

NEWPORT CORP
Form 424B3
August 16, 2007

PROSPECTUS SUPPLEMENT NO. 2
(To Prospectus Dated April 25, 2007)

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-142362

NEWPORT CORPORATION

\$175,000,000

**2.50% Convertible Subordinated Notes due 2012 and
Common Stock Issuable upon Conversion of the Notes**

This prospectus supplement supplements information contained in that certain prospectus dated April 25, 2007 of Newport Corporation (the Company), relating to the offer and sale from time to time of up to \$175,000,000 of the Company's 2.50% Convertible Subordinated Notes due 2012, or the notes, and 7,277,567 shares of the Company's outstanding common stock that are issuable upon conversion of the notes, which are held by certain securityholders named in the prospectus under the section entitled Selling Securityholders. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus, including any amendments or supplements thereto.

The following table amends and supplements the information set forth in the prospectus under the caption Selling Securityholders with respect to the selling securityholders named below and the respective notes and shares of common stock beneficially owned by such selling securityholders that may be offered pursuant to the prospectus:

Name of Selling Securityholder	Principal Amount of Notes Beneficially Owned and Offered	Percentage of Notes Outstanding	Shares of Common Stock Beneficially Owned Prior to the Offering (1)(2)	Conversion Shares of Common Stock Offered (2)	Shares of Common Stock Beneficially Owned After Completion of the Offering
Bunting Family III, LLC Capital Appreciation Convertibles (3) ING Investors Trust - ING T. Rowe Price Capital Appreciation Portfolio (3) Kamunting Street Master Fund, Ltd. Knollwood Investment Partnership Capital Appreciation Conv (3) Lyxor/Inflective Convertible Opportunity Fund (3) Penn Series - Flexibly Managed Fund (3) RHP Master Fund, Ltd. T. Rowe Price Capital Appreciation Fund (3) T. Rowe Price Capital Appreciation Trust (3) Wachovia Securities International LTD (4)	\$ 3,000 \$ 3,575,000 \$ 13,750,000 \$ 3,000 \$ 1,500,000 \$ 1,531,000 \$ 3,500,000 \$ 11,293,000 \$ 115,000 \$ 5,000,000	* 2.04% 7.86% * * * 2.00% 6.45% * 2.86%	124 213,336 571,808 124 62,379 97,311 145,551 677,561 6,861 207,930	124 148,670 571,808 124 62,379 63,668 145,551 469,631 4,782 207,930	64,666 33,643 207,930 2,079

- * Less than 1%

- (1) Includes shares of common stock issuable upon conversion of the notes.

- (2) Assumes a conversion rate of 41.5861 shares per \$1,000 principal amount of notes and a cash payment in lieu of any fractional interest.

- (3) This selling securityholder is an affiliate of a broker dealer and purchased the notes in the ordinary course of business. At the time this selling securityholder purchased the notes, it had no agreements or understandings, directly or indirectly, with any person to distribute the notes or the shares of common stock issuable upon conversion of the notes.

- (4) This selling securityholder is a broker dealer and is, therefore, deemed an

underwriter by
the SEC.

The date of this prospectus supplement is August 16, 2007.