UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Quarterly Period Ended November 1, 2015
or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number 000-27999

Finisar Corporation

(Exact name of Registrant as specified in its charter)

Delaware	**94-3038428**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
1389 Moffett Park Drive Sunnyvale, California	**94089**
(Address of principal executive offices)	*(Zip Code)*

Registrant's telephone number, including area code:
408-548-1000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

At December 4, 2015, there were 106,960,677 shares of the registrant's common stock, $.001 par value, issued and outstanding.

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For the Quarter Ended November 1, 2015

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FORWARD LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We use words like "anticipates," "believes," "plans," "expects," "future," "intends" and similar expressions to identify these forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events; however, our business and operations are subject to a variety of risks and uncertainties, and, consequently, actual results may materially differ from those projected by any forward-looking statements. As a result, you should not place undue reliance on these forward-looking statements since they may not occur.

Certain factors that could cause actual results to differ from those projected are discussed in "Part II. Other Information, Item 1A. Risk Factors." We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events.

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PART I - FINANCIAL INFORMATION

Item 1. ***Financial Statements***

FINISAR CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share data)

	November 1, 2015	May 3, 2015
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 258,270	$ 197,443
Short-term investments	262,500	292,748
Accounts receivable, net of allowance for doubtful accounts of $863 at November 1, 2015 and $1,136 at May 3, 2015	230,065	213,234
Accounts receivable, other	39,982	40,650
Inventories	264,706	283,670
Prepaid expenses and other current assets	20,538	36,518
Total current assets	1,076,061	1,064,263
Property, equipment and improvements, net	344,695	315,777
Purchased intangible assets, net	22,982	27,188
Goodwill	106,736	106,736
Minority investments	3,647	2,847
Other assets	23,133	35,071
Total assets	$ 1,577,254	$ 1,551,882
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 133,220	$ 131,510
Accrued compensation	31,680	24,918
Other accrued liabilities	43,301	39,239
Deferred revenue	12,438	9,850
Total current liabilities	220,639	205,517
Long-term liabilities:		
Convertible debt, net of current portion	226,151	221,406
Other non-current liabilities	23,195	21,166
Total liabilities	469,985	448,089
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.001 par value, 5,000,000 shares authorized, no shares issued and outstanding at November 1, 2015 and May 3, 2015	—	—
Common stock, $0.001 par value, 750,000,000 shares authorized,106,785,423 shares and 104,131,817 shares issued and outstanding at November 1, 2015 and May 3, 2015, respectively	107	104
Additional paid-in capital	2,577,246	2,551,114
Accumulated other comprehensive (loss) income	(31,835)	861
Accumulated deficit	(1,438,249)	(1,448,286)
Total stockholders' equity	1,107,269	1,103,793
Total liabilities and stockholders' equity	$ 1,577,254	$ 1,551,882

See accompanying notes.

FINISAR CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	November 1, 2015	October 26, 2014	November 1, 2015	October 26, 2014
Revenues	$ 321,136	$ 296,981	$ 635,166	$ 624,619
Cost of revenues	230,610	210,626	454,757	438,010
Amortization of acquired developed technology	1,435	1,435	2,870	2,870
Impairment of long-lived assets	—	—	1,071	—
Gross profit	89,091	84,920	176,468	183,739
Operating expenses:				
Research and development	50,972	51,184	103,380	102,191
Sales and marketing	11,896	11,487	23,098	23,452
General and administrative	16,186	28,772	31,394	43,491
Amortization of purchased intangibles	668	737	1,336	1,498
Impairment of long-lived assets	—	—	830	—
Total operating expenses	79,722	92,180	160,038	170,632
Income (loss) from operations	9,369	(7,260)	16,430	13,107
Interest income	469	342	834	954
Interest expense	(2,917)	(2,867)	(5,800)	(6,000)
Other income (expense), net	445	33	1,326	(1,993)
Income (loss) before income taxes	7,366	(9,752)	12,790	6,068
Provision for income taxes	722	1,610	2,753	3,187
Net income (loss)	$ 6,644	$ (11,362)	$ 10,037	$ 2,881
Net income (loss) per share:				
Basic	$ 0.06	$ (0.11)	$ 0.09	$ 0.03
Diluted	$ 0.06	$ (0.11)	$ 0.09	$ 0.03
Shares used in computing net income (loss) per share:				
Basic	106,635	99,621	105,961	98,931
Diluted	107,493	99,621	108,238	102,390

See accompanying notes.

FINISAR CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited, in thousands)

	Three Months Ended		Six Months Ended	
	November 1, 2015	**October 26, 2014**	**November 1, 2015**	**October 26, 2014**
Net income (loss)	$ 6,644	$ (11,362)	$ 10,037	$ 2,881
Other comprehensive income (loss), net of tax:				
Change in cumulative foreign currency translation adjustment	(17,445)	(7,834)	(32,696)	(2,743)
Total other comprehensive income (loss), net of tax	(17,445)	(7,834)	(32,696)	(2,743)
Total comprehensive income (loss)	$ (10,801)	$ (19,196)	$ (22,659)	$ 138

See accompanying notes.

FINISAR CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Six Months Ended	
	November 1, 2015	**October 26, 2014**
Operating activities		
Net income	$ 10,037	$ 2,881
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	42,609	40,563
Amortization of intangible assets	4,206	4,367
Amortization of debt issuance costs	308	380
Stock-based compensation expense	24,362	22,611
Loss (gain) on sale or retirement of assets and asset disposal group	(277)	628
Impairment of long-lived assets	1,901	—
Equity in earnings of equity method investment	(550)	(430)
Amortization of discount on 0.50% Convertible Senior Notes due 2033	4,745	4,522
Changes in operating assets and liabilities:		
Accounts receivable	(16,831)	11,751
Inventories	(1,863)	(26,189)
Other assets	15,989	(12,153)
Accounts payable	1,710	(6,251)
Accrued compensation	2,225	(7,026)
Other accrued liabilities	4,865	3,627
Deferred revenue	3,896	(4,406)
Net cash provided by operating activities	97,332	34,875
Investing activities		
Additions to property, equipment and improvements	(72,523)	(74,256)
Net proceeds from sale of property and equipment and asset disposal group	549	42
Purchases of short-term investments	(120,355)	(215,453)
Maturities of short-term investments	150,266	135,000
Acquisition, net of cash acquired	—	(2,728)
Net cash used in investing activities	(42,063)	(157,395)
Financing activities		
Repayments of term loans	(193)	(166)
Proceeds from the issuance of shares under equity plans and employee stock purchase plan	5,751	6,537
Net cash provided by financing activities	5,558	6,371
Net increase (decrease) in cash and cash equivalents	60,827	(116,149)
Cash and cash equivalents at beginning of period	197,443	303,101
Cash and cash equivalents at end of period	$ 258,270	$ 186,952
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 1,314	$ 1,668
Cash paid for taxes	$ 5,187	$ 3,581

See accompanying notes.

FINISAR CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements as of November 1, 2015 and for the three and six month periods ended November 1, 2015 and October 26, 2014 have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial statements and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), and include the accounts of Finisar Corporation and its controlled subsidiaries (collectively, "Finisar" or the "Company"). Intercompany accounts and transactions have been eliminated in consolidation. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP and pursuant to the rules and regulations of the SEC have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the Company's financial position as of November 1, 2015, its operating results for the three and six month periods ended November 1, 2015 and October 26, 2014, and its cash flows for the six-month periods ended November 1, 2015 and October 26, 2014. Operating results for the three and six month periods ended November 1, 2015 are not necessarily indicative of the results that may be expected for the fiscal year ending May 1, 2016. The condensed consolidated balance sheet as of May 3, 2015 has been derived from the audited consolidated financial statements as of that date but does not include all the footnotes required by U.S. GAAP for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the fiscal year ended May 3, 2015.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

The Company has one reportable segment consisting of optical subsystems and components.

During the first quarter of fiscal 2016, the Company recorded a $1.9 million charge for the impairment of long-lived assets (primarily machinery and equipment) due to the projected cash flows associated with these assets not supporting the carrying values of these assets. In accordance with the guidance for the impairment of long-lived assets, these assets were written down to their estimated fair value of zero, which was determined based on an income approach using the discounted cash flow method.

2. Summary of Significant Accounting Policies

For a description of significant accounting policies, see Note 2, Summary of Significant Accounting Policies, to the consolidated financial statements included in the Company's annual report on Form 10-K for the fiscal year ended May 3, 2015. There have been no material changes to the Company's significant accounting policies since the filing of the annual report on Form 10-K.

Pending Adoption of New Accounting Standards

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board ("FASB") or other standards setting bodies that are adopted by the Company as of the specified effective date. The Company believes the impact of recently issued standards that are not yet effective will not have a material impact on its consolidated financial position, results of operations and cash flows upon adoption.

3. Net Income (Loss) per Share

Basic net income (loss) per share has been computed using the weighted-average number of shares of common stock outstanding during the period. Diluted net income (loss) per share has been computed using the weighted-average number of shares of common stock and dilutive potential common shares from stock options and restricted stock units (under the treasury stock method), 5.0% Convertible Senior Notes due 2029 (on an as-if-converted basis), and 0.50% Convertible Senior Notes due 2033 (under the treasury stock method) outstanding during the period.

The following table presents the calculation of basic and diluted net income (loss) per share:

(in thousands, except per share amounts)	Three Months Ended		Six Months Ended	
	November 1, 2015	October 26, 2014	November 1, 2015	October 26, 2014
Numerator:				
Net income (loss)	$ 6,644	$ (11,362)	$ 10,037	$ 2,881
Numerator for basic net income (loss) per share	6,644	(11,362)	10,037	2,881
Numerator for diluted net income (loss) per share	$ 6,644	$ (11,362)	$ 10,037	$ 2,881
Denominator:				
Denominator for basic net income (loss) per share - weighted average shares	106,635	99,621	105,961	98,931
Effect of dilutive securities:				
Stock options and restricted stock units	858	—	2,277	3,459
Dilutive potential common shares	858	—	2,277	3,459
Denominator for diluted net income (loss) per share	107,493	99,621	108,238	102,390
Net income (loss) per share:				
Basic	$ 0.06	$ (0.11)	$ 0.09	$ 0.03
Diluted	$ 0.06	$ (0.11)	$ 0.09	$ 0.03

The following table presents common shares related to potentially dilutive securities excluded from the calculation of diluted net income (loss) per share as their effect would have been anti-dilutive:

(in thousands)	Three Months Ended		Six Months Ended	
	November 1, 2015	October 26, 2014	November 1, 2015	October 26, 2014
Stock options and restricted stock units	5,477	5,633	2,979	1,070
5.0% Convertible Senior Notes due 2029	—	3,435	—	3,435
0.50% Convertible Senior Notes due 2033 (1)	—	—	—	—
	5,477	9,068	2,979	4,505

(1) 0.50% Convertible Senior Notes due 2033 were excluded from the calculation of diluted earnings per share under the treasury stock method since the conversion price exceeded the average market price for the Company's common stock.

4. Inventories

Inventories consist of the following:

(in thousands)	As of	
	November 1, 2015	May 3, 2015
Raw materials	$ 56,349	$ 57,757
Work-in-process	132,135	146,773
Finished goods	76,222	79,140
Total inventories	$ 264,706	$ 283,670

5. Investments

The Company's portfolio of fixed income securities consists of term bank certificates of deposit. All of the Company's investments in fixed income securities have original maturity (maturity at the purchase date) of less than 12 months. Investments with original maturities of three months or less are classified as cash equivalents. All of the Company's investments in fixed income securities are classified as held-to-maturity since the Company has the positive intent and ability to hold these investments until maturity. These investments are carried at amortized cost.

The Company's investments in fixed income securities as of November 1, 2015 and May 3, 2015 were as follows:

	November 1, 2015				May 3, 2015			
		Gross Unrealized				Gross Unrealized		
(in thousands)	Amortized Cost	Gains	Losses	Fair Value	Amortized Cost	Gains	Losses	Fair Value
Certificates of deposit	$ 262,500	$ —	$ —	$ 262,500	$ 292,748	$ —	$ —	$ 292,748
Total	$ 262,500	$ —	$ —	$ 262,500	$ 292,748	$ —	$ —	$ 292,748
Reported as:								
Short-term investments	$ 262,500	$ —	$ —	$ 262,500	$ 292,748	$ —	$ —	$ 292,748
Total	$ 262,500	$ —	$ —	$ 262,500	$ 292,748	$ —	$ —	$ 292,748

The Company monitors its investment portfolio for impairment on a periodic basis. In order to determine whether a decline in fair value is other-than-temporary, the Company evaluates, among other factors: the duration and extent to which the fair value has been less than the carrying value; the Company's financial condition and business outlook, including key operational and cash flow metrics, current market conditions and future trends in its industry; and the Company's intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value. A decline in the fair value of the security below amortized cost that is deemed other-than-temporary is charged to earnings, resulting in the establishment of a new cost basis for the affected securities. During the three and six month periods ended November 1, 2015 and October 26, 2014, there were no realized gains or losses, and the Company did not recognize any other-than-temporary impairments.

