

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

MRV Communications, Inc.

(Name of Subject Company (Issuer))

Golden Acquisition Corporation

(Name of Filing Person (Offeror))
a wholly owned subsidiary of

ADVA NA Holdings, Inc.

(Name of Filing Person (Parent of Offeror))

Common Stock, \$0.0017 par value per share
(Title of Class of Securities)

553477407
(CUSIP Number of Class of Securities)

Ulrich Dopfer
ADVA NA Holdings, Inc.
5755 Peachtree Industrial Blvd.
Norcross, Georgia 30092
Telephone: (678) 728-8600

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

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New York, New York 10022
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CALCULATION OF FILING FEE

Transaction Valuation	Amount of Filing Fee*
N/A*	N/A*

* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing because it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form of Registration No.: N/A

Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.

- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Tender Offer Statement on Schedule TO (this “Statement”) relates solely to preliminary communications made before the commencement of a planned tender offer by Golden Acquisition Corporation, a Delaware corporation (“Purchaser”) for all of the outstanding shares of common stock of MRV Communications, Inc., a Delaware corporation (the “Company”), including all associated rights under the Company’s stock rights plans (the “tender offer”). The terms and conditions of the tender offer are set forth in an Agreement and Plan of Merger, dated as of July 2, 2017, by and among Purchaser, Purchaser’s direct parent company ADVA NA Holdings, Inc., a Delaware corporation (“Parent”) and the Company (the “Merger Agreement”). A copy of the Merger Agreement will be filed with the SEC as an Exhibit to the Company’s Form 8-K announcing its entry into the Merger Agreement.

IMPORTANT INFORMATION

The tender offer has not yet commenced. At the time the tender offer is commenced, Parent and Purchaser will file tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) on Schedule TO, and the Company will file a Solicitation/Recommendation Statement on Schedule 14D-9, with the SEC with respect to the tender offer. This Statement and its Exhibits are being provided for informational purposes only and are neither an offer to purchase nor a solicitation of an offer to sell shares of the Company’s common stock, nor are they substitutes for the tender offer materials or Solicitation/Recommendation Statement. The tender offer materials and the Solicitation/Recommendation Statement will contain important information regarding the Merger Agreement and the tender offer, which holders of shares of the Company’s common stock should consider before making any decision regarding tendering such shares into the tender offer; accordingly, all such stockholders are urged to read these documents when they become available. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer materials, as well as the Solicitation/Recommendation Statement, will be made available to all of the Company’s stockholders at no expense to them. In addition, such documents and certain other tender offer materials will be made available for free as part of Purchaser’s (in the case of the tender offer materials) and the Company’s (in the case of the Solicitation/Recommendation Statement) filings with the SEC to be available at the SEC’s web site at www.sec.gov. Requests for copies of the tender offer materials or Solicitation/Recommendation Statement may be made to either ADVA Optical Networking, Campus Martinsried, Fraunhoferstraße 9a, 82152 Martinsried/Munich, Germany or MRV Communications, Inc. 20520 Nordhoff Street, Chatsworth, CA 91311.

FORWARD-LOOKING STATEMENTS

This Statement contains certain statements that constitute forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the proposed benefits of the transaction, the satisfaction of conditions to the completion of the proposed transaction and the expected completion of the proposed transaction, as well as other statements that are not historical fact. These forward-looking statements are based on currently available information, as well as the views and assumptions of the Parent, Purchaser or their affiliates regarding future events as of the time such statements are being made. Such forward looking statements are subject to inherent risks and uncertainties. Accordingly, actual results may differ materially and adversely from those expressed or implied in such forward-looking statements. Such risks and uncertainties include, but are not limited to, the potential failure to satisfy conditions to the completion of the proposed transaction due to the failure to receive a sufficient number of tendered shares in the tender offer, as well as those described in cautionary statements contained elsewhere herein and in the Company’s periodic reports filed with the SEC including the statements set forth under “Risk Factors” set forth in the Company’s most recent quarterly report on Form 10-Q, the tender offer materials on Schedule TO (including the Offer to Purchase, the Letter of Transmittal and certain other documents relating to the tender offer) to be filed by Parent and Purchaser, and the Solicitation/Recommendation Statement on Schedule 14D-9 to be filed by the Company. As a result of these and other risks, the proposed transaction may not be completed on the timeframe expected or at all. These forward-looking statements reflect the expectations of Parent, Purchaser and their affiliates as of the date of this filing. These known, unknown and uncertain factors are not exhaustive, and other factors, whether known, unknown or unpredictable, could cause actual results to differ materially from those assumed herein. Parent, Purchaser and their affiliates assume no obligation and do not intend to update or revise these forward-looking statements whether as a result of new information, future events or otherwise.

