

FINISAR CORP  
Form RW  
December 03, 2010

**Finisar Corporation**  
**1389 Moffett Park Drive**  
**Sunnyvale, CA 94089**

December 3, 2010

VIA EDGAR

U.S. Securities & Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, D.C. 20549  
Attn: Ms. Aslynn Hogue

**Re: Finisar Corporation (the Company )**  
**Registration Statement on Form S-3 (File No. 333-163788)**  
**Filed on December 17, 2009**  
**Application for Withdrawal of Registration Statement**

Ladies and Gentlemen:

Pursuant to Rule 477 of the Securities Act of 1933, as amended, the Company hereby requests withdrawal of the Company's Registration Statement on Form S-3 (File No. 333-163788) (the Registration Statement). The Registration Statement was filed to register the resale of the Company's 5.0% convertible senior notes due 2029 (the Notes) issued in October 2009 and shares of the Company's common stock issuable upon the conversion of the Notes. The Company's obligation to maintain a registration statement covering the Notes and the underlying common stock issuable upon conversion of the Notes lapsed on October 15, 2010. Accordingly, the registration of the Notes and the underlying shares of common stock is no longer needed. No securities were sold by the Company in connection with the registered offering.

Should you have any questions concerning the foregoing, please contact the undersigned at (267) 803-3803 or Joe C. Sorenson of DLA Piper LLP (US), the Company's legal counsel, at (703) 773-4130.

Very truly yours,  
Finisar Corporation

/s/ Christopher E. Brown  
Christopher E. Brown  
Vice President, General Counsel and  
Secretary