6. Debt

0.50% Convertible Senior Notes Due 2033

In December 2013, the Company issued and sold $258.8 million in aggregate principal amount of 0.50% Convertible Senior Notes due 2033 (the "2033 Notes") at par. The terms of the notes are governed by an indenture by and between the Company and Wells Fargo Bank, National Association, as Trustee. The notes will mature on December 15, 2033, unless earlier repurchased, redeemed or converted. The notes are senior unsecured and unsubordinated obligations of the Company, and are effectively subordinated to the Company's secured indebtedness and the indebtedness and other liabilities of the Company's subsidiaries. The notes bear interest at a rate of 0.5% per year, payable semi-annually in arrears on June 15 and December 15 each year.

Holders of the notes may convert their notes at their option prior to the close of business on the business day immediately preceding June 15, 2033 only under the following circumstances: (1) during any fiscal quarter commencing after the fiscal quarter ending on January 26, 2014 (and only during such fiscal quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the applicable conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period ("measurement period"), in which the trading price per $1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of the Company's common stock and the applicable conversion rate on each such trading day; or (3) upon the occurrence of specified corporate events. On or after June 15, 2033 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert their notes at any time, regardless of whether any of the foregoing circumstances have occurred. The conversion rate will initially equal 33.1301 shares of common stock per $1,000 principal amount of notes (which is equivalent to an initial conversion price of approximately $30.18 per share of common stock), subject to adjustment. Upon conversion of a note, the Company will pay or deliver, as the case may be, either cash, shares of its common stock or a combination of cash and shares of its common stock, at the Company's election, as provided in the indenture. If holders elect to convert their notes in connection with a "fundamental change" (as defined in the indenture) that occurs on or before December 22, 2018, the Company will, to the extent provided in the indenture, increase the conversion rate applicable to such notes ("make-whole feature").

Holders will have the option to require the Company to redeem for cash any notes held by them in the event of a fundamental change at a purchase price equal to 100% of the principal amount of the notes plus accrued and unpaid interest to, but excluding, the redemption date. Holders also have the option to require the Company to redeem for cash any notes held by them on December 15, 2018, December 15, 2023 and December 15, 2028 at a redemption price equal to 100% of the principal amount of the notes plus accrued and unpaid interest to, but excluding, the redemption date. The Company may redeem the notes in whole or in part at any time on or after December 22, 2018 at 100% of the principal amount, plus accrued and unpaid interest to, but excluding, the redemption date.

The Company considered the features embedded in the notes, that is, the conversion feature, the holders' put feature, the Company's call feature, and the make-whole feature, and concluded that they are not required to be bifurcated and accounted for separately from the host debt instrument.

Because of its option to settle conversion of the notes in cash, the Company separated the liability and equity components of the notes. The carrying amount of the liability component at issuance date of $209.1 million was calculated by estimating the fair value of similar liabilities without a conversion feature. The residual principal amount of the notes of $49.6 million was allocated to the equity component. The resulting debt discount is amortized as interest expense. As of November 1, 2015, the remaining debt discount amortization period was 37 months.

As of November 1, 2015, the notes consisted of the following (in thousands):

Liability component:		
Principal	$	258,750
Unamortized debt discount		(32,599)
Net carrying amount of the liability component	$	226,151
Carrying amount of the equity component	$	49,648

The Company incurred approximately $3.8 million in transaction costs in connection with the issuance of the notes. These costs were allocated to the liability and equity components in proportion to the allocation of proceeds. Transaction costs of $3.1 million, allocated to the liability component, were recognized as a non-current asset and are amortized. Transaction costs of $725,000, allocated to the equity component, were recognized as a reduction of additional paid-in capital.

The following table sets forth interest expense information related to the 2033 Notes:

(in thousands, except percentages)	Three Months Ended November 1, 2015		Six Months Ended November 1, 2015	
Contractual interest expense	$	324	$	648
Amortization of the debt discount		2,391		4,745
Amortization of issuance costs		154		308
Total interest cost	$	2,869	$	5,701
Effective interest rate on the liability component		4.87%		4.87%

The Company applies the treasury stock method to determine the potential dilutive effect of the 2033 Notes on net income per share as a result of the Company's intent and stated policy to settle the principal amount of the 2033 Notes in cash.

7. Warranty

The Company generally offers a one year limited warranty for its products. The specific terms and conditions of these warranties vary depending upon the product sold. The Company estimates the costs that may be incurred under its basic limited warranty and records a liability for the amount of such costs at the time revenue is recognized. Factors that affect the Company's warranty liability include the historical and anticipated rates of warranty claims and cost to repair. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Changes in the Company's warranty liability during the following period were as follows:

(in thousands)	Six Months Ended November 1, 2015	
Beginning balance at May 3, 2015	$	6,451
Additions during the period based on product sold		4,020
Change in estimates		(5)
Settlements and expirations		(1,471)
Ending balance at November 1, 2015	$	8,995

8. Fair Value of Financial Instruments

The Company's financial instruments measured at fair value on a recurring basis as of November 1, 2015 and May 3, 2015 were as follows:

	November 1, 2015					May 3, 2015				
	Carrying	Fair Value				Carrying	Fair Value			
(in thousands)	Amount	Level 1	Level 2	Level 3	Total	Amount	Level 1	Level 2	Level 3	Total
Money market funds	$ —	$ —	$ —	$ —	$ —	$ 196	$ 196	$ —	$ —	$ 196
Certificates of deposit	262,500	—	262,500	—	262,500	292,748	—	292,748	—	292,748
Total	$ 262,500	$ —	$ 262,500	$ —	$ 262,500	$ 292,944	$ 196	$ 292,748	$ —	$ 292,944

The Company's Level 2 financial instruments in the table above are valued using quoted market prices for similar instruments or non-binding market prices that are corroborated by observable market data.

The Company has not estimated the fair value of its minority investments in three privately held companies as it is not practicable to estimate the fair value of these investments because of the lack of quoted market prices and the inability to estimate fair value without incurring excessive costs. As of November 1, 2015, the carrying value of the Company's minority investments in these privately held companies was $3.6 million, which management believes is not impaired.

The Company's financial instruments not measured at fair value on a recurring basis as of November 1, 2015 and May 3, 2015 were as follows:

	November 1, 2015					May 3, 2015				
	Carrying	Fair Value				Carrying	Fair Value			
(in thousands)	Amount	Level 1	Level 2	Level 3	Total	Amount	Level 1	Level 2	Level 3	Total
2033 Notes	226,151	233,522	—	—	233,522	221,406	264,364	—	—	264,364

The fair value of the 2033 Notes is based on the market price in the open market as of or close to the respective dates. The difference between the carrying value and the fair value is primarily due to the spread between the conversion price and the market value of the shares underlying the conversion as of each respective balance sheet date.

9. Legal Matters

The Company accrues a liability for legal contingencies when it believes that it is both probable that a liability has been incurred and that it can reasonably estimate the amount of the loss. The Company reviews these accruals and adjusts them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel and other relevant information. To the extent new information is obtained and the Company's views on the probable outcomes of claims, suits, assessments, investigations or legal proceedings change, changes in the Company's accrued liabilities would be recorded in the period in which such determination is made. For the matters referenced below, the amount of liability is not probable or the amount cannot be reasonably estimated; and, therefore, accruals have not been made. In addition, in accordance with the relevant authoritative guidance, for matters which the likelihood of material loss is at least reasonably possible, the Company provides disclosure of the possible loss or range of loss; however, if a reasonable estimate cannot be made, the Company will provide disclosure to that effect.

Due to the nature of the Company's business, it is subject to claims alleging infringement by various Company products and services. The Company believes that it has meritorious defenses to the allegations made in its pending cases and intends to vigorously defend these lawsuits; however, it is unable currently to determine the ultimate outcome of these or similar matters. In addition, the Company is a defendant in various litigation matters generally arising out of the normal course of business. Although it is difficult to predict the ultimate outcomes of these cases, the Company believes that it is not reasonably possible that the ultimate outcomes will materially and adversely affect its business, financial position, results of operations or cash flows.

Class Action and Shareholder Derivative Litigation

Several securities class action lawsuits related to the Company's March 8, 2011 earnings announcement alleging claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended, have been filed in the United States District Court for the Northern District of California on behalf of a purported class of persons who purchased stock between

December 1 or 2, 2010 through March 8, 2011. The named defendants are the Company and its Chairman of the Board, Chief Executive Officer and Chief Financial Officer. To date, no specific amount of damages has been alleged. The cases were consolidated, lead plaintiffs were appointed and a consolidated complaint was filed. The Company filed a motion to dismiss the case. On January 16, 2013, the District Court granted the Company's motion to dismiss and granted the lead plaintiffs leave to amend the consolidated complaint. An amended consolidated complaint was filed on February 6, 2013. Thereafter, the Company filed a renewed motion to dismiss the case. On September 30, 2013, the District Court granted the Company's motion and dismissed the case with prejudice. On October 25, 2013, the lead plaintiffs filed a notice of appeal of the District Court's dismissal ruling, and the appeal is pending. Oral arguments are scheduled for December 10, 2015.

In addition, two purported shareholder derivative lawsuits related to the Company's March 8, 2011 earnings announcement have been filed in the California Superior Court for the County of Santa Clara, and a third derivative lawsuit has been filed in the United States District Court for the Northern District of California. The complaints assert claims for alleged breach of fiduciary duty, unjust enrichment, and waste on behalf of the Company. Named as defendants are the members of the Company's board of directors, including the Company's Chairman of the Board and Chief Executive Officer, and its Chief Financial Officer. No specific amount of damages has been alleged and, by the derivative nature of the lawsuits, no damages will be alleged, against the Company. The state court cases have been consolidated and a lead plaintiff has been appointed to file a consolidated complaint. The derivative cases were stayed pending a ruling in the federal class action case. Following the September 30, 2013 ruling dismissing the class action case, the derivative cases remain stayed, subject to the right of the parties to reinstate them.

Mears Technologies Litigation

On May 6, 2013, Mears Technologies, Inc. filed a complaint for patent infringement in the United States District Court for the Eastern District of Texas against the Company. The complaint alleges that Finisar's WSS products, ROADM line cards containing a Finisar WSS, and Waveshaper products infringe U.S. Patent No. 6,141,361. The Company has performed a review of the asserted patent and believes that the patent claims are not infringed and/or are invalid. On June 17, 2014, the district court issued a claim construction order favorable to the Company. On October 6, 2014, the court denied a motion of the plaintiff to amend its infringement contentions in light of the court’s claim construction ruling. As a result, the plaintiff has conceded that it is unable to pursue its infringement claims against the Company. On December 30, 2014, the court granted the Company’s motion for summary judgment of non-infringement. The plaintiff has indicated that it intends to appeal the court’s claim construction ruling and the court’s denial of the plaintiff’s motion to amend its infringement contentions in light of the court’s claim construction ruling. The Company intends to oppose any such appeal vigorously. However, if the plaintiff’s appeal is wholly or partially successful, the case would be revived in the district court. If the appeal succeeds and the case resumes, the Company may be liable for substantial damages. Even if the defense of any resumed case is successful, the Company may incur substantial legal fees and other costs in defending the lawsuit. Further, the lawsuit could divert the efforts and attention of the Company's management and technical personnel, which could harm its business.

10. Guarantees and Indemnifications

Upon issuance of a guarantee, the guarantor must recognize a liability for the fair value of the obligations it assumes under that guarantee. As permitted under Delaware law and in accordance with the Company's Bylaws, the Company indemnifies its officers and directors for certain events or occurrences, subject to certain limits, while the officer or director is or was serving at the Company's request in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The Company may terminate the indemnification agreements with its officers and directors upon 90 days written notice, but termination will not affect claims for indemnification relating to events occurring prior to the effective date of termination. The maximum amount of potential future indemnification is unlimited; however, the Company has a director and officer liability insurance policy that may enable it to recover a portion of any future amounts paid.

