BENCHMARK CAPITAL PARTNERS IV LP Form SC 13D February 13, 2009

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 SCHEDULE 13D (RULE 13d-101) INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO.)

Infinera Corporation

(Name of Issuer) Common Stock (Title of Class of Securities) 45667G103 (CUSIP Number) Steven M. Spurlock

c/o Benchmark Capital

2480 Sand Hill Road, Suite 200

Menlo Park, California 94025

(650) 854-8180

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

COPY TO:

Sean Caplice, Esq. c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP 1200 Seaport Blvd., Redwood City, California 94063 (650) 463-5201 November 21, 2008 February 10, 2009

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

This information required on 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).

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ITEM 1. Security and Issuer ITEM 2. Identity and Background ITEM 3. Source and Amount of Funds or Other Consideration ITEM 4. Purpose of Transaction ITEM 5. Interest in Securities of the Issuer ITEM 6. Contracts, Arrangements, Understandings or Relationships with respect to the Securities of the Issuer ITEM 7. Materials to be Filed as Exhibits SIGNATURES EXHIBIT INDEX EX-99.A EX-99.B

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CUSIP No	o. 45667	G103	13 D	Page	2	of	20 Pages
1	I.R.S. IDEN	REPORTING PERSO TIFICATION NO. C Capital Partners IV, I	OF ABOVE PERSONS (ENTITIE	S ONLY)			
2	СНЕСК ТН (а) о (b) þ	E APPROPRIATE B	30X IF A MEMBER OF A GROU	UP			
3	SEC USE O	NLY					
4	SOURCE O	F FUNDS					
5	CHECK BO ITEM 2(d) C		OF LEGAL PROCEEDINGS IS	REQUIRED PU	RSUAN	JT T(0
6	o CITIZENSH Delaware	IIP OR PLACE OF C	DRGANIZATION				
	7	Benchmark Capita BCP IV, may be de Balkanski (Balka	OWER of Common Stock of Issuer (Con I Management Co. IV, L.L.C. (E eemed to have sole power to vote unski), Bruce W. Dunlevie (Dun Harvey), Robert C. Kagle (Ka	SCMC IV), the these shares, and nlevie), J. Willi	general l Alexan am Gurl	partn Idre ley (Gurley),

Kevin R. Harvey (Harvey), Robert C. Kagle (Kagle), Andrew S. Rachleff (Rachleff) and Steven M. Spurlock (Spurlock), the members of BCMC IV, may be deemed to have shared power to vote these shares.

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NUMBER OF

SHARESSHARED VOTING POWERBENEFICIALLY8OWNED BYSee response to row 7.	
EACH SOLE DISPOSITIVE POWER REPORTING PERSON WITH 9 2,657,763 Common Shares, except that BCMC IV, the general partner be deemed to have sole power to dispose of these shares, and Balkansk Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC deemed to have shared power to dispose of these shares.	i, Dunlevie,
SHARED DISPOSITIVE POWER 10 See response to row 9.	
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PEI 11 2,657,763	RSON
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTA 12	IN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 13 2.8%	
TYPE OF REPORTING PERSON 14 PN	

CUSIP No	o. 456679	G103	13 D	Page	3	of	20 Pages
1	I.R.S. IDEN	REPORTING PERSON TIFICATION NO. OF ABOVE Capital Management Co. IV, L.L		Y)			
2	СНЕСК ТН (a) о (b) þ						
3	SEC USE O	NLY					
4	SOURCE O	SOURCE OF FUNDS					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)						0
6	o CITIZENSHIP OR PLACE OF ORGANIZATION Delaware						
		SOLE VOTING POWER					
NUMBE	7 ER OF	2,657,763 Common Shares, al general partner of BCP IV, ma and Balkanski, Dunlevie, Gurl of BCMC IV, may be deemed	y be deemed to have sole pov ey, Harvey, Kagle, Rachleff a	ver to vote and Spurlo	e these ock, the	share	es,
SHARES BENEFICIALLY 8 OWNED BY		SHARED VOTING POWER See response to row 7.					

