1,357)	$ 229

The Company believes that the credit risk associated with its available-for-sale ARS could change significantly in the future based on market conditions and continued uncertainties in the financial markets. The ARS student loan credit spread may be subject to significant volatility and it is difficult to predict future fluctuations. A 10% deterioration in the ARS student loan credit spread would result in an increase of $0.1 million in the credit loss related portion of the OTTI for the second quarter of 2011.

4. Cost-method Investment

In May 2010, the Company invested $4.5 million in a privately-held company. This investment is accounted for as a cost-basis investment, as the Company owns less than 20% of the voting securities and does not have the ability to exercise significant influence over operating and financial policies of the entity. The Company s investment is in an entity that is not publicly traded and, therefore, no established market for the securities exists. The Company s cost-method investment is carried at historical cost in its condensed consolidated financial statements and measured at fair value on a nonrecurring basis. If the Company believes that the carrying value of the cost basis investment is in excess of estimated fair value, the Company s policy is to record an impairment charge in Other income (expense), net in the accompanying condensed consolidated statements of operations to adjust the carrying value to estimated fair value, when the impairment is deemed other-than-temporary. The Company regularly evaluates the carrying value of this cost-method investment for impairment. As of June 25, 2011, no event had occurred that would adversely affect the carrying value of this investment. The Company did not record any impairment charges for this cost-method investment during the six months ended June 25, 2011.

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Derivative Instruments

Foreign Currency Exchange Forward Contracts

The Company enters into foreign currency exchange forward contracts to manage its exposure to fluctuations in foreign exchange rates that arise primarily from its Euro denominated receivables and Euro denominated restricted cash balance amounts that are pledged as collateral for certain stand-by and commercial letters of credit. Gains and losses on these contracts are intended to offset the impact of foreign exchange rate changes on the underlying foreign currency denominated accounts receivables and restricted cash, and therefore, do not subject the Company to material balance sheet risk. The forward contracts are with one high-quality institution and the Company consistently monitors the creditworthiness of the counterparty. The forward contracts entered into during the three and six months ended June 25, 2011 were denominated in Euros and typically had maturities of no more than 30 days. The contracts are settled for U.S. dollars at maturity at rates agreed to at inception of the contracts.

As of June 25, 2011, the Company did not designate foreign currency exchange forward contracts related to Euro denominated receivables as hedges for accounting purposes, and accordingly changes in the fair value of these instruments are included in Other gain (loss), net in the accompanying condensed consolidated statements of operations. For the three months ended June 25, 2011 and June 26, 2010, the before-tax effect of foreign currency exchange forward contracts for Euro denominated receivables not designated as hedging instruments was a loss of $0.4 million and a gain of $0.3 million, respectively, included in Other gain (loss), net in the condensed consolidated statement of operations. For the six months ended June 25, 2011 and June 26, 2010, the before-tax effect of foreign currency exchange forward contracts for Euro denominated receivables not designated as hedging instruments was a loss of $1.9 million and a gain of $1.3 million, respectively, included in Other gain (loss), net in the condensed consolidated statement of operations.

The Company also enters into foreign currency exchange forward contracts to hedge exposures related to forecasted sales denominated in Euros. Prior to December 25, 2010, these contracts were designated as cash flow hedges, however, the Company ceased hedge accounting prospectively at the end of fiscal 2010 because it was no longer probable that the original forecasted transactions would occur within two months of the originally specified transaction dates. In the three and six months ended June 25, 2011, the Company recognized an immaterial loss and $0.3 million of loss, respectively, in Other gain (loss), net, from the change of fair value on the related contracts.

The fair value of derivative instruments not designated as hedging instruments in the Company s condensed consolidated balance sheets was as follows (in thousands):

	0000000000	0000000000	0000000000	0000000000	0000000000	0000000000
	As of June 25, 2011			As of December 25, 2010		
	Gross Notional[(1)]	Prepaid Expenses and Other Current Assets	Other Accrued Liabilities	Gross Notional[(1)]	Prepaid Expenses and Other Current Assets	Other Accrued Liabilities
Foreign currency exchange forward contracts	$ 20,754	$ 20	$ 73	$ 26,365	$ 303	$ 74

(1) Represents the face amounts of forward contracts that were outstanding as of the period noted.

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Balance Sheet Details

The following table provides details of selected balance sheet items (in thousands):

	000000000 June 25, 2011	000000000 December 25, 2010
Inventories, net:		
Raw materials	$ 7,305	$ 23,104
Work in process	27,673	14,798
Finished goods [1]	34,399	43,991
Total inventories, net	$ 69,377	$ 81,893
Property, plant and equipment, net:		
Computer hardware	$ 8,040	$ 7,599
Computer software	6,801	6,523
Laboratory and manufacturing equipment	101,469	92,474
Furniture and fixtures	1,072	711
Leasehold improvements	26,092	22,549
Subtotal	$ 143,474	$ 129,856
Less accumulated depreciation and amortization	(85,176)	(78,116)
Total property, plant and equipment, net	$ 58,298	$ 51,740
Accrued expenses:		
Loss contingency related to non-cancelable purchase commitments	$ 6,036	$ 1,421
Taxes payable	3,827	2,043
Royalties	619	1,548
Accrued rebate and customer prepay liability	7,232	3,877
Leasehold improvements accrual	992	3,686
Other accrued expenses	5,812	7,215
Total accrued expenses	$ 24,518	$ 19,790

(1) Included in finished goods inventory at June 25, 2011 and December 25, 2010 were $7.2 million and $9.0 million, respectively, of inventory at customer locations for which product acceptance had not occurred.

7. Comprehensive Loss

Total comprehensive loss consists of other comprehensive loss and net loss. Other comprehensive loss includes certain changes in equity that are excluded from net loss. Specifically, cumulative foreign currency translation adjustments and unrealized holding gains and losses on available-for-sale investments are included in Accumulated other comprehensive loss in the condensed consolidated balance sheets.

The components of Accumulated other comprehensive loss are as follows (in thousands):

	0000000000 **June 25, 2011**	0000000000 **December 25, 2010**
Accumulated net unrealized loss on foreign currency translation adjustment	$ (339)	$ (490)
Accumulated unrealized non-credit related other-than-temporary impairment losses on available-for-sale investments	(19)	(103)
Accumulated unrealized holding loss on all other available-for-sale investments	(65)	(37)
Accumulated unrealized gain on auction rate securities	248	
Accumulated tax effect on items related to available-for-sale investments	(753)	(631)
Total accumulated other comprehensive loss	$ (928)	$ (1,261)

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following table reconciles net loss to comprehensive loss (in thousands):

	00000000	00000000	00000000	00000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Net loss	$ (24,194)	$ (9,561)	$ (40,588)	$ (29,552)
Change in foreign currency translation gain (loss)	(31)	(120)	151	(39)
Accumulated unrealized gain on cash flow hedges		428		670
Change in unrealized non-credit related other-than-temporary impairment losses on available-for-sale investments	39	(57)	84	(147)
Change in unrealized gain (loss) on all other available-for-sale investments	14	(136)	(28)	389
Change in unrealized gain on auction rate securities	55		248	
Change in tax effect related to available-for-sale investments	(43)	(94)	(122)	(365)
Total comprehensive loss	$ (24,160)	$ (9,540)	$ (40,255)	$ (29,044)

8. Basic and Diluted Net Loss Per Common Share

Basic net loss per common share is computed by dividing net loss by the weighted average number of vested common shares outstanding during the period. Diluted net loss per common share is computed using net loss and the weighted average number of common shares outstanding plus potentially dilutive common shares outstanding during the period. Potentially dilutive common shares include the assumed exercise of outstanding stock options, assumed vesting of outstanding restricted stock units (RSUs) and performance stock units (PSUs), assumed exercise of outstanding warrants, and assumed issuance of stock under the Company s employee stock purchase plan (ESPP) using the treasury stock method.

The following table sets forth the computation of net loss per common share basic and diluted (in thousands, except per share amounts):

	00000000	00000000	00000000	00000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Numerator:				
Net loss	$ (24,194)	$ (9,561)	$ (40,588)	$ (29,552)
Denominator:				
Basic weighted average common shares outstanding	105,165	98,777	104,272	98,026
Effect of dilutive securities:				
Employee equity plans				
Warrants to purchase common stock				
Diluted weighted average common shares outstanding	105,165	98,777	104,272	98,026
Net loss per common share basic and diluted	$ (0.23)	$ (0.10)	$ (0.39)	$ (0.30)

The Company had the following equity awards outstanding that could potentially dilute basic net loss per common share in the future, but were excluded from the computation of diluted loss per common share in the periods presented as their effect would have been anti-dilutive (in thousands):

	00000000	00000000
	As of	
	June 25, 2011	**June 26, 2010**
Stock options	10,023	10,394
RSUs	6,408	7,137
PSUs	2,599	3,321
ESPP	867	645
Warrants to purchase common stock	124	124
Total	20,021	21,621

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Stockholders Equity

Stock-based Compensation Plans

The Company s stock-based compensation plans include stock options, restricted stock awards, performance stock awards and employee stock purchase. As of June 25, 2011, there were a total of 10.5 million shares available for grant under the Company s 2007 Equity Incentive Plan. The following tables summarize the Company s equity award activity and related information (in thousands, except per share data):

	00000000	00000000	00000000
	Number of Options	**Weighted-Average Exercise Price Per Share**	**Aggregate Intrinsic Value**
Outstanding at December 25, 2010	7,815	$ 6.52	$ 30,923
Options granted	2,506	$ 8.20	
Options exercised	(234)	$ 4.72	$ 997
Options canceled	(64)	$ 10.04	
Outstanding at June 25, 2011	10,023	$ 6.96	$ 9,165
Vested and expected to vest at June 25, 2011	9,913		$ 9,164

	Number of Restricted Stock Units	**Weighted-Average Grant Date Fair Value Per Share**	**Aggregate Intrinsic Value**
Outstanding at December 25, 2010	6,783	$ 9.03	$ 69,927
RSUs granted	2,223	$ 8.30	
RSUs released	(2,455)	$ 8.52	$ 20,918
RSUs canceled	(143)	$ 9.43	
Outstanding at June 25, 2011	6,408	$ 8.96	$ 42,165
Expected to release at June 25, 2011	6,052		$ 39,824

	Number of Performance Stock Units	**Weighted-Average Grant Date Fair Value Per Share**	**Aggregate Intrinsic Value**
Outstanding at December 25, 2010	2,682	$ 10.51	$ 27,660
PSUs granted		$	
PSUs released		$	$
PSUs canceled	(83)	$ 10.36	
Outstanding at June 25, 2011	2,599	$ 10.52	$ 17,102

Expected to vest at June 25, 2011	2,531	$	16,653

The aggregate intrinsic value of unexercised options, unreleased RSUs and unreleased PSUs is calculated as the difference between the closing price of the Company s common stock of $6.58 at June 24, 2011 and the exercise prices of the underlying equity awards. The aggregate intrinsic value of the options which have been exercised and RSUs released is calculated as the difference between the fair market value of the common stock at the date of exercise or release and the exercise price of the underlying equity awards.

Employee Stock Options

During the three months ended June 25, 2011, the Company granted options to employees and members of the Company s board of directors to purchase an aggregate of 0.3 million shares of common stock at a weighted-average exercise price of $7.00 per share.

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

During the six months ended June 25, 2011, the Company granted options to employees and members of the Company s board of directors to purchase an aggregate of 2.5 million shares at a weighted-average exercise price of $8.20 per share. Options granted during this period have exercise prices equal to the closing market prices of the Company s common stock on the dates these options were granted. The weighted-average remaining contractual term of options exercisable was 6.2 years as of June 25, 2011. Amortization of stock-based compensation for the three and six months ended June 25, 2011 was approximately $3.3 million and $6.5 million, respectively, net of estimated forfeitures.

As of June 25, 2011, the total stock-based compensation cost related to options granted but not yet amortized was $18.3 million, net of estimated forfeitures of $0.6 million. These costs will be amortized on a straight-line basis over a weighted-average period of approximately 2.0 years. Total fair value of stock options granted to employees and members of the board of directors that vested during the three months ended June 25, 2011 was approximately $2.5 million based on the grant date fair value.

In accordance with the Company s 2007 Equity Incentive Plan, the Company may grant performance-based stock options whose vesting is contingent upon meeting various individual and company-wide performance goals. Performance-based stock options are generally granted at-the-money and vest upon achievement of performance objectives. These options generally have contractual lives of 10 years.

