

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.
Subject to Completion, Dated August 13, 2013

PRELIMINARY PROSPECTUS

shares



Common stock

This is our initial public offering of common stock. We are offering shares and the selling stockholders identified in this prospectus are offering shares. We will not receive any of the proceeds from the sale of the shares being sold by the selling stockholders. Prior to this offering, no public market has existed for our common stock. We currently estimate that the initial public offering price will be between \$ and \$ per share. We have applied to list our common stock on the NASDAQ Global Market under the symbol "AAOI."

Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 13.

	Per share	Total
Initial public offering price	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds to us, before expenses	\$	\$
Proceeds to selling stockholders, before expenses	\$	\$

We and the selling stockholders have granted the underwriters an option for a period of 30 days to purchase up to additional shares of common stock to cover over-allotments.

We are an "emerging growth company" as defined under the federal securities laws and, as such, have elected to comply with certain reduced public company reporting requirements. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on or about , 2013.

RAMOND JAMES

PIPER JAFFRAY

COWEN AND COMPANY

ROTH CAPITAL PARTNERS

The date of this prospectus is , 2013