

FINISAR CORP
Form 10-Q/A
January 11, 2010

Table of Contents

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

**Amendment No. 1
Form 10-Q/A**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Quarterly Period Ended November 1, 2009

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 000-27999

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.)*

1389 Moffett Park Drive

Sunnyvale, California

(Address of principal executive offices)

94089

(Zip Code)

Registrant's telephone number, including area code:

408-548-1000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At November 30, 2009, there were 64,808,071 shares of the registrant's common stock, \$.001 par value, issued and outstanding.

TABLE OF CONTENTS

<u>SIGNATURES</u>	4
<u>EXHIBIT INDEX</u>	5
<u>EX-10.1</u>	
<u>EX-31.1</u>	
<u>EX-31.2</u>	
<u>EX-31.3</u>	
<u>EX-32.1</u>	
<u>EX-32.2</u>	
<u>EX-32.3</u>	

Table of Contents

FINISAR CORPORATION
AMENDMENT NO. 1 TO QUARTERLY REPORT ON FORM 10-Q/A
Explanatory Note

This Amendment No. 1 to the Quarterly Report on Form 10-Q/A for Finisar Corporation is being filed solely for the purpose of filing a complete version of Exhibit 10.1, including the schedules and exhibits thereto. Portions of Exhibit 10.1 have been redacted pursuant to a request for confidential treatment that has been filed with the Securities and Exchange Commission. No additions or changes have been or are otherwise being made to the information contained in the Form 10-Q that was filed with the Securities and Exchange Commission on December 10, 2009. Accordingly, this Form 10-Q/A should be read in conjunction with the other filings made with the Securities and Exchange Commission subsequent to the filing of the original Form 10-Q.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FINISAR CORPORATION

By: /s/ JERRY S. RAWLS

Jerry S. Rawls

Chairman of the Board (Co-Principal Executive Officer)

By: /s/ EITAN GERTEL

Eitan Gertel

Chief Executive Officer (Co-Principal Executive Officer)

By: /s/ STEPHEN K. WORKMAN

Stephen K. Workman

Senior Vice President, Finance and Chief Financial Officer

Dated: January 11, 2010

Table of Contents

EXHIBIT INDEX

Exhibit Number	Description
3.1*	Certificate of Amendment of the Restated Certificate of Incorporation of Finisar Corporation
4.1*	Specimen certificate representing the common stock
10.1**	Credit Agreement dated October 2, 2009 by and among Finisar Corporation, Optium Corporation and Wells Fargo Foothill, LLC
10.2*	Security Agreement dated October 2, 2009, among Finisar Corporation, Optium Corporation, AZNA LLC, Finisar Sales, Inc., Kailight Photonics, Inc. and Wells Fargo Foothill, LLC
10.3*	Purchase Agreement dated October 8, 2009, by and between Finisar Corporation and Piper Jaffrey & Co., as amended by a letter agreement dated October 12, 2009
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.3	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.3	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Previously filed.

** Portions of this agreement have been redacted pursuant to a request for confidential treatment that has been filed with the Securities and Exchange Commission.