The Company enters into indemnification obligations under its agreements with other companies in its ordinary course of business, including agreements with customers, business partners and insurers. Under these provisions the Company generally indemnifies and holds harmless the indemnified party for losses suffered or incurred by the indemnified party as a result of the Company's activities or the use of the Company's products. These indemnification provisions generally survive termination of the underlying agreement. In some cases, the maximum potential amount of future payments the Company could be required to make under these indemnification provisions is unlimited.

The Company believes the fair value of these indemnification obligations is immaterial. Accordingly, the Company has not recorded any liabilities for these agreements as of November 1, 2015. To date, the Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements.

11. Related Parties

During the three month period ended August 2, 2015, the Company paid $29,293 in cash compensation to a company owned by Guy Gertel, the brother of the Chief Executive Officer of the Company during the first quarter of fiscal 2016, for sales and marketing services. In addition, during the first quarter of fiscal 2016, the Company granted to Mr. Guy Gertel, for no additional consideration, 2,091 restricted stock units with a fair market value of $41,360, which vest as follows: 25% on June 21, 2016 and an additional 25% on each of the next three anniversaries thereafter, to be fully vested on June 21, 2019, subject to Mr. Guy Gertel continuing to provide services to Finisar.

During the three and six month periods ended October 26, 2014, the Company paid $33,627 and $84,817, respectively, in cash compensation to Mr. Guy Gertel's company. In addition, during the first quarter of fiscal 2015, the Company granted to Mr. Guy Gertel, for no additional consideration, 2,305 restricted stock units with a fair market value of $45,132, which vest as follows: 25% on June 23, 2015 and an additional 25% on each of the next three anniversaries thereafter, to be fully vested on June 23, 2018, subject to Mr. Guy Gertel continuing to provide services to Finisar.

Amounts paid to Mr. Guy Gertel represented values considered by management to be fair and reasonable, reflective of an arm's length transaction.

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We use words like “anticipates,” “believes,” “plans,” “expects,” “future,” “intends” and similar expressions to identify these forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events; however, our business and operations are subject to a variety of risks and uncertainties, and, consequently, actual results may materially differ from those projected by any forward-looking statements. As a result, you should not place undue reliance on these forward-looking statements since they may not occur.

Certain factors that could cause actual results to differ from those projected are discussed in “Part II. Other Information, Item 1A. Risk Factors.” We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events.

The following discussion should be read together with our condensed consolidated financial statements and related notes thereto included elsewhere in this report.

Business Overview

We are a leading provider of optical subsystems and components that are used in data communication and telecommunication applications. Our optical subsystems consist primarily of transmitters, receivers, transceivers, transponders and active optical cables, which provide the fundamental optical-electrical, or optoelectronic interface for interconnecting the electronic equipment used in these networks, including the switches, routers, and servers used in wireline networks as well as the antennas and base stations used in wireless networks. These products rely on the use of semiconductor lasers and photodetectors in conjunction with integrated circuits and novel optoelectronic packaging to provide a cost-effective means for transmitting and receiving digital signals over fiber optic cable at speeds ranging from less than 1 gigabit per second, or Gbps, to more than 100 Gbps, over distances of less than 10 meters to more than 2,000 kilometers, using a wide range of network protocols and physical configurations. We supply optical transceivers and transponders that allow point-to-point communications on a fiber using a single specified wavelength or, bundled with multiplexing technologies, can be used to supply multi-terabit per second, or Tbps, bandwidths using up to 100 or more wavelengths on the same fiber.

We also provide products known as wavelength selective switches, or WSS. In long-haul and metro networks, each fiber may carry 50 to more than 100 different high-speed optical wavelengths. WSS are switches that are used to dynamically switch network traffic from one optical fiber to multiple other fibers without first converting to an electronic signal. The wavelength selective feature means that WSS enable any wavelength or combination of wavelengths to be switched from the input fiber to the output fibers. WSS products are sometimes combined with other components and sold as linecards that plug into a system chassis referred to as a reconfigurable optical add/drop multiplexers, or ROADM.

Our line of optical components consists primarily of packaged lasers and photodetectors for data communication and telecommunication applications.

Demand for our products is largely driven by the continually growing need for additional network bandwidth created by the ongoing proliferation of data and video traffic driven by video downloads, Internet protocol TV, social networking, on-line gaming, file sharing, enterprise IP/Internet traffic, cloud computing, and data center virtualization that must be handled by both wireline and wireless networks. Mobile traffic is increasing as the result of proliferation of smartphones, tablet computers, and other mobile devices.

Our manufacturing operations are vertically integrated and we produce many of the key components used in making our products including lasers, photo-detectors and integrated circuits, or ICs, designed by our internal IC engineering teams. We also have internal assembly and test capabilities that make use of internally designed equipment for the automated testing of our optical subsystems and components.

We sell our products primarily to manufacturers of storage systems, networking equipment and telecommunication equipment such as Alcatel-Lucent, Brocade, Ciena, Cisco Systems, EMC, Ericsson, Fujitsu, Hewlett-Packard Company, Huawei, IBM, Juniper, Nokia, and QLogic, and to their contract manufacturers. These customers, in turn, sell their systems to businesses and to wireline and wireless telecommunication service providers and cable TV operators, collectively referred to as carriers. We also sell products to end-users.

Our cost of revenues consists of materials, salaries and related expenses for manufacturing personnel, manufacturing overhead, warranty expense, inventory adjustments for obsolete and excess inventory and the amortization of acquired developed technology associated with acquisitions that we have made. As a result of building a vertically integrated business model, our manufacturing cost structure has become more fixed. While this can be beneficial during periods when demand is strong, it can be more difficult to reduce costs during periods when demand for our products is weak, product mix is unfavorable or selling prices are generally lower. While we have undertaken measures to reduce our operating costs there can be no assurance that we will be able to reduce our cost of revenues sufficiently to achieve or sustain profitability.

Since October 2000, we have completed the acquisition of two publicly-held companies. We have also completed the acquisition of 13 privately-held companies and certain businesses and assets from seven other companies in order to broaden our product offerings and provide new sources of revenue, production capabilities and access to advanced technologies that we believe will enable us to reduce our product costs and develop innovative and more highly integrated product platforms while accelerating the timeframe required to develop such products.

Critical Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgments, estimates and assumptions in the preparation of our consolidated financial statements and accompanying notes. Actual results could differ from those estimates. We believe there have been no significant changes in our critical accounting policies from those described in our Annual Report on Form 10-K for the fiscal year ended May 3, 2015.

Results of Operations

Revenues (by market application)	**Three Months Ended**			
(in thousands, except percentages)	**November 1, 2015**	**October 26, 2014**	**Change**	**% Change**
Datacom revenue	$ 233,758	$ 215,906	$ 17,852	8.3%
Telecom revenue	87,378	81,075	6,303	7.8%
Total revenues	$ 321,136	$ 296,981	$ 24,155	8.1%

Revenues (by market application)	**Six Months Ended**			
(in thousands, except percentages)	**November 1, 2015**	**October 26, 2014**	**Change**	**% Change**
Datacom revenue	$ 467,051	$ 457,137	$ 9,914	2.2%
Telecom revenue	168,115	167,482	633	0.4%
Total revenues	$ 635,166	$ 624,619	$ 10,547	1.7%

The increases in datacom revenue were primarily due to an increase in market demand for our 10 Gbps and higher Ethernet transceivers as enterprises upgraded their technology infrastructure driving demand for our products. The increases in telecom revenue were primarily due to an increase in market demand for our 10 Gbps tunable transceivers and WSS products.

Impairment of Long-Lived Assets				
(in thousands, except percentages)	**November 1, 2015**	**October 26, 2014**	**Change**	**% Change**
Three months ended	$ —	$ —	$ —	—
Six months ended	$ 1,901	$ —	$ 1,901	100.0%

During the first quarter of fiscal 2016, we recorded a $1.9 million charge for the impairment of certain long-lived assets due to the projected cash flows associated with these assets not supporting the carrying values of these assets.

Gross Profit

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 89,091	$ 84,920	$ 4,171	4.9 %
As a percentage of revenues	*27.7%*	*28.6%*		
Six months ended	$ 176,468	$ 183,739	$ (7,271)	(4.0)%
As a percentage of revenues	*27.8%*	*29.4%*		

The decreases in gross margin primarily reflected a decline in average selling prices of our products.

Research and Development Expenses

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 50,972	$ 51,184	$ (212)	(0.4)%
Six months ended	$ 103,380	$ 102,191	$ 1,189	1.2 %

The increase for the six month periods was primarily due to increases in project material expenses related to new product development activities.

Sales and Marketing Expenses

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 11,896	$ 11,487	$ 409	3.6 %
Six months ended	$ 23,098	$ 23,452	$ (354)	(1.5)%

The increase for the three month periods was primarily due to an increase in marketing product samples as we expand our product offering and customer base. The decrease for the six month periods was primarily due to a decrease in employee compensation related expenses.

General and Administrative Expenses

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 16,186	$ 28,772	$ (12,586)	(43.7)%
Six months ended	$ 31,394	$ 43,491	$ (12,097)	(27.8)%

The decreases were primarily due to a $11.0 million charge related to the settlement of a patent litigation during the second quarter of fiscal 2015.

Amortization of Purchased Intangibles

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 668	$ 737	$ (69)	(9.4)%
Six months ended	$ 1,336	$ 1,498	$ (162)	(10.8)%

The decreases were due to the roll-off of amortization of certain intangible assets related to our prior acquisition.

Interest Income

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 469	$ 342	$ 127	37.1 %
Six months ended	$ 834	$ 954	$ (120)	(12.6)%

The changes were primarily due to fluctuations in interest rates.

Interest Expense

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 2,917	$ 2,867	$ 50	1.7 %
Six months ended	$ 5,800	$ 6,000	$ (200)	(3.3)%

The decrease for the six month periods was primarily due to conversion of the 2029 Notes into common stock during October 2014.

Other Income (Expense), Net

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 445	$ 33	$ 412	(1,248.5)%
Six months ended	$ 1,326	$ (1,993)	$ 3,319	166.5 %

The changes were primarily due to foreign currency exchange gains.

Provision for Income Taxes

(in thousands, except percentages)	November 1, 2015	October 26, 2014	Change	% Change
Three months ended	$ 722	$ 1,610	$ (888)	(55.2)%
Six months ended	$ 2,753	$ 3,187	$ (434)	(13.6)%

The income tax provisions for the three and six month periods ended November 1, 2015 and October 26, 2014 primarily represent current state and foreign income taxes arising in certain jurisdictions in which we conduct business.

Liquidity and Capital Resources

	Six Months Ended	
(in millions)	November 1, 2015	October 26, 2014
Net cash provided by operating activities	$ 97.3	$ 34.9
Net cash used in investing activities	$ (42.1)	$ (157.4)
Net cash provided by financing activities	$ 5.6	$ 6.4

Operating Cash Flows

Net cash provided by operating activities in the six months ended November 1, 2015 consisted of our net income, as adjusted to exclude depreciation, amortization and other non-cash items totaling $77.3 million. Net cash provided by operating activities in the six months ended October 26, 2014 consisted of our net income, as adjusted to exclude depreciation, amortization and other non-cash items totaling $72.6 million, and a $40.6 million increase in working capital primarily related to increases in inventory. Inventory increased by $26.2 million due to an increase in purchases to support the increased sales level.

Investing Cash Flows

Net cash used in investing activities in the six month period ended November 1, 2015 primarily consisted of expenditures for capital assets. Net cash used in investing activities in the six month period ended October 26, 2014 primarily consisted of net purchases of short-term investments and expenditures for capital assets.

Financing Cash Flows

Net cash provided by financing activities in the six month periods ended November 1, 2015 and October 26, 2014 primarily consisted of proceeds from the issuance of shares under our employee stock option and stock purchase plans.

Sources of Liquidity and Capital Resource Requirements

At November 1, 2015, our principal sources of liquidity consisted of approximately $521 million of cash and cash equivalents and short-term investments, of which approximately $128 million was held by our foreign subsidiaries.

We believe that our existing balances of cash, cash equivalents and short-term investments, together with the cash expected to be generated from future operations, will be sufficient to meet our cash needs for working capital and capital expenditures for at least the next 12 months. We may, however, require additional financing to fund our operations in the future, to finance future acquisitions that we may propose to undertake or to repay or otherwise retire all of our outstanding 2033 Notes, in the aggregate principal amount of $258.8 million, which are subject to redemption by the holders in December 2018, 2023 and 2028. A significant contraction in the capital markets, particularly in the technology sector, may make it difficult for us to raise additional capital if and when it is required, especially if we experience disappointing operating results. If adequate capital is not available to us as required, or is not available on favorable terms, our business, financial condition and results of operations will be adversely affected.