No performance-based stock options were granted during the second quarter of 2011. During the first quarter of 2011, the Company granted 0.9 million shares of performance-based stock options to certain executive officers of the Company. The options had an exercise price of $8.58 per share, equal to the closing price of the Company s common stock on the date of grant. The options will vest upon the achievement of the pre-determined performance goals within the established timeframes. If the performance goals are not met within the established timeframes, the total number of shares subject to vesting upon achievement of such performance goals will be canceled immediately and any recognized compensation cost will be reversed. The grant date fair value per share of the options has been calculated using the Black-Scholes option pricing model.

Excluding options granted in connection with the Company s one-time stock option exchange program, which occurred in fiscal 2010, the ranges of estimated values of stock options and performance-based stock options granted, as well as ranges of assumptions used in calculating these values were based on estimates as follows:

	000000	000000	000000	000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Volatility	59% - 62%	56% - 58%	58% - 62%	56% - 61%
Risk-free interest rate	1.70% - 2.10%	2.08% - 2.90%	1.70% - 2.60%	2.08% - 2.90%
Expected life	4.6 - 5.3 years	4.8 - 5.4 years	4.6 - 5.5 years	4.8 - 5.4 years
Estimated fair value	$3.47 - $4.05	$3.64 - $4.83	$3.47 - $4.63	$3.60 - $5.05
Total stock-based compensation expense (in thousands)	$3,309	$3,944	$6,501	$7,894

Employee Stock Purchase Plan

The fair value of the ESPP shares was estimated at the date of grant using the following assumptions:

	00000000	00000000	00000000	00000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Volatility	66%	45%	66%	45%

Risk-free interest rate	0.2%	0.2%	0.20%	0.2%
Expected life	0.5 years	0.5 years	0.5 years	0.5 years
Estimated fair value	$2.70	$2.13	$2.70	$2.13
Total stock-based compensation expense (in thousands)	$1,003	$613	$1,933	$1,277

Restricted Stock Units

During the three and six months ended June 25, 2011, the Company granted RSUs to employees and members of the Company s board of directors to receive an aggregate of 0.2 million and 2.2 million shares of the Company s common stock, respectively, at no cost. The Company accounted for the fair value of the RSUs using the closing market price of the Company s common stock on the date of grant. Amortization of stock-based compensation related to RSUs in the three and six months ended June 25, 2011 was approximately $6.5 million and $12.6 million, respectively. Amortization of stock-based compensation related to RSUs in the three and six months ended June 26, 2010 was approximately $6.2 million and $11.6 million, respectively. As of June 25, 2011, total

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

stock-based compensation cost related to RSUs granted but not yet amortized was approximately $45.4 million, net of estimated forfeitures of $4.9 million. These costs will be amortized on a straight-line basis over a weighted-average period of 2.3 years.

Performance Stock Units

The number of shares to be issued upon vesting of PSUs range from 0.5 to 2.0 times the number of PSUs granted depending on the relative performance of the Company s common stock price compared to the NASDAQ Composite Index over a three-year or four-year period. Amortization of stock-based compensation related to PSUs in the three and six months ended June 25, 2011 was approximately $1.8 million and $4.2 million, respectively. Amortization of stock-based compensation related to PSUs in the three and six months ended June 26, 2010 was approximately $2.1 million and $4.8 million, respectively. As of June 25, 2011, total stock-based compensation cost related to PSUs granted to but not yet amortized was approximately $8.3 million, net of estimated forfeitures of $0.3 million. These costs will be amortized on a straight-line basis over a weighted-average period of 1.2 years.

Common Stock Warrants

As of June 25, 2011, there were warrants to purchase 31,250 shares of common stock outstanding with an exercise price of $8.96 per share and an expiration date of June 30, 2011. On June 30, 2011, these warrants were unexercised and expired accordingly. Additionally, as of June 25, 2011, there were warrants to purchase 92,592 shares of common stock outstanding with an exercise price of $5.40 per share and an expiration date of July 13, 2013.

Stock-Based Compensation

The following tables summarize the effects of stock-based compensation on the Company s condensed consolidated balance sheets and statements of operations for the periods presented (in thousands):

	00000000	00000000
	June 25, 2011	**December 25, 2010**
Stock-based compensation effects in inventory	$ 3,136	$ 2,497
Stock-based compensation effects in deferred inventory cost	$ 274	$ 287

	00000000	00000000	00000000	00000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Stock-based compensation effects in net loss before income taxes				
Cost of revenue	$ 760	$ 564	$ 1,491	$ 1,133
Research and development	3,504	3,350	7,330	6,773
Sales and marketing	2,225	2,192	4,285	4,039
General and administration	4,828	5,198	9,611	10,907
	11,317	11,304	22,717	22,852
Cost of revenue amortization from balance sheet[1]	1,165	1,303	2,130	2,665
Total stock-based compensation expense	$ 12,482	$ 12,607	$ 24,847	$ 25,517

(1) Stock-based compensation expense deferred to inventory and deferred inventory costs in prior periods and recognized in the current period.

10. Income Taxes

Provision for income taxes for the three and six months ended June 25, 2011 was $0.4 million and $0.6 million, respectively, or negative 1.5% and negative 1.6%, respectively, on pre-tax losses of $23.8 million and $39.9 million, respectively. This compared to a tax benefit of $0.1 million and $0.2 million, or 0.7% and 0.7%, on pre-tax losses of $9.6 million and $29.8 million, respectively, for the three and six months ended June 26, 2010. The difference between the Company s effective tax rates and the federal statutory rate of 35% is primarily attributable to unbenefited U.S. losses, foreign taxes provided on the income of the Company s foreign subsidiaries, non-deductible stock-based compensation expense, and various discrete items. The higher effective tax rate in 2011

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

primarily relates to a greater proportion of foreign earnings taxed at a higher overall effective foreign tax rate due to the expiration of the Indian holiday benefits.

The realization of tax benefits of deferred tax assets is dependent upon future levels of taxable income, of an appropriate character, in the periods the items are scheduled to be deductible or taxable. Based on the available objective evidence, management believes it is more likely than not that the domestic net deferred tax assets will not be realizable. Accordingly, the Company has provided a full valuation allowance against its domestic deferred tax assets, net of deferred tax liabilities, as of June 25, 2011 and December 25, 2010. In determining future taxable income, the Company makes assumptions to forecast federal, state and international operating income, the reversal of temporary differences, and the implementation of any feasible and prudent tax planning strategies. The assumptions require significant judgment regarding the forecasts of future taxable income and are consistent with the Company s forecasts used to manage its business. The Company intends to maintain the remaining valuation allowance until sufficient positive evidence exists to support a reversal of, or decrease, in the valuation allowance.

11. Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance. The Company s chief operating decision maker is the Company s chief executive officer. The Company s chief executive officer reviews financial information presented on a consolidated basis, accompanied by information about revenue by geographic region for purposes of allocating resources and evaluating financial performance. The Company has one business activity, and there are no segment managers who are held accountable for operations, operating results and plans for levels or components below the consolidated unit level. Accordingly, the Company is considered to be in a single reporting segment and operating unit structure.

Revenue by geographic region is based on the shipping address of the customer. The following tables set forth revenue and long-lived assets by geographic region (in thousands):

Revenue

	0000000	0000000	0000000	0000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Americas:				
United States	$ 68,940	$ 89,742	$ 137,766	$ 165,707
Other Americas	1,461	576	2,124	870
	$ 70,401	$ 90,318	$ 139,890	$ 166,577
Europe, Middle East and Africa	23,365	16,109	43,637	33,851
Asia Pacific	2,190	4,971	5,319	6,730
Total revenue	$ 95,956	$ 111,398	$ 188,846	$ 207,158

Property, plant and equipment, net

	00000000	00000000

	June 25, 2011	December 25, 2010
United States	$ 55,884	$ 49,186
Other Americas	166	49
Asia Pacific	2,248	2,505
Total property, plant and equipment, net	$ 58,298	$ 51,740

12. Guarantees

Product Warranties

Upon delivery of products, the Company provides for the estimated cost to repair or replace products or the related components that may be returned under hardware warranty. In general, hardware warranty periods range from one to five years. Hardware warranties provide the purchaser with protection in the event that the product does not perform to product specifications. During the

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

warranty period, the purchaser s sole and exclusive remedy in the event of such defect or failure to perform is limited to the correction of the defect or failure by repair, refurbishment or replacement, at the Company s sole option and expense. The Company estimates its hardware warranty obligations based on the Company s historical experience of known product failure rates, use of materials to repair or replace defective products, and service delivery costs incurred in correcting product failures. In addition, from time to time, specific hardware warranty accruals may be made if unforeseen technical problems arise with specific products. Management periodically assesses the adequacy of the Company s recorded warranty liabilities and adjusts the amounts as necessary.

Activity related to product warranty was as follows (in thousands):

	0000000	0000000	0000000	0000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Beginning balance	$ 10,160	$ 10,650	$ 11,422	$ 11,140
Charges to operations	2,261	3,622	3,715	6,663
Utilization	(1,532)	(2,400)	(3,294)	(4,666)
Change in estimate [1]	(195)	(550)	(1,149)	(1,815)
Balance at the end of the period	$ 10,694	$ 11,322	$ 10,694	$ 11,322

[1] The Company records hardware warranty liabilities based on the latest quality and cost information available as of that date. The favorable changes in estimate shown here are due to continued improvements in overall actual failure rates and the impact of these improvements on the Company s estimate of expected future returns and changes in the estimated cost of replacing failed units using either repaired or new units.

13. Litigation and Contingencies

Legal Matters

From time to time, the Company is subject to various legal proceedings, claims and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, the Company does not expect that the ultimate costs to resolve these matters will have a material effect on its consolidated financial position, results of operations, or cash flows. A complete description of the Company s legal proceedings can be found in Item 3. Legal Proceedings of Part I of the Company s Annual Report on Form 10-K for the fiscal year ended December 25, 2010 filed with the Securities and Exchange Commission on March 1, 2011, which is incorporated herein by reference. Any updates to the information contained in the Company s Annual Report on Form 10-K are set forth below.

Cheetah Patent Infringement

On March 30, 2011, Cheetah Omni LLC (Cheetah) filed a motion re-urging the U.S. District Court for the Eastern District of Texas Texarkana Division to lift the stay, which the Company opposed on April 18, 2011. On May 12, 2011, the Court issued an order denying Cheetah s reurged motion to lift the stay. On May 24, 2011, Cheetah requested reconsideration of the Court s order, and the Company filed its opposition on June 16, 2011. Cheetah filed a reply to the Company s opposition on June 23, 2011. Although the Company believes Cheetah s reurged motion should be denied, the Company cannot predict whether the Court will grant it. In connection with the reexamination of the 605 Patent and the 347 Patent, the U.S. PTO has scheduled a hearing for September 21, 2011.

Cambrian Science Patent Infringement

On July 12, 2011, the Company was notified by Level 3 Communications, Inc. (Level 3) that Cambrian Science Corporation (Cambrian) filed suit against Level 3 and six other defendants, including Cox Communications, Inc., XO Communications, LLC, Global Crossing Limited, 360Networks (USA), Inc., Integra Telecom, Inc. and IXC, Inc. dba Telekenex (collectively, the Defendants) in the Central District of California alleging infringement of U.S. Patent No. 6,775,312 (the 312 Patent) and requesting damages for such alleged infringement (the Cambrian Claim). The nature of the Cambrian Claim involves allegations of infringement of the 312 Patent resulting from the Defendants use of certain products and systems in the Defendants networks, including the Company s DTN System. Although the Company was not named as a defendant, the Company may be subject to liability pursuant to the indemnification provisions of the agreements between the Company and its customers, including the Defendants, should the outcome of the Cambrian Claim be unfavorable to the Defendants.

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INFINERA CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Loss Contingencies

The Company is subject to the possibility of various losses arising in the ordinary course of business. These may relate to disputes, litigation and other legal actions. The Company considers the likelihood of loss or the incurrence of a liability, as well as the Company s ability to reasonably estimate the amount of loss, in determining loss contingencies. In accordance with U.S. GAAP, an estimated loss contingency is accrued when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. The Company regularly evaluates current information to determine whether any accruals should be adjusted and whether new accruals are required. As of June 25, 2011, the Company has not accrued or recorded any such material liabilities.