EACH REPORTING PERSON WITH		9	SOLE DISPOSITIVE POWER 2,657,763 Common Shares, all of which are directly owned by BCP IV. BCMC IV, the general partner of BCP IV, may be deemed to have sole power to dispose of these shares, and Balkanski, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.			
		10	SHARED DISPOSITIVE POWER			
			See response to row 9.			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,657,763					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
10	2.8%					
14	TYPE (OF RE	EPORTING PERSON			
14	00					

13 D

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45667G103

CUSIP No.

	NAME (OF R	EPORTING PERSON					
1			TIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Capital Partners VI, L.P. (BCP VI)					
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
	(a) o (b) þ	(a) o (b) þ						
	SEC USI	E ON	NLY					
3								
	SOURCI	E OF	FFUNDS					
4	WC							
		BOY	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO					
5	ITEM 2(
	0							
6	CITIZEN	NSH1	IP OR PLACE OF ORGANIZATION					
U	Delaware	e						
			SOLE VOTING POWER					
NUMB		7	2,572,907 Common Shares, except that Benchmark Capital Management Co. VI, L.L.C. (BCMC VI), the general partner of BCP VI, may be deemed to have sole power to vote these shares, and Balkanski, Matthew R. Cohler (Cohler), Dunlevie, Peter H. Fenton (Fenton), Gurley, Harvey, Kagle, Mitchell H. Lasky (Lasky) and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.					
SHA BENEFIC		8	SHARED VOTING POWER					

		Edga	ar Filing: BENCHMARK CAPITAL PARTNERS IV LP - Form SC 13D				
OWNEI	O BY		See response to row 7.				
EAC REPOR			SOLE DISPOSITIVE POWER				
PERS WIT		9	2,572,907 Common Shares, except that BCMC VI, the general partner of BCP VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.				
		10	SHARED DISPOSITIVE POWER				
			See response to row 9.				
11	AGGR	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,572,907						
12	CHECI	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11						
10	2.7%						
14	TYPE	OF RE	EPORTING PERSON				
11	PN						

CUSIP No	o. 29	9383F	2100	13 D	Page	5	of	20 Pages
1	I.R.S. II	DENT	EPORTING PERSON FIFICATION NO. OF ABOVE P Capital Management Co. VI, L.L.		7)			
2	CHECK (a) o (b) þ	THE	E APPROPRIATE BOX IF A ME	EMBER OF A GROUP				
3	SEC US	SE ON	NLY					
4	SOURC AF	E OF	FFUNDS					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)						С	
6	o CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
			SOLE VOTING POWER					
NUMBE	ER OF	7	2,572,907 Common Shares, all general partner of BCP VI, may and Balkanski, Cohler, Dunlevi the members of BCMC VI, may	be deemed to have sole pow e, Fenton, Gurley, Harvey, K	ver to vote agle, Lasl	these xy and	share Spur	es, lock,
SHARES BENEFICIALLY 8 OWNED BY		8	SHARED VOTING POWER See response to row 7.					
Table of (N = 1 = 1 = 1 =							10

EACH REPORTING PERSON WITH			SOLE DISPOSITIVE POWER			
		9	2,572,907 Common Shares, all of which are directly owned by BCP VI. BCMC VI, the general partner of BCP VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.			
		10	SHARED DISPOSITIVE POWER			
			See response to row 9.			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	2,572,9	007				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
12	0					
12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
13	2.7%					
14	TYPE	OF RE	EPORTING PERSON			
14	00					

CUSIP No	. 29	9383P	100	13 D	Page	6	of	20 Pages
1		DENTI	EPORTING PERSON IFICATION NO. OF ABOVE P kanski	ERSONS (ENTITIES ONL	Y)			
2	CHECK (a) o (b) þ							
3	SEC US	E ON	LY					
4		SOURCE OF FUNDS						
	AF							
5	CHECK ITEM 2(IF DISCLOSURE OF LEGAL 2(e)	PROCEEDINGS IS REQU	RED PUR	RSUAN	тт	C
	0							
6	CITIZEI	NSHII	P OR PLACE OF ORGANIZAT	TION				
	U.S. Cit	izen						
			SOLE VOTING POWER					
		7	50 501 0 01 11 0		1.			1.
NUMBE	R OF		50,521 Common Shares, all of v options exercisable within 60 da		ski pursua	nt to oi	itstar	nding
SHAR BENEFIC	IALLY	8	SHARED VOTING POWER					
OWNEI EAC REPOR	2,572,907 are directly owned by BCP VI. BCMC IV is the general partner of BCI					BCF	PIV,	
Table of C	Contents							12