Off-Balance-Sheet Arrangements

At November 1, 2015 and May 3, 2015, we did not have any off-balance sheet arrangements or relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are typically established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Item 3. *Quantitative and Qualitative Disclosures About Market Risk*

For quantitative and qualitative disclosures about market risk affecting Finisar, see Item 7A: "Quantitative and Qualitative Disclosures about Market Risk" in our Annual Report on Form 10-K for the fiscal year ended May 3, 2015. Our exposure related to market risk has not changed materially since May 3, 2015.

Item 4. *Controls and Procedures*

Evaluation of Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chairman of the Board, our Chief Executive Officer and our Chief Financial Officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based upon that evaluation, our Chairman of the Board, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended November 1, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. *Legal Proceedings*

Reference is made to "Part I, Item 1, Financial Statements - Note 9. Legal Matters" for a description of pending legal proceedings, including material developments in certain of those proceedings during the quarter ended November 1, 2015.

Item 1A. *Risk Factors*

OUR FUTURE PERFORMANCE IS SUBJECT TO A VARIETY OF RISKS, INCLUDING THOSE DESCRIBED BELOW. IF ANY OF THE FOLLOWING RISKS ACTUALLY OCCUR, OUR BUSINESS COULD BE HARMED AND THE TRADING PRICE OF OUR COMMON STOCK COULD DECLINE. YOU SHOULD ALSO REFER TO THE OTHER INFORMATION CONTAINED IN THIS REPORT, INCLUDING OUR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND THE RELATED NOTES. THE RISK FACTORS DESCRIBED BELOW DO NOT CONTAIN ANY MATERIAL CHANGES FROM THOSE PREVIOUSLY DISCLOSED IN ITEM 1A OF OUR ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED MAY 3, 2015.

Our quarterly revenues and operating results fluctuate due to a variety of factors, which may result in volatility or a decline in the price of our stock.

Our quarterly operating results have varied significantly due to a number of factors, including:

- fluctuation in demand for our products;
- the timing of new product introductions or enhancements by us and our competitors;
- the level of market acceptance of new and enhanced versions of our products;
- the timing of acquisitions that we have undertaken;
- the timing or cancellation of large customer orders;
- the length and variability of the sales cycle for our products;
- pricing policy changes by us and our competitors and suppliers;
- the availability of development funding and the timing of development revenue;
- changes in the mix of products sold;
- increased competition in product lines, and competitive pricing pressures; and
- the evolving and unpredictable nature of the markets for products incorporating our optical components and subsystems.

We expect that our operating results will continue to fluctuate in the future as a result of these factors and a variety of other factors, including:

- fluctuations in manufacturing yields;
- the emergence of new industry standards;
- failure to anticipate changing customer product requirements;
- the loss or gain of important customers;
- product obsolescence; and
- the amount of research and development expenses associated with new product introductions.

Our operating results could also be harmed by:

- adverse changes in economic conditions in various geographic areas where we or our customers do business;
- acts of terrorism and international conflicts or domestic crises;
- other conditions affecting the timing of customer orders; or
- a downturn in the markets for our customers' products, particularly the data storage and networking and telecommunication components markets.

We may experience a delay in generating or recognizing revenues for a number of reasons. Open orders at the beginning of each quarter are typically lower than expected revenues for that quarter and are generally cancelable with minimal notice. Accordingly, we depend on obtaining orders during each quarter for shipment in that quarter to achieve our revenue objectives. Failure to ship these products by the end of a quarter may adversely affect our operating results. Furthermore, our customer agreements typically provide that the customer may delay scheduled delivery dates and cancel orders within specified timeframes without significant penalty. Because we base our operating expenses on anticipated revenue trends and a high percentage of our expenses are fixed in the short term, any delay in generating or recognizing forecasted revenues could significantly harm our business. It is likely that in some future quarters our operating results will again decrease from the previous quarter or fall below the expectations of securities analysts and investors.

As a result of these factors, our operating results may vary significantly from quarter to quarter. Accordingly, we believe that period-to-period comparisons of our results of operations should not be relied upon as indications of future performance. Any shortfall in revenues or net income from the previous quarter or from levels expected by the investment community could cause a decline in the trading price of our stock.

We may lose sales if our suppliers or independent contract manufacturers fail to meet our needs or go out of business.

We currently purchase a number of key components used in the manufacture of our products from single or limited sources, and we rely on several independent contract manufacturers to supply us with certain key components and subassemblies, including lasers, modulators, and printed circuit boards. We depend on these sources to meet our production needs. Moreover, we depend on the quality of the components and subassemblies that they supply to us, over which we have limited control. Several of our suppliers are or may become financially unstable as the result of current global market conditions. In addition, from time to time we have encountered shortages and delays in obtaining components, and we may encounter additional shortages and delays in the future. If we cannot supply products due to a lack of components, or are unable to redesign products with other components in a timely manner, our business will be significantly harmed. We generally have no long-term contracts with any of our component suppliers or contract manufacturers. As a result, a supplier or contract manufacturer can discontinue supplying components or subassemblies to us without penalty. If a supplier were to discontinue supplying a key component or cease operations, the resulting product manufacturing and delivery delays could be lengthy, and our business could be substantially harmed. We are also subject to potential delays in the development by our suppliers of key components which may affect our ability to introduce new products. Similarly, disruptions in the operations of our key suppliers or in the services provided by our contract manufacturers, including disruptions due to natural disasters, or the transition to other suppliers of these key components or services could lead to supply chain problems or delays in the delivery of our products. These problems or delays could damage our relationships with our customers and adversely affect our business.

We use rolling forecasts based on anticipated product orders to determine our component and subassembly requirements. Lead times for materials and components that we order vary significantly and depend on factors such as specific supplier requirements, contract terms and current market demand for particular components. If we overestimate our component requirements, we may have excess inventory, which would increase our costs. If we underestimate our component requirements, we may have inadequate inventory, which could interrupt our manufacturing and delay delivery of our products to our customers. Any of these occurrences could significantly harm our business.

If we are unable to realize anticipated cost savings from the transfer of certain manufacturing operations to our overseas locations and increased use of internally-manufactured components our results of operations could be harmed.

As part of our ongoing initiatives to reduce the cost of revenues, we expect to realize significant cost savings through (i) the transfer of certain product manufacturing operations to lower cost off-shore locations and (ii) product engineering changes to enable the broader use of internally-manufactured components. The transfer of production to overseas locations may be more difficult and costly than we currently anticipate which could result in increased transfer costs and time delays. Further, following transfer, we may experience lower manufacturing yields than those historically achieved in our U.S. manufacturing locations. In addition, the engineering changes required for the use of internally-manufactured components may be more technically-challenging than we anticipate and customer acceptance of such changes could be delayed. Adverse changes in currency exchange rates between the U.S. dollar and the applicable local currency and/or unanticipated increases in labor costs at our lower cost manufacturing locations could limit the anticipated benefits of the transfer of certain product manufacturing operations to such lower cost locations. If we fail to achieve the planned product manufacturing transfer and increase in internally-manufactured component use within our currently anticipated timeframe, or if our manufacturing yields decrease as a result, we may be unsuccessful in achieving cost savings or such savings will be less than anticipated, and our results of operations could be harmed.

Continued competition in our markets may lead to an accelerated reduction in our prices, revenues and market share.

The end markets for optical products have experienced significant industry consolidation during the past few years while the industry that supplies these customers has experienced less consolidation. As a result, the markets for optical subsystems and components are highly competitive. Our current competitors include a number of domestic and international companies, many of which have substantially greater financial, technical, marketing and distribution resources and brand name recognition than we have. Increased consolidation in our industry, should it occur, will reduce the number of our competitors but would be likely to further strengthen surviving industry participants. We may not be able to compete successfully against either current or future competitors. Companies competing with us may introduce products that are competitively priced, have increased performance or functionality, or incorporate technological advances and may be able to react quicker to changing customer requirements and expectations. There is also the risk that network systems vendors may re-enter the subsystem market and begin to manufacture the optical subsystems incorporated in their network systems. Increased competition could result in significant price erosion, reduced revenue, lower margins or loss of market share, any of which would significantly harm our business. Our principal competitors for data communication applications include Avago Technologies, Lumentum and Oclaro. Our principal competitors for telecommunication applications include Lumentum, Oclaro and Sumitomo. Our competitors continue to introduce improved products and we will have to do the same to remain competitive.

Decreases in average selling prices of our products may reduce our gross margins.

The market for optical subsystems is characterized by declining average selling prices resulting from factors such as increased competition, overcapacity, the introduction of new products and increased unit volumes as manufacturers continue to deploy network and storage systems. We have in the past experienced, and in the future may experience, substantial period-to-period fluctuations in operating results due to declining average selling prices. We anticipate that average selling prices will decrease in the future in response to product introductions by competitors or us, or by other factors, including pricing pressures from significant customers. In particular, we typically conduct pricing negotiations for our existing products with some of our largest telecommunication OEM customers in the last several months of the calendar year. Decreases in our average selling prices resulting from these negotiations typically become effective at the beginning of the next calendar year and generally have an adverse impact on our gross margins in future quarters. This impact is typically most pronounced in our fourth fiscal quarter ending in April, when the impact of the new pricing is first felt over a full quarter. In order to sustain profitable operations, we must continue to develop and introduce on a timely basis new products that incorporate features that can be sold at higher average selling prices. Failure to do so could cause our revenues and gross margins to decline, which would result in additional operating losses and significantly harm our business.

We may be unable to reduce the cost of our products sufficiently to enable us to compete with others. Our cost reduction efforts may not allow us to keep pace with competitive pricing pressures and could adversely affect our margins. In order to remain competitive, we must continually reduce the cost of manufacturing our products through design and engineering changes. We may not be successful in redesigning our products or delivering our products to market in a timely manner. We cannot assure you that any redesign will result in sufficient cost reductions to allow us to reduce the price of our products to remain competitive or improve our gross margins.

Shifts in our product mix may result in declines in gross margins.

Gross margins on individual products fluctuate over the product's life cycle. Our overall gross margins have fluctuated from period to period as a result of shifts in product mix, the introduction of new products, decreases in average selling prices for older products and our ability to reduce product costs, and these fluctuations are expected to continue in the future.

Failure to accurately forecast our revenues could result in additional charges for obsolete or excess inventories or non-cancelable purchase commitments.

We base many of our operating decisions, and enter into purchase commitments, on the basis of anticipated revenue trends which are highly unpredictable. Some of our purchase commitments are not cancelable, and in some cases we are required to recognize a charge representing the amount of material or capital equipment purchased or ordered which exceeds our actual requirements. In the past, we have periodically experienced significant growth followed by a significant decrease in customer demand such as occurred in fiscal 2001, when revenues increased by 181% followed by a decrease of 22% in fiscal 2002. Based on projected revenue trends during these periods, we acquired inventories and entered into purchase commitments in order to meet anticipated increases in demand for our products which did not materialize. As a result, we recorded significant charges for obsolete and excess inventories and non-cancelable purchase commitments which contributed to substantial operating losses in fiscal 2002. Should revenues in future periods again fall substantially below our expectations, or should we fail again to accurately forecast changes in demand mix, we could again be required to record substantial charges for obsolete or excess inventories or non-cancelable purchase commitments.

If we encounter sustained yield problems or other delays in the production or delivery of our internally-manufactured components or in the final assembly and test of our products, we may lose sales and damage our customer relationships.

Our manufacturing operations are highly vertically integrated. In order to reduce our manufacturing costs, we have acquired a number of companies, and business units of other companies that manufacture optical components incorporated in our optical subsystem products and have developed our own facilities for the final assembly and testing of our products. For example, we design and manufacture many critical components incorporated in transceivers used for data communication and telecommunication applications, including all of the short wavelength VCSEL lasers, at our wafer fabrication facility in Allen, Texas and manufacture a portion of our internal requirements for longer wavelength lasers at our wafer fabrication facility in Fremont, California. We assemble and test most of our transceiver products at our facilities in Ipoh, Malaysia and Wuxi, China. As a result of this vertical integration, we have become increasingly dependent on our internal production capabilities. The manufacture of critical components, including the fabrication of wafers, and the assembly and testing of our products, involve highly complex processes. For example, minute levels of contaminants in the manufacturing environment, difficulties in the fabrication process or other factors can cause a substantial portion of the components on a wafer to be nonfunctional. These problems may be difficult to detect at an early stage of the manufacturing process and often are time-consuming and expensive to correct. From time to time, we have experienced problems achieving acceptable yields at our wafer fabrication facilities, resulting in delays in the availability of components. Moreover, an increase in the rejection rate of products during the quality control process before, during or after manufacture, results in lower yields and margins. In addition, changes in manufacturing processes required as a result of changes in product specifications, changing customer needs and the introduction of new product lines have historically significantly reduced our manufacturing yields, resulting in low or negative margins on those products. Poor manufacturing yields over a prolonged period of time could adversely affect our ability to deliver our subsystem products to our customers and could also affect our sale of components to customers in the merchant market. Our inability to supply components to meet our internal needs could harm our relationships with customers and have an adverse effect on our business.

