FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden
hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| Name and Address of Reporting Person   | 2. Issuer Name a                           |   |   |       | Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |                        |              |   |  |   |  |  |  |
|--|--|---|---|-------|--|---|------------------------|--------------|---|--|---|--|--|--|
| Shanmugaraj Murugesan  |  |   |   |       |  | X Director  | 10% Owner              |              |   |  |   |  |  |  |
| , , ,  | , , ,                                      |   |   |       | (Month/Day/\   |   | X Officer (give below) | b            | ther (specify<br>elow)                                      |  |   |  |  |  |
| C/O ACACIA COMMUNICATIONS, INC.  |  |   |   |       |  | President & CEO   |                        |              |   |  |   |  |  |  |
| THREE MILL AND MAIN PLACE, SUITE 400   |  | 4. If Amendment   | , Date of                               | Origi | nal Filed (Mor   | 6. Individual or Joint/Group Filing (Check Applicable Line) |                        |              |   |  |   |  |  |  |
| (Street)   |  |   |   |       |  |   |                        | •            | One Reporting   | Person   |   |  |  |  |
| MAYNARD MA   |  |   |   |       |  | Form filed by More than One Reporting Person                |                        |              |   |  |   |  |  |  |
| (City) (State) (   |  |   |   |       |  | Person  |                        |              |   |  |   |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |   |       |  |   |                        |              |   |  |   |  |  |  |
| 1. Title of Security (Instr. 3)  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |       | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and    |   |                        | 5)           | 5. Amount of<br>Securities<br>Beneficially<br>Owned         | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership         |  |  |  |
|  |  |   | Code                                    | v     | Amount   | (A)<br>or<br>(D)  | Price                  |              | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (Instr. 4)   | (Instr. 4)  |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 7,224  | D   | \$60.9267              | 7(2)         | 747,241(3)  | D  |   |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 1,318  | D   | \$61.9288              | (4)          | 745,699(3)  | D  |   |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 58   | D   | \$62.72                |              | 745,641(3)  | D  |   |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 2,688  | D   | \$60.9267              | 7(2)         | 182,649   | I  | By The<br>Malini<br>Shanmugaraj<br>2016 QTIP<br>Trust       |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 491  | D   | \$61.9288              | <b>3</b> (4) | 182,158   | I  | By The<br>Malini<br>Shanmugaraj<br>2016 QTIP<br>Trust       |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 21   | D   | \$62.72                |              | 182,137   | I  | By The<br>Malini<br>Shanmugaraj<br>2016 QTIP<br>Trust       |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 2,688  | D   | \$60.9267              | 7(2)         | 197,312   | I  | By The<br>Shanmugaraj<br>Irrevocable<br>Children's<br>Trust |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | S                                       |       | 491  | D   | \$61.9288              | <b>3</b> (4) | 196,821   | I  | By The<br>Shanmugaraj<br>Irrevocable<br>Children's<br>Trust |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/05/2017                                 |   | s                                       |       | 21   | D   | \$62.72                |              | 196,800   | I  | By The<br>Shanmugaraj<br>Irrevocable<br>Children's<br>Trust |  |  |  |
| Common Stock(1)  | 01/06/2017                                 |   | S                                       |       | 5,676  | D   | \$60.6976              | (5)          | 739,965(3)  | D  |   |  |  |  |
| Common Stock <sup>(1)</sup>  | 01/06/2017                                 |   | S                                       |       | 2,924  | D   | \$61.2822              | (6)          | 737,041(3)  | D  |   |  |  |  |
|  |  |   |   |       |  |   |                        |              |   |  |   |  |  |  |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |   |  |   |                                 |               |   |   |                |   |                 |  |                          |  |   |   |  |   |   |  |
|--|---|--|---|---------------------------------|---------------|---|---|----------------|---|-----------------|--|--------------------------|--|---|---|--|---|---|--|
