

FINISAR CORP
Form SC 13G/A
February 12, 2007

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 6)***

Finisar Corporation
(Name of Issuer)
Common Stock, par value \$0.001
(Title of Class of Securities)
31787A101
(CUSIP Number)
Calendar Year 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 31787A101

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NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Frank H. Levinson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b) (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States

SOLE VOTING POWER:

5

NUMBER OF 16,348,023 (2)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

-0-

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

14,742,614 (3)

SHARED DISPOSITIVE POWER:

WITH: 8

3,210,818 (4)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

17,953,432 (5)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

b(6)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

5.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

See page 6 for Explanatory Notes.

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CUSIP No. 31787A101

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NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Frank H. Levinson Revocable Living Trust

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b) (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States

SOLE VOTING POWER:

5

NUMBER OF 16,348,023 (2)

SHARED VOTING POWER:

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b(6)

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5.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

See page 6 for Explanatory Notes.

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Item 1(a) Name of Issuer:

Item 1(b) Address of Issuer's Principal Executive Offices:

Item 2(a) Name of Persons Filing:

Items 2(b) Address of Principal Business Office, or, if none, Residence:

Item 2(c) Citizenship:

Item 2(d) Title of Class of Securities:

Item 2(e) CUSIP Number:

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Item 4. Ownership:

Item 5. Ownership of Five Percent or Less of a Class:

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Item 8. Identification and Classification of Members of the Group:

Item 9. Notice of Dissolution of Group:

Item 10. Certification:

SIGNATURE

EXHIBIT INDEX

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Item 1(a) Name of Issuer:

Finisar Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

1389 Moffett Park Drive, Sunnyvale, CA 94089

Item 2(a) Name of Persons Filing:

Frank H. Levinson

Frank H. Levinson Revocable Living Trust

Items 2(b) Address of Principal Business Office, or, if none, Residence:

1389 Moffett Park Drive, Sunnyvale, CA 94089 for Frank H. Levinson, and the Frank H. Levinson Revocable Living Trust

Item 2(c) Citizenship:

United States for all reporting persons

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.001

Item 2(e) CUSIP Number:

31787A101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

A. Frank H. Levinson

(a) Amount beneficially owned: 17,953,432 (5)

(b) Percent of class: 5.8%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 16,348,023 (2)

(ii) Shared power to vote or to direct the vote:-0 -

(iii) Sole power to dispose or to direct the disposition of: 14,742,614 (3)

(iv) Shared power to dispose or to direct the disposition of: 3,210,818 (4)

See page 6 for
Explanatory Notes.

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B. Frank H. Levinson Revocable Living Trust

(a) Amount beneficially owned: 17,953,432 (5)

(b) Percent of class: 5.8%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 16,348,023 (2)

(ii) Shared power to vote or to direct the vote:- 0 -

(iii) Sole power to dispose or to direct the disposition of: 14,742,614 (3)

(iv) Shared power to dispose or to direct the disposition of: 3,210,818 (4)

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following: o

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

Not Applicable.

See page 6 for
Explanatory Notes.

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Explanatory Notes:

(1) The Frank H. Levinson Revocable Living Trust owns 50% of the shares of Seti Trading Co., Inc. (Seti), a holding company owning 3,210,818 shares of the issuer s common stock. The other 50% of the shares of Seti are owned by one other shareholder. Dr. Frank H. Levinson and another director affiliated with the other shareholder are the sole directors of Seti and, consequently, the affirmative vote or consent of each of Dr. Levinson and the other director is required for any sale or other disposition of the issuer s shares held by Seti. However, pursuant to a shareholders agreement, with respect to any matter coming before the shareholders of the issuer, each of Dr. Levinson and the other director maintain the right to direct Seti to vote 50% of the shares of the issuer held by Seti in accordance with written instructions from Dr. Levinson or the other director, respectively. Accordingly, Dr. Levinson has shared dispositive power with respect to all 3,210,818 shares held by Seti and sole voting power with respect to 1,605,409 shares of the issuer held by Seti. Dr. Levinson disclaims the existence of a group under Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended, with respect to the 3,210,818 shares held by Seti.

(2) 14,742,614 of the shares are held by the Frank H. Levinson Revocable Living Trust, of which Dr. Frank H. Levinson is the sole trustee. As sole trustee, Dr. Levinson exercises sole voting and dispositive power over the shares held by the trust. The amount held by the Frank H. Levinson Revocable Living Trust includes 760,000 shares subject to options exercisable on or within 60 days of December 31, 2006. 1,605,409 of the shares are held by Seti. See also note (1).

(3) Held by the Frank H. Levinson Revocable Living Trust, of which Frank H. Levinson is the sole trustee. As sole trustee, Dr. Levinson exercises sole voting and dispositive power over the shares held by the trust.

(4) Held by Seti Trading Co., Inc., a holding company owned 50% by the Frank H. Levinson Revocable Living Trust. See also note (1).

(5) Comprised of 14,742,614 shares held by the Frank H. Levinson Revocable Living Trust (including 760,000 shares subject to options currently exercisable on or within 60 days of December 31, 2006) and 3,210,818 shares held by Seti Trading Co., Inc., a holding company owned 50% by the Frank H. Levinson Revocable Living Trust.

(6) 109,618 shares held by the Irrevocable Trust of Frank H. and Wynnette L. Levinson dated July 15, 1999, 16,000 shares held by the adult children of Frank H. Levinson and 51,000 shares held by trusts for the children of Frank H. Levinson are disclaimed from beneficial ownership pursuant to Rule 13d-4.

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SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2007

Frank H. Levinson

Frank H. Levinson

FRANK H. LEVINSON REVOCABLE
LIVING TRUST

Frank H. Levinson, Trustee

Frank H. Levinson, Trustee

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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AGREEMENT TO JOINTLY FILE SCHEDULE 13G

AGREEMENT dated as of February 7, 2007 by and among Frank H. Levinson and the Frank H. Levinson Revocable Living Trust (collectively, the Reporting Persons).

WHEREAS, pursuant to paragraph (k) of Rule 13d-1 promulgated under Subsection 13(d)(1) of the Securities Exchange Act of 1934, as amended (the Act), the Reporting Persons hereto have decided to satisfy their filing obligations under the Act by a single joint filing:

NOW, THEREFORE, the Reporting Persons hereby agree as follows:

1. The Schedule 13G/A with respect to Finisar Corporation, to which this is attached as Exhibit A, is filed on behalf of each of the Reporting Persons.
2. Each Reporting Person is responsible for the completeness and accuracy of the information concerning such Reporting Person contained therein.

IN WITNESS WHEREOF, the undersigned hereunto set their hands as of the date first above written.

Frank H. Levinson

Frank H. Levinson

FRANK H. LEVINSON REVOCABLE
LIVING TRUST

Frank H. Levinson, Trustee

Frank H. Levinson, Trustee

EXHIBIT A
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