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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 29, 2015

Applied Optoelectronics, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or incorporation)

001-36083
(Commission File Number)

76-0533927
(I.R.S. Employer Identification No.)

13115 Jess Pirtle Blvd.
Sugar Land, TX 77478
(address of principal executive offices and zip code)

(281) 295-1800
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On July 13, 2015, Applied Optoelectronics, Inc. issued a press release reporting its preliminary financial results for its quarter ended June 30, 2015. A copy of the press release is filed herewith as Exhibit 99.1.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**Bonus Awards for Named Executive Officers**

On January 29, 2015, the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Applied Optoelectronics, Inc. (the “Company”) considered the Company’s 2014 incentive program (the “2014 Incentive Program”) for the 12 months ending December 31, 2014 and approved the grant of shares of restricted stock and the payment of cash bonuses to certain of the Company’s executive officers and other key employees pursuant to the 2014 Incentive Program, including the Company’s principal executive officer, principal financial officer and the other named executive officer.

The 2014 Incentive Program provides for a bonus pool and a bonus payout to the Company’s executive officers and other key employees (collectively, the “Eligible Participants”) based on the target performance objectives and payout formulas established by the Committee and reviewed with the Board. The target performance objectives under the 2014 Incentive Program involve two corporate performance measures: revenue and non-GAAP net income before tax. There are two types of awards provided under the 2014 Incentive Program: restricted stock awards and cash bonus payments.

Based on the Company’s actual performance in fiscal year 2014, the Committee approved awards under the 2014 Incentive Program comprised of (i) the grant of an aggregate of 121,620 shares of restricted stock to all Eligible Participants, 75,000 shares of which were awarded for achieving the revenue performance target and 46,620 shares of which were awarded for achieving of the non-GAAP net income before tax performance target, and (ii) cash bonus payments in the aggregate amount of \$483,366 to all Eligible Participants, \$300,000 of which was awarded for achieving the revenue performance target and \$183,366 of which was awarded for achieving the non-GAAP net income before tax performance target. The restricted stock awards were made under the Company’s 2013 Equity Incentive Plan.

The following table shows the bonus awards to the Company’s named executive officers approved by the Committee under the 2014 Incentive Program:

Executive Officer	Title	Shares of Restricted Stock Grant	Amount of Cash Bonus Payment
Chih-Hsiang (Thompson) Lin	President and Chief Executive Officer	31,000	\$144,367
Stefan J. Murry	Chief Financial Officer and Chief Strategy Officer	7,000	\$56,438
Hung-Lun (Fred) Chang	Senior Vice President of Optical Component Business Unit, Asia General Manager and Senior Vice President of Network	5,000	\$33,075

Fiscal Year 2015 Incentive Program

On January 29, 2015, the Committee adopted the Company's 2015 incentive program (the "2015 Incentive Program") for the 12 months ending December 31, 2015. The 2015 Incentive Program provides for the grant of restricted stock awards and the payment of cash bonuses to the Eligible Participants. The corporate performance measures under the 2015 Incentive Program are the same as the performance measures under the 2014 Incentive Program and include revenue performance and non-GAAP net income before tax performance. The revenue performance measure represents 50% of the target restricted stock award and 50% of the target cash bonus payment, and the non-GAAP net income before tax performance measure represents 50% of the target restricted stock award and 50% of the target cash bonus payment.

The grants and payments for achievement of each performance measure are subject to certain thresholds and the Company must meet the thresholds for each performance measure for the Eligible Participants to receive the portion of the target bonus attributable to such performance measure. Depending on the level of target threshold achieved for each performance measure, all of the Eligible Participants as a group are entitled to a base scenario bonus award of 150,000 shares of restricted stock and \$250,000 in cash bonus payments, the target scenario bonus award of 300,000 shares of restricted stock and \$500,000 in cash bonus payments, and the best scenario bonus award of 450,000 shares of restricted stock and \$750,000 in cash bonus payments.

The Committee retains discretion to reduce or eliminate (but not increase) the bonus awards that otherwise would be payable based on the actual performance for fiscal year 2015 and also retains discretion to determine the specific allocation of the bonus pool to each of the executive officers of the Company, including its named executive officers.

Base Salary Increase for Named Executive Officers

On January 29, 2015, the Committee approved an increase in the annual base salary of each named executive officer of the Company. Effective as of February 1, 2015, Mr. Lin's annual base salary was increased to \$371,428, representing a 7.2% increase over Mr. Lin's annual base salary for fiscal year 2014. Effective as of February 1, 2015, Mr. Murry's annual base salary was increased to \$246,068, representing a 9.0% increase over Mr. Murry's annual base salary for fiscal year 2014. Effective as of February 1, 2015, Mr. Chang's annual base salary was increased to \$210,357, representing a 6.0% increase over Mr. Chang's annual base salary for fiscal year 2014.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Applied Optoelectronics, Inc. Press Release dated July 13, 2015

The information set forth in this Current Report under Item 2.02 and the exhibit attached hereto, shall be deemed "filed" rather than "furnished" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and incorporated by reference into the filings under the Securities Act of 1933, as amended, or the Exchange Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Applied Optoelectronics, Inc.

