

# FINISAR CORP

Reported by  
**RAWLS JERRY S**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/18 for the Period Ending 01/31/18

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  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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)	
<b>RAWLS JERRY S</b>		<b>FINISAR CORP [ FNSR ]</b>		<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>1389 MOFFETT PARK DRIVE, C/O CORPORATE SECRETARY</b>		<b>1/31/2018</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>SUNNYVALE, CA 94089-1133</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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	1/31/2018		F (1)		207305	D	\$17.96	563258 (2)	D	
Common Stock	2/1/2018		M		30209	A	\$3.36	593467	D	
Common Stock	2/1/2018		S (3)		30209	D	\$17.9416 (4)	563258	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				
Stock Option (Right to Buy)	\$3.36	2/1/2018		M			30209	12/12/2009	12/12/2018	Common Stock	30209.0	\$0	90624	D	

**Explanation of Responses:**

- (1) On January 31, 2018, the Reporting Person vested in: (1) 39,839 restricted stock units ("RSUs") and as a result acquired 39,839 shares of common stock of the Issuer pursuant to the Reporting Person's June 17, 2014 grant of RSUs; (2) 80,890 RSUs and as a result acquired 80,890 shares of common stock of the Issuer pursuant to the Reporting Person's June 23, 2015 grant of RSUs; (3) 140,479 RSUs and as a result acquired 140,479 shares of common stock of the Issuer pursuant to the Reporting Person's June 21, 2016 grant of RSUs; and (4) 128,062 RSUs and as a result acquired 128,062 shares of common stock of the Issuer pursuant to the Reporting Person's June 20, 2017 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.
- (2) Includes 375 shares received as an Issuer match under the Issuer's 401K Plan on December 18, 2017 and not required to be reported.
- (3) Shares were sold pursuant to a Rule 10b5-1 Stock Trading Plan adopted by the reporting person on April 5, 2017.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.74 to \$18.05 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
<b>RAWLS JERRY S 1389 MOFFETT PARK DRIVE C/O CORPORATE SECRETARY SUNNYVALE, CA 94089-1133</b>	<b>X</b>			

**Signatures**

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

2/2/2018

—Signature of Reporting Person

Date

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.