		Edga	ar Filing: BENCHMARK CAPITAL PARTNERS IV LP - Form SC 13D		
PERS WIT			IV and BCMC VI, and may be deemed to have shared power to vote these shares.		
		0	SOLE DISPOSITIVE POWER		
		9	50,521 Common Shares, all of which are issuable to Balkanski pursuant to outstanding options exercisable within 60 days of February 10, 2009.		
			SHARED DISPOSITIVE POWER		
		10	5,230,670 Common Shares, of which 2,657,763 are directly owned by BCP IV and 2,572,907 are directly owned by BCP VI. BCMC IV is the general partner of BCP IV, and BCMC VI is the general partner of BCP VI. Balkanski is a member of both BCMC IV and BCMC VI, and may be deemed to have shared power to dispose of these shares.		
11			TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,281,1	191			
12	CHEC	К ВОХ	X IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES		
12	0				
13	PERCI	ENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 11		
	5.6 %	5.6 %			
14	TYPE	OF RE	EPORTING PERSON		
	IN				

CUSIP N	O. 2	29383	P100	13 D	Page	7	of	20 Pages
1		IDEN'	REPORTING PERSON FIFICATION NO. OF ABOVE F Cohler	PERSONS (ENTITIES ONL	Y)			
2	CHECI (a) o (b) þ							
3	SEC U	SEC USE ONLY						
4	SOUR	SOURCE OF FUNDS						
5	CHECI	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)						
6	o CITIZE	o CITIZENSHIP OR PLACE OF ORGANIZATION						
	U.S. Ci	itizen						
NUMB	ER OF	7	SOLE VOTING POWER					
SHAI BENEFIC			SHARED VOTING POWER					
OWNED BY		8	2,572,907 Common Shares, all the general partner of BCP VI, have shared power to vote these	and Cohler, a member of BC	•			

EACH REPORTING 9 PERSON		9	-0-			
WIT	ΓH		SHARED DISPOSITIVE POWER			
		10	2,572,907 Common Shares, all of which are directly owned by BCP VI. BCMC VI is the general partner of BCP VI, and Cohler, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.			
11	AGGR	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,572,907					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0					
13	PERCE	ENT C	OF CLASS REPRESENTED BY AMOUNT IN ROW 11			
-	2.7%					
14	TYPE	OF RI	EPORTING PERSON			
	IN					

CUSIP NC). 29	383P100	13 D]	Page	8 o	of 2	20 Pages		
1	I.R.S. ID		NG PERSON ION NO. OF ABOVE PERSONS	(ENTITIES ONLY)						
2	CHECK (a) o (b) þ	THE APPRC	PRIATE BOX IF A MEMBER O	F A GROUP						
3	SEC USI	EONLY								
4	SOURCE OF FUNDS									
	AF									
5		BOX IF DIS d) OR 2(e)	CLOSURE OF LEGAL PROCEE	DINGS IS REQUIR	ED PUR	SUANT	ТО			
	0									
6	CITIZEN	ISHIP OR PL	ACE OF ORGANIZATION							
	U.S. Citi	zen								
		SOLE V	OTING POWER							
NUMBE		-0-								
SHARES BENEFICIALLY		SHARE	ED VOTING POWER							
		2,572,9 and BC	70 Common Shares, of which 2,65 07 are directly owned by BCP VI. MC VI is the general partner of BCMC VI and may be deemed to	BCMC IV is the ger CP VI. Dunlevie is a	neral part member	ner of B of both	BCP BC	IV,		
OWNED BY IV and BCMC VI, and may be deemed to have shared power to vote these shares. Table of Contents				16						

REPOR	EACH SOLE DISPOSITIVE POWER REPORTING 9 PERSON -0-					
WI	ГН		SHARED DISPOSITIVE POWER			
		10	5,230,670 Common Shares, of which 2,657,763 are directly owned by BCP IV and 2,572,907 are directly owned by BCP VI. BCMC IV is the general partner of BCP IV, and BCMC VI is the general partner of BCP VI. Dunlevie is a member of both BCMC IV and BCMC VI, and may be deemed to have shared power to dispose of these shares.			
11	AGGR	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,230,670					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
	5.6%	5.6%				
14	TYPE	OF RI	EPORTING PERSON			
14	IN					

