

NEOPHOTONICS CORP
Form SC 13G/A
January 28, 2019

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 7)*

NeoPhotonics
Corporation
(Name of
Issuer)

Common Stock,
\$0.0025 par
value per share
(Title of Class
of Securities)

64051T100
(CUSIP
Number)

December 31,
2018
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is

filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Page 1 of 23

Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON
2	Oak Investment Partners IX, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7	1,641,718 shares of Common Stock ¹ SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
8	1,641,718 shares of Common Stock ¹

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,641,718 shares of
Common Stock¹

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

3.56%
TYPE OF
REPORTING
PERSON

12 PN

¹ Represents 1,622,872 shares of Common Stock plus options to acquire 18,846 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Associates IX, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 1,641,718 shares of Common Stock ² SOLE DISPOSITIVE POWER
7	0 shares of Common Stock SHARED DISPOSITIVE POWER
8	1,641,718 shares of Common Stock ²
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

1,641,718 shares of
Common Stock²

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

3.56%
TYPE OF
REPORTING
12 PERSON

OO-LLC

² Represents 1,622,872 shares of Common Stock plus options to acquire 18,846 shares of Common Stock.

1	NAME OF REPORTING PERSON
	Oak IX Affiliates Fund, Limited Partnership
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	0 shares of Common Stock
	SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	17,491 shares of Common Stock ³
7	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
8	
	17,491 shares of Common Stock ³
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

17,491 shares of
Common Stock³

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

12

0.04%
TYPE OF
REPORTING
PERSON

PN

³ Represents 17,291 shares of Common Stock plus options to acquire 200 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak IX Affiliates, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7 56,891 shares of Common Stock ⁴ SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	56,891 shares of Common Stock ⁴ AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

56,891 shares of
Common Stock⁴

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

REPRESENTED BY
AMOUNT IN ROW
(9)

11

0.12%
TYPE OF
REPORTING
PERSON

12

OO-LLC

⁴ Represents 56,238 shares of Common Stock plus options to acquire 653 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak IX Affiliates Fund - A, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7 39,400 shares of Common Stock ⁵ SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	39,400 shares of Common Stock ⁵ AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

39,400 shares of
Common Stock⁵

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

0.09%

TYPE OF

REPORTING

12

PERSON

PN

⁵ Represents 38,947 shares of Common Stock plus options to acquire 453 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Investment Partners X, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6
7	3,768,691 shares of Common Stock ⁶ SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	3,768,691 shares of Common Stock ⁶

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,768,691 shares of
Common Stock⁶

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

8.18%
TYPE OF
REPORTING
PERSON

12

PN

⁶ Represents 3,731,759 shares of Common Stock plus options to acquire 36,932 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Associates X, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7	3,768,691 shares of Common Stock ⁷ SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	3,768,691 shares of Common Stock ⁷

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,768,691 shares of
Common Stock⁷

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

8.18%
TYPE OF
REPORTING
12 PERSON

OO-LLC

⁷ Represents 3,731,759 shares of Common Stock plus options to acquire 36,932 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak X Affiliates Fund, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware SOLE VOTING POWER
5	0 shares of Common Stock SHARED VOTING POWER
6	60,505 shares of Common Stock ⁸ SOLE DISPOSITIVE POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	60,505 shares of Common Stock ⁸ AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

60,505 shares of
Common Stock⁸

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

0.13%
TYPE OF
REPORTING
PERSON

12

PN

⁸ Represents 59,911 shares of Common Stock plus options to acquire 594 shares of Common Stock.

1	NAME OF REPORTING PERSON
	Oak X Affiliates, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	60,505 shares of Common Stock ⁹
	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
8	60,505 shares of Common Stock ⁹
9	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

60,505 shares of
Common Stock⁹

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.13%
TYPE OF
REPORTING
PERSON

OO-LLC

⁹ Represents 59,911 shares of Common Stock plus options to acquire 594 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Investment Partners XI, Limited Partnership CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7 101,893 shares of Common Stock ¹⁰ SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	101,893 shares of Common Stock ¹⁰

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

101,893 shares of
Common Stock¹⁰

10

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

0.22%

12

TYPE OF
REPORTING
PERSON

PN

¹⁰ Represents 100,555 shares of Common Stock plus options to acquire 1,338 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Associates XI, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	0 shares of Common Stock SHARED VOTING POWER
7	101,893 shares of Common Stock ¹¹ SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	101,893 shares of Common Stock ¹¹ AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

101,893 shares of
Common Stock¹¹

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

REPRESENTED BY
AMOUNT IN ROW
(9)

11

0.22%
TYPE OF
REPORTING
PERSON

12

OO-LLC

¹¹ Represents 100,555 shares of Common Stock plus options to acquire 1,338 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Oak Management Corporation CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7	5,629,696 shares of Common Stock ¹² SOLE DISPOSITIVE POWER
8	0 shares of Common Stock SHARED DISPOSITIVE POWER
9	5,629,696 shares of Common Stock ¹²

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

5,629,696 shares of
Common Stock¹²

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 12.21%
TYPE OF
REPORTING
PERSON

CO

¹² Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

1	NAME OF REPORTING PERSON
2	Bandel L. Carano CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	0 shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 5,629,696 shares of Common Stock ¹³ SOLE DISPOSITIVE POWER
7	0 shares of Common Stock SHARED DISPOSITIVE POWER
8	5,629,696 shares of Common Stock ¹³
9	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

5,629,696 shares of
Common Stock¹³

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

12.21%
TYPE OF
REPORTING
PERSON

12

IN

¹³ Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

1	NAME OF REPORTING PERSON
	Edward F. Glassmeyer
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
6	5,629,696 shares of Common Stock ¹⁴
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7
	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
8	5,629,696 shares of Common Stock ¹⁴
9	AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