The markets for our products are subject to rapid technological change, and to compete effectively we must continually introduce new products that achieve market acceptance.

The markets for our products are characterized by rapid technological change, frequent new product introductions, substantial capital investment, changes in customer requirements and evolving industry standards with respect to the protocols used in data communication and telecommunication networks. Our future performance will depend on the successful development, introduction and market acceptance of new and enhanced products that address these changes as well as current and potential customer requirements. For example, the market for optical subsystems is currently characterized by a trend toward the adoption of "pluggable" modules and subsystems that do not require customized interconnections and by the development of more complex and integrated optical subsystems. We expect that new technologies will emerge as competition and the need for higher and more cost-effective bandwidth increases. The introduction of new and enhanced products may cause our customers to defer or cancel orders for existing products. In addition, a slowdown in demand for existing products ahead of a new product introduction could result in a write-down in the value of inventory on hand related to existing products and/or a charge for the impairment of long-lived assets related to such products. We have in the past experienced a slowdown in demand for existing products and delays in new product development and such slowdown in demand and delays may occur in the future. To the extent customers defer or cancel orders for existing products due to a slowdown in demand or in the expectation of a new product release or if there is any delay in development or introduction of our new products or enhancements of our products, our operating results would be adversely affected. We also may not be able to develop the underlying core technologies necessary to create new products and enhancements, or to license these technologies from third parties. Product development delays may result from numerous factors, including:

- changing product specifications and customer requirements;
- unanticipated engineering complexities;
- expense reduction measures we have implemented, and others we may implement, to conserve our cash and attempt to achieve and sustain profitability;
- difficulties in hiring and retaining necessary technical personnel;
- difficulties in reallocating engineering resources and overcoming resource limitations; and
- changing market or competitive product requirements.

The development of new, technologically advanced products is a complex and uncertain process requiring high levels of innovation and highly skilled engineering and development personnel, as well as the accurate prediction of technological and market trends. The introduction of new products also requires significant investment to ramp up production capacity, for which benefit will not be realized if customer demand does not develop as expected. Ramping of production capacity also entails risks of delays which can limit our ability to realize the full benefit of the new product introduction. We cannot assure you that we will be able to identify, develop, manufacture, market or support new or enhanced products successfully, if at all, or on a timely basis. Further, we cannot assure you that our new products will gain market acceptance or that we will be able to respond effectively to product announcements by competitors, technological changes or emerging industry standards. Any failure to respond to technological change would significantly harm our business.

Our future success ultimately depends on the continued growth of the communications industry and, in particular, the continued expansion of global information networks, particularly those directly or indirectly dependent upon a fiber optics infrastructure.

We are relying on increasing demand for voice, video and other data delivered over high-bandwidth network systems as well as commitments by network systems vendors to invest in the expansion of the global information network. As network usage and bandwidth demand increase, so does the need for advanced optical networks to provide the required bandwidth. Without network and bandwidth growth, the need for optical subsystems and components, and hence our future growth as a manufacturer of these products, will be jeopardized, and our business would be significantly harmed.

Many of these factors are beyond our control. In addition, in order to achieve widespread market acceptance, we must differentiate ourselves from our competition through product offerings and brand name recognition. We cannot assure you that we will be successful in making this differentiation or achieving widespread acceptance of our products. Failure of our existing or future products to maintain and achieve widespread levels of market acceptance will significantly impair our revenue growth.

We depend on large purchases from a few significant customers, and any loss, cancellation, reduction or delay in purchases by these customers could harm our business.

A small number of customers have consistently accounted for a significant portion of our revenues. Our success will depend on our continued ability to develop and manage relationships with our major customers. Although we are attempting to expand our customer base, we expect that significant customer concentration will continue for the foreseeable future. We may not be able to offset any decline in revenues from our existing major customers with revenues from new customers, and our quarterly results may be volatile because we are dependent on large orders from these customers that may be reduced, delayed, or cancelled.

The markets in which we have historically sold our optical subsystems and components products are dominated by a relatively small number of systems manufacturers, thereby limiting the number of our potential customers. Recent consolidation of portions of our customer base, including telecommunication systems manufacturers, and potential future consolidation, may have a material adverse impact on our business. Our dependence on large orders from a relatively small number of customers makes our relationship with each customer critically important to our business. We cannot assure you that we will be able to retain our major customers, attract additional customers, or that our customers will be successful in selling their products that incorporate our products. We have in the past experienced delays and reductions in orders from some of our major customers. In addition, our customers have in the past sought price concessions from us, and we expect that they will continue to do so in the future. Expense reduction measures that we have implemented over the past several years, and additional action we are taking to reduce costs, may adversely affect our ability to introduce new and improved products which may, in turn, adversely affect our relationships with some of our key customers. Further, some of our customers may in the future shift their purchases of products from us to our competitors or to joint ventures between these customers and our competitors. The loss of one or more of our major customers, any reduction or delay in sales to these customers, our inability to successfully develop relationships with additional customers, or future price concessions that we may make could significantly harm our business.

Because we do not have long-term contracts with our customers, our customers may cease purchasing our products at any time if we fail to meet our customers' needs.

Typically, we do not have long-term contracts with our customers. As a result, our agreements with our customers do not provide any assurance of future sales. Accordingly:

- our customers can stop purchasing our products at any time without penalty;
- our customers are free to purchase products from our competitors; and
- our customers are not required to make minimum purchases.

Sales are typically made pursuant to inventory hub arrangements under which customers may draw down inventory to satisfy their demand as needed or pursuant to individual purchase orders, often with extremely short lead times. If we are unable to fulfill these orders in a timely manner, it is likely that we will lose sales and customers. If our major customers stop purchasing our products for any reason, our business, financial condition, and results of operations would be harmed.

Our customers often evaluate our products for long and variable periods, which causes the timing of our revenues and results of operations to be unpredictable.

The period of time between our initial contact with a customer and the receipt of an actual purchase order typically spans over a year. During this time, customers may perform, or require us to perform, extensive and lengthy evaluation and testing of our products before purchasing and using the products in their equipment. These products often take substantial time to develop because of their complexity and because customer specifications sometimes change during the development cycle. Our customers do not typically share information on the duration or magnitude of these qualification procedures. The length of these qualification processes also may vary substantially by product and customer, and, thus, cause our results of operations to be unpredictable. While our potential customers are qualifying our products and before they place an order with us, we may incur substantial research and development and sales and marketing expenses and expend significant management effort. Even after incurring such costs we ultimately may not be able to sell any products to such potential customers. In addition, these qualification processes often make it difficult to obtain new customers, as customers are reluctant to expend the resources necessary to qualify a new supplier if they have one or more existing qualified sources. Once our products have been qualified, the agreements that we enter into with our customers typically contain no minimum purchase commitments. Failure of our customers to incorporate our products into their systems would significantly harm our business.

We may not be able to obtain additional capital in the future, and failure to do so may harm our business.

We believe that our existing balances of cash and cash equivalents, together with the cash expected to be generated from future operations, will be sufficient to meet our cash needs for working capital and capital expenditures for at least the next 12 months. We may, however, require additional financing to fund our operations in the future, to finance future acquisitions that we may propose to undertake or to repay or otherwise retire our outstanding 2033 Notes, in the aggregate principal amount of $258.8 million, which are subject to redemption by the holders in December 2018, 2023 and 2028. Due to the unpredictable nature of the capital markets, particularly in the technology sector, we cannot assure you that we will be able to raise additional capital if and when it is required, especially if we experience disappointing operating results. If adequate capital is not available to us as required, or is not available on favorable terms, we could be required to significantly reduce or restructure our business operations. If we do raise additional funds through the issuance of equity or convertible debt securities, the percentage ownership of our existing stockholders could be significantly diluted, and these newly-issued securities may have rights, preferences or privileges senior to those of existing stockholders.

Our international business and operations expose us to additional risks.

Products shipped to customers located outside the United States account for a majority of our revenues. In addition, we have significant tangible assets located outside the United States. Our principal manufacturing facilities are located in Malaysia and China. We currently operate smaller facilities in Australia, Israel, Korea, Sweden and Germany, and we are further expanding one of our manufacturing facilities in China. We also rely on several contract manufacturers located in Asia for our supply of key subassemblies. Conducting business outside the United States subjects us to a number of additional risks and challenges, including:

- periodic changes in a specific country's or region's economic conditions, such as recession;
- compliance with a wide variety of domestic and foreign laws and regulations (including those of municipalities or provinces where we have operations) and unexpected changes in those laws and regulatory requirements, including uncertainties regarding taxes, social insurance contributions and other payroll taxes and fees to governmental entities, tariffs, quotas, export controls, export licenses and other trade barriers;
- certification requirements;
- environmental regulations;
- fluctuations in foreign currency exchange rates;
- inadequate protection of intellectual property rights in some countries;
- potential political, legal and economic instability, foreign conflicts, and the impact of regional and global infectious illnesses in the countries in which we and our customers, suppliers and contract manufacturers are located;
- preferences of certain customers for locally produced products;
- difficulties and costs of staffing and managing international operations across different geographic areas and cultures, including assuring compliance with the U.S. Foreign Corrupt Practices Act and other U. S. and foreign anticorruption laws;
- seasonal reductions in business activities in certain countries or regions; and
- fluctuations in freight rates and transportation disruptions.

These factors, individually or in combination, could impair our ability to effectively operate one or more of our foreign facilities or deliver our products, result in unexpected and material expenses, or cause an unexpected decline in the demand for our products in certain countries or regions. Our failure to manage the risks and challenges associated with our international business and operations could have a material adverse effect on our business.

Our future operating results may be subject to volatility as a result of exposure to foreign exchange risks.

We are exposed to foreign exchange risks. Foreign currency fluctuations may affect both our revenues and our costs and expenses and significantly affect our operating results. Prices for our products are currently denominated in U.S. dollars for sales to our customers throughout the world. If there is a significant devaluation of the currency in a specific country relative to the dollar, the prices of our products will increase relative to that country's currency, our products may be less competitive in that country and our revenues may be adversely affected.

Although we price our products in U.S. dollars, portions of both our cost of revenues and operating expenses are incurred in foreign currencies, principally the Malaysian ringgit, the Chinese yuan, the Australian dollar, the Israeli shekel, the Swedish krona, and the Euro. As a result, we bear the risk that the rate of inflation in one or more countries will exceed the rate of the devaluation of that country's currency in relation to the U.S. dollar, which would increase our costs as expressed in U.S. dollars. To date, we have not engaged in currency hedging transactions to decrease the risk of financial exposure from fluctuations in foreign exchange rates.

Our failure to protect our intellectual property may significantly harm our business.

Our success and ability to compete is dependent in part on our proprietary technology. We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality agreements to establish and protect our proprietary rights. We license certain of our proprietary technology, including our digital diagnostics technology, to customers who include current and potential competitors, and we rely largely on provisions of our licensing agreements to protect our intellectual property rights in this technology. We have obtained a number of issued patents, acquired certain other patents as a result of our acquisitions, and we have filed applications for additional patents; however, we cannot assure you that any pending patent applications will result in issued patents, any issued patents will include claims that are sufficiently broad to cover our products and technologies or to provide sufficient protection from our competitors, or that our issued patents will be upheld. Additionally, significant technology used in our product lines is not the subject of any patent protection, and we may be unable to obtain patent protection on such technology in the future. Any infringement of our proprietary rights could result in significant litigation costs, and any failure to adequately protect our proprietary rights could result in our competitors offering similar products, which could result in loss of competitive advantages and decreased revenues to us.