CUSIP NO	D. 29383	P100	13 D	Page	9	of	20 Pages			
1		REPORTING PERSON FIFICATION NO. OF ABOVE P con	ERSONS (ENTITIES ONLY	()						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) p									
3	SEC USE ONLY									
4	SOURCE OF FUNDS									
	AF									
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					C				
	0									
6	CITIZENSH	IP OR PLACE OF ORGANIZAT	TION							
	U.S. Citizen									
	7	SOLE VOTING POWER								
NUMBE	ER OF	-0-								
SHAR		SHARED VOTING POWER								
BENEFIC	8	2,572,907 Common Shares, all the general partner of BCP VI, a have shared power to vote these	and Fenton, a member of BC							

EACH REPORTING 9 PERSON		9	SOLE DISPOSITIVE POWER -0-			
WI	ГН		SHARED DISPOSITIVE POWER			
10		10	2,572,907 Common Shares, all of which are directly owned by BCP VI. BCMC VI is the general partner of BCP VI, and Fenton, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.			
11	AGGR	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,572,9	07				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
	2.7%	2.7%				
14	TYPE	OF RE	EPORTING PERSON			
	IN					

CUSIP No	. 29	383P100	13 D	Page	10 0	of 20 Pages	
1	I.R.S. ID	OF REPORTING DENTIFICATIO m Gurley	G PERSON N NO. OF ABOVE PERSONS (I	ENTITIES ONLY)			
2	CHECK (a) o (b) þ	THE APPROPI	RIATE BOX IF A MEMBER OF	A GROUP			
3	SEC US	E ONLY					
4	SOURC	E OF FUNDS					
	AF						
5		BOX IF DISCL (d) OR 2(e)	OSURE OF LEGAL PROCEED	INGS IS REQUIRED P	URSUANT	ТО	
	0						
6	CITIZEN	NSHIP OR PLA	CE OF ORGANIZATION				
	U.S. Citi	zen					
		SOLE VO	TING POWER				
NUMBE	R OF	-0-					
SHAR BENEFIC		SHARED	VOTING POWER				
		2,572,907	Common Shares, of which 2,657 are directly owned by BCP VI. E C VI is the general partner of BC	SCMC IV is the general	partner of E	BCP IV,	
OWNEI	O BY		CMC VI, and may be deemed to h				
Table of Contents				20	0		

REPOR	EACH SOLE DISPOSITIVE POWER PORTING 9 -0-					
WIT	ГН		SHARED DISPOSITIVE POWER			
		10	5,230,670 Common Shares, of which 2,657,763 are directly owned by BCP IV and 2,572,907 are directly owned by BCP VI. BCMC IV is the general partner of BCP IV, and BCMC VI is the general partner of BCP VI. Gurley is a member of both BCMC IV and BCMC VI, and may be deemed to have shared power to dispose of these shares.			
11	AGGR	EGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,230,670					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
10	5.6%					
14	TYPE	OF RE	EPORTING PERSON			
14	IN					

CUSIP No	. 293831	P100	13 D	Page	11	of	20 Pages
1		REPORTING PERSON FIFICATION NO. OF ABOVE F Evey	PERSONS (ENTITIES ONLY	Ý)			
2	CHECK THI (a) o (b) þ	E APPROPRIATE BOX IF A MI	EMBER OF A GROUP				
3	SEC USE ON	NLY					
4	SOURCE OF	FFUNDS					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)						
6	o CITIZENSH U.S. Citizen	IP OR PLACE OF ORGANIZA	ΓΙΟΝ				
	7	SOLE VOTING POWER					
NUMBE SHAR BENEFIC OWNEI	ES IALLY 8	-0- SHARED VOTING POWER 5,230,670 Common Shares, of 2,572,907 are directly owned by and BCMC VI is the general pa IV and BCMC VI, and may be	y BCP VI. BCMC IV is the g rtner of BCP VI. Harvey is a	eneral par member	tner of of both	BCF BCN	PIV, AC
Table of C	Contents						22