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Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations***

This quarterly report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include any expectation of earnings, revenues, gross margins, expenses or other financial items; any statements of the plans, strategies and objectives of management for future operations and personnel; factors that may affect our operating results; statements concerning new products or services, including future PIC capacity and new product delivery dates; statements related to capital expenditures; statements related to future economic conditions, performance, market growth or our sales cycle; statements related to the liquidity of our auction rate securities; statements related to the effects of litigation on our financial position, results of operations, or cash flows; statements as to industry trends and other matters that do not relate strictly to historical facts or statements of assumptions underlying any of the foregoing. These statements are often identified by the use of words such as anticipate, believe, continue, could, estimate, expect, intend, may, or will, and similar expressions or variations. These statements are based on the beliefs and assumptions of our management based on information currently available to management. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below, and those discussed in the section titled Risk Factors included elsewhere in this Form 10-Q and in our other SEC filings, including our annual report on Form 10-K for the fiscal year ended December 25, 2010 filed on March 1, 2011. Such forward-looking statements speak only as of the date of this report. We disclaim any obligation to update any forward-looking statements to reflect events or circumstances after the date of such statements. The following discussion and analysis should be read in conjunction with our condensed consolidated financial statements and notes thereto included elsewhere in this quarterly report on Form 10-Q.

Overview

Infinera was founded in December 2000 with a unique vision for optical networking. Prior to Infinera, service provider optical networks were built from fairly commoditized products, broadly known as dense wavelength division multiplexing (DWDM) systems. Recent rapid and unpredictable growth in bandwidth demand has increased the need for the delivery of high-capacity low-cost bandwidth throughout the network. We believe that traditional point-to-point network architectures do not provide the required flexibility. It takes large amounts of low-cost bandwidth, pervasive Optical Transport Network (OTN) switching, and the intelligence of bandwidth management to manage these larger networks and deliver high-capacity services quickly and cost-effectively. Infinera believes this can only be achieved with photonic integrated circuits (PICs) and that only through photonic integration can network operators scale their network bandwidth without significant increases in space, power or operational workload.

We first introduced our Digital Optical Network architecture to the market in 2005. This architecture is based on our unique PICs and enables high-capacity low-cost bandwidth in the cloud and distributed switching throughout the network. Since 2005, our strategy has been to extend the benefits of our Digital Optical Network throughout the optical networking market. We have made significant enhancements to our Digital Transport Node System (DTN System) during this time by increasing reach and fiber capacity for the long-haul market, adding the Infinera MTC, a 19-inch chassis option tailored for the metro core market, and adding a submarine version of the DTN System for the Submarine Line Terminating Equipment market. In addition, we launched our ATN metro access platform (ATN System), extending Infinera s digital bandwidth management and intelligent network benefits to the network edge. Both the DTN and ATN Systems are designed to operate as a tightly-integrated network with a single management system providing an end-to-end Digital Optical Network experience.

Traffic patterns in the optical network continue to grow to accommodate increased bandwidth demand from video, mobility and cloud computing. The market is seeing growing demand for increased fiber capacity with networks migrating from the current 10 Gigabits per second (Gbps) wavelength solutions to 40Gbps solutions in the short-term and 100Gbps solutions in the longer-term. Infinera plans to launch a 100Gbps PIC-based platform by the end of 2011 and begin shipments in the first half of 2012. This system will incorporate our 500Gbps PICs and our 5 Terabit OTN switch and will combine competitive fiber capacity with the unique features of the Digital Optical Network. To address the needs of customers who require higher fiber capacity in advance of the release of our 100Gbps system, we plan to introduce a non-PIC based 40Gbps solution that will increase the fiber capacity of the DTN System from 1.6 Terabits per second (Tb/s) to up to 6.4 Tb/s. We currently expect to introduce this system in the third quarter of 2011. However, we believe that it will be more cost-effective for most of our customers to move to 100Gbps systems when these systems become broadly available as they should offer more favorable network economics.

Our goal is to be a leading provider of optical networking systems to operators of optical networks, including telecom carriers, cable operators, internet or content service providers, and others. Our revenue growth will depend on the continued acceptance of our products, growth of communications traffic and the proliferation of next-generation bandwidth-intensive services, which are expected to drive the need for increased levels of bandwidth. Our ability to increase revenue and achieve profitability will be directly affected by the

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level of acceptance of our products in the long-haul and metro DWDM markets and by our ability to cost-effectively develop and sell innovative products that leverage our technology advantages on a time-to-market basis.

As of June 25, 2011, we have sold our network systems for deployment in the optical networks of 90 customers worldwide, including Cox Communications, Deutsche Telekom, Global Crossing, Interoute and Level 3. We currently have 28 ATN customers enjoying the benefits of an ATN network and 23 of those have deployed an integrated ATN-DTN solution. We do not have long-term sales commitments from our customers. To date, a few of our customers have accounted for a significant portion of our revenue. In particular, Level 3 accounted for approximately 10% and 12% of our revenue in the three and six months ended June 25, 2011, respectively, and 11% and 16% of our revenue in the three and six months ended June 26, 2010, respectively. Two other customers each accounted for over 10% of our revenue in the three months ended June 25, 2011 and no other customer accounted for over 10% of our revenue in the six months ended June 25, 2011. Our business will be harmed if any of our key customers, including Level 3, do not generate as much revenue as we forecast, stop purchasing from us, or substantially reduce their orders to us.

We are headquartered in Sunnyvale, California, with employees located throughout the Americas, Europe and the Asia Pacific region. We expect to continue to add personnel in the United States and internationally to develop our products and provide additional geographic sales and technical support coverage. We primarily sell our products through our direct sales force, with a small portion sold indirectly through resellers. We derived 99% and 97% of our revenue from direct sales to customers for the three and six months ended June 25, 2011, respectively, and 98% and 98% of our revenue for the three and six months ended June 26, 2010, respectively. We expect to continue generating a substantial majority of our revenue from direct sales in the future.

Our near-term year-over-year and quarter-over-quarter revenue will likely be volatile and may be impacted by several factors including general economic and market conditions, time-to-market development of new products, acquisitions of new customers and the timing of large product deployments.

We will continue to make significant investments in the business, and management currently believes that operating expenses for 2011 will range from $253 million to $260 million, including stock-based compensation expense in the range of $45 million to $48 million.

Critical Accounting Policies and Estimates

Management s Discussion and Analysis of Financial Condition and Results of Operations is based upon our condensed consolidated financial statements, which we have prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, if different estimates reasonably could have been used, or if changes in the estimate that are reasonably likely to occur could materially impact the financial statements. Management believes that there have been no significant changes during the six months ended June 25, 2011 to the items that we disclosed as our critical accounting policies and estimates in Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 25, 2010.

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Results of Operations

The following sets forth, for the periods presented, certain unaudited condensed consolidated statements of operations information (in thousands, except %):

	0000000	0000000	0000000	0000000
	Three Months Ended			
	June 25, 2011	**% of total revenue**	**June 26, 2010**	**% of total revenue**
Revenue:				
Product	$ 84,361	88%	$ 98,035	88%
Ratable product and related support and services	814	1%	1,664	1%
Services	10,781	11%	11,699	11%
Total revenue	$ 95,956	100%	$ 111,398	100%
Cost of revenue:				
Product	$ 54,540	57%	$ 57,668	52%
Ratable product and related support and services	294	%	929	1%
Services	3,708	4%	5,520	5%
Restructuring credit related to cost of revenue		%	(29)	%
Total cost of revenue	$ 58,542	61%	$ 64,088	58%
Gross profit	$ 37,414	39%	$ 47,310	42%
	Six Months Ended			
	June 25, 2011	**% of total revenue**	**June 26, 2010**	**% of total revenue**
Revenue:				
Product	$ 166,889	88%	$ 184,202	89%
Ratable product and related support and services	1,736	1%	3,278	2%
Services	20,221	11%	19,678	9%
Total revenue	$ 188,846	100%	$ 207,158	100%
Cost of revenue:				
Product	$ 101,158	54%	$ 113,108	54%
Ratable product and related support and services	679	%	1,684	1%
Services	6,851	4%	8,062	4%
Restructuring credit related to cost of revenue		%	(122)	%
Total cost of revenue	$ 108,688	58%	$ 122,732	59%
Gross profit	$ 80,158	42%	$ 84,426	41%

The following table summarizes our revenue by geography and sales channel for the periods presented (in thousands, except %):

	0000000	0000000	0000000	0000000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
Total revenue by geography				

Domestic	$ 68,940	$ 89,742	$ 137,766	$ 165,707
International	27,016	21,656	51,080	41,451
	$ 95,956	$ 111,398	$ 188,846	$ 207,158
% Revenue by geography				
Domestic	72%	81%	73%	80%
International	28%	19%	27%	20%
	100%	100%	100%	100%
Total revenue by sales channel				
Direct	$ 94,634	$ 109,199	$ 183,448	$ 202,491
Indirect	1,322	2,199	5,398	4,667
	$ 95,956	$ 111,398	$ 188,846	$ 207,158
% Revenue by sales channel				
Direct	99%	98%	97%	98%
Indirect	1%	2%	3%	2%
	100%	100%	100%	100%

Revenue

Total revenue decreased to $96.0 million for the three months ended June 25, 2011 from $111.4 million for the corresponding period in 2010. For the six months ended June 25, 2011, total revenue decreased to $188.8 million from $207.2 million for the corresponding period in 2010. These decreases were primarily due to lower bandwidth demand from our existing customers and a reduction in new footprint deployments with new and existing customers.

International revenue increased to 28% of total revenue in the three months ended June 25, 2011 from 19% of total revenue in the corresponding period in 2010, and increased to 27% of total revenue in the six months ended June 25, 2011 from 20% of total revenue in the corresponding period in 2010. These increases were primarily due to an increased proportion of our sales occurring in Europe. While we expect international revenues to continue to grow in absolute dollars on a long-term basis as we increase our sales activities in Europe, Asia Pacific and other regions, this metric may fluctuate as a percentage of total revenue depending on the size and timing of deployments both internationally and in the United States.

Total product revenue decreased to $84.4 million for the three months ended June 25, 2011 from $98.0 million for the corresponding period in 2010. Total product revenue decreased to $166.9 million for the six months ended June 25, 2011 from $184.2 million for the corresponding period in 2010. We experienced some lower bandwidth demand from our existing customers and a reduction in new footprint deployments which may have been partially attributable to the timing of the introduction of our 40 Gbps product.

Product and related support services revenue that is recognized ratably includes sales of products and services that were deferred under previous accounting standards, prior to our adoption of ASU 2009-13 and ASU 2009-14 as further discussed in Note 3, Summary of Significant Accounting Policies, to the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K filed on March 1, 2011, because vendor specific objective evidence of fair value had not been established for the undelivered elements. Total ratable revenue levels decreased to $0.8 million for the three months ended June 25, 2011 from $1.7 million for the corresponding period in 2010 and decreased to $1.7 million for the six months ended June 25, 2011 from $3.3 million for the corresponding period in 2010. These decreases were due to an overall reduction in sales of products and services that were deferred following our adoption of ASU 2009-13 and ASU 2009-14.

Total services revenue decreased to $10.8 million for the three months ended June 25, 2011 from $11.7 million for the corresponding period in 2010 primarily reflecting a $2.4 million decrease in deployment services revenue offset by incremental recognition of $0.8 million of extended hardware warranty revenue, $0.4 million of software subscription revenue, $0.2 million of spares management services revenue and $0.1 million of network management services revenue. We expect to continue to grow our extended hardware warranty and spares management services revenues in future periods. Total services revenue increased to $20.2 million for the six months ended June 25, 2011 from $19.7 million for the corresponding period in 2010 primarily reflecting the incremental recognition of $1.8 million of extended hardware warranty revenue, $1.1 million of software subscription revenue, $0.4 million of spares management services revenue and $0.3 million of network management services revenue. These increases were partially offset by a $3.1 million decrease in deployment services revenue reflecting lower levels of new deployments.

We do not have the visibility necessary to accurately predict future revenues beyond a one-quarter time horizon. However, we believe that we will be competitively disadvantaged in regard to fiber capacity due to the timing of the introduction of our 40Gbps product. While we expect to begin recognizing revenue from this product in the fourth quarter of 2011, our revenues may be negatively impacted in the interim.

Cost of Revenue and Gross Margin

Gross margin decreased to 39% in the three months ended June 25, 2011 from 42% in the corresponding period in 2010. This decrease was primarily due to incremental expenses incurred in the second quarter of 2011 associated with the expansion of our manufacturing capacity for our next-generation products. In addition, we experienced the need for increased pricing discounts and increased sales of lower margin common equipment which was partially offset by increased sales of higher gross margin Tributary Adaptor Modules (TAMs) in the period.