Despite our efforts to protect our proprietary rights, existing patent, copyright, trademark and trade secret laws afford only limited protection. In addition, the laws of some foreign countries do not protect our proprietary rights to the same extent as do the laws of the United States. Attempts may be made to copy or reverse engineer aspects of our products or to obtain and use information that we regard as proprietary. Accordingly, we may not be able to prevent misappropriation of our technology or deter others from developing similar technology. Furthermore, policing the unauthorized use of our products is difficult and expensive. We are currently engaged in pending litigation to enforce certain of our patents, and additional litigation may be necessary in the future to enforce our intellectual property rights or to determine the validity and scope of the proprietary rights of others. In connection with the pending litigation, substantial management time has been, and will continue to be, expended. In addition, we have incurred, and we expect to continue to incur, substantial legal expenses in connection with these pending lawsuits. These costs and this diversion of resources could significantly harm our business.

Claims that we or any user of our products infringe third-party intellectual property rights could result in significant expenses or restrictions on our ability to sell our products.

Our industry is characterized by the existence of a large number of patents and frequent litigation based on allegations of patent infringement. We are currently involved as a defendant in patent infringement litigation and have been involved in the past as a defendant in such lawsuits. From time to time, we have also been accused of patent infringement that is not subject to current lawsuit, some of which accusations are unresolved. In the future we may be subject to additional litigation alleging infringement of patent, copyright, trademark and other intellectual property rights to technologies and in various jurisdictions that are important to our business. Any claims asserting that our products infringe or may infringe proprietary rights of third parties, if determined adversely to us, could significantly harm our business. Further, claims against a customer and/or end user of our products that the re-sale or use of our products, either alone or in combination with other products, infringes proprietary rights of third parties could cause customer or users to choose to not or be required to not utilize our products alone or in such combination, which could harm our sales of such products. Any claims, against us or any customer or user of our products, with or without merit, could be time-consuming, result in costly litigation, divert the efforts of our technical and management personnel, cause product shipment delays or require us to enter into royalty or licensing agreements, any of which could significantly harm our business. In addition, our agreements with our customers typically require us to indemnify our customers from any expense or liability resulting from claimed infringement of third party intellectual property rights. In the event a claim against us was successful and we could not obtain a license to the relevant technology on acceptable terms or license a substitute technology or redesign our products to avoid infringement, our business would be significantly harmed.

Numerous patents in our industry are held by others, including academic institutions, competitors and non-practicing entities. Optical subsystem suppliers may seek to gain a competitive advantage or other third parties may seek an economic return on their intellectual property portfolios by making infringement claims against us. In the future, we may need to obtain license rights to patents or other intellectual property held by others to the extent necessary for our business. Unless we are able to obtain those licenses on commercially reasonable terms, patents or other intellectual property held by others could inhibit our development of new products. Licenses granting us the right to use third party technology may not be available on commercially reasonable terms, if at all. Generally, a license, if granted, would include payments of up-front fees, ongoing royalties or both. These payments or other terms could have a significant adverse impact on our operating results.

Our products may contain defects that may cause us to incur significant costs, divert our attention from product development efforts and result in a loss of customers.

Our products are complex and defects may be found from time to time. Networking products frequently contain undetected software or hardware defects when first introduced or as new versions are released. In addition, our products are often embedded in or deployed in conjunction with our customers' products which incorporate a variety of components produced by third parties. As a result, when problems occur, it may be difficult to identify the source of the problem. These problems may cause us to incur significant damages or warranty and repair costs, divert the attention of our engineering personnel from our product development efforts and cause significant customer relation problems or loss of customers, all of which would harm our business.

If we are unable to retain our key management and technical personnel and attract and retain additional key personnel as required, our business could be significantly harmed.

Our future success is substantially dependent upon the continued contributions of the members of our senior management team, many of whom have years of management, engineering, sales, marketing and manufacturing experience that would be difficult to replace. We also believe our future success will depend in large part upon our ability to attract and retain additional highly skilled managerial, technical, sales and marketing, finance and manufacturing personnel. In particular, we will need to increase the number of our technical staff members with experience in high-speed networking applications as we further develop our product lines. Competition for these highly skilled employees in our industry is intense. In making employment decisions, particularly in the high-technology industries, job candidates often consider the value of the equity they are to receive in connection with their employment. Therefore, significant volatility in the price of our common stock may adversely affect our ability to attract or retain key management and technical personnel. The loss of service of any our key management or technical employees, our inability to attract or retain qualified personnel in the future or delays in hiring key personnel, as required, could significantly harm our business. In addition, employees may leave our company and subsequently compete against us. Moreover, companies in our industry whose employees accept positions with competitors frequently claim that their competitors have engaged in unfair hiring practices. We have been subject to claims of this type and may be subject to such claims in the future as we seek to hire qualified personnel. Some of these claims may result in material litigation. We could incur substantial costs in defending ourselves against these claims, regardless of their merits.

Our business and future operating results are subject to a wide range of uncertainties arising out of the continuing threat of terrorist attacks and ongoing military actions in the Middle East.

Like other U.S. companies, our business and operating results are subject to uncertainties arising out of the continuing threat of terrorist attacks on United States' interests, including U.S. companies, in locations worldwide and ongoing military actions in the Middle East, including the economic consequences of the war in Afghanistan or additional terrorist activities and associated political instability, and the impact of heightened security concerns on domestic and international travel and commerce. In particular, due to these uncertainties we are subject to:

- increased risks related to the operations of our manufacturing facilities in Malaysia;
- greater risks of disruption in the operations of our China, Singapore and Israeli facilities and our Asian contract manufacturers, including contract manufacturers located in Thailand, and more frequent instances of shipping delays; and

- the risk that future tightening of immigration controls may adversely affect the residence status of non-U.S. engineers and other key technical employees in our U.S. facilities or our ability to hire new non-U.S. employees in such facilities.

Future acquisitions could be difficult to integrate, disrupt our business, dilute stockholder value and harm our operating results.

In addition to our combination with Optium in August 2008 and our acquisitions of Ignis in May 2011, Red-C in July 2012 and u^{2}t in January 2014, we have completed the acquisition of 11 privately-held companies and certain businesses and assets from seven other companies since October 2000. We continue to review opportunities to acquire other businesses, product lines or technologies that would complement our current products, expand the breadth of our markets or enhance our technical capabilities, or that may otherwise offer growth opportunities, and we from time to time make proposals and offers, and take other steps, to acquire businesses, products and technologies.

The Optium merger and several of our other past acquisitions have been material, and acquisitions that we may complete in the future may be material. In 13 of our 22 acquisitions, we issued common stock or notes convertible into common stock as all or a portion of the consideration. The issuance of common stock or other equity securities by us in connection with any future acquisition would dilute our stockholders' percentage ownership.

Other risks associated with acquiring the operations of other companies include:

- problems assimilating the purchased operations, technologies or products;
- unanticipated costs associated with the acquisition;
- diversion of management's attention from our core business;
- adverse effects on existing business relationships with suppliers and customers;
- risks associated with entering markets in which we have no or limited prior experience; and
- potential loss of key employees of purchased organizations.

Not all of our past acquisitions have been successful. In the past, we have subsequently sold some of the assets acquired in prior acquisitions, discontinued product lines and closed acquired facilities. As a result of these activities, we incurred significant restructuring charges and charges for the write-down of assets associated with those acquisitions. Through fiscal 2015, we have written off all of the goodwill associated with our past acquisitions with the exception of the recently completed acquisitions of Ignis, Red-C and u^{2}t. We cannot assure you that we will be successful in overcoming problems encountered in connection with the recent Ignis acquisition or potential future acquisitions, and our inability to do so could significantly harm our business. In addition, to the extent that the economic benefits associated with the Ignis acquisition or any of our future acquisitions diminish in the future, we may be required to record additional write downs of goodwill, intangible assets or other assets associated with such acquisitions, which would adversely affect our operating results.

We have made and may continue to make strategic investments which may not be successful, may result in the loss of all or part of our invested capital and may adversely affect our operating results.

Since inception we have made minority equity investments in a number of early-stage technology companies, totaling approximately $61.9 million. Our investments in these early stage companies were primarily motivated by our desire to gain early access to new technology. We intend to review additional opportunities to make strategic equity investments in pre-public companies where we believe such investments will provide us with opportunities to gain access to important technologies or otherwise enhance important commercial relationships. We have little or no influence over the early-stage companies in which we have made or may make these strategic, minority equity investments. Each of these investments in pre-public companies involves a high degree of risk. We may not be successful in achieving the financial, technological or commercial advantage upon which any given investment is premised, and failure by the early-stage company to achieve its own business objectives or to raise capital needed on acceptable economic terms could result in a loss of all or part of our invested capital. Between fiscal 2003 and 2015, we wrote off an aggregate of $26.2 million in seven investments which became impaired and reclassified $4.2 million of another investment to goodwill as the investment was deemed to have no value. We may be required to write off all or a portion of the $3.6 million of such equity investments remaining on our balance sheet as of November 1, 2015 in future periods.

Our ability to utilize certain net operating loss carryforwards and tax credit carryforwards may be limited under Sections 382 and 383 of the Internal Revenue Code.

As of May 3, 2015, we had net operating loss, or NOL, carryforward amounts of approximately $375.3 million, $50.1 million and $40.3 million for U.S. federal, state and foreign income tax purposes, respectively, and tax credit carryforward amounts of approximately $27.0 million and $20.5 million for U.S. federal and state income tax purposes, respectively. The federal and state tax credit carryforwards will expire at various dates beginning in 2016 through 2034, and $446,000 of such carryforwards will expire in the next five years. The federal and state NOL carryforwards will expire at various dates beginning in 2016 through 2034, and $37.4 million of such carryforwards will expire in the next five years. Utilization of these NOL and tax credit carryforward amounts may be subject to a substantial annual limitation if the ownership change limitations under Sections 382 and 383 of the Internal Revenue Code and similar state provisions are triggered by changes in the ownership of our capital stock. Such an annual limitation could result in the expiration of the NOL and tax credit carryforward amounts before utilization. Due to uncertainty regarding the timing and extent of our future profitability, we continue to record a valuation allowance to offset our U.S. deferred tax assets (representing future income tax benefits associated with our operating losses) because we do not currently believe it is more likely than not these assets will be realized.

Changes in the application of tax policies may harm our results of operations.

A number of factors may negatively impact the manner in which our existing NOLs are applied as well as our future effective tax rates including, but not limited to:

- the jurisdictions in which profits are determined to be earned and taxed;
- changes in valuation of our deferred tax assets and liabilities;
- increases in expenses not deductible for tax purposes;
- changes in available tax credits;
- changes in stock-based compensation; and
- changes in tax laws or the interpretation of such tax laws, including by authorities in municipalities where we are subject to social insurance and other payroll taxes and fees, and changes in generally accepted accounting principles in the United States or other countries in which we operate.

An adverse change that impacts our tax position could negatively impact our operating results. In addition, we are the recipient of tax incentives that provide that certain income earned by our subsidiary in Malaysia is subject to a tax holiday for a limited period of time under the laws of that country. This Malaysian tax holiday subject to expiration in August 2016 and we are in the process of applying for an extension of this tax holiday. Our ability to realize benefits from tax initiatives could be materially affected if, among other things, applicable requirements are not met, the incentives are substantially modified, or if we incur losses for which we cannot take a deduction. In addition, although we have successfully received tax holiday extensions in the past, there can be no assurance that future extensions will be granted. If we are not able to extend our Malaysian tax holiday, our total tax paid on a consolidated would be materially increased.

We will lose sales if we are unable to obtain government authorization to export certain of our products, and we would be subject to legal and regulatory consequences if we do not comply with applicable export control laws and regulations.

Exports of certain of our products are subject to export controls imposed by the U.S. Government and administered by the United States Departments of State and Commerce. In certain instances, these regulations may require pre-shipment authorization from the administering department. For products subject to the Export Administration Regulations, or EAR, administered by the Department of Commerce's Bureau of Industry and Security, the requirement for a license is dependent on the type and end use of the product, the final destination, the identity of the end user and whether a license exception might apply. Virtually all exports of products subject to the International Traffic in Arms Regulations, or ITAR, administered by the Department of State's Directorate of Defense Trade Controls, require a license. Certain of our fiber optics products are subject to EAR and certain of our RF-over-fiber products, as well as certain products developed with government funding, are currently subject to ITAR. Products developed and manufactured in our foreign locations are subject to export controls of the applicable foreign nation.

Given the current global political climate, obtaining export licenses can be difficult and time-consuming. Failure to obtain export licenses for these shipments could significantly reduce our revenue and materially adversely affect our business, financial condition and results of operations. Compliance with U.S. Government regulations also subjects us to additional fees and costs. The absence of comparable restrictions on competitors in other countries may adversely affect our competitive position.

