

FINISAR CORP  
Form 8-K  
January 03, 2006

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

**Form 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (date of earliest event reported): December 28, 2005  
Finisar Corporation  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-27999**  
(Commission File No.)

**94-3038428**  
(I.R.S. Employer  
Identification No.)

**1389 Moffett Park Drive  
Sunnyvale, CA 94089**  
(Address of principal executive offices)  
Registrant's telephone number, including area code:  
**(408) 548-1000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a  
Material  
Definitive  
Agreement.**

On December 28, 2005, Finisar Corporation (the Company ) and Dr. Frank Levinson, a founder of the Company, entered into a letter agreement regarding Dr. Levinson's resignation as Chief Technical Officer and Chairman of the Board of Directors of the Company. Dr. Levinson will remain on the Board of Directors and continue providing services to the Company as a consultant. Additional information concerning this matter is contained in the press release attached hereto as Exhibit 99.1. The description of the arrangements between the Company and Dr. Levinson is qualified in its entirety by the terms and conditions of the letter agreement between the Company and Dr. Levinson attached hereto as Exhibit 10.35, which is incorporated herein by reference.

**Item 9.01 Financial  
Statements and  
Exhibits.**

Exhibit No.	Description
10.35	Letter agreement dated December 28, 2005 between Finisar Corporation and Dr. Frank H. Levinson
99.1	Press Release dated January 3, 2006

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 3, 2006

**Finisar Corporation**

By: /s/ Stephen K. Workman  
**Stephen K. Workman**  
**Senior Vice President, Finance,**  
**Chief Financial Officer and Secretary**

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