Gross margin increased to 42% in the six months ended June 25, 2011 from 41% in the corresponding period in 2010 primarily reflecting a higher proportion of revenue attributed to our higher gross margin TAMs in the first half of 2011. This positive impact was partially offset by the need for increased pricing discounts, increased sales of lower margin common equipment in the second quarter of 2011 and incremental expenses associated with the expansion of our manufacturing capacity for our next-generation products.

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Operating Expenses

The following tables summarize our operating expenses for the periods presented (in thousands, except %):

	00000000	00000000	00000000	00000000
	Three Months Ended			
	June 25, 2011	% of total revenue	June 26, 2010	% of total revenue
Operating expenses:				
Research and development	$ 32,899	34%	$ 28,923	26%
Sales and marketing	14,957	16%	13,682	12%
General and administrative	13,635	14%	14,448	13%
Restructuring and other costs		%	(2)	%
Total operating expenses	$ 61,491	64%	$ 57,051	51%

	Six Months Ended			
	June 25, 2011	% of total revenue	June 26, 2010	% of total revenue
Operating expenses:				
Research and development	$ 64,208	34%	$ 57,406	28%
Sales and marketing	28,892	15%	26,719	13%
General and administrative	27,144	15%	30,185	14%
Restructuring and other costs		%	159	%
Total operating expenses	$ 120,244	64%	$ 114,469	55%

The following table summarizes the stock-based compensation expense included in our operating expenses (in thousands):

	00000	00000	00000	00000
	Three Months Ended		Six Months Ended	
	June 25, 2011	June 26, 2010	June 25, 2011	June 26, 2010
Research and development	$ 3,504	$ 3,350	$ 7,330	$ 6,773
Sales and marketing	2,225	2,192	4,285	4,039
General and administration	4,828	5,198	9,611	10,907
Total	$ 10,557	$ 10,740	$ 21,226	$ 21,719

Research and Development Expenses

Research and development expenses increased by $4.0 million in the three months ended June 25, 2011 compared to the corresponding period in 2010 primarily due to increased headcount and personnel-related costs of $2.2 million comprised of $2.0 million of cash compensation and $0.2 million of stock-based compensation expense. In addition, during the three months ended June 25, 2011, we incurred $0.8 million of increased depreciation, $0.7 million increase in spending on materials, equipment and software and a $0.3 million increase in professional and outside services as compared to the same period in 2010.

Research and development expenses increased by $6.8 million in the six months ended June 25, 2011 compared to the corresponding period in 2010 primarily due to increased headcount and personnel-related costs of $3.8 million comprised of $3.2 million of cash compensation and $0.6 million of stock-based compensation expense. In addition, during the six months ended June 25, 2011, we incurred $1.7 million of increased depreciation, $0.9 million increase in spending on materials, equipment and software and a $0.4 million increase in professional and outside services as compared to the same period in 2010.

Sales and Marketing Expenses

Sales and marketing expenses increased by $1.3 million in the three months ended June 25, 2011 compared to the corresponding period in 2010 primarily due to $0.8 million in compensation and personnel-related expenses due to increased headcount, increased travel and related expenses of $0.3 million, increased marketing program expenses and trade show costs of $0.3 million, increased outside professional services of $0.2 million and an increase in facilities and other costs of $0.2 million. These increases were offset by $0.3 million related to lower expenses for customer lab trials and $0.2 million in decreased sales commissions.

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Sales and marketing expenses increased by $2.2 million in the six months ended June 25, 2011 compared to the corresponding period in 2010 primarily due to $0.8 million in compensation and personnel-related expenses due to increased headcount, $0.7 million increase in travel and related expenses, $0.7 million increase in marketing program expenses and trade show costs, $0.6 million increase related to outside professional services, $0.3 million increase in facilities and other costs and $0.2 million of increased stock-based compensation expense. These increases were offset by $0.6 million in decreased sales commissions and $0.5 million related to lower expenses for customer lab trials.

General and Administrative Expenses

General and administrative expenses decreased by $0.8 million in the three months ended June 25, 2011 compared to the corresponding period in 2010 primarily due to a $0.5 million decrease in cash compensation, $0.4 million of decreased stock-based compensation expense, and $0.1 million related to lower outside professional services and other costs. These decreases were partially offset by increased depreciation costs of $0.2 million.

General and administrative expenses decreased by $3.0 million in the six months ended June 25, 2011 compared to the corresponding period in 2010 primarily due to $1.3 million of decreased stock-based compensation expense, $1.0 million related to lower outside professional services and fees, $0.9 million decrease in cash compensation and $0.1 million decrease in facilities and other costs. These decreases were partially offset by increased depreciation of $0.3 million.

Restructuring and Other Costs

In the three and six months ended June 26, 2010, we incurred an immaterial credit amount and $0.2 million of restructuring and other costs associated with the closure of our Maryland-based semiconductor fabrication plant. These expenses related to operating lease and contract termination costs and severance and related expenses. We completed the restructuring actions in 2010.

Other Income (Expense), Net

	00000	00000	00000	00000
	Three Months Ended		**Six Months Ended**	
	June 25, 2011	**June 26, 2010**	**June 25, 2011**	**June 26, 2010**
	(In thousands)			
Interest income	$ 225	$ 325	$ 537	$ 810
Other gain (loss), net	20	(208)	(391)	(524)
Total income (expense), net	$ 245	$ 117	$ 146	$ 286

Interest income decreased by $0.1 million in the three months ended June 25, 2011 compared to the corresponding period in 2010 and decreased by $0.3 million in the six months ended June 25, 2011 compared to the corresponding period in 2010. These decreases were mainly due to lower interest rates on investments.

Other gain (loss), net for the three months ended June 25, 2011 included a loss of $0.2 million of realized and unrealized foreign currency transactions and a gain of $0.2 million related to sale of assets. Other gain (loss), net for the six months ended June 25, 2011 included a loss of $0.7 million of realized and unrealized foreign currency transactions and a gain of $0.3 million related to sale of assets.

Other gain (loss), net for the three months ended June 26, 2010 included a loss of $0.4 million partially offset by $0.1 million gain from the sale of assets and Other gain (loss), net for the six months ended June 26, 2010 included $0.8 million of realized and unrealized foreign currency transactions partially offset by $0.2 million gain from the sale of assets.

Income Tax Provision (Benefit)

Provision for income taxes for the three and six months ended June 25, 2011 was $0.4 million and $0.6 million, respectively, or negative 1.5% and negative 1.6%, respectively, on pre-tax losses of $23.8 million and $39.9 million, respectively. This compared to a tax benefit of $0.1 million and $0.2 million, or 0.7% and 0.7%, on pre-tax losses of $9.6 million and $29.8 million, respectively, for the three and six months ended June 26, 2010. The difference between our effective tax rates and the federal statutory rate of 35% is primarily attributable to unbenefited

U.S. losses, foreign taxes provided on the income of our foreign subsidiaries, non-deductible stock-based compensation expense, and various discrete items. The higher effective tax rate in 2011 primarily relates to a greater proportion of foreign earnings taxed at a higher overall effective foreign tax rate due to the expiration of the Indian holiday benefits.

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The realization of tax benefits of deferred tax assets is dependent upon future levels of taxable income, of an appropriate character, in the periods the items are scheduled to be deductible or taxable. Based on the available objective evidence, management believes it is more likely than not that the domestic net deferred tax assets will not be realizable. Accordingly, we have provided a full valuation allowance against domestic deferred tax assets, net of deferred tax liabilities, as of June 25, 2011 and December 25, 2010. In determining future taxable income, we make assumptions to forecast federal, state and international operating income, the reversal of temporary differences, and the implementation of any feasible and prudent tax planning strategies. The assumptions require significant judgment regarding the forecasts of future taxable income and are consistent with the forecasts used to manage our business. We intend to maintain the remaining valuation allowance until sufficient positive evidence exists to support a reversal of, or decrease, in the valuation allowance.

Liquidity and Capital Resources

	00000000	00000000
	Six Months Ended	
	June 25, 2011	**June 26, 2010**
	(In thousands)	
Net cash flow provided by (used in):		
Operating activities	$ (989)	$ 13,507
Investing activities	$ (16,250)	$ (25,726)
Financing activities	$ 4,338	$ 6,541

	June 25, 2011	**December 25, 2010**
	(In thousands)	
Cash and cash equivalents	$ 100,926	$ 113,649
Short-term and long-term investments	$ 175,570	177,966
Short-term and long-term restricted cash	$ 2,518	4,091
	$ 279,014	$ 295,706

Cash, cash equivalents, short-term and long-term investments and short-term and long-term restricted cash consist of highly-liquid investments in certificates of deposits, money market funds, commercial paper, corporate bonds and U.S. agency notes. As of June 25, 2011, long-term investments include $8.6 million (par value) of available-for-sale auction rate securities (ARS). The restricted cash balance amounts are pledged as collateral for certain stand-by and commercial letters of credit.

Operating Activities

Net cash used in operating activities for the six months ended June 25, 2011 was $1.0 million as compared to cash provided by operating activities of $13.5 million for the corresponding period in 2010. Cash flow from operating activities consists of net income (loss), adjusted for non-cash charges, plus or minus working capital changes. Our working capital requirements can fluctuate significantly depending on the timing of deployments and the acceptance, billing and payment terms on those deployments. Additionally, our ability to manage inventory turns and our ability to negotiate favorable payment terms with our vendors may also impact our working capital requirements.

Net loss for the six months ended June 25, 2011 was $40.6 million, which included non-cash charges of $35.1 million, compared to a net loss of $29.6 million in the corresponding period in 2010, including non-cash charges of $34.4 million.

Net cash used to fund working capital was $4.5 million for the six months ended June 25, 2011. Accounts payable decreased by $7.8 million due to lower inventory purchases during the period. Accrued liabilities decreased by $4.5 million primarily due to reduced levels of compensation and commission related accruals. This was partially offset by a decrease in inventory of $13.3 million primarily due to increased shipments and improved supply chain management and a decrease in accounts receivables of $6.1 million primarily driven by lower level of sales during the first half of 2011.

Net cash provided by working capital changes was $8.6 million for the six months ended June 26, 2010. Accounts receivable decreased by $14.8 million primarily reflecting linearity of invoicing and collections activities in the period. Inventory increased by $15.0 million primarily due to a decision to hold increased finished goods inventory as a buffer against product shortages in the supply chain, increased inventory requirements associated with our spares management service offerings and increased levels of inventory awaiting customer acceptance. In addition, accounts payable increased by $5.0 million reflecting increased inventory purchases during the period.

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Investing Activities

Net cash used in investing activities in the six months ended June 25, 2011 was $16.3 million compared to $25.7 million in the corresponding period of 2010. Investing activities for the six months ended June 25, 2011 included net proceeds of $0.5 million from purchases, maturities, calls and sales of investments in the period and $17.3 million of capital expenditures. Investing activities for the six months ended June 26, 2010 included a net usage of cash of $11.8 million from purchases, maturities, calls and sales of investments in the period and $9.7 million of capital expenditures. Additionally, we made a $4.5 million cost-method equity investment during the six months ended June 26, 2010.

Financing Activities

Net proceeds from financing activities in the six months ended June 25, 2011 and June 26, 2010 were $4.3 million and $6.5 million, respectively, primarily related to proceeds from the issuance of common stock under our stock-based compensation plans. Net proceeds in the six months ended June 25, 2011 was offset by $1.2 million related to the repurchase of shares from employees to satisfy minimum tax withholdings.

Liquidity

As of June 25, 2011, we held $8.6 million (par value) with a fair value of $7.9 million of available-for-sale ARS with two issuers, one of which is AAA rated and the other of which is A3 rated. These ARS have contractual maturity terms of up to 34.5 years and it is not clear when we will be able to liquidate these investments. During the second quarter of 2009, we determined that we did not intend to sell these securities and did not believe that it was more likely than not that we would be required to sell the securities before recovery of their par value. However, given that the present value of the expected cash flows for these securities was below their par value, as of June 27, 2009, an initial other-than-temporary impairment (OTTI) of $2.7 million, equal to the difference between the fair value and the par value had occurred. During the three and six months ended June 25, 2011, $0.1 million and $0.3 million of these ARS, respectively, were called at par value.

Failed auctions resulted in a lack of liquidity in the ARS but do not affect the underlying collateral of the securities. We do not anticipate that any potential lack of liquidity in our ARS, even for an extended period of time, will affect our ability to finance our operations, including our continued investments in research and development and planned capital expenditures. We continue to monitor efforts by the financial markets to find alternative means for restoring the liquidity of these investments. Our ARS investments are classified as non-current assets until we have better visibility as to when their liquidity will be restored.

