

FINISAR CORP  
Form POS AM  
November 30, 2005

As filed with the Securities and Exchange Commission on November 30, 2005  
**Registration No. 333-111861**

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

**POST-EFFECTIVE AMENDMENT NO. 2 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)

**94-3038428**

(I.R.S. Employer  
Identification No.)

**1389 Moffett Park Drive  
Sunnyvale, California 94089  
(408) 548-1000**

(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)

Copies to:

Stephen K. Workman  
Senior Vice President, Finance,  
Chief Financial Officer and  
Secretary  
Finisar Corporation  
1308 Moffett Park Drive  
Sunnyvale, California 94089  
(408) 548-1000

Dennis C. Sullivan, Esq.  
DLA Piper Rudnick Gray Cary US  
LLP  
2000 University Avenue  
East Palo Alto, California 94303  
(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:

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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 under the Securities Act, please check the following box.

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-1, File No. 333-111861, is being filed with the Securities and Exchange Commission for the sole purpose of de-registering 40,485,829 shares of common stock not sold under this Registration Statement. Finisar Corporation hereby de-registers 40,485,829 shares.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 2 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 November 30, 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. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ Jerry S. Rawls*	President and Chief Executive Officer (Principal Executive Officer)	November 30, 2005
Jerry S. Rawls		
/s/ Frank H. Levinson*	Chairman of the Board	November 30, 2005
Frank H. Levinson		
/s/ Stephen K. Workman	Senior Vice President, Finance, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	November 30, 2005
Stephen K. Workman		
/s/ Roger C. Ferguson*	Director	November 30, 2005
Roger C. Ferguson		
/s/ Larry D. Mitchell*	Director	November 30, 2005
Larry D. Mitchell	Director	November 30, 2005
David C. Fries	Director	November 30, 2005
Robert N. Stephens	Director	November 30, 2005
Dominique Trempont		
*By: /s/ Stephen K. Workman	Attorney-In-Fact	November 30, 2005
Stephen K. Workman		