

NEOPHOTONICS CORP  
Form NT 10-Q  
May 20, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 12b-25**

**Commission File Number: 001-35061**

**CUSIP Number: 64051T100**

**NOTIFICATION OF LATE FILING**

*(Check One):*     Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
 Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: March 31, 2014

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
 For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

**NeoPhotonics Corporation**

**Full Name of Registrant**

**N/A**

**Former Name if Applicable**

**2911 Zanker Road**

**Address of Principal Executive Office (*Street and Number*)**

**San Jose, California 95134**

**City, State and Zip Code**

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the Registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why the Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR or the transition report portion thereof could not be filed within the prescribed time period.

NeoPhotonics Corporation (the Company) is unable to timely file its Quarterly Report on Form 10-Q (the Form 10-Q) for the quarter ended March 31, 2014, as a result of the need to complete final quarterly closing procedures, financial statement preparation and disclosures.

As previously disclosed in its Form 12b-25 filed on March 18, 2014, the Company is currently devoting substantial efforts to complete final annual closing procedures, financial statement preparation and disclosures for its fiscal year ended December 31, 2013, as well as the audit of its 2013 financial statements by its independent registered public accounting firm. Upon completion of these matters, the Company intends to file its Annual Report on Form 10-K for the year ended December 31, 2013 (the Form 10-K).

Once the Form 10-K is filed, the Company intends to devote the efforts of its finance and accounting organization to the work relating to the quarter ended March 31, 2014. The Company intends to file the Form 10-Q upon completion of the appropriate work.

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Clyde R. Wallin**  
(Name)

**408**  
(Area Code)

**232-9200**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  No

Annual Report on Form 10-K as of and for the twelve months ended December 31, 2013.

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**NeoPhotonics Corporation**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 19, 2014

By: /s/ Clyde R. Wallin

Name: Clyde R. Wallin

Title: Senior Vice President and Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**