Date: July 14, 2015

By: /s/ David C. Kuo
David C. Kuo
General Counsel and Vice President



Applied Optoelectronics Reports Preliminary Second Quarter 2015 Financial Results; Revenue Exceeds Outlook

Sugar Land, TX, July 13, 2015 – Applied Optoelectronics, Inc. (NASDAQ: AAOI), a leading provider of fiber-optic access network products for the internet datacenter, cable broadband, and fiber-to-the-home markets, today announced certain preliminary financial results for its second quarter ended June 30, 2015.

Select Second Quarter 2015 Preliminary Results*

- Revenue of approximately \$49.6 million, above the prior outlook of \$43.0 to \$45.0 million
- GAAP and non-GAAP gross margin in the range of 33.5% to 33.7%, versus the prior non-GAAP outlook of 34.0% to 35.0%
- GAAP and non-GAAP net income in the range from \$5.8 million to \$6.0 million, above the prior non-GAAP outlook of \$3.8 million to \$4.5 million
- GAAP and non-GAAP fully diluted earnings per share in the range of \$0.36 to \$0.38, using a weighted-average fully diluted share count of approximately 15.9 million shares. This is above the prior outlook of \$0.25 to \$0.30 per share.

“Our better than expected results were driven by strong demand for our CATV and datacenter products as well as our ability to manufacture and ship 40Gbs transceivers ahead of plan,” said Dr. Thompson Lin, Applied Optoelectronics, Inc. founder and CEO. “We are pleased with our overall progress and would like to thank the AOI team for their diligence and hard work in delivering these results. I look forward to sharing our detailed second quarter financial results on our previously scheduled conference call in August.”

* These expected results are preliminary and subject to change as the company completes its customary quarter-end accounting close process. Our outlook referred to above was provided in our press release on May 7, 2015.

Conference Call

Applied Optoelectronics previously announced that it will release financial results for its second quarter ended June 30, 2015 after U.S. markets close on Wednesday, August 5, 2015.

Applied Optoelectronics will host a conference call and webcast on August 5, 2015 for analysts and investors to discuss its second quarter results and outlook for its third quarter of 2015 at 4:30 p.m. Eastern time / 3:30 p.m. Central time. Open to the public, investors may access the call by dialing (719) 457-2727.

A live webcast and presentation of the conference call, along with supplemental financials, will be accessible from the company's website at investors.ao-inc.com. Following the webcast, an archived version will be available on the website for one year. A telephonic replay of the call will be available two hours after the call and will run for five business days and may be accessed by dialing (719) 457-0820 and entering passcode 8630023.

Forward-Looking Information

This press release contains forward-looking statements including statements about our preliminary revenue, gross margin, net income and earnings per share (GAAP and non-GAAP, as applicable) for the quarter ended June 30, 2015. These forward-looking statements involve risks and uncertainties, as well as assumptions and current expectations, which could cause the company's actual results, performance, or achievements to differ materially from those anticipated in such forward-looking statements. These risks and uncertainties include but are not limited to: reduction in the size or quantity of customer orders; change in demand for the company's products due to industry conditions; changes in manufacturing operations; volatility in manufacturing costs; delays in shipments of products; disruptions in the supply chain; change in the rate of design wins or the rate of customer acceptance of new products; the company's reliance on a small number of customers for a substantial portion of its revenues; potential pricing pressure; a decline in demand for our customers' products or their rate of deployment of their products; general conditions in the internet datacenter, CATV or FTTH markets; changes in the world economy (particularly in the United States and China); the negative effects of seasonality; and other risks and uncertainties described more fully in the company's documents filed with or furnished to the Securities and Exchange Commission. More information about these and other risks that may impact the company's business are set forth in the "Risk Factors" section of the company's quarterly and annual reports on file with the Securities and Exchange Commission. In some cases, you can identify forward-looking statements by terminology such as "believe," "may," "estimate," "continue," "anticipate," "intend," "should," "could," "would," "target," "seek," "aim," "believe," "predicts," "think," "objectives," "optimistic," "new," "goal," "strategy," "potential," "is likely," "will," "expect," "plan" "project," "permit" or by other similar expressions that convey uncertainty of future events or outcomes. You should not rely on forward-looking statements as predictions of future events. All forward-looking statements in this press release are based upon information available to us as of the date hereof, and qualified in their entirety by this cautionary statement. Except as required by law, we assume no obligation to update forward-looking statements for any reason after the date of this press release to conform these statements to actual results or to changes in the company's expectations.

About Applied Optoelectronics

Applied Optoelectronics, Inc. (AOI) is a leading developer and manufacturer of advanced optical products, including components, modules, and equipment. AOI's products are the building blocks for broadband fiber access networks around the world, where they are used in the internet datacenter, CATV broadband and fiber-to-the-home markets. AOI supplies optical networking lasers, components and equipment to tier-1 customers in all three of these markets. In addition to its corporate headquarters, wafer fab and advanced engineering and production facilities in Sugar Land, TX, AOI has engineering and manufacturing facilities in Taipei, Taiwan and Ningbo, China. For additional information, visit www.ao-inc.com.

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SOURCE: Applied Optoelectronics, Inc.

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