We have previously been the subject of inquiries from the Department of State and the Department of Justice regarding compliance with ITAR. Although these inquiries were closed with no action being taken, we expended significant time and resources to resolve them, and future inquiries of this type could also be costly to resolve.

We are subject to pending securities class action and shareholder derivative legal proceedings.

Several securities class action lawsuits were filed against us and our Chairman of the Board, Chief Executive Officer and Chief Financial Officer following our March 8, 2011 announcement of unaudited financial results for the third quarter of fiscal 2011 and our financial outlook for the fourth quarter of fiscal 2011. We also have been named as a nominal defendant in several shareholder derivative lawsuits filed in 2011 concerning our March 8, 2011 earnings announcement. No specific amounts of damages have been alleged in the class action lawsuits and, by the nature of the lawsuits, no damages will be alleged against Finisar in the derivative lawsuits.

We will continue to incur legal fees in connection with these pending cases, including expenses for the reimbursement of legal fees of present and former officers and directors under indemnification obligations. The expense of continuing to defend such litigation may be significant. We intend to defend these lawsuits vigorously, however there can be no assurance that we will be successful in any defense. If any of the lawsuits related to our earnings announcement are adversely decided, we may be liable for significant damages directly or under our indemnification obligations, which could adversely affect our business, results of operations and cash flows. Further, the amount of time that will be required to resolve these lawsuits is unpredictable and these actions may divert management's attention from the day-to-day operations of our business, which could adversely affect our business, results of operations and cash flows.

Our business and future operating results may be adversely affected by events outside our control.

Our business and operating results are vulnerable to events outside of our control, such as earthquakes, floods, fire, power loss, telecommunication failures and uncertainties arising out of terrorist attacks in the United States and overseas. Our corporate headquarters and a portion of our manufacturing operations are located in California, and our principal manufacturing operations and those of most of our key suppliers and contract manufacturers are located in Asia. These areas have been vulnerable to natural disasters, such as earthquakes, floods and fires, and other risks which at times have disrupted the local economy and posed physical risks to our property. We are also dependent on communications links with our overseas manufacturing locations and would be significantly harmed if these links were interrupted for any significant length of time. We presently do not have adequate redundant, multiple site capacity if any of these events were to occur, nor can we be certain that the insurance we maintain against these events would be adequate.

The conversion of our outstanding convertible subordinated notes would result in substantial dilution to our current stockholders.

As of November 1, 2015, we had outstanding an aggregate principal amount of $258.8 million of our 2033 Notes. The 2033 Notes are convertible at the option of the holder, under certain circumstances, into shares of our common stock at an initial conversion price of $30.18 per share, subject to adjustments. An aggregate of approximately 8,572,413 shares of common stock would be issued upon the conversion of all outstanding 2033 Notes at these conversion prices, which would dilute the voting power and ownership percentage of our existing stockholders. We have previously entered into privately negotiated transactions with certain holders of our convertible notes for the repurchase of notes in exchange for a greater number of shares of our common stock than would have been issued had the principal amount of the notes been converted at the original conversion rate specified in the notes, thus resulting in more dilution. We may enter into similar transactions in the future and, if we do so, there will be additional dilution to the voting power and percentage ownership of our existing stockholders.

Delaware law, our charter documents and our stockholder rights plan contain provisions that could discourage or prevent a potential takeover, even if such a transaction would be beneficial to our stockholders.

Some provisions of our certificate of incorporation and bylaws, as well as provisions of Delaware law, may discourage, delay or prevent a merger or acquisition that a stockholder may consider favorable. These include provisions:

- authorizing the board of directors to issue additional preferred stock;
- prohibiting cumulative voting in the election of directors;
- limiting the persons who may call special meetings of stockholders;
- prohibiting stockholder actions by written consent;
- creating a classified board of directors pursuant to which our directors are elected for staggered three-year terms;
- permitting the board of directors to increase the size of the board and to fill vacancies;
- requiring a super-majority vote of our stockholders to amend our bylaws and certain provisions of our certificate of incorporation; and

- establishing advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings.

We are subject to the provisions of Section 203 of the Delaware General Corporation Law which limit the right of a corporation to engage in a business combination with a holder of 15% or more of the corporation's outstanding voting securities, or certain affiliated persons.

Although we believe that these charter and bylaw provisions and provisions of Delaware law provide an opportunity for the board to assure that our stockholders realize full value for their investment, they could have the effect of delaying or preventing a change of control, even under circumstances that some stockholders may consider beneficial.

We do not currently intend to pay dividends on Finisar common stock and, consequently, a stockholder's ability to achieve a return on such stockholder's investment will depend on appreciation in the price of the common stock.

We have never declared or paid any cash dividends on Finisar common stock and we do not currently intend to do so for the foreseeable future. We currently intend to invest our future earnings, if any, to fund our growth. Therefore, a stockholder is not likely to receive any dividends on such stockholder's common stock for the foreseeable future.

Our stock price has been and is likely to continue to be volatile.

The trading price of our common stock has been and is likely to continue to be subject to large fluctuations. Our stock price may increase or decrease in response to a number of events and factors, including:

- trends in our industry and the markets in which we operate;
- changes in the market price of the products we sell;
- changes in financial estimates and recommendations by securities analysts;
- acquisitions and financings;
- quarterly variations in our operating results;
- the operating and stock price performance of other companies that investors in our common stock may deem comparable; and
- purchases or sales of blocks of our common stock.

Part of this volatility is attributable to the current state of the stock market, in which wide price swings are common. This volatility may adversely affect the prices of our common stock regardless of our operating performance. If any of the foregoing occurs, our stock price could fall and we may be exposed to class action lawsuits that, even if unsuccessful, could be costly to defend and a distraction to management.

Item 6. ***Exhibits***

Exhibit Number	Exhibit Description
10.1	Separation and General Release Agreement
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FINISAR CORPORATION

By: /s/ JERRY S. RAWLS

Jerry S. Rawls

Chairman of the Board of Directors and Chief Executive Officer
(Principal Executive Officer)

By: /s/ KURT ADZEMA

Kurt Adzema

Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Dated: December 10, 2015

Exhibit 10.1

SEPARATION AND GENERAL RELEASE AGREEMENT

THIS SEPARATION AND GENERAL RELEASE AGREEMENT (this "Agreement") is made by and between Eitan Gertel ("Gertel") and Finisar Corporation, including its predecessors, successors, affiliates, parents, subsidiaries, and related entities ("Finisar") (collectively, with Gertel, the "Parties").

WHEREAS, Finisar currently employs Gertel pursuant to an Amended and Restated Executive Employment Agreement, dated December 31, 2008 (the "Employment Agreement"), and Gertel is also a member of the Board of Directors of Finisar;

WHEREAS, Gertel is resigning from employment with Finisar, and resigning from the Board of Directors of Finisar, in exchange for the remuneration that he would have been entitled to if Finisar terminated the Employment Agreement without cause; and

WHEREAS, Finisar and Gertel wish to set out the terms by which Gertel will separate from employment with Finisar;

NOW THEREFORE, in consideration of the mutual promises contained herein, and other good and valuable consideration as hereinafter recited, the adequacy is hereby acknowledged, Finisar and Gertel, intending to be legally bound, agree as follows.

1. **SEPARATION AND PAYMENTS TO GERTEL.** The Parties agree that Gertel will resign from employment with Finisar, and will resign from the Board of Directors of Finisar, effective September 3, 2015 (the "Separation Date"). In consideration of the covenants undertaken herein by Gertel, and for other good and valuable consideration receipt of which is hereby acknowledged, Finisar will make the following payments:

(a) A lump sum payment totaling seventy-seven thousand seven hundred ninety-five U.S. dollars and eighteen cents ($77,795.18), less applicable withholdings, comprised of Gertel's base salary due and owing through the Separation Date, as well as all accrued but unused paid time off through the Separation Date. The payment called for by this Paragraph 1(a) made on or before the Separation Date.

(b) A lump sum payment totaling one hundred thousand U.S. dollars and no cents ($100,000.00), less applicable withholdings, comprised of sixty (60) days of Gertel's current base salary. Assuming that Gertel does not revoke this Agreement pursuant to Paragraph 4(d), the payment called for by this Paragraph 1(b) will be mailed to Gertel no later than the tenth (10th) business day after Gertel executes this Agreement.

(c) Assuming that Gertel does not revoke this Agreement pursuant to Paragraph 4(d) of this Agreement, and subject to Paragraph 9 of this Agreement, a series of payments to Gertel calculated pursuant to Paragraph 5(d)(i) of the Employment Agreement, in the aggregate amount of eight hundred thirty-seven thousand six hundred sixty-six U.S. dollars and sixty-seven cents ($837,666.67), less applicable withholdings (the "Severance Amount"). The Severance Amount will be paid in substantially equal biweekly installments over twelve (12) months, in arrears in accordance with the

Company’s normal payroll schedule for salaried employees, commencing on the first pay day following the sixtieth (60th) day after the Separation Date. In addition, Finisar will pay or reimburse Gertel for his premiums charged to continue health coverage pursuant to the Consolidated Omnibus Budget Reconciliation Act, at the same or reasonably equivalent coverage for Gertel (and, if applicable, his eligible dependents) as in effect immediately prior to the Separation Date, to the extent Gertel elects such continued coverage, for a period of twelve (12) months following the Separation Date.

(d) Finisar granted Gertel awards of restricted stock units in June of each of 2012, 2013 and 2014. Each of these three grants vests in four annual installments as measured from the grant date. Finisar shall accelerate a portion of the installment of each of these grants that is scheduled to vest in June 2016 so that five-twelfths (5/12) of the June 2016 vesting installment will be vested on the Separation Date (subject to his signing and not revoking this Agreement). The remaining unvested portion of each of these awards (including seven-twelfths (7/12) of the June 2016 vesting installment of each award) will be cancelled without payment on the Separation Date. No portion of Finisar's award of restricted stock units granted to Gertel in June 2015 will accelerate (i.e. the entire award granted in June 2015 will be cancelled without payment on the termination date).

2. **NO REMUNERATION DUE**. Except for the payments provided for in Paragraph 1, Gertel acknowledges and agrees that he is entitled to no other compensation, payments, or benefits from Finisar of any kind or nature whatsoever, including, without limitation, salary, severance pay, fringe benefits, vacation pay, bonuses, incentive compensation, sick pay, insurance, disability insurance, expense reimbursement, medical benefits, or any other allowance for services rendered prior to the Separation Date. In addition, Gertel acknowledges and agrees that except as set forth above (1) each of his equity-based awards granted by Finisar, to the extent outstanding and unvested on the Separation Date, will terminate on the Separation Date, and he will not be entitled to any payment with respect thereto or in respect thereof and (2) each of his stock options granted by Finisar, to the extent outstanding and vested on the Separation Date, will remain exercisable for the period specified for a voluntary resignation of his employment in the applicable stock option agreement (and will terminate at the end of such period to the extent not exercised). Gertel further acknowledges and agrees that this Agreement is intended to, and does, modify his rights upon separation under the Employment Agreement pursuant to Paragraph 11 of the Employment Agreement and that, upon receipt of the payments set out in Paragraph 1 of this Agreement, all of Finisar’s obligations under the Employment Agreement (as modified) will be satisfied.