For 2011, capital expenditures are expected to be approximately $40 million, primarily for product development and manufacturing expansion related to new products. In addition, we may experience an increase in working capital requirements as we complete future product transitions. We believe that our current cash and cash equivalents and investments will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least 12 months. If these sources of cash are insufficient to satisfy our liquidity requirements beyond 12 months, we may require additional capital from equity or debt financings to fund our operations, to respond to competitive pressures or strategic opportunities, or otherwise. We may not be able to secure timely additional financing on favorable terms, or at all. The terms of any additional financing may place limits on our financial and operating flexibility. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer dilution in their percentage ownership of us, and any new securities we issue could have rights, preferences and privileges senior to those of holders of our common stock.

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Contractual Obligations

The following is a summary of our contractual obligations as of June 25, 2011 (in thousands):

	0000000	0000000	0000000	0000000	0000000
			Payments Due by Period		
	Total	**Less than 1 year**	**1 - 3 years**	**3 - 5 years**	**More than 5 years**
Purchase obligations [1]	$ 33,175	$ 33,175	$	$	$
Operating leases	43,320	5,412	9,950	8,895	19,063
Other contracts [2]	1,350	450	900		
Total contractual obligations [3]	$ 77,845	$ 39,037	$ 10,850	$ 8,895	$ 19,063

(1) We have service agreements with our major production suppliers under which we are committed to purchase certain parts.
(2) Other contracts are related to contractual obligations for non-recurring engineering costs.
(3) Tax liabilities of $0.9 million are not included in the table because we are unable to determine the timing of settlement, if any, of these future payments with a reasonably reliable estimate.

We had $2.5 million of standby letters of credit outstanding as of June 25, 2011. These consisted of $0.2 million related to a customer proposal guarantee, $1.5 million related to a value added tax license and $0.8 million related to property leases. We had $4.0 million of standby letters of credit outstanding as of December 25, 2010. These consisted of $1.7 million related to a customer proposal guarantee, $1.3 million related to a value added tax license and $1.0 million related to property leases.

Off-Balance Sheet Arrangements

As of June 25, 2011, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Item 3. ***Quantitative and Qualitative Disclosures about Market Risk***

For quantitative and qualitative disclosures about market risk affecting us, see Quantitative and Qualitative Disclosures About Market Risk in Item 7A. of Part II of our Annual Report on Form 10-K for the fiscal year ended December 25, 2010, which is incorporated herein by reference. Our exposure to market risk has not changed materially since December 25, 2010.

Item 4. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

An evaluation was performed by management, with the participation of our chief executive officer (CEO) and our chief financial officer (CFO), of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d - 15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)). Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms. Based on this evaluation, our CEO and CFO have concluded that, as of the end of the fiscal period covered by this quarterly report on Form 10-Q, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the U.S. Securities and Exchange Commission s rules and forms and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There were no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Inherent Limitations of Internal Controls

Our management, including our CEO and CFO, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within us have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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PART II. OTHER INFORMATION

Item 1. ***Legal Proceedings***

From time to time, we are subject to various legal proceedings, claims and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, we do not expect that the ultimate costs to resolve these matters will have a material effect on our consolidated financial position, results of operations, or cash flows. A complete description of our legal proceedings can be found in Item 3. Legal Proceedings of Part I of our Annual Report on Form 10-K for the fiscal year ended December 25, 2010 filed with the Securities and Exchange Commission on March 1, 2011. Any updates to the information contained in the Company s Annual Report on Form 10-K are set forth below.

Cheetah Patent Infringement

On March 30, 2011, Cheetah Omni LLC (Cheetah) filed a motion re-urging the U.S. District Court for the Eastern District of Texas Texarkana Division to lift the stay, which the Company opposed on April 18, 2011. On May 12, 2011, the Court issued an order denying Cheetah s reurged motion to lift the stay. On May 24, 2011, Cheetah requested reconsideration of the Court s order, and we filed our opposition on June 16, 2011. Cheetah filed a reply to our opposition on June 23, 2011. Although we believe Cheetah s reurged motion should be denied, we cannot predict whether the Court will grant it. In connection with the reexamination of the 605 Patent and the 347 Patent, the U.S. PTO has scheduled a hearing for September 21, 2011.

Cambrian Science Patent Infringement

On July 12, 2011, the Company was notified by Level 3 that Cambrian Science Corporation (Cambrian) filed suit against Level 3 and six other defendants, including Cox Communications, Inc., XO Communications, LLC, Global Crossing Limited, 360Networks (USA), Inc., Integra Telecom, Inc. and IXC, Inc. dba Telekenex (collectively, the Defendants) in the Central District of California alleging infringement of U.S. Patent No. 6,775,312 (the 312 Patent) and requesting damages for such alleged infringement (the Cambrian Claim). The nature of the Cambrian Claim involves allegations of infringement of the 312 Patent resulting from the Defendants use of certain products and systems in the Defendants networks, including the Company s DTN System. Although the Company was not named as a defendant, we may be subject to liability pursuant to the indemnification provisions of our agreements with our customers, including the Defendants, should the outcome of the Cambrian Claim be unfavorable to the Defendants.

Item 1A. ***Risk Factors***

A description of the risks and uncertainties associated with our business is set forth below. This description includes any material changes to and supersedes the description of the risks and uncertainties associated with our business previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 25, 2010. You should carefully consider such risks and uncertainties, together with the other information contained in this report, our Annual Report on Form 10-K for the fiscal year ended December 25, 2010 and in our other public filings. If any of such risks and uncertainties actually occurs, our business, financial condition or operating results could differ materially from the plans, projections and other forward-looking statements included in the section titled Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occurs, our business, financial condition or operating results could be harmed substantially, which could cause the market price of our stock to decline, perhaps significantly.

We have a history of significant operating losses and may not achieve profitability on an annual basis in the future.

For the fiscal year ended December 25, 2010, we recorded a net loss of $27.9 million. As of December 25, 2010, our accumulated deficit was $405.3 million. As of June 25, 2011, our accumulated deficit was $445.9 million. We expect to continue to make significant expenditures related to the continued development of our business. These expenditures may include the addition of personnel related to the sales, marketing and research and development of our products and other costs related to the maintenance and expansion of our manufacturing facilities and research and development operations. We may therefore sustain significant operating losses and negative cash flows in the future. We will have to maintain significant increased revenue and product gross margins to achieve profitability on an annual basis.

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Our revenue and operating results may fluctuate significantly, which could make our future results difficult to predict and could cause our operating results to fall below investor or analyst expectations.

Our revenue and operating results may fluctuate due to a variety of factors, many of which are outside of our control. Over the past four fiscal quarters, our revenue has ranged from $92.9 million to $130.1 million and our operating income (loss) has ranged from an operating loss of $24.1 million to operating income of $4.1 million. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Our budgeted expense levels are based, in large part, on our expectations of long-term future revenue and the development efforts associated with these future revenues. As a result, fluctuations in our revenue and gross margins will have a significant impact on our operating results. Given the relatively fixed nature of our operating costs including those relating to our personnel and facilities, particularly for our engineering personnel, any substantial adjustment to our expenses to account for lower levels of revenue will be difficult and may take time. Consequently, if our revenue does not meet projected levels in the short-term, our inventory levels and operating expenses would be high relative to revenue, resulting in additional operating losses.

In addition to other risks discussed in this section, factors that may contribute to fluctuations in our revenue and our operating results include:

- fluctuations in demand, sales cycles and prices for products and services, including discounts given in response to competitive pricing pressures;
- fluctuations in our product mix, including the mix of higher and lower margin products and significant mix changes resulting from new customer deployments;
- reductions in customers budgets for optical communications network equipment purchases and delays in their purchasing cycles;
- order cancellations or reductions or delays in delivery schedules by our customers;
- timeliness of our customers payments for their purchases;
- our ability to control costs, including our operating expenses and the costs of components we purchase for our products;
- readiness of customer sites for installation of our products;
- the timing of product releases or upgrades by us or by our competitors. In particular, if we fail to achieve targeted release dates for our next-generation (40Gbps and 100Gbps) products, our revenue and operating results may be negatively impacted;
- any significant changes in the competitive dynamics of our market, including any new entrants, technological advances or substantial discounting of products;
- availability of third party suppliers to provide contract engineering and installation services for us;
- the timing of recognizing revenue in any given quarter, including the impact of recently announced revenue recognition standards and any future changes in U.S. GAAP or new interpretations of existing accounting rules; and

general economic conditions in domestic and international markets.

Many factors affecting our results of operations are beyond our control and make it difficult to predict our results for a particular quarter or to accurately predict future revenues beyond a one-quarter time horizon. If our revenue or operating results fall below the expectations of investors or securities analysts or below any guidance we may in the future provide to the market, the price of our common stock may decline substantially.

Our gross margins may fluctuate from quarter-to-quarter and may be adversely affected by a number of factors, some of which are beyond our control.

Our gross margins fluctuate from period-to-period and vary by customer and by product specification. Over the past four fiscal quarters, our gross margins have ranged from 39% to 50%. Our gross margins are likely to continue to fluctuate and will be affected

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by a number of factors, including:

- the mix in any period of the customer s purchasing our products and the product mix, including the relative mix of higher and lower margin products and services;
- significant new customer deployments, often with a higher portion of lower or negative margin common equipment;
- price discounts negotiated by our customers;
- sales volume from each customer during the period;
- the amount of equipment we sell or expect to sell for a loss in any given quarter;
- increased price competition, including competition from low-cost producers from China;
- charges for excess or obsolete inventory;
- changes in the price or availability of components for our products;
- changes in our manufacturing costs, including fluctuations in yields and production volumes;
- introduction of new products, with initial sales at relatively small volumes and higher product costs; and
- increased warranty or repair costs.

It is likely that the average unit prices of our products will decrease over time in response to competitive pricing pressures, increased negotiated sales discounts, new product introductions by us or our competitors or other factors. In addition, some of our customer contracts contain annual technology discounts that require us to decrease the sales price of our products to these customers. In response, we will need to reduce the cost of our products through manufacturing efficiencies, design improvements and cost reductions. If these efforts are not successful or if we are unable to reduce our costs to a greater extent than the reduction in the price of our products, our revenue and gross margin will decline, causing our operating results to decline. Fluctuations in gross margin may make it difficult to manage our business and achieve or maintain profitability.

Aggressive business tactics by our competitors may harm our business.

The markets in which we compete are extremely competitive and have resulted in aggressive business tactics by our competitors, including:

- aggressively pricing their products, including offering significant one-time discounts and guaranteed future price decreases;

- providing financing, marketing and advertising assistance to customers;
- announcing competing products prior to market availability combined with extensive marketing efforts;
- influencing customer requirements to emphasize different product capabilities, such as greater minimum bandwidth requirements or higher transport speeds;
- offering to repurchase our equipment from existing customers;
- selling at a discount used equipment or inventory that had previously been written-down or written-off; and
- asserting intellectual property rights.

The level of competition and pricing pressure tend to increase during periods of economic weakness or during periods when there are fewer network build-out projects. If we fail to compete successfully against our current and future competitors, or if our current or future competitors continue or expand aggressive business tactics, including those described above, demand for our

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products could decline, we could experience delays or cancellations of customer orders, or we could be required to reduce our prices or increase our expenses.

We must respond to rapid technological change and comply with evolving industry standards and requirements for our products to be successful.

The optical networking equipment market is characterized by rapid technological change, changes in customer requirements and evolving industry standards. We continually invest in research and development to sustain or enhance our existing products, but the introduction of new communications technologies and the emergence of new industry standards or requirements could render our products obsolete. Further, in developing our products, we have made, and will continue to make, assumptions with respect to which standards or requirements will be adopted by our customers and competitors. If the standards or requirements adopted by our prospective customers are different from those on which we have focused our efforts, market acceptance of our products would be reduced or delayed and our business would be harmed.

We are continuing to invest a significant portion of our research and development efforts in the development of our next-generation products. We expect our competitors to continue to improve the performance of their existing products and to introduce new products and technologies and to influence customers buying criteria so as to emphasize product capabilities that we do not, or may not, possess. To be competitive, we must properly anticipate future customer requirements and we must continue to invest significant resources in research and development, sales and marketing and customer support. If we do not anticipate these future customer requirements and invest in the technologies necessary to enable us to have and to sell the appropriate solutions, it may limit our competitive position and future sales, which would have an adverse effect on our business and financial condition. We may not have sufficient resources to make these investments and we may not be able to make the technological advances necessary to be competitive.

Our ability to increase our revenue will depend upon continued growth of demand by consumers and businesses for additional network capacity.

