

FINISAR CORP
Form RW
November 03, 2008

Finisar Corporation
1389 Moffett Park Drive
Sunnyvale, CA 94089

November 3, 2008
U.S. Securities & Exchange Commission
Division of Corporation Finance
100 F Street NE
Washington, D.C. 20549
Attn: Mr. Gabriel Eckstein

Re: Finisar Corporation (the Company)
Registration Statement on Form S-1 (File No. 333-148150)
Filed on December 19, 2007
Application for Withdrawal of Registration Statement

Dear Mr. Eckstein:

Pursuant to Rule 477 of the Securities Act of 1933, as amended, we hereby request withdrawal of the Company's Registration Statement on Form S-1 (File No. 333-148150) (the Registration Statement). The Registration Statement was filed to register shares of the Company's common stock issuable upon the conversion of the Company's 1/2% convertible senior subordinated notes due 2010 (the Notes) issued in October 2006. The Company's obligation to maintain a registration statement covering the common stock issuable upon conversion of the Notes lapsed on October 12, 2008, and the registration of the underlying shares that were issuable upon conversion of the Notes is no longer needed. No securities were issued pursuant to the Notes.

Should you have any questions concerning the foregoing, please contact the undersigned at (408) 542-4102 or Joe C. Sorenson of DLA Piper US LLP, the Company's legal counsel at (703) 773-4130.

Very truly yours,

/s/ Stephen K. Workman
Stephen K. Workman
Chief Financial Officer and Secretary