

FINISAR CORP
Form POS AM
July 11, 2005

As filed with the Securities and Exchange Commission on July 11, 2005

Registration No. 333-125034

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FINISAR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3674
(Primary Standard Industrial
Classification Code number)
1308 Moffett Park Drive
Sunnyvale, California 94089
(408) 548-1000

77-0398779
(I.R.S. Employer
Identification No.)

(Address, including zip code, and telephone number, including
area code, of Registrant's principal executive offices)

JERRY S. RAWLS
Chief Executive Officer
FINISAR CORPORATION
1308 Moffett Park Drive
Sunnyvale, California 94089
(408) 548-1000

(Name, address, including zip code, and telephone number, including area code, of agent for
service)

Please send copies of all communications to:

STEPHEN K. WORKMAN
Senior Vice President, Finance, Chief
Financial Officer and Secretary

DENNIS C. SULLIVAN, ESQ.
JOE C. SORENSON, ESQ.
DLA Piper Rudnick Gray Cary US LLP

Finisar Corporation
1308 Moffett Park Drive
Sunnyvale, California 94089
(408) 548-1000

2000 University Avenue
East Palo Alto, California 94303-2248
(650) 833-2000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1, File No. 333-125034, is being filed with the Securities and Exchange Commission for the sole purpose of de-registering the shares of common stock not sold under this Registration Statement. A total of 3,594,607 shares of common stock have been sold under this Registration Statement to date. Finisar Corporation hereby de-registers 132,101 shares of common stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Sunnyvale, State of California on July 11, 2005.

FINISAR CORPORATION

By: /s/ Jerry S. Rawls*
Jerry S. Rawls
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
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