

FINISAR CORP
Form SC TO-C
December 04, 2007

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

**SCHEDULE TO
(Rule 13e-4)**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

FINISAR CORPORATION
(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Shares of Common Stock, par value \$0.001 per share
(Title of Class of Securities)

31787A101
*(CUSIP Number of Class of Securities)
(Underlying Common Stock)*

**Stephen K. Workman
Senior Vice President, Finance,
Chief Financial Officer and Secretary
Finisar Corporation
1389 Moffett Park Drive
Sunnyvale, California 94089
(408) 548-1000**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

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CALCULATION OF FILING FEE

Transaction valuation*

Not applicable*

Amount of filing fee*

Not applicable*

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

o Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.

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Form or Registration No.: Not applicable.

Filing party: Not applicable.

Date filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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ITEM 12. EXHIBITS.

(a)(2) Email to Current Employees re Restatement of Past Financial reports and Urgent Information Regarding Unexercised Finisar Stock Options.

IMPORTANT INFORMATION

This filing is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer to replace eligible options to purchase shares of common stock of Finisar Corporation (the Company) described in this filing has not commenced. At the time the expected tender offer has commenced, the Company will file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (the SEC) and will notify anyone to whom the tender offer is directed. The Company will deliver the tender offer documents to all affected option holders when the tender offer commences. These documents will also be available at no charge at the SEC's website at www.sec.gov.

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