

RAWLS JERRY S  
Form 4  
February 02, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAWLS JERRY S**

(Last) (First) (Middle)

1389 MOFFETT PARK  
DRIVE, C/O CORPORATE  
SECRETARY

(Street)

SUNNYVALE, CA 94089-1133

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FINISAR CORP [FNSR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/31/2018		F <sup>(1)</sup>		207,305	D	\$ 17.96 563,258 <sup>(2)</sup>
Common Stock	02/01/2018		M		30,209	A	\$ 3.36 593,467
Common Stock	02/01/2018		S <sup>(3)</sup>		30,209	D	\$ 17.9416 <sup>(4)</sup> 563,258

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.36	02/01/2018		M	30,209	12/12/2009 12/12/2018	Common Stock	30,209

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

RAWLS JERRY S  
1389 MOFFETT PARK DRIVE  
C/O CORPORATE SECRETARY  
SUNNYVALE, CA 94089-1133

X

## Signatures

/s/ Christopher Brown as  
Attorney-in-fact for

02/02/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On January 31, 2018, the Reporting Person vested in: (1) 39,839 restricted stock units ("RSUs") and as a result acquired 39,839 shares of common stock of the Issuer pursuant to the Reporting Person's June 17, 2014 grant of RSUs; (2) 80,890 RSUs and as a result acquired 80,890 shares of common stock of the Issuer pursuant to the Reporting Person's June 23, 2015 grant of RSUs; (3) 140,479 RSUs and as a result acquired 140,479 shares of common stock of the Issuer pursuant to the Reporting Person's June 21, 2016 grant of RSUs; and (4) 128,062 RSUs and as a result acquired 128,062 shares of common stock of the Issuer pursuant to the Reporting Person's June 20, 2017 grant of RSUs. This Form 4 reports shares withheld by the Issuer pursuant to the RSUs' grant agreement in order to satisfy the Reporting Person's withholding obligations for various taxes due upon the vesting of the RSUs. No shares were sold by the Reporting Person. The Issuer will pay the taxes on behalf of the Reporting Person.

(2) Includes 375 shares received as an Issuer match under the Issuer's 401K Plan on December 18, 2017 and not required to be reported.

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- (3) Shares were sold pursuant to a Rule 10b5-1 Stock Trading Plan adopted by the reporting person on April 5, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.74 to \$18.05 inclusive. The reporting person undertakes to provide to Finisar Corporation, any security holder of Finisar Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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