| 1. Title of S  | Security (Inst  | tr. 3)                                     | 2. Transaction Date Execution Date, if any (Month/Day/Year) |                                 |               | .   | 3.<br>Transaction<br>Code (Instr.<br>8) |                | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |                 |  |                          |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned         |   | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) |   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership         |  |
|  |   |  |   |                                 |               |   | Code                                    | v              | Amo   | unt             | (A)<br>or<br>(D)                         | Pric                     | ce   | Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) |   | (Instr. 4)   |   | (Instr. 4)  |  |
| Common   | Stock <sup>(1)</sup>  |  | 01/06/2017  |                                 |               |   | S                                       |                | 2,  | 112             | D  | \$60                     | 0.6976 <sup>(5)</sup>                        | 180,0   | )25   | 1  | ]   | By The<br>Malini<br>Shanmugaraj<br>2016 QTIP<br>Trust       |  |
| Common   | ommon Stock <sup>(1)</sup>  |  | 01/06/2017  |                                 |               |   | S                                       |                | 1,  | 088             | D  | \$61.2822(6)             |  | 178,937   |   | 1  |   | By The<br>Malini<br>Shanmugaraj<br>2016 QTIP<br>Trust       |  |
| Common   | n Stock <sup>(1)</sup> 01/06  |  | 01/06/2017  |                                 |               |   | S                                       |                | 2,  | 112             | D  | \$60.6976(5)             |  | 194,688   |   | I S  |   | By The<br>Shanmugaraj<br>Irrevocable<br>Children's<br>Trust |  |
| Common Stock(1)  |   | 01/06/2017                                 |   |                                 |               | S   |   | 1,             | 088   | D               | \$6                                      | 51.2822 <sup>(6)</sup> 1 |  | 193,600   |   | [  | By The<br>Shanmugaraj<br>Irrevocable<br>Children's<br>Trust         |   |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |                                 |               |   |   |                |   |                 |  |                          |  |   |   |  |   |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transac<br>Code (Ir<br>8) | tion<br>nstr. | of<br>Deriv<br>Secu<br>Acqu<br>(A) o<br>Disp<br>of (D | osed<br>)<br>r. 3, 4                    | Expira         | ate Exercisable and<br>ration Date<br>tth/Day/Year)               |                 | Amoun<br>Securiti<br>Underly<br>Derivati |                          | nt of<br>ties<br>lying<br>tive<br>ty (Instr. | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 5)      | 9. Num<br>derivat<br>Securit<br>Benefid<br>Owned<br>Follow<br>Report<br>Transa<br>(Instr. | ive<br>ies<br>cially<br>ing<br>ed<br>ction(s)          | 10.<br>Owners<br>Form:<br>Direct (I<br>or Indir<br>(I) (Instr<br>4) | Beneficial<br>Ownership<br>ect (Instr. 4)                   |  |
|  |   |  |   | Code                            | v             | (A)   | (D)                                     | Date<br>Exerci | sable   | Expirat<br>Date |  | Γitle                    | Amount<br>or<br>Number<br>of<br>Shares       |   |   |  |   |   |  |

## Explanation of Responses:

- 1. This transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 31, 2016.
- 2. This transaction was executed in multiple trades at prices ranging from \$60.50 to \$61.45; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the registrant, or a security holder of the registrant.
- 3. Includes 127,076 restricted stock units ("RSUs"). Each RSU represents the right to receive one share of common stock upon vesting.
- 4. This transaction was executed in multiple trades at prices ranging from \$61.50 to \$62.33; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the registrant, or a security holder of the registrant.
- 5. This transaction was executed in multiple trades at prices ranging from \$60.01 to \$61.00; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the registrant, or a security holder of the registrant.
- 6. This transaction was executed in multiple trades at prices ranging from \$61.01 to \$61.71; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC staff, the registrant, or a security holder of the registrant.

## Remarks:

/s/ Janene I. Asgeirsson, attorney-in-fact

01/09/2017

\*\* Signature of Reporting Person

Date

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

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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