Our future success depends on factors such as the continued growth of the Internet and IP traffic and the continuing adoption of high-capacity, revenue-generating services to increase the amount of data transmitted over communications networks and the growth of optical communications networks to meet the increased demand for bandwidth. If demand for such bandwidth does not continue, or slows down, the need for increased bandwidth across networks and the market for optical communications network products may not continue to grow. If this growth does not continue or slows down, our product sales would be negatively impacted. In addition, if general economic conditions weaken, our customers and potential customers may slow or delay their purchase decisions, which would have an adverse effect on our business and financial condition.

Any delays in the development and introduction of our products, and any future delays in releasing new products or in releasing enhancements to our existing products may harm our business.

Because our products are based on complex technology, including, in some cases, the development of next-generation PICs and specialized application-specific integrated circuits (ASICs), we may experience unanticipated delays in developing, improving, manufacturing or deploying these products. The development process for our PICs is lengthy, and any modifications to our PICs, including the development of our next-generation PICs, entail significant development cost and risks.

At any given time, various new product introductions and enhancements to our existing products, such as future products based on our next-generation PICs, are in the development phase and are not yet ready for commercial manufacturing or deployment. Recently, we have increased our reliance on third parties, some of which are relatively early stage companies, to develop and manufacture components for our next-generation (40Gbps and 100Gbps) products, some of which require custom development. The maturing process from laboratory prototype to customer trials, and subsequently to general availability, involves a significant number of simultaneous development efforts. These efforts often must be completed in a timely manner so that they may be introduced into the product development cycle for our systems, and include:

- completion of product development, including the completion of any associated PIC development, such as our next-generation PICs, and the completion of associated module development, including modules developed by third parties;
- the qualification and multiple sourcing of critical components;

validation of manufacturing methods and processes;

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- extensive quality assurance and reliability testing and staffing of testing infrastructure;
- validation of software; and
- establishment of systems integration and systems test validation requirements.

Each of these steps, in turn, presents risks of failure, rework or delay, any one of which could decrease the speed and scope of product introduction and marketplace acceptance of our products. New generations of our PICs, specialized ASICs and intensive software testing and validation are important to the timely introduction of new products, enhancements to our existing products and our entrance into new markets. In addition, unexpected intellectual property disputes, failure of critical design elements, and a host of other execution risks may delay, or even prevent, the introduction of new products or enhancements to our existing products. If we do not develop and successfully introduce or enhance products in a timely manner, our competitive position will suffer. In addition, if we do not develop and successfully introduce or enhance products in sufficient time so as to satisfy our customer s expectations, we may lose future business from such customers and harm our reputation and our customer relationships, either of which would harm our business and operating results.

We have a limited operating history and limited history of selling our DTN Systems and ATN Systems, both of which make it difficult to predict our future operating results.

We were incorporated in December 2000, shipped our first DTN System in November 2004 and shipped our first ATN System in August 2009. Our limited operating history gives very little basis upon which to evaluate our ability to accomplish our business objectives. In making an investment decision, you should evaluate our business in light of the risks, expenses and difficulties frequently encountered by companies in early stages of development, particularly companies in the rapidly changing optical networking market. We may not be successful in addressing these risks. It is difficult to accurately forecast our future revenue and plan expenses accordingly and, therefore, predict our future operating results.

The markets in which we compete are highly competitive and dominated by large corporations, and we may not be able to compete effectively.

Competition in the optical networking equipment market is intense, and we expect such competition to increase. A number of very large companies have historically dominated the optical communications network equipment industry. Our competitors include current wavelength division multiplexing suppliers, such as Alcatel-Lucent, Ciena Corporation, Cisco Systems, Ericsson, Fujitsu Limited, Huawei Technologies Co., NEC Corporation, Nokia-Siemens Networks, Tellabs and ZTE Corporation. Competition in these markets is based on price, commercial terms, functionality, manufacturing capability, pre-existing installation, services, existing business and customer relationships, scalability and the ability of products and breadth and quality of services to meet our customers immediate and future network requirements. Other companies have, or may in the future develop, products that are or could be competitive with our products. In particular, if a competitor develops a photonic integrated circuit with similar functionality to our PICs, our business could be harmed. Recent mergers from our competitors and any future acquisitions or combinations between or among our competitors may adversely affect our competitive position by strengthening our competitors.

Many of our competitors have substantially greater name recognition and technical, financial and marketing resources, greater manufacturing capacity and better established relationships with incumbent carriers and other potential customers than we have. Many of our competitors have more resources to develop or acquire, and more experience in developing or acquiring, new products and technologies and in creating market awareness for those products and technologies. In addition, many of our competitors have the financial resources to offer competitive products at aggressive pricing levels that could prevent us from competing effectively. Further, many of our competitors have built long-standing relationships with some of our prospective customers and have the ability to provide financing to customers and could, therefore, have an inherent advantage in selling products to those customers.

We compete with low-cost producers from China that can increase pricing pressure on us and a number of smaller companies that provide competition for a specific product, customer segment or geographic market. These competitors often base their products on the latest available technologies. Due to the narrower focus of their efforts, these competitors may achieve commercial availability of their products more quickly than we can and may provide attractive alternatives to our customers.

We are dependent on a small number of key customers for a significant portion of our revenue and the loss of, or a significant reduction in, orders from one or more of our key customers would reduce our revenue and harm our operating results.

A relatively small number of customers account for a large percentage of our net revenue. As a result, our business will be harmed if any of our key customers, including Level 3, do not generate as much revenue as we forecast, stop purchasing from us, or

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substantially reduce their orders to us. In addition, our business will be harmed if we fail to maintain our competitive advantage with our key customers.

Our ability to continue to generate revenue from our key customers will depend on our ability to maintain strong relationships with these customers and introduce new products that are desirable to these customers at competitive prices, and we may not be successful at doing so. Because, in most cases, our sales are made to these customers pursuant to standard purchase agreements rather than long-term purchase commitments, orders may be cancelled or reduced readily. In the event of a cancellation or reduction of an order, we may not have enough time to reduce operating expenses to minimize the effect of the lost revenue on our business. Our operating results will continue to depend on our ability to sell our products to our key customers.

Our large customers have substantial negotiating leverage, which may require that we agree to terms and conditions that result in increased cost of sales, decreased revenue and lower average selling prices and gross margins, all of which would harm our operating results.

Substantial changes in the optical networking industry have occurred over the last few years. Many potential customers have confronted static or declining revenue. Many of our customers have substantial debt burdens, many have experienced financial distress, and some have gone out of business have been acquired by other service providers or announced their withdrawal from segments of the business. Consolidation in the markets in which we compete has resulted in changes in the structure of the communications networking industry, with greater concentration of purchasing power in a small number of large service providers, cable operators, internet content providers and government agencies. This increased concentration among our customer base may also lead to increased competition for new network deployments and increased negotiating power for our customers. This may require us to decrease our average selling prices and which would have an adverse impact on our operating results.

Further, many of our customers are large communications service providers that have substantial purchasing power and leverage in negotiating contractual arrangements with us. Our customers have and may continue to seek advantageous pricing, payment and other commercial terms and may require us to develop additional features in the products we sell to them. If we are required to develop additional features for our product for a customer, we may be required to defer some of our revenue for such a customer until we have developed and delivered such additional features. We have and may continue to be required to agree to unfavorable commercial terms with these customers, including reducing the average selling price of our products or agreeing to extended payment terms in response to these commercial requirements or competitive pricing pressures. To maintain acceptable operating results, we will need to comply with these commercial terms, develop and introduce new products and product enhancements on a timely basis and continue to reduce our costs.

We expect the factors described above to continue to affect our business and operating results for an indeterminate period, in several ways, including:

- overall capital expenditures by many of our customers or potential customers may be flat or reduced;
- we will continue to have only limited ability to forecast the volume and product mix of our sales;
- managing expenditures and inventory will be difficult in light of the uncertainties surrounding our business; and
- increased competition will enable customers to insist on more favorable terms and conditions for sales, including product discounts, extended payment terms or financing assistance, as a condition of procuring their business.

If we are unable to offset any reductions in our average selling prices with increased sales volumes and reduced production costs, or if we fail to develop and introduce new products and enhancements on a timely basis, or if we disagree on our interpretation and compliance with the commercial terms of our customer agreements, our relationships with our customers and our operating results would be harmed.

We are dependent on sole source and limited source suppliers for several key components, and if we fail to obtain these components on a timely basis, we will not meet our customers product delivery requirements.

We currently purchase several key components for our products from single or limited sources. In particular, we rely on our own production of certain components of our products, such as PICs, and on third parties as sole source suppliers for certain of the components of our products, including: ASICs, field-programmable gate arrays, processors, and other semiconductor and optical components. We purchase these items on a purchase order basis and have no long-term contracts with many of these sole source suppliers. Recently, we have increased our reliance on third parties to develop and manufacture components for our next-generation (40Gbps and 100Gbps) products, some of which require custom development. For example, for the 40Gbps application of our DTN System, we will be purchasing a customized discrete component. If any of our sole or limited source suppliers suffer from capacity

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constraints, lower than expected yields, deployment delays, work stoppages or any other reduction or disruption in output, they may be unable to meet our delivery schedule which could result in lost revenue, additional product costs and deployment delays that could harm our business and customer relationships. Further, our suppliers could enter into exclusive arrangements with our competitors, refuse to sell their products or components to us at commercially reasonable prices or at all, go out of business or discontinue their relationships with us. We may be unable to develop alternative sources for these components.

The loss of a source of supply, or lack of sufficient availability of key components, could require us to redesign products that use such components, which could result in lost revenue, additional product costs and deployment delays that could harm our business and customer relationships. If we do not receive critical components for our products in a timely manner, we will be unable to deliver those components to our contract manufacturer in a timely manner and would, therefore, be unable to meet our prospective customers product delivery requirements. In addition, the sourcing from new suppliers may require us to re-design our products, which could cause delays in the manufacturing and delivery of our products. In the past, we have experienced delivery delays because of lack of availability of components or reliability issues with components that we were purchasing. In addition, some of our suppliers have gone out of business, limited their supply of components to us, or indicated that they may be going out of business. Historically, we have seen a tightening of supply with a number of our suppliers and we have experienced longer than normal lead times and supply delays. We may in the future experience a shortage of certain components as a result of our own manufacturing issues, manufacturing issues at our suppliers or contract manufacturers, capacity problem experiences by our suppliers or contract manufacturers, or strong demand in the industry for such components. A return to growth in the economy is likely to continue to create pressure on us and our suppliers to accurately project overall component demand and manufacturing capacity. These supplier disruptions may continue to occur in the future, which could limit our ability to produce our products and cause us to fail to meet a customer s delivery requirements. Such events could harm our reputation and our customer relationships, either of which would harm our business and operating results.

If we fail to accurately forecast demand for our products, we may have excess or insufficient inventory, which may increase our operating costs, decrease our revenue and harm our business.

We are required to generate forecasts of future demands for our products several months prior to the scheduled delivery to our prospective customers, which requires us to make significant investments before we know if corresponding revenue will be recognized. Lead times for materials and components, including ASICs, that we need to order for the manufacture of our products vary significantly and depend on factors such as the specific supplier, contract terms and demand for each component at a given time. In the past, we have experienced lengthening in lead times for certain components. If the lead times for components are lengthened, we may be required to purchase increased levels of such components to satisfy our delivery commitments to our customers.

If we overestimate demand for our products or particular elements of our products and increase our inventory in anticipation of customer orders that do not materialize, we will have excess inventory, we will face a risk of obsolescence and significant inventory write-downs and our fixed costs will be spread across fewer units raising our per unit costs. If we underestimate demand for our products, we will have inadequate inventory, which could slow down or interrupt the manufacturing of our products and result in delays in shipments and our ability to recognize revenue. If actual market conditions are less favorable than our internal projections, additional inventory write-offs may be required. In addition, we may be unable to meet our supply commitments to customers which

could result in a breach of our customer agreements and require us to pay damages.

If our contract manufacturers do not perform as we expect, our business may be harmed.

We rely on third-party contract manufacturers to perform a significant portion of the manufacturing of our products, and our future success will depend on our ability to have sufficient volumes of our products manufactured in a cost-effective and quality-controlled manner. We have engaged third parties to manufacture certain elements of our products at multiple contract manufacturing sites located around the world but do not have long-term agreements in place with some of our manufacturers and suppliers. There are a number of risks associated with our dependence on contract manufacturers, including:

- reduced control over delivery schedules, particularly for international contract manufacturing sites;

- reliance on the quality assurance procedures of third parties;

potential uncertainty regarding manufacturing yields and costs;

potential lack of adequate capacity during periods of excess demand;

potential uncertainty related to the use of international contract manufacturing sites;

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- limited warranties on components supplied to us;
- potential misappropriation of our intellectual property; and
- potential manufacturing disruptions (including disruptions caused by geopolitical events, military actions or natural disasters).