EXHIBIT INDEX

[Exhibit 99.1](#) Press Release dated July 2, 2017

[Exhibit 99.2](#) Ad Hoc Notification dated July 2, 2017



ADVA Optical Networking Enters Into Agreement to Acquire MRV Communications, Inc.

Strategic Purchase Will Strengthen Product Portfolio and Expand Customer Footprint

Munich, Germany and Chatsworth, California, USA. July 2, 2017. ADVA Optical Networking (FSE: ADV) today announced that it has entered into a definitive agreement to acquire MRV Communications, Inc. (NASDAQ: MRVC). Under the terms of the agreement, ADVA Optical Networking will make a tender offer of USD 10.00 per share for all the outstanding common stock of the California-based provider of innovative network solutions for data center operators, service providers and enterprises. The offer equates to an aggregate purchase price of USD 69 million and has been approved and unanimously recommended by both the board of directors of ADVA Optical Networking and the board of directors of MRV Communications, Inc.

The acquisition is subject to customary closing conditions, including the tender of at least a majority of MRV Communications, Inc. outstanding shares of common stock. If successful, the acquisition will further strengthen ADVA Optical Networking's portfolio of optical, Ethernet and software solutions and expand its customer base, especially in non-European regions. In 2016, MRV Communications, Inc. recorded revenues of USD 80.3 million. For the quarter ending March 31, 2017, MRV Communications, Inc. reported revenues of USD 21.2 million, cash and cash equivalents of USD 21.7 million and listed no debt.

"MRV Communications, Inc. is a company that shares many of our values. It's a company that has built a strong reputation focused on customer success and satisfaction. Over 29 years, it has driven some key innovations and played an important role in shaping our industry," said Brian Protiva, CEO, ADVA Optical Networking. "That's why we signed a definitive agreement to acquire it today. We believe there's a strong synergy between our two companies. MRV Communications, Inc.'s technology and talent will strengthen our own product set and help us to deliver even more value to our customers. Our combined teams present the marketplace with an incredibly compelling skillset and technology base."

ADVA Optical Networking's acquisition of MRV Communications, Inc. will, if completed, be the second significant acquisition it has made in as many years. In 2016, the company successfully acquired Overture Networks to strengthen its Carrier Ethernet portfolio and create one of the industry's most successful NFV product suites – Ensemble. Earlier this year, Ensemble was selected by Verizon to drive its virtual uCPE solution. ADVA Optical Networking's continued success across a range of customer segments led to the posting of record Q1 revenues in April 2017. ADVA Optical Networking's acquisition of MRV Communications, Inc. is subject to customary conditions and is expected to be completed in August or September of 2017.

"The networking industry is experiencing one of the most exciting and tumultuous phases in its history. The pace of innovation has never been faster or more demanding. To continue to exceed customer expectations and outperform network demands, we must use every possible advantage," said Uli Dopfer, CFO, ADVA Optical Networking. "Our acquisition of MRV Communications, Inc. will help us to do this. It not only strengthens our cloud access portfolio, but it also opens the door to new customers. There can be no question that this acquisition will present many new business opportunities, especially for communication service providers who are seeking to explore the possibilities of virtualized network services. Together, ADVA Optical Networking and MRV Communications, Inc. present an exciting networking force."

Cowen and Company, LLC is acting as financial adviser to MRV Communications, Inc. Norton Rose Fulbright LLP is serving as MRV Communications, Inc.'s legal adviser. Hogan Lovells is serving as ADVA Optical Networking's legal advisor.

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Further Information:

The tender offer described herein has not yet commenced, and this material is neither an offer to purchase nor a solicitation of an offer to sell shares of MRV Communications, Inc. common stock. At the time the tender offer is commenced, ADVA Optical Networking will file a tender offer statement and MRV Communications, Inc. will file a Solicitation/Recommendation Statement with the United States Securities and Exchange Commission (the "SEC"). MRV COMMUNICATIONS, INC. SHAREHOLDERS ARE STRONGLY ADVISED TO READ THE TENDER OFFER AND SOLICITATION/RECOMMENDATION DOCUMENTS THAT WILL BE FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION THAT MRV COMMUNICATIONS, INC. SHAREHOLDERS SHOULD CONSIDER BEFORE TENDERING THEIR SHARES. These documents will be available for free at the SEC's [website](#) and by directing a request to either ADVA Optical Networking, Campus Martinsried, Fraunhoferstraße 9a, 82152 Martinsried/Munich, Germany or MRV Communications, Inc. 20520 Nordhoff Street, Chatsworth, CA 91311.

