

FINISAR CORP

Reported by
COLYAR MARK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/27/17 for the Period Ending 06/23/17

| | |
|-------------|---|
| Address | 1389 MOFFETT PARK DR SUNNYVALE, CA 94089 |
| Telephone | 4085481000 |
| CIK | 0001094739 |
| Symbol | FNSR |
| SIC Code | 3674 - Semiconductors and Related Devices |
| Industry | Communications & Networking |
| Sector | Technology |
| Fiscal Year | 05/03 |

FORM 4

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

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Colyar Mark | | | FINISAR CORP [FNSR] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) GM & SVP Engineering | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| 1389 MOFFETT PARK DRIVE | | | 6/23/2017 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | |
| SUNNYVALE, CA 94089-1134 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|-----|---|------------|---------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 6/23/2017 | | F | (1) | 1375 | D | \$28.20 | 43447 | D | |
| Common Stock | 6/24/2017 | | F | (2) | 2844 | D | \$28.20 | 40603 | D | |
| Common Stock | 6/26/2017 | | S | (3) | 6462 | D | \$27.5676 (4) | 34141 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- On June 23, 2017, the Reporting Person vested in 3,481 restricted stock units ("RSUs") and as a result acquired 3,481 shares of common stock of the Issuer pursuant to the Reporting Person's June 17, 2014 grant of RSUs. This Form 4 reports shares withheld by the Issuer pursuant to the RSUs' grant agreement in order to satisfy the Reporting Person's withholding obligations for various taxes due upon the vesting of the RSUs. No shares were sold by the Reporting Person. The Issuer will pay the taxes on behalf of the Reporting Person.
- On June 24, 2017, the Reporting Person vested in 7,200 restricted stock units ("RSUs") and as a result acquired 7,200 shares of common stock of the Issuer pursuant to the Reporting Person's June 24, 2013 grant of RSUs. This Form 4 reports shares withheld by the Issuer pursuant to the RSUs' grant agreement in order to satisfy the Reporting Person's withholding obligations for various taxes due upon the vesting of the RSUs. No shares were sold by the Reporting Person. The Issuer will pay the taxes on behalf of the Reporting Person.
- Shares were sold pursuant to a Rule 10b5-1 Stock Trading Plan adopted by the reporting person on April 7, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.20 to \$28.30 inclusive. The reporting person undertakes to provide to Finisar Corporation, any security holder of Finisar Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Colyar Mark 1389 MOFFETT PARK DRIVE SUNNYVALE, CA 94089-1134 | | | GM & SVP Engineering | |

Signatures

/s/ Christopher Brown as Attorney-in-fact for

6/27/2017

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.