Any of these risks could impair our ability to fulfill orders. Our contract manufacturers may not be able to meet the delivery requirements of our customers, which could decrease customer satisfaction and harm our product sales. We do not have long-term contracts or arrangements with our contract manufacturers that will guarantee product availability, or the continuation of particular pricing or payment terms. If our contract manufacturers are unable or unwilling to continue manufacturing our products or components of our products in required volumes or our relationship with any of our contract manufacturers is discontinued for any reason, we would be required to identify and qualify alternative manufacturers, which could cause us to be unable to meet our supply requirements to our customers and result in the breach of our customer agreements. Qualifying a new contract manufacturer and commencing volume production is expensive and time-consuming and if we are required to change or qualify a new contract manufacturer, we would likely lose sales revenue and damage our existing customer relationships.

We are dependent on a single product, and the lack of continued market acceptance of our DTN System would harm our business.

Although we added the ATN System as part of our product offering in 2009, our DTN System accounts for substantially all of our revenue and will continue to do so for the foreseeable future. As a result, our business could be harmed by:

- any decline in demand for our DTN System;
- the failure of our existing DTN System to achieve continued market acceptance;
- the introduction of products and technologies that serve as a replacement or substitute for, or represent an improvement over, our DTN System;
- technological innovations or new communications standards that our DTN System does not address; and
- our inability to release enhanced versions of our DTN System on a timely basis.

If we fail to expand sales of our products into international markets or to sell our products to new types of customers, such as U.S. regional Bell operating companies and international postal, telephone and telegraph companies, our revenue will be harmed.

We believe that, in order to grow our revenue and business and to build a large and diverse customer base, we must successfully sell our products in international markets and to new types of customers, such as U.S. regional Bell operating companies and international postal, telephone and telegraph companies. We have limited experience selling our products internationally and to U.S. regional Bell operating companies and international postal, telephone and telegraph companies. Sales cycles for these customers are often very lengthy and competition for these customers is intense. To succeed in these sales efforts, we believe we must hire additional sales personnel to develop our relationships with these potential customers and develop and manage new sales channels through resellers, distributors and systems integrators. If we do not succeed in our efforts to sell to these customers, the size of our total addressable market will be limited. This, in turn, would harm our ability to grow our customer base and revenue.

If we fail to protect our intellectual property rights, our competitive position could be harmed or we could incur significant expense to enforce our rights.

We depend on our ability to protect our proprietary technology. We rely on a combination of methods to protect our intellectual property, including limiting access to certain information, and utilizing trade secret, patent, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which offer only limited protection. The steps we have taken to protect our proprietary rights may be inadequate to preclude misappropriation or unauthorized disclosure of our proprietary information or infringement of our intellectual property rights, and our ability to police such misappropriation, unauthorized disclosure or infringement is uncertain, particularly in countries outside of the United States. This is likely to become an increasingly important issue as we expand our operations and product development into countries that provide a lower level of intellectual property protection. We do not know whether any of our pending patent applications will result in the issuance of patents or whether the examination process will require us to narrow our claims, and even if patents are issued, they may be contested, circumvented or invalidated. Moreover, the rights granted under any issued patents may not provide us with a competitive advantage, and, as with any technology, competitors may be able to develop similar or superior technologies to our own now or in the future.

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Protecting against the unauthorized use of our products, trademarks and other proprietary rights is expensive, difficult, time consuming and, in some cases, impossible. Litigation may be necessary in the future to enforce or defend our intellectual property rights, to protect our trade secrets or to determine the validity or scope of the proprietary rights of others. Such litigation could result in substantial cost and diversion of management resources, either of which could harm our business, financial condition and operating results. Furthermore, many of our current and potential competitors have the ability to dedicate substantially greater resources to enforce their intellectual property rights than we do. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property.

Claims by others that we infringe their intellectual property could harm our business.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. In particular, many leading companies in the optical networking industry, including our competitors, have extensive patent portfolios with respect to optical networking technology. We expect that infringement claims may increase as the number of products and competitors in our market increases and overlaps occur. From time to time, third parties may assert exclusive patent, copyright, trademark and other intellectual property rights to technologies and related standards that are important to our business or seek to invalidate the proprietary rights that we hold. Competitors or other third parties have, and may continue to assert claims or initiate litigation or other proceedings against us or our manufacturers, suppliers or customers alleging infringement of their proprietary rights, or seeking to invalidate our proprietary rights, with respect to our products and technology. In the event that we are unsuccessful in defending against any such claims, or any resulting lawsuit or proceedings, we could incur liability for damages and/or have valuable proprietary rights invalidated.

Any claim of infringement from a third party, even one without merit, could cause us to incur substantial costs defending against the claim, and could distract our management from running our business. Furthermore, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages. A judgment could also include an injunction or other court order that could prevent us from offering our products. In addition, we might be required to seek a license for the use of such intellectual property, which may not be available on commercially reasonable terms or at all. Alternatively, we may be required to develop non-infringing technology, which would require significant effort and expense and may ultimately not be successful. Any of these events could harm our business, financial condition and operating results. Competitors and other third parties have and may continue to assert infringement claims against our customers and sales partners. Any of these claims would require us to initiate or defend potentially protracted and costly litigation on their behalf, regardless of the merits of these claims, because we generally indemnify our customers and sales partners from claims of infringement of proprietary rights of third parties. If any of these claims succeed, we may be forced to pay damages on behalf of our customers or sales partners, which could have an adverse effect on our business, financial condition and operating results.

We incorporate open source software into our products. Although we monitor our use of open source software closely, the terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. In such event, we could be required to seek licenses from third parties in order to continue offering our products, to re-engineer our products or to discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis, any of which could adversely affect our business, operating results and financial condition.

We are currently involved in litigation with Cheetah and Level 3 whereby Cheetah alleges that Infinera and Level 3 infringe on two Cheetah patents. In addition, Cambrian Science has filed suit against seven of our customers alleging that the use of our DTN System by our customers infringes upon a Cambrian Science patent. Information regarding these matters is set forth in Part II, Item 1. Legal Proceedings and is incorporated herein by reference. We believe these lawsuits are without merit and intend to defend ourselves vigorously, but are unable to predict the likelihood of an unfavorable outcome. In the event that Cheetah or Cambrian Science is successful in obtaining a judgment requiring us to pay damages, obtaining a judgment requiring us to indemnify our customers for damages imposed upon them, or obtaining an injunction preventing the sale of our products, our business and operating results could be harmed.

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Our manufacturing process is very complex and the partial or complete loss of our manufacturing facility, or a reduction in yields or an inability to scale capacity to meet customer demands could harm our business.

The manufacturing process for certain components of our products, including our PICs, is technically challenging. In the event that any of these manufacturing facilities were fully or partially destroyed, as a result of fire, water damage, or otherwise, it would limit our ability to produce our products. Because of the complex nature of our manufacturing facilities, such loss would take a considerable amount of time to repair or rebuild. The partial or complete loss of any of our manufacturing facilities, or an event causing the interruption in our use of such facility for any extended period of time would cause our business, financial condition and operating results to be harmed.

Minor deviations in the PIC manufacturing process can cause substantial decreases in yields and, in some cases, cause production to be suspended. In the past, we have had significant variances in our PIC yields, including production interruptions and suspensions and may have continued yield variances, including additional interruptions or suspensions in the future. We expect our manufacturing yield for our next-generation PICs to be lower initially and increase as we achieve full production. Poor yields from our PIC manufacturing process or defects, integration issues or other performance problems in our products could limit our ability to satisfy customer demand requirements, and could cause us customer relations and business reputation problems, harming our business and operating results.

Although we are currently in the process of expanding our manufacturing facilities, our manufacturing facilities may not have adequate capacity to meet the demand for our products or we may not be able to increase our capacity to meet potential increases in demand for our products. Our inability to obtain sufficient manufacturing capacity to meet demand, either in our own facilities or through foundry or similar arrangements with third parties, could harm our relationships with customers, our business and our operating results.

Unfavorable macroeconomic and market conditions may adversely affect our industry, business and gross margins.

Our business depends on the overall demand for additional bandwidth capacity and on the economic health and willingness of our customers and potential customers to make capital commitments to purchase our products and services. As a result of macroeconomic or market uncertainty, we may face new risks that we have not yet identified. In addition, a number of the risks associated with our business, which are disclosed in these risk factors, may increase in likelihood, magnitude or duration.

In the past, unfavorable macroeconomic and market conditions have resulted in sustained periods of decreased demand for optical communications products. These conditions may also result in the tightening of credit markets, which may limit or delay our customers ability to obtain necessary financing for their purchases of our products. A lack of liquidity in the capital markets or the continued uncertainty in the global economic environment may cause our customers to delay or cancel their purchases, increase the time they take to pay or default on their payment obligations, each of which would negatively affect our business and operating results. Continued weakness and uncertainty in the global economy could cause some of our customers to become illiquid, delay payments or adversely affect our collection of their accounts, which could result in a higher level of bad debt expense. In addition, currency fluctuations could negatively affect our international customers ability or desire to purchase our products.

Challenging economic conditions have from time to time contributed to slowdowns in the telecommunications industry in which we operate. Such slowdowns may result in:

- reduced demand for our products as a result of constraints on capital spending by our customers, particularly service providers;
- increased price competition for our products, not only from our competitors, but also as a result of our customer s or potential customer s utilization of inventoried or underutilized products, which could put additional pressure on our near term gross profits;
- risk of excess or obsolete inventories;
- excess manufacturing capacity and higher associated overhead costs as a percentage of revenue; and

more limited ability to accurately forecast our business and future financial performance.

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A lack of liquidity and economic uncertainty may adversely affect our suppliers or the terms on which we purchase products from these suppliers. It may also cause some of our suppliers to become illiquid. Any of these impacts could limit our ability to obtain components for our products from these suppliers and could adversely impact our supply chain or the delivery schedule to our customers. This also could require us to purchase more expensive components, or re-design our products, which could cause increases in the cost of our products and delays in the manufacturing and delivery of our products. Such events could harm our gross margins and harm our reputation and our customer relationships, either of which could harm our business and operating results.

Product performance problems, including undetected errors in our hardware or software, or deployment delays could harm our business and reputation.

The development and production of new products with high technology content is complicated and often involves problems with software, components and manufacturing methods. Complex hardware and software systems, such as our products, can often contain undetected errors when first introduced or as new versions are released. In addition, errors associated with components we purchase from third parties, including customized components, may be difficult to resolve. We have experienced errors in the past in connection with our DTN System, including failures due to the receipt of faulty components from our suppliers. We suspect that errors, including potentially serious errors, will be found from time to time in our products. Our products may suffer degradation of performance and reliability over time.

If reliability, quality or network monitoring problems develop, a number of negative effects on our business could result, including:

- delays in our ability to recognize revenue;
- costs associated with fixing software or hardware defects or replacing products;
- high service and warranty expenses;
- delays in shipments;
- high inventory excess and obsolescence expense;
- high levels of product returns;
- diversion of our engineering personnel from our product development efforts;
- delays in collecting accounts receivable;
- payment of damages for performance failures;
- reduced orders from existing customers; and
- declining interest from potential customers.

Because we outsource the manufacturing of certain components of our products, we may also be subject to product performance problems as a result of the acts or omissions of third parties.

From time to time, we encounter interruptions or delays in the activation of our products at a customer s site. These interruptions or delays may result from product performance problems or from issues with installation and activation, some of which are outside our control. If we experience significant interruptions or delays that we cannot promptly resolve, the associated revenue for these installations may be delayed or confidence in our products could be undermined, which could cause us to lose customers and fail to add new customers.

If we lose key personnel or fail to attract and retain additional qualified personnel when needed, our business may be harmed.

Our success depends to a significant degree upon the continued contributions of our key management, engineering, sales and marketing, and finance personnel, many of whom would be difficult to replace. For example, senior members of our engineering team have unique technical experience that would be difficult to replace. We do not have long-term employment contracts or key person life insurance covering any of our key personnel. Because our products are complex, we must hire and retain a large number of highly trained customer service and support personnel to ensure that the deployment of our products do not result in network disruption for our customers. We believe our future success will depend in large part upon our ability to identify, attract and retain highly skilled managerial, engineering, sales, marketing, finance and customer service and support personnel. Competition for these individuals is intense in our industry, especially in the San Francisco Bay Area. We may not succeed in identifying, attracting and retaining appropriate personnel. The loss of the services of any of our key personnel, the inability to identify, attract or retain qualified

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personnel in the future or delays in hiring qualified personnel, particularly engineers and sales personnel, could make it difficult for us to manage our business and meet key objectives, such as timely product introductions.