EAC REPOR PERS	TING	9 SOLE DISPOSITIVE POWER -0-				
WI	ГН		SHARED DISPOSITIVE POWER			
		10	5,230,670 Common Shares, of which 2,657,763 are directly owned by BCP IV and 2,572,907 are directly owned by BCP VI. BCMC IV is the general partner of BCP IV, and BCMC VI is the general partner of BCP VI. Harvey is a member of both BCMC IV and BCMC VI, and may be deemed to have shared power to dispose of these shares.			
11	AGGR	EGAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,230,670					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
10	5.6%	5.6%				
14	TYPE	OF RE	EPORTING PERSON			
14	IN					

CUSIP No	. 29383F	2100	13 D	Page	12	of	20 Pages
1		EPORTING PERSON TIFICATION NO. OF ABOVE P gle	ERSONS (ENTITIES ONLY	ľ)			
2	CHECK THE (a) o (b) þ	E APPROPRIATE BOX IF A MI	EMBER OF A GROUP				
3	SEC USE ON	NLY					
4	SOURCE OF	FUNDS					
	AF						
5	CHECK BOX ITEM 2(d) O	K IF DISCLOSURE OF LEGAL R 2(e)	PROCEEDINGS IS REQUI	RED PUI	RSUAN	T T(0
	0						
6	CITIZENSHI	IP OR PLACE OF ORGANIZAT	TION				
	U.S. Citizen						
	7	SOLE VOTING POWER					
NUMBE	R OF	-0-					
SHAR BENEFIC		SHARED VOTING POWER					
	8	5,230,670 Common Shares, of 2,572,907 are directly owned by and BCMC VI is the general pa	BCP VI. BCMC IV is the g	eneral par	rtner of	BCF	PIV,
OWNEI	O BY	and BCMC VI is the general pa and BCMC VI, and may be dee					
Table of C	Contents						24

EACH REPORTING 9 PERSON		9	-0-			
WI	ГН		SHARED DISPOSITIVE POWER			
		10	5,230,670 Common Shares, of which 2,657,763 are directly owned by BCP IV and 2,572,907 are directly owned by BCP VI. BCMC IV is the general partner of BCP IV, and BCMC VI is the general partner of BCP VI. Kagle is a member of both BCMC IV and BCMC VI, and may be deemed to have shared power to dispose of these shares.			
11	AGGR	EGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,230,6	570				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES					
	0					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11					
	5.6%	5.6%				
14	TYPE	OF RE	EPORTING PERSON			
	IN					

CUSIP No	. 29383H	2100	13 D	Page	13	of	20 Pages		
1		EPORTING PERSON FIFICATION NO. OF ABOVE F Jasky	PERSONS (ENTITIES ONL)	Y)					
2	CHECK THE (a) o (b) þ								
3	SEC USE ONLY								
4	SOURCE OF FUNDS								
	AF								
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				0				
	0								
6	CITIZENSH	IP OR PLACE OF ORGANIZAT	ΓΙΟΝ						
	U.S. Citizen								
	7	SOLE VOTING POWER							
NUMBE	ER OF	-0-							
SHAF BENEFIC	IALLY	SHARED VOTING POWER							
OWNE	8 D BY	2,572,907 Common Shares, all the general partner of BCP VI, have shared power to vote these	and Lasky, a member of BCN	-					

EACH REPORTING 9 PERSON		9	-0-				
WI	ГН		SHARED DISPOSITIVE POWER				
10		10	2,572,907 Common Shares, all of which are directly owned by BCP VI. BCMC VI is the general partner of BCP VI, and Lasky, a member of BCMC VI, may be deemed to have shared power to dispose of these shares.				
11	AGGR	EGAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,572,9	07					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES						
	0						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11						
	2.7%	2.7%					
14	TYPE	OF RE	EPORTING PERSON				
	IN						

CUSIP No	. 293831	2100	13 D	Page	14	of	20 Pages
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Andrew S. Rachleff						
2	 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) p 						
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e))	
6	o CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	7	SOLE VOTING POWER					
NUMBE	R OF	-0-					
SHAR BENEFIC		SHARED VOTING POWER					
OWNEI		2,657,763 Common Shares, all the general partner of BCP IV, a to have shared power to vote the	and Rachleff, a member of B				

