

FINISAR CORP
Form 8-K
October 02, 2006

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): September 28, 2006

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 8.01 Other Events

At the annual meeting of our stockholders held on September 28, 2006, the following matters were considered and voted upon:

(a) Roger C. Ferguson and Larry D. Mitchell were elected as Class I directors to serve on our Board of Directors for a three-year term expiring at the 2009 annual meeting of stockholders and until their respective successors are duly elected and qualified. The number of shares voted and withheld for such nominees were as follows:

Name	For	Withheld
Roger C. Ferguson	282,398,782	4,431,792
Larry D. Mitchell	282,914,493	3,916,081

In addition to Messrs. Ferguson and Mitchell, as of the date of the meeting the following directors each had a term of office that continued after the meeting: David C. Fries, Frank H. Levinson, Jerry S. Rawls, Robert N. Stephens and Dominique Trempont.

(b) A proposal to approve an amendment to our restated certificate of incorporation to effect a reverse stock split of our common stock at a ratio of not less than one-for-two and not more than one-for-eight at any time prior to the 2007 annual meeting of stockholders, with the exact ratio to be set at a whole number within this range to be determined by the Board of Directors in its discretion, was approved by a vote of 247,081,733 shares for, 39,173,754 shares against, and 575,087 shares abstaining. The Board of Directors reserves its right to elect not to proceed with, and abandon, the reverse stock split if it determines, in its sole discretion, that this proposal is no longer in the best interests of Finisar and its stockholders.

(c) The appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending April 30, 2007 was ratified by a vote of 284,160,872 shares for, 1,958,957 shares against, and 710,745 shares abstaining.

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: October 2, 2006

Finisar Corporation

By: /s/ Stephen K. Workman

Stephen K. Workman

Senior Vice President, Finance, Chief

Financial Officer and Secretary