Our sales cycle can be long and unpredictable, which could result in an unexpected revenue shortfall in any given quarter.

Our products have a lengthy sales cycle, which can extend from six to twelve months and may take even longer for larger prospective customers such as U.S. regional Bell operating companies, international postal, telephone and telegraph companies and U.S. competitive local exchange carriers. Our prospective customers conduct significant evaluation, testing, implementation and acceptance procedures before they purchase our products. We incur substantial sales and marketing expenses and expend significant management effort during this time, regardless of whether we make a sale.

Because the purchase of our equipment involves substantial cost, most of our customers wait to purchase our equipment until they are ready to deploy it in their network. As a result, it is difficult for us to accurately predict the timing of future purchases by our customers. In addition, product purchases are often subject to budget constraints, multiple approvals and unplanned administrative processing and other delays. If sales expected from customers for a particular quarter are not realized in that quarter or at all, our revenue will be negatively impacted.

Our international sales and operations subject us to additional risks that may harm our operating results.

We market, sell and service our products globally. In 2010, 2009 and 2008, we derived approximately 25%, 31% and 21%, respectively, of our revenue from customers outside of the United States. We have sales and support personnel in numerous countries worldwide. In addition, we have a large group of development personnel located in Bangalore, India, Beijing, China and Kanata, Canada. We expect that significant management attention and financial resources will be required for our international activities over the foreseeable future as we continue to expand our international presence. In some countries, our successes in selling our products will depend in part on our ability to form relationships with local partners. Our inability to identify appropriate partners or reach mutually satisfactory arrangements for international sales of our products could impact our ability to maintain or increase international market demand for our products.

Our international operations are subject to inherent risks, and our future results could be adversely affected by a variety of factors, many of which are outside of our control, including:

- greater difficulty in collecting accounts receivable and longer collection periods;
- difficulties of managing and staffing international offices, and the increased travel, infrastructure and legal compliance costs associated with multiple international locations;
- the impact of recessions in economies outside the United States;
- tariff and trade barriers and other regulatory requirements or contractual limitations on our ability to sell or develop our products in certain foreign markets;
- certification requirements;
- greater difficulty documenting and testing our internal controls;
- reduced protection for intellectual property rights in some countries;

- potentially adverse tax consequences;
- political and economic instability;
- effects of changes in currency exchange rates which could negatively affect our financial results and cash flows; and
- service provider and government spending patterns.

International customers may also require that we comply with certain testing or customization of our products to conform to local standards. The product development costs to test or customize our products could be extensive and a material expense for us.

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As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. Our failure to manage any of these risks could harm our international operations and reduce our international sales.

We may be adversely affected by fluctuations in currency exchange rates.

A portion of our sales are from countries outside of the United States, and are in currencies other than U.S. dollars, particularly the Euro. Accordingly, fluctuations in foreign currency rates, most notably the strengthening of the dollar against the Euro, could have a material impact on our revenue in future periods. We enter into foreign currency forward exchange contracts to hedge against the short-term impact of currency fluctuations related to certain forecasted sales transactions denominated in Euro and into foreign currency exchange forward contracts to reduce the impact of foreign currency fluctuations on accounts receivable denominated in Euro. These hedging programs reduce the impact of currency exchange rate movements on certain transactions, but do not cover all foreign-denominated transactions and therefore do not entirely eliminate the impact of fluctuations in exchange rates which could negatively affect our results of operations and financial condition.

If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.

We are required to comply with Section 404 of the Sarbanes-Oxley Act of 2002. The provisions of the act require, among other things, that we maintain effective internal control over financial reporting and disclosure controls and procedures. Preparing our financial statements involves a number of complex processes, many of which are done manually and are dependent upon individual data input or review. These processes include, but are not limited to, calculating revenue, deferred revenue and inventory costs. While we continue to automate our processes and enhance our review and put in place controls to reduce the likelihood for errors, we expect that for the foreseeable future, many of our processes will remain manually intensive and thus subject to human error.

Prior to 2007, we identified several material weaknesses in our internal control over financial reporting. We have remediated these identified material weaknesses, but cannot give any assurances that additional material weaknesses will not be identified in the future in connection with our compliance with the provisions of Section 404 of the Sarbanes-Oxley Act of 2002. If we are not able to comply with the requirements of Section 404 in the future, or if we or our independent registered public accounting firm identify deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses, the market price of our stock may decline and we could be subject to sanctions or investigations by the NASDAQ Global Select Market, the SEC or other regulatory authorities, which would require significant additional financial and management resources.

Any acquisitions we make could disrupt our business and harm our financial condition and operations.

We have made strategic acquisitions of businesses, technologies and other assets in the past. While we have no current agreements or commitments, we may in the future acquire businesses, product lines or technologies. In the event of any future acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, or they may be viewed negatively by customers, financial markets or investors and we could:

- issue stock that would dilute our current stockholders percentage ownership;
- incur debt and assume other liabilities; or
- incur amortization expenses related to goodwill and other intangible assets and/or incur large and immediate write-offs.

Acquisitions also involve numerous risks, including:

- problems integrating the acquired operations, technologies or products with our own;

diversion of management s attention from our core business;

assumption of unknown liabilities;

adverse effects on existing business relationships with suppliers and customers;

increased accounting compliance risk;

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- risks associated with entering new markets; and
- potential loss of key employees.

We may not be able to successfully integrate any businesses, products, technologies or personnel that we might acquire in the future. Our failure to do so could have an adverse effect on our business, financial condition and operating results.

Our use and reliance upon development resources in India, China and Canada may expose us to unanticipated costs or liabilities.

We have established development centers in India, China and Canada and expect to continue to increase hiring of personnel for these facilities. There is no assurance that our reliance upon development resources in India, China or Canada will enable us to achieve meaningful cost reductions or greater resource efficiency. Further, our development efforts and other operations in these countries involve significant risks, including:

- difficulty hiring and retaining appropriate engineering resources due to intense competition for such resources and resulting wage inflation;
- the knowledge transfer related to our technology and exposure to misappropriation of intellectual property or confidential information, including information that is proprietary to us, our customers and other third parties;
- heightened exposure to changes in the economic, security and political conditions of India, China and Canada;
- fluctuation in currency exchange rates and tax risks associated with international operations; and
- development efforts that do not meet our requirements because of language, cultural or other differences associated with international operations, resulting in errors or delays.

Difficulties resulting from the factors above and other risks related to our operations in these countries could expose us to increased expense, impair our development efforts, harm our competitive position and damage our reputation.

Unforeseen health, safety and environmental costs could harm our business.

Our manufacturing operations use substances that are regulated by various federal, state and international laws governing health, safety and the environment, including the Waste Electrical and Electronic Equipment and Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment regulations adopted by the European Union. If we experience a problem with these substances, it could cause an interruption or delay in our manufacturing operations or could cause us to incur liabilities for any costs related to health, safety or environmental remediation. We could also be subject to liability if we do not handle these substances in compliance with safety standards for storage and transportation and applicable laws. If we experience a problem or fail to comply with such safety standards, our business, financial condition and operating results may be harmed.

We are subject to governmental import and export controls that could subject us to liability or impair our ability to compete in international markets.

We are subject to export control laws that limit which products we sell and where and to whom we sell our products. U.S. export control laws also limit our ability to conduct product development activities in certain countries. In addition, various countries regulate the import of certain technologies and have enacted laws that could limit our ability to distribute our products or could limit our customers ability to implement our products in those countries. Changes in our products or changes in import and export regulations may create delays in the introduction of our products in international markets, prevent our customers with international operations from deploying our products throughout their global systems or, in some cases, prevent the import and export of our products to certain countries altogether. Any change in import and export regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations. Failure to comply with these and similar laws on a timely basis, or at all, decreased use of our products or any limitation on our ability to export or sell our products would adversely affect our business, financial condition and operating results.

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If we need additional capital in the future, it may not be available to us on favorable terms, or at all.

Our business requires significant capital. We have historically relied on significant outside debt and equity financing as well as cash flow from operations to fund our operations, capital expenditures and expansion. We may require additional capital from equity or debt financings in the future to fund our operations or respond to competitive pressures or strategic opportunities. We have a history of significant operating losses. For 2010, we had a net loss of $27.9 million. In the event that we require additional capital, we may not be able to secure timely additional financing on favorable terms, or at all. The terms of any additional financing may place limits on our financial and operating flexibility. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer dilution in their percentage ownership of our company, and any new securities we issue could have rights, preferences and privileges senior to those of holders of our common stock. If we are unable to obtain adequate financing or financing on terms satisfactory to us, if and when we require it, our ability to grow or support our business and to respond to business challenges could be limited and our business will be harmed.

We are subject to government regulations that could adversely impact our business.

The Federal Communications Commission, or FCC, has jurisdiction over the entire U.S. communications industry and, as a result, our products and our U.S. customers are subject to FCC rules and regulations. Current and future FCC regulations affecting communications services, our products or our customers businesses could negatively affect our business. In addition, international regulatory standards could impair our ability to develop products for international customers in the future. Delays caused by our compliance with regulatory requirements could result in postponements or cancellations of product orders. Further, we may not be successful in obtaining or maintaining any regulatory approvals that may, in the future, be required to operate our business. Any failure to obtain such approvals could harm our business and operating results.

Natural disasters, terrorist attacks or other catastrophic events could harm our operations.

Our headquarters and the majority of our infrastructure, including our PIC FAB manufacturing facility, are located in Northern California, an area that is susceptible to earthquakes and other natural disasters. Further, a terrorist attack aimed at Northern California or at our nation s energy or telecommunications infrastructure could hinder or delay the development and sale of our products. In the event that an earthquake, terrorist attack or other catastrophe were to destroy any part of our facilities, or certain of our contract manufacturers facilities, destroy or disrupt vital infrastructure systems or interrupt our operations for any extended period of time, our business, financial condition and operating results would be harmed.

The trading price of our common stock has been volatile and is likely to be volatile in the future.

The trading prices of our common stock and the securities of other technology companies have been and may continue to be highly volatile. Further, our common stock has limited prior trading history. Factors affecting the trading price of our common stock include:

- variations in our operating results;
- announcements of technological innovations, new services or service enhancements, strategic alliances or agreements by us or by our competitors;
- the gain or loss of customers;
- recruitment or departure of key personnel;
- changes in the estimates of our future operating results or external guidance on those results or changes in recommendations by any securities analysts that elect to follow our common stock;

- market conditions in our industry, the industries of our customers and the economy as a whole; and

- adoption or modification of regulations, policies, procedures or programs applicable to our business.

In addition, if the market for technology stocks or the stock market in general experiences loss of investor confidence, the trading price of our common stock could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could harm the value of your investment in our common stock.

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Some companies that have had volatile market prices for their securities have had securities class action lawsuits filed against them. If a suit were filed against us, regardless of its merits or outcome, it could result in substantial costs and divert management s attention and resources.

Anti-takeover provisions in our charter documents and Delaware law could discourage delay or prevent a change in control of our company and may affect the trading price of our common stock.

We are a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law, which apply to us, may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of incorporation and amended and restated bylaws may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable. Our amended and restated certificate of incorporation and amended and restated bylaws:

- authorize the issuance of blank check convertible preferred stock that could be issued by our board of directors to thwart a takeover attempt;
- establish a classified board of directors, as a result of which the successors to the directors whose terms have expired will be elected to serve from the time of election and qualification until the third annual meeting following their election;
- require that directors only be removed from office for cause and only upon a supermajority stockholder vote;
- provide that vacancies on the board of directors, including newly-created directorships, may be filled only by a majority vote of directors then in office rather than by stockholders;
- prevent stockholders from calling special meetings; and
- prohibit stockholder action by written consent, requiring all actions to be taken at a meeting of the stockholders.

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Item 6. ***Exhibits***

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

The certification attached as Exhibit 32.1 that accompanies this Quarterly Report on Form 10-Q is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Infinera Corporation under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date of this Quarterly Report on Form 10-Q, irrespective of any general incorporation language contained in such filing.

* XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.

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SIGNATURES

Pursuant to the requirements 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.

Infinera Corporation

By: /s/ ITA M. BRENNAN

Ita M. Brennan

Chief Financial Officer

(Duly Authorized Officer and Principal

Financial Officer)

Date: August 2, 2011