EACH REPORTING 9 PERSON		9	SOLE DISPOSITIVE POWER -0-		
WI	ГН		SHARED DISPOSITIVE POWER		
		10	2,657,763 Common Shares, all of which are directly owned by BCP IV. BCMC IV is the general partner of BCP IV, and Rachleff, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,657,763				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES				
	0				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11				
	2.8%				
14	TYPE	OF RE	EPORTING PERSON		
	IN				

CUSIP No	. 29383]	P100	13 D	Page	15 of	20 Pages	
1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Steven M. Spurlock						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) p						
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)						
6	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	7	SOLE VOTING POWE	R				
NUMBE SHAR BENEFIC	RES IALLY 8	2,572,907 are directly o and BCMC VI is the get	WER ares, of which 2,657,763 are wned by BCP VI. BCMC IV neral partner of BCP VI. Sp may be deemed to have shar	V is the general particular of the general p	rtner of BC	P IV, CMC	
OWNED BY Table of Contents		i v anu deivie v i, allu i	may be deemed to have shall		nese shares	30	

EAC REPOR' PERS	TING	9	SOLE DISPOSITIVE POWER -0-	
WIT	Ή		SHARED DISPOSITIVE POWER	
		10	5,230,670 Common Shares, of which 2,657,763 are directly owned by BCP IV and 2,572,907 are directly owned by BCP VI. BCMC IV is the general partner of BCP IV, and BCMC VI is the general partner of BCP VI. Spurlock is a member of both BCMC IV and BCMC VI, and may be deemed to have shared power to dispose of these shares.	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	5,230,670			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES			
	0			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11			
	5.6%			
14	TYPE OF REPORTING PERSON			
	IN			

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Statement on Schedule 13D

This Statement on Schedule 13D relates to the beneficial ownership of common stock, par value \$0.001 per share (the

Common Stock), of Infinera Corporation, a Delaware corporation (the Issuer). This Schedule 13D is being filed by Benchmark Capital Partners IV, L.P., Benchmark Capital Management Co. IV, L.L.C., Benchmark Capital Partners VI, L.P., Benchmark Capital Management Co. VI, L.L.C., Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky, Andrew S. Rachleff and Steven M. Spurlock.

ITEM 1. Security and Issuer.

The class of equity securities to which this statement relates is the Common Stock of the Issuer. The Issuer s principal executive offices are located at 169 Java Drive, Sunnyvale, California, 94089.

ITEM 2. Identity and Background.

(a) Name:

This Statement is filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership (BCP IV), Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company (BCMC IV), Benchmark Capital Partners VI, L.P., a Delaware limited partnership (BCP VI), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company (BCMC VI), Alexandre Balkanski (Balkanski), Matthew R. Cohler (Cohler), Bruce W. Dunlevie (Dunlevie), Peter H. Fenton (Fenton), J. William Gurley (Gurley), Kevin R. Harvey (Harvey), Robert C. Kagle (Kagle), Mitchell H. Lasky (Lasky), Andrew S. Rachleff (Rachleff) and Steven M. Spurlock (Spurlock), each which is a member of BCMC IV and/or BCMC VI. The foregoing entities and individuals are collectively referred to as the Reporting Persons.

BCMC IV, the general partner of BCP IV, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by BCP IV. Balkanski, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned by BCP IV.

BCMC VI, the general partner of BCP VI, may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by BCP VI. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the Issuer directly owned by BCP VI.

(b) Residence or business address:

The address of the principal business office for each of the Reporting Persons is c/o Benchmark Capital, 2480 Sand Hill Road, Suite 200, Menlo Park, California, 94025.

(c) The principal occupation of each individual who is a Reporting Person is venture capitalist. The principal business of BCP IV and BCP VI is to make investments in private and public companies, and the principal business of BCMC IV and BCMC VI is to serve as the general partner of BCP IV and BCP VI, respectively.

(d) During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

BCP IV and BCP VI are Delaware limited partnerships. BCMC IV and BCMC VI are Delaware limited liability companies. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky, Rachleff and Spurlock are United States citizens.

ITEM 3. Source and Amount of Funds or Other Consideration.