3. **RELEASE OF FINISAR.** Pursuant to Paragraph 5(d) of the Employment Agreement, and except for those obligations created by or arising out of this Agreement, in consideration of the covenants undertaken herein by Finisar, including, without limitation, Finisar’s undertakings in Paragraphs 1(b) of this Agreement, and for other valuable consideration, receipt of which is hereby acknowledged, Gertel hereby releases, discharges, and covenants not to sue Finisar, including Finisar’s predecessors, parent, subsidiaries, affiliates, and related entities, and all of its and their respective past and present employees, directors, officers, attorneys, representatives, insurers, agents, successors, and assigns, (individually and collectively “the Releasees,”) from and with respect to any and all actions, causes of action, suits, liabilities, claims, and demands whatsoever, and each of them, whether known or unknown, from the

beginning of time to the date of this Agreement. The parties intend Gertel's release to be general and comprehensive in nature and to release all claims and potential claims against the Releasees to the maximum extent permitted at law. Claims being released include specifically, by way of description, but not by way of limitation, any and all claims arising out of or in any way related to: (a) any interactions between Gertel and the Releasees; (b) Gertel's employment with Finisar and/or his separation from Finisar; (c) Gertel's compensation while employed by Finisar; (d) any federal, state, or local law prohibiting discrimination on the basis of age, race, color, ancestry, religion, disability, sex, national origin, or citizenship, including, without limitation, claims under Title VII, the California Fair Employment and Housing Act, the Pennsylvania Human Relations Act, the Age Discrimination in Employment Act, the Employee Retirement Income Security Act, and the Americans With Disabilities Act, the Family and Medical Leave Act, the California Family Rights Act, the Fair Labor Standards Act, the National Labor Relations Act, the Worker Adjustment Retraining and Notification Act, the California Labor Code, Title 43 of the Pennsylvania Statutes, or any other similar statutes whatever the city, county, state, or country of enactment; (e) California Labor Code § 132a; (f) any other federal, state, or local law or ordinance governing or pertaining to the employment relationship, including but not limited to the Employee Retirement Income Security Act, the Family and Medical Leave Act, the California Family Rights Act, the National Labor Relations Act, the Worker Adjustment Retraining and Notification Act, the California Business & Professions Code, or any other law whatever the city, county, state, or country of enactment; (g) the Employment Agreement and/or any other contract or quasi-contract between Finisar and Gertel; and (h) any transactions, occurrences, acts, statements, disclosures, or omissions occurring prior to the date of this Agreement; provided, however, that this Agreement is not intended to nor does it release or waive (t) claims relating to the validity of this Agreement; (u) claims by either Party to enforce this Agreement; (v) any rights to payment of benefits that Gertel may have under a retirement plan sponsored or maintained by Finisar that is intended to qualify under Section 401(a) of the Internal Revenue Code of 1986, as amended; (w) claims Gertel is entitled to pursue as a shareholder of Finisar; (x) claims to enforce the obligation of Finisar or its insurers to advance costs and expenses and indemnify Gertel to the fullest extent permitted by law with respect to Gertel's actions and omissions as an employee, officer and director of Finisar; and (y) any claim which is unwaivable and/or unreleasable as a matter of law. Gertel acknowledges that he may hereafter discover claims or facts in addition to or different from those which he now knows or believes to exist with respect to the subject matter of this Agreement and which, if known or suspected at the time of executing this Agreement, may have materially affected this release. Nevertheless, Gertel hereby waives any right, claim, or cause of action that might arise as a result of such different or additional claims or facts.

4. **ADEA WAIVER.** Gertel expressly acknowledges and agrees that, by entering into this Agreement, he is waiving any and all rights or claims that he may have arising under the Age Discrimination in Employment Act of 1967, as amended by the Older Workers Benefit Protection Act of 1990, which have arisen on or before the date of execution of this Agreement. Gertel also expressly acknowledges and agrees that: (a) in return for this Agreement, Gertel will receive consideration, *i.e.*, something of value, beyond that to which he was already entitled before entering into this Agreement; (b) he is hereby advised in writing by this Agreement to consult with an attorney before signing this Agreement and has in fact so consulted; (c) when given a copy of this Agreement, Gertel was informed that he had twenty-one (21) days within which to consider it; and (d) Gertel was informed that he has seven (7) days following the date

he executes the Agreement in which to revoke it. Gertel further understands, agrees, and represents that if he elects to execute this Agreement before the twenty-one (21) day reflection period expires, he does so voluntarily after consultation with counsel, and that this Agreement shall not become effective until the seven day revocation period has expired.

5. **SECTION 1542 WAIVER.** The parties acknowledge and represent that it is their intention in executing this Agreement that it should be effective as a bar to each and every claim and cause of action listed in Paragraph 3 and Paragraph 4 of this Agreement. In furtherance of this intention, they hereby expressly waive any and all rights and benefits conferred upon them by the provisions of SECTION 1542 OF THE CALIFORNIA CIVIL CODE, which provides: "A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR." Thus, they desire and intend that this Agreement shall be given full force and effect according to each and all of its express terms and provisions, including those relating to unknown and unsuspected claims, if any, as well as those relating to the claims referred to above.

6. **NO CLAIMS FILED OR ASSIGNED.** Gertel represents and warrants that he has not filed any complaints, charges, lawsuits, or other legal actions with any court or government agency against Finisar or otherwise relating to any claims being released by him in Paragraphs 3, 4, and/or 5 of this Agreement. Gertel further represents and warrants that he has not heretofore assigned or transferred to any person not a party to this Agreement any released matter. To the extent required by applicable law, nothing contained in this Agreement shall preclude Gertel from filing a charge, complaint, or claim with an administrative agency.

7. **CONFIDENTIALITY OF AGREEMENT.** The Parties understand and agree that this Agreement will need to be filed with the Securities and Exchange Commission and that its confidentiality cannot be protected. Until the Agreement is publicly filed or described by Finisar, Gertel represents and warrants that he will keep the contents, terms, and conditions of this Agreement confidential and will not disclose the same except to his spouse, accountant, or attorneys or pursuant to subpoena or court order and except to the extent disclosed by Finisar publicly pursuant to applicable laws and regulations. Gertel and Finisar (on behalf of itself, its executive officers and directors) agree that if either is asked for information concerning this Agreement, that party will state only that Gertel and Finisar reached an amicable agreement concerning Gertel's resignation from Finisar and direct the questioner to Finisar's public filings related thereto. Any breach of this confidentiality provision shall be deemed a material breach of this Agreement. Nothing in this Agreement, however, shall be construed to preclude a party or its counsel from complying with a lawful court order or process requiring disclosure, written, oral or otherwise, of any confidential information, provided that - to the extent the disclosing party is the Gertel - he or his counsel, gives immediate written notice by overnight mail and e-mail pursuant to Paragraph 18 of such court order or process and cooperates fully with and supports through all reasonable means all efforts by Finisar to oppose any such disclosure of confidential information.

8. **COOPERATION AND NON-DISPARAGEMENT.** The Parties hereby ratify and incorporate herein their mutual obligations to each other as set forth in Paragraph 17 of the

Employment Agreement. Gertel acknowledges that, separate from and in addition to any obligation pursuant to a consulting relationship with Finisar, Finisar may need to consult with Gertel from time to time on a reasonable basis after the Separation Date on matters that Gertel worked on prior to the Separation Date. Gertel agrees to cooperate with Employer and to provide any such information as is reasonably requested by Finisar in any matters, litigation, or proceedings with which Gertel was involved, or relating to any work with which Gertel was involved or had knowledge, during Gertel 's employment with Finisar. Finisar agrees that it shall not request Gertel to perform future services if such performance would prevent Gertel from experiencing a “separation from service” as described in Internal Revenue Code Section 409A. For the avoidance of doubt, in no event shall Finisar request services from Gertel in excess of 20% of the average level of services performed by Gertel prior to the date of this Agreement. Gertel further agrees that he shall not, directly or indirectly, publish, disseminate or communicate in any way, to the media or any individual or entity, information that is critical, derogatory or otherwise intended to disparage Finisar or Finisar’s business, services, products, business affairs, officers, directors, and/or employees.

9. **CONFIDENTIAL INFORMATION.** Gertel covenants and agrees that he will continue to comply with his agreement regarding Inventions, Confidentiality and Non-Competition, which document is incorporated herein.

10. **INTEGRATED AGREEMENT.** This Agreement constitutes and contains the entire agreement and understanding between Gertel and Finisar concerning the subject matter herein, and supersedes and replaces all prior negotiations and all agreements proposed or otherwise, whether written or oral, concerning the same. This is an integrated document.

11. **NO ADMISSIONS.** The parties understand and agree that while this Agreement resolves all issues between Gertel and Finisar, it does not constitute an admission by Finisar of any violation of federal, state or local law, ordinance, or regulation, or of any violation of Finisar’s policies or procedures, or of any liability or wrongdoing whatsoever. Neither this Agreement nor anything in this Agreement shall be construed to be or shall be admissible in any proceeding as evidence of liability or wrongdoing by Finisar.

12. **COPIES.** This Agreement may be executed in counterparts, and each counterpart, when executed, shall have the effect of a signed original. Photographic and facsimiled copies of such signed counterparts may be used in lieu of the originals for any purpose.

13. **SEVERABILITY.** If any provision of this Agreement or the application thereof is held invalid, such invalidation shall not affect other provisions or applications of this Agreement and to this end, the provisions of this Agreement are declared to be severable.

14. **DRAFTING.** Each party has cooperated in the drafting and preparation of this Agreement. Hence, in any construction or interpretation of this Agreement, the same shall not be construed against any party on the basis that the party was the drafter.

15. **GOVERNING LAW.** The rights and obligations of the parties hereunder shall be construed and enforced in accordance with, and shall be governed by, the laws of the State of

California, without regard to principles of conflict of laws, and the parties hereby consent to personal jurisdiction and proper venue in the Superior Court of the State of California, County of San Francisco, for purposes of enforcing or interpreting this Agreement. In a suit brought by either party to enforce this Agreement, the prevailing party will be entitled to the award of reasonable attorneys' fees expended to enforce this Agreement.

16. **MODIFICATION.** This Agreement cannot be modified except in writing signed by all parties.

17. **SECTION 409A.** It is intended that any amounts payable under this Agreement shall either be exempt from or comply with Section 409A of the U.S. Internal Revenue Code (including the Treasury regulations and other published guidance relating thereto) ("Section 409A") so as not to subject Gertel to payment of any additional tax, penalty or interest imposed under Section 409A. The provisions of this Agreement shall be construed and interpreted consistent with that intent. Without limiting the generality of the foregoing, to the extent necessary to comply with Internal Revenue Code Section 409A, any payment to which Gertel becomes entitled under this Agreement, or any arrangement or plan referenced in this Agreement, that constitutes "deferred compensation" under 409A and is (i) payable upon Gertel's termination; (ii) at a time when Gertel is a "specified employee" as defined by 409A shall not be made until the earlier of (a) the expiration of the six month period (the "Deferral Period") measured from the date of Gertel's "separation from service"; or (b) the date of Gertel's death. Upon the expiration of the Deferral Period, all payments that would have been made during the Deferral Period (whether in a single lump sum or in installments) shall be paid as a single lump sum to Gertel or, if applicable, his beneficiary. For purposes of this Section, amounts that constitute "separation pay" in accordance with Internal Revenue Code Regulations Section 1.409A-1(b)(9)(iii) shall not be subject to the Deferral Period. Each payment under this Agreement or otherwise shall be treated as a separate payment for purposes of Code Section 409A. Gertel represents and warrants that he has consulted with his own tax advisors and counsel in connection with this Agreement and is not relying on Finisar, Finisar's counsel, or any Releasee for tax advice as to the matters covered by this Agreement, including by way of example but not of limitation the payments set out in Paragraph 1.

18. **VOLUNTARY AND KNOWING AGREEMENT.** By their authorized signatures below, Gertel and Finisar certify that they have carefully read and fully considered the terms of this Agreement, that they have had an opportunity to discuss these terms with attorneys or advisors of their own choosing, that they agree to all of the terms of this Agreement, that they intend to be bound by them and to fulfill the promises set forth herein, and that they voluntarily and knowingly enter into this Agreement with full understanding of its binding legal consequences.

19. **NOTICES.** Any written notice to Finisar required under this Agreement should be mailed to the following:

Adam P. KohSweeney, Esq.
O'Melveny & Myers LLP
Two Embarcadero Center, 28th Floor
San Francisco, CA 94111
akohsweeney@omm.com

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound, have caused this Agreement to be executed as of the dates set forth below.

/S/ Eitan Gertel	September 3, 2015
By: Eitan Gertel	Date
/S/ Jerry S. Rawls	
By: Jerry S. Rawls	September 3, 2015
Finisar Corporation.	Date

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT
TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jerry S. Rawls, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Finisar Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: December 10, 2015

/s/ Jerry S. Rawls

Jerry S. Rawls
Chairman of the Board of Directors and
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT

TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Kurt Adzema, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Finisar Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: December 10, 2015

/s/ Kurt Adzema

Kurt Adzema

Executive Vice President, Finance and
Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT

TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Jerry S. Rawls, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Finisar Corporation (the “Company”) on Form 10-Q for the three months ended November 1, 2015 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 10, 2015

/s/ Jerry S. Rawls

Jerry S. Rawls
Chairman of the Board of Directors and
Chief Executive Officer

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT

TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Kurt Adzema, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Finisar Corporation (the "Company") on Form 10-Q for the three months ended November 1, 2015 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: December 10, 2015	/s/ Kurt Adzema
	Kurt Adzema
	Executive Vice President, Finance and Chief Financial Officer