

FINISAR CORP
Form POS AM
November 21, 2003

As filed with the Securities and Exchange Commission on November 21, 2003
Registration No. 333-75380

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FINISAR CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	94-3038428 (I.R.S. Employer Identification No.)
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**1308 Moffett Park Drive
Sunnyvale, California 94089
(408) 548-1000**
(Address, including zip code, and telephone number, including area
code, of Registrant's principal executive offices)

**JERRY S. RAWLS
Chief Executive Officer
Finisar Corporation
1308 Moffett Park Drive
Sunnyvale, California 94089
(408) 548-1000**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Stephen K. Workman
Senior Vice President, Finance,
Chief Financial Officer and Secretary
Finisar Corporation
1308 Moffett Park Drive
Sunnyvale, California 94089
(408) 548-1000

Dennis C. Sullivan, Esq.
Gray Cary Ware & Freidenrich LLP
2000 University Avenue
East Palo Alto, California 94303
(650) 833-2000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act, please check the following box.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, File No. 333-75380, is being filed with the Securities and Exchange Commission for the sole purpose of de-registering the shares of common stock not sold under this Registration Statement. Approximately 4,121,377 shares of common stock have been sold under this Registration Statement to date. Finisar Corporation hereby de-registers 18,523,550 shares.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California on November 21, 2003.

FINISAR CORPORATION

By: /s/ Jerry S. Rawls*

 Jerry S. Rawls
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ Jerry S. Rawls* _____ Jerry S. Rawls	President and Chief Executive Officer (Principal Executive Officer)	November 21, 2003
/s/ Frank H. Levinson* _____ Frank H. Levinson	Chairman of the Board	November 21, 2003
/s/ Stephen K. Workman _____ Stephen K. Workman	Senior Vice President, Finance, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	November 21, 2003
/s/ Michael C. Child* _____ Michael C. Child	Director	November 21, 2003
/s/ Roger C. Ferguson* _____ Roger C. Ferguson	Director	November 21, 2003
/s/ Larry D. Mitchell* _____ Larry D. Mitchell	Director	November 21, 2003
*By: /s/ Stephen K. Workman _____ Stephen K. Workman	Attorney-In-Fact	November 21, 2003

