

FINISAR CORP  
Form 4  
September 16, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
JONES MORGAN M

(Last) (First) (Middle)

C/O BATTERY VENTURES 930  
WINTER STREET, SUITE 2500

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/14/2009

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	(A) or (D)	Price			
Common Stock	09/14/2009		J <sup>(1)</sup>		20,000,000	D	\$ 0	20,361,076	I	See Footnote (2)
Common Stock	09/14/2009		J <sup>(3)</sup>		833,333	D	\$ 0	848,377	I	See Footnote (4)
Common Stock	09/14/2009		J <sup>(5)</sup>		39,227	A	\$ 0	39,227	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

JONES MORGAN M  
C/O BATTERY VENTURES 930 WINTER STREET  
SUITE 2500  
WALTHAM, MA 02451

X

## Signatures

/s/ Chris Schiavo Morgan Jones By: Chris Schiavo Authorized Signatory for Morgan Jones

09/16/2009

\*\*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).
- (1) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Ventures VI, L.P. ("BV VI") to the limited partners and the general partner of BV VI.  
  
These shares are owned directly by BV VI. The sole general partner of BV VI is Battery Partners VI, LLC ("BP VI"). Mr. Jones is a managing member of BP VI and in that capacity may be deemed to share voting and dispositive power for the shares held by BV VI. Mr. Jones disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) Pro-rata distribution for no consideration in a transaction exempt under Rule 16a-9(a) from Battery Investment Partners VI, LLC ("BIP VI") to the members of BIP VI.
- (3) These shares are owned directly by BIP VI. Mr. Jones is a member of BIP VI. Mr. Jones disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (4)
- (5)

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Of the reported shares acquired by Mr. Jones pursuant to the pro-rata distributions of BP VI and BIP VI, 6,118 shares were distributed to Mr. Jones for no consideration in a transaction exempt under Rule 16a-9(a) from BP VI and 33,109 shares were distributed to Mr. Jones for no consideration in a transaction exempt under Rule 16a-9(a) from BIP VI.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.