5,629,696 shares of
Common Stock¹⁴

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

12.21%

TYPE OF

REPORTING

12

PERSON

IN

¹⁴ Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

1	NAME OF REPORTING PERSON
	Fredric W. Harman
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
6	5,629,696 shares of Common Stock ¹⁵
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
8	5,629,696 shares of Common Stock ¹⁵
9	AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

5,629,696 shares of
Common Stock¹⁵

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

12.21%

TYPE OF

REPORTING

12

PERSON

IN

¹⁵ Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

1	NAME OF REPORTING PERSON
	Ann H. Lamont
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
	0 shares of Common Stock
	SHARED VOTING POWER
6	5,629,696 shares of Common Stock ¹⁶
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 7	SOLE DISPOSITIVE POWER
	0 shares of Common Stock
	SHARED DISPOSITIVE POWER
8	5,629,696 shares of Common Stock ¹⁶
9	

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

5,629,696 shares of
Common Stock¹⁶

10 CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

12 12.21%
TYPE OF
REPORTING
PERSON

IN

¹⁶ Represents 5,571,335 shares of Common Stock plus options to acquire 58,361 shares of Common Stock.

CUSIP No. 64051T100 13G/A Page 18 of 23 Pages

Item 1(a). NAME OF ISSUER

NeoPhotonics Corporation

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

2911 Zanker Road,
San Jose, California 95134

Item 2(a). NAME OF PERSON FILING

Oak Investment Partners IX, Limited Partnership ("Oak IX")
Oak Associates IX, LLC
Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates")
Oak IX Affiliates, LLC
Oak IX Affiliates Fund – A, Limited Partnership ("Oak IX Affiliates – A")
Oak Investment Partners X, Limited Partnership ("Oak X")
Oak Associates X, LLC
Oak X Affiliates Fund, Limited Partnership ("Oak X Affiliates")
Oak X Affiliates, LLC
Oak Investment Partners XI, Limited Partnership ("Oak XI")
Oak Associates XI, LLC
Oak Management Corporation ("Oak Management")
Bandel L. Carano
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

c/o Oak Management Corporation
901 Main Avenue, Suite 600
Norwalk, CT 06851

Item 2(c). CITIZENSHIP

Please refer to Item 4 on each cover sheet for each filing person.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.0025 per share

Item 2(e). CUSIP NUMBER

64051T100

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. OWNERSHIP

The information in Items 1 and 5 through 11 on the cover pages of this Schedule 13G is hereby incorporated by reference.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon approximately 46,049,277 shares of Common Stock outstanding as of October 31, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the Securities and Exchange Commission on November 5, 2018, plus certain shares described below that are issuable upon exercise by the Reporting Persons of options to acquire Common Stock.

Oak Associates IX, LLC is the general partner of Oak IX; and Oak IX Affiliates, LLC is the general partner of both Oak IX Affiliates and Oak IX Affiliates - A. Oak Management is the manager of each of Oak IX, Oak IX Affiliates, and Oak IX Affiliates - A. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates IX, LLC, Oak IX Affiliates, LLC and Oak IX Affiliates - A, and, as such, may be deemed to possess shared beneficial ownership of the shares of Common Stock held by such entities.

Oak Associates X, LLC is the general partner of Oak X; and Oak X Affiliates, LLC is the general partner of Oak X Affiliates. Oak Management is the manager of each of Oak X and Oak X Affiliates. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates X, LLC and Oak X Affiliates, LLC, and, as such, may be deemed to possess shared beneficial ownership of the shares of common stock held by such entities.

Oak Associates XI, LLC is the general partner of Oak XI. Oak Management is the manager of Oak XI. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of Oak Associates XI, LLC, and, as such, may be deemed to possess shared beneficial ownership of the shares of common stock held by the Oak XI.

Amounts shown as beneficially owned by Oak IX and Oak Associates IX, LLC include 18,846 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak IX Affiliates and Oak IX Affiliates, LLC include 200 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX Affiliates that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak IX Affiliates - A and Oak IX Affiliates, LLC include 453 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX Affiliates - A, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak X and Oak Associates X, LLC include 36,932 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak X, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak X Affiliates and Oak X Affiliates, LLC include 594 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak X Affiliates, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak XI and Oak Associates XI, LLC include 1,338 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak XI, that are issuable upon exercise of options to acquire Common Stock.

Amounts shown as beneficially owned by Oak Management, Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont, include an aggregate of 58,361 shares, which may be deemed to be held by Bandel L. Carano on behalf of Oak IX, Oak IX Affiliates, Oak IX Affiliates – A, Oak X, Oak X Affiliates or Oak XI (in each case as described above), that are issuable upon exercise of options to acquire Common Stock.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such entity or individual is true, complete and correct.

DATE: January 28, 2019

Entities:

Oak Investment Partners IX, Limited Partnership

Oak Associates IX, LLC

Oak IX Affiliates Fund, Limited Partnership

Oak IX Affiliates, LLC

Oak IX Affiliates Fund – A, Limited Partnership

Oak Investment Partners X, Limited Partnership

Oak Associates X, LLC

Oak X Affiliates Fund, Limited Partnership

Oak X Affiliates, LLC

Oak Investment Partners XI, Limited Partnership

Oak Associates XI, LLC

Oak Management Corporation

/s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer

Title: General Partner or Managing Member or attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer, individually and as attorney-in-fact for the above-listed individuals

INDEX TO EXHIBITS

EXHIBIT A - Joint Filing Agreement (previously filed)

EXHIBIT B - Power of Attorney (previously filed)