On December 21, 2000, BCP IV and other investors entered into a Series A Preferred Stock Purchase Agreement pursuant to which BCP IV acquired from the Issuer in a private placement 218,177 shares of the Issuer s Series A Preferred Stock for a purchase price of \$2.50 per share or \$545,442.50 in the aggregate. On March 19, 2001, BCP IV and other investors entered into an Amended and Restated Series A Preferred Stock Purchase Agreement pursuant to which BCP IV acquired from the Issuer in a private placement an additional 2,031,823 shares of the Issuer s Series A Preferred Stock for a purchase price of \$2.50 per share or \$5,079,557.50 in the aggregate. On April 21, 2001, BCP IV acquired from the Issuer in a private placement 1,100,000 shares of the Issuer s Series A Preferred Stock for a purchase price of \$2.50 per share or \$5,079,557.50 in the aggregate. On April 21, 2001, BCP IV acquired from the Issuer in a private placement 1,100,000 shares of the Issuer s Series A Preferred Stock for a purchase price of \$2.50 per share or \$5,079,557.50 in the aggregate. On April 21, 2001, BCP IV acquired from the Issuer in a private placement 1,100,000 shares of the Issuer s Series A Preferred Stock for a purchase price of \$2.50 per share or \$2,750,000.00 in the aggregate, pursuant to the Amended and Restated Series A Preferred Stock Purchase Agreement. On May 12, 2003, BCP IV acquired from the Issuer 110,743 shares of the Issuer s Series A Preferred Stock pursuant to an anti-dilution adjustment, and BCP IV paid no additional consideration for such shares.

On November 20, 2001, BCP IV and other investors entered into a Stock Purchase Agreement pursuant to which BCP IV acquired from the Issuer in a private placement 170,000 shares of the Issuer s Common Stock for a purchase price of \$0.35 per share or \$59,500.00 in the aggregate.

On May 12, 2003, BCP IV and other investors entered into a Series D Preferred Stock Purchase Agreement pursuant to which BCP IV acquired from the Issuer in a private placement 350,333 shares of the Issuer s Series D Preferred Stock for a purchase price of \$2.24 per share or \$784,945.92 in the aggregate. On June 30, 2003, BCP IV and other investors entered into an Amendment No. 1 to Series D Preferred Stock Purchase Agreement pursuant to which BCP IV acquired from the Issuer in a private placement 510,254 shares of the Issuer s Series D Preferred Stock for a purchase price of \$2.24 per share or \$1,142,968.96 in the aggregate.

On September 20, 2004, BCP IV and other investors entered into a Series E Preferred Stock Purchase Agreement pursuant to which BCP IV acquired from the Issuer in a private placement 4,827,347 shares of the Issuer s Series E Preferred Stock for a

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purchase price of \$0.60 per share or \$2,896,408.20 in the aggregate. On November 6, 2004, BCP IV and other investors entered into a Joinder Agreement to Series E Preferred Stock Purchase Agreement pursuant to which BCP IV acquired from the Issuer in a private placement 1,312,578 shares of the Issuer s Series E Preferred Stock for a purchase price of \$0.60 per share or \$787,546.80 in the aggregate.

On May 15, 2007, each share of the Issuer s Common Stock, Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock was split into .25 shares. Upon completion of the Issuer s initial public offering on June 7, 2007, all shares of the Issuer s Series A Preferred Stock, Series D Preferred Stock and Series E Preferred Stock were automatically converted into shares of Common Stock.

BCP VI purchased shares of the Issuer s Common Stock on the open market, as set forth below:

	2. Number of shares of common		
1. Date of transaction	stock	3. Price per share	
11/18/2008	512,000	\$7.0515(1)	
11/19/2008	498,400	\$7.4632(1)	
11/20/2008	555,000	\$ 7.175(1)	
11/21/2008	485,000	\$7.3403(1)	
11/24/2008	68,000	\$7.6564(1)	
11/25/2008	10,807	\$8.2585(1)	
11/26/2008	60,200	\$ 8.555(1)	
2/10/2009	383,500	\$7.1433(1)	

(1) The purchase

price reported in column 3 of the table above represents the weighted average purchase price of the shares ranging from \$6.72 to \$8.56 per share.

The source of the funds for the acquisition of the Series A Preferred Stock, the Common Stock, the Series D Preferred Stock and the Series E Preferred Stock purchased by BCP IV pursuant to the Series A Preferred Stock Purchase Agreement, the Amended and Restated Series A Preferred Stock Purchase Agreement, the Stock Purchase Agreement, the Series D Preferred Stock Purchase Agreement, Amendment No. 1 to Series D Preferred Stock Purchase Agreement, the Series E Preferred Stock Purchase Agreement and the Joinder Agreement to Series E Preferred Stock Purchase Agreement, respectively, was from working capital. No part of the purchase price was borrowed by BCP IV for the purpose of acquiring such securities.

