

FINISAR CORP
Form POS AM
June 06, 2006

As filed with the Securities and Exchange Commission on June 6, 2006
Registration No. 333-122705

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

**POST-EFFECTIVE AMENDMENT NO. 4 TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

FINISAR CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

3674

77-0398779

**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:

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.

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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. 4 to the Registration Statement on Form S-1, File No. 333-122705, is being filed with the Securities and Exchange Commission for the sole purpose of de-registering 24,145,055 shares of common stock not sold under the Registration Statement. Finisar Corporation hereby de-registers 24,145,055 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. 4 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 June 6, 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. 4 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* Jerry S. Rawls	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 6, 2006
/s/ Stephen K. Workman Stephen K. Workman	Senior Vice President, Finance, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	June 6, 2006
/s/ Roger C. Ferguson* Roger C. Ferguson	Director	June 6, 2006
/s/ Frank H. Levinson* Frank H. Levinson	Director	June 6, 2006
David C. Fries	Director	June ____, 2006
/s/ Larry D. Mitchell* Larry D. Mitchell	Director	June 6, 2006
	Director	June ____, 2006

Robert N. Stephens

Director

June ____, 2006

Dominique Trempont

* By: /s/ Stephen K. Workman

Stephen K. Workman
Attorney-In-Fact