

NEWPORT CORP
Form 424B3
May 18, 2007

PROSPECTUS SUPPLEMENT NO. 1
(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		Shares of Common Stock Beneficially Owned Prior to the Offering	Conversion Shares of Common Stock Offered	Shares of Common Stock Beneficially Owned After Completion of the Offering
	Beneficially Owned and Offered	Percentage of Notes Outstanding	(1)(2)	(2)	
Absolute Strategies Fund, Forum Funds Trust	\$ 350,000	*	14,555	14,555	
Highbridge Convertible Arbitrage Master Fund, LP	\$ 1,480,000	*	61,547	61,547	
Highbridge International LLC	\$ 6,520,