This release contains forward-looking statements about ADVA Optical Networking and MRV Communications, Inc. and their respective subsidiaries and businesses. These include, without limitation, those concerning the strategy of an integrated group, future growth potential of markets and products, profitability in specific areas, the future product portfolio, development of and competition in economies and markets of the group.

These forward-looking statements involve known and unknown risks, uncertainties and other factors, many of which are outside of ADVA Optical Networking's and MRV Communications, Inc.'s control, are difficult to predict and may cause actual results to differ significantly from any future results expressed or implied in the forward-looking statements in this release.

While ADVA Optical Networking and MRV Communications, Inc. respectively believe that the assumptions made and the expectations reflected in this release are reasonable, no assurance can be given that such assumptions or expectations will prove to have been correct and no guarantee of whatsoever nature is assumed in this respect. The uncertainties include, inter alia, the risk of a change in general economic conditions and government and regulatory actions. These known, unknown and uncertain factors are not exhaustive, and other factors, whether known, unknown or unpredictable, could cause actual results or ratings to differ materially from those assumed hereinafter. ADVA Optical Networking and MRV Communications, Inc. undertake no obligation to update or revise the forward-looking statements in this release whether as a result of new information, future events or otherwise.

About ADVA Optical Networking

ADVA Optical Networking is a company founded on innovation and driven to help our customers succeed. For over two decades, our technology has empowered networks across the globe. We're continually developing breakthrough hardware and software that leads the networking industry and creates new business opportunities. It's these open connectivity solutions that enable our customers to deliver the cloud and mobile services that are vital to today's society and for imagining new tomorrows. Together, we're building a truly connected and sustainable future. For more information on how we can help you, please visit us at: www.advaoptical.com.

About MRV Communications, Inc.

MRV Communications, Inc. (NASDAQ: MRVC) enables service providers, data center operators and enterprises to make their networks smarter, faster and easier to operate. MRV Communications, Inc.'s end-to-end portfolio includes innovative packet, optical and software platforms designed for flexibility and reliability. To learn more about MRV Communications, Inc. visit www.mrv.com.

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ADVA Optical Networking SE To Acquire MRV Communications, Inc.

Strategic Purchase Expected to Further Strengthen Company's Optical and Ethernet Footprint

July 2, 2017

A wholly owned subsidiary of ADVA Optical Networking SE (FSE:ADV) today signed a definitive agreement to acquire MRV Communications, Inc. (NASDAQ:MRVC) by means of a tender offer with subsequent merger. MRV Communications, Inc. is a leading provider of Optical Networking and Carrier Ethernet access solutions, based in Chatsworth, California, USA. ADVA Optical Networking SE intends to acquire MRV Communications, Inc. through its wholly owned subsidiary ADVA NA Holdings, Inc.

Under the terms of the agreement, a wholly owned subsidiary of ADVA NA Holdings, Inc. shall submit a cash offer to MRV Communications, Inc. shareholders of USD 10.00 per common share. By means of a subsequent merger MRV Communications, Inc. shall become a wholly owned subsidiary of ADVA NA Holdings, Inc. The aggregate purchase price amounts to approximately USD 69 million. The purchase price will mainly be financed by proceeds of bank financing. ADVA Optical Networking has entered into a term loan in an amount of up to EUR 55 million which shall later be refinanced by a promissory note or syndicated loan. The acquisition is subject to customary closing conditions, including the tender of at least a majority of MRV Communications, Inc. outstanding shares of common stock, and is expected to be completed in August or September, 2017.

Certain officers and directors and major shareholder Raging Capital Management LLC, which collectively represent approximately 34% of MRV Communications' outstanding common stock, have entered into tender and support agreements with ADVA Optical Networking agreeing to tender their shares of MRV Communications, Inc. common stock into the offer.

The strategic acquisition of MRV Communications, Inc. is beneficial for ADVA Optical Networking SE as it is expected to strengthen ADVA Optical Networking's portfolio of optical, Ethernet and software solutions and expand its customer base, especially in non-European regions.

The tender offer described herein has not yet commenced, and this material is neither an offer to purchase nor a solicitation of an offer to sell shares of MRV Communications, Inc. common stock. At the time the tender offer is commenced, ADVA NA Holdings, Inc. will file a tender offer statement with the United States Securities and Exchange Commission (the "SEC"). MRV Communications, Inc. shareholders are strongly advised to read the tender offer documents that will be filed with the SEC because they will contain important information that MRV Communications, Inc. shareholders should consider before tendering their shares. These documents will be available for free at the SEC's website (<http://www.sec.gov>) and by directing a request to ADVA Optical Networking SE, Investor Relations, Campus Martinsried, Fraunhoferstraße 9a, 82152 Martinsried/Munich, Germany.
