

FINISAR CORP
Form POS AM
May 23, 2006

As filed with the Securities and Exchange Commission on May 23, 2006

Registration No. 333-124347

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

**POST-EFFECTIVE AMENDMENT NO. 3 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 SIC Code Number)

77-0398779

*(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.

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to the Registration Statement on Form S-1, File No. 333-124347, is being filed with the Securities and Exchange Commission for the sole purpose of de-registering 1,659,279 shares of common stock not sold under the Registration Statement. Finisar Corporation hereby de-registers 1,659,279 shares of common stock.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this Post-Effective Amendment No. 3 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 May 23, 2006.

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. 3 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*	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	May 23, 2006
Jerry S. Rawls		
/s/ Stephen K. Workman	Senior Vice President, Finance, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	May 23, 2006
Stephen K. Workman		
/s/ Roger C. Ferguson*	Director	May 23, 2006
Roger C. Ferguson		
/s/ Frank H. Levinson*	Director	May 23, 2006
Frank H. Levinson		
	Director	May , 2006
David C. Fries		
/s/ Larry D. Mitchell*	Director	May 23, 2006
Larry D. Mitchell		
	Director	May , 2006
Robert N. Stephens		

Director

May ,
2006

Dominique Trempont

By: /s/ Stephen K. Workman

Stephen K. Workman
Attorney-In-Fact