

FINISAR CORP
Form 424B3
August 18, 2004

Filed Pursuant to Rule 424(b)(3) and (c)
 Registration No. 333-111861

**PROSPECTUS SUPPLEMENT NO. 5
 DATED AUGUST 18, 2004
 TO
 PROSPECTUS DATED FEBRUARY 25, 2004**

FINISAR CORPORATION

\$150,000,000
 of
 2 1/2% Convertible Subordinated Notes
 due October 15, 2010
 and
 Shares of Common Stock
 Issuable Upon Conversion of the Notes

This prospectus supplements the prospectus dated February 25, 2004 of Finisar Corporation relating to the public offering and sale by selling securityholders described below. This prospectus supplement contains information on ownership of principal amount of notes beneficially owned and offered and shares of our common stock issuable upon conversion of the notes. This prospectus supplement should be read in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supersedes the information contained in the prospectus.

SEE RISK FACTORS BEGINNING ON PAGE 6 OF THE PROSPECTUS TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE NOTES OR OUR COMMON STOCK.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The table and related footnotes on pages 51, 52 and 53 of the prospectus setting forth information concerning the selling securityholders are amended by the addition of the following information:

	Principal Amount of Notes		Number of Shares of Common Stock		
	Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding	Beneficially Owned(1)(2)	Offered Hereby	Owned After the Offering
Selling Securityholder (1)	\$2,000,000	1.3%	539,811	539,811	0

Sunrise Partners Limited
Partnership (3)

- (1) Amounts indicated may be in excess of the total amount registered due to sales or transfers exempt from the registration requirements of the Securities Act since the date upon which the selling holders provided to us in the information regarding their notes.
- (2) Assumes a conversion price of \$3.705 per share and a cash payment in lieu of any fractional share interest. However, this conversion price is subject to adjustment as described under Description of Notes Conversion Rights. As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (3) This selling securityholder is an affiliate of a registered broker-dealer. This selling securityholder purchased the securities with the expectation of reselling the securities in the ordinary course of business. This selling securityholder did not have an agreement or understanding, directly or indirectly, with any person to distribute the securities at the time it purchased the securities. This selling securityholder is a non-public entity. S. Donald Sussman, the owner of this selling securityholder's general partner, has voting and investment control over the securities that this selling securityholder beneficially owns.

Information concerning the selling securityholders may change from time to time. Any such changed information will be set forth in supplements to this prospectus if and when necessary.

The date of this prospectus supplement is August 18, 2004.