

FINISAR CORP
Form 424B3
January 21, 2005

Filed Pursuant to Rule 424(b)(3) and (c)
Registration No. 333-111861

**PROSPECTUS SUPPLEMENT NO. 9
DATED JANUARY 21, 2005
TO
PROSPECTUS DATED FEBRUARY 25, 2004**

FINISAR CORPORATION

\$150,000,000
of
21/2% Convertible Subordinated Notes
due October 15, 2010
and
Shares of Common Stock
Issuable Upon Conversion of the Notes

This prospectus supplements the prospectus dated February 25, 2004 of Finisar Corporation relating to the public offering and sale by selling securityholders described below. This prospectus supplement contains information on ownership of principal amount of notes beneficially owned and offered and shares of our common stock issuable upon conversion of the notes. This prospectus supplement should be read in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supersedes the information contained in the prospectus.

SEE RISK FACTORS BEGINNING ON PAGE 6 OF THE PROSPECTUS TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE NOTES OR OUR COMMON STOCK.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The table and related footnotes on pages 51, 52 and 53 of the prospectus setting forth information concerning the selling securityholders are amended and updated by the addition of the following information:

Selling Securityholder (1)	Principal Amount of Notes		Number of Shares of Common Stock		
	Beneficially Owned and Offered Hereby (1)	Percentage of Notes Outstanding (2)	Beneficially Owned (1)(2)	Offered Hereby	Owned After the Offering
Merrill Lynch, Pierce, Fenner and Smith, Inc. (3)	4,795,000	3.2%	1,294,197	1,294,197	0

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Wachovia Capital Markets LLC (3)	1,210,000	*	326,585	326,585	0
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- (1) Amounts indicated may be in excess of the total amount registered due to sales or transfers exempt from the registration requirements of the Securities Act since the date upon which the selling holders provided to us in the information regarding their notes.
- (2) Assumes a conversion price of \$3.705 per share and a cash payment in lieu of any fractional share interest. However, this conversion price is subject to adjustment as described under Description of Notes Conversion Rights. As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (3) This selling security holder is a registered broker-dealer who acquired the securities for investment purposes. The securities were not acquired as compensation for underwriting/broker-dealer activities.

Information concerning the selling securityholders may change from time to time. Any such changed information will be set forth in supplements to this prospectus if and when necessary.

The date of this prospectus supplement is January 21, 2005.