The source of the funds for the acquisition of the Common Stock purchased by BCP VI was from working capital. No part of the purchase price was borrowed by BCP VI for the purpose of acquiring such securities. ITEM 4. Purpose of Transaction.

The Reporting Persons hold their securities of the Issuer for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Common Stock and/or retain and/or sell all or a portion of the shares of Common Stock held by the Reporting Persons in the open market or in

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privately negotiated transactions, and/or may distribute the Common Stock held by the Reporting Persons to their respective partners. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons review of numerous factors, including, among other things, the price levels of the Common Stock, general market and economic conditions, ongoing evaluation of the Company s business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities, and other future developments. Except as set forth above, the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. Interest in Securities of the Issuer.

- (a) See Rows 11 and 13 for each Reporting Person. The percentage listed in Row 13 for each Reporting Person was calculated based upon 93,818,228 shares of Common Stock reported to be outstanding as of October 24, 2008, in the Issuer s quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on October 31, 2008.
- (b) See Rows 7, 8, 9, and 10 for each Reporting Person.
- (c) BCP VI purchased shares of the Issuer s Common Stock on the open market within the 60 days of November 21, 2008 and February 10, 2009 as set forth below.

	2. Number of shares of		
	common		
1. Date of transaction	stock	3. Price per share	
11/18/2008	512,000	\$7.0515(2)	
11/19/2008	498,400	\$7.4632(2)	
11/20/2008	555,000	\$ 7.175(2)	
11/21/2008	485,000	\$7.3403(2)	
11/24/2008	68,000	\$7.6564(2)	
11/25/2008	10,807	\$ 8.258(2)	
11/26/2008	60,200	\$ 8.555(2)	
2/10/2009	383,500	\$7.1433(2)	

(2) The purchase

price reported in column 3 of the table above represents the weighted average purchase price of the shares ranging from \$6.72 to \$8.56 per share.

- (d) Under certain circumstances set forth in the limited partnership agreements of BCP IV and BCP VI, the general partners and the limited partners of each of such entities, as applicable, may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a partner or managing member.
- (e) Not applicable.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with respect to the Securities of the Issuer.

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2,657,763 shares of the Issuer s Common Stock are held directly by BCP IV, as nominee for BCP IV, Benchmark Founders Fund IV, L.P., Benchmark Founders Fund IV-A, L.P., Benchmark Founders Fund IV-B, L.P., Benchmark Founders Fund IV-X, L.P., and related individuals.

2,572,907 shares of the Issuer s Common Stock are held directly by BCP VI, as nominee for BCP VI, Benchmark Founders Fund VI, L.P., Benchmark Founders Fund VI-B, L.P., and related individuals.

In connection with his service on the Issuer s board of directors, Balkanski received an option to purchase 75,000 shares of the Issuer s Common Stock on January 3, 2007, an option to purchase 12,500 shares of the Issuer s Common Stock on May 13, 2008, and 15,000 performance share units representing the contingent right to purchase up to 30,000 shares of the Issuer s Common Stock on February 10, 2009.

ITEM 7. Materials to be Filed as Exhibits.

<u>Exhibit A</u>: Reference to Steven M. Spurlock as Attorney-In-Fact <u>Exhibit B</u>: Agreement regarding joint filing of Schedule 13D

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. Date: February 12, 2009

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock Steven M. Spurlock Managing Member

BENCHMARK CAPITAL PARTNERS VI, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock Steven M. Spurlock Managing Member

ALEXANDRE BALKANSKI MATTHEW R. COHLER BRUCE W. DUNLEVIE PETER H. FENTON J. WILLIAM GURLEY KEVIN R. HARVEY ROBERT C. KAGLE MITCHELL H. LASKY ANDREW S. RACHLEFF STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock Steven M. Spurlock Attorney-in-Fact

* Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

EXHIBIT INDEX

- ExhibitDescriptionAReference to Steven M. Spurlock as Attorney-In-Fact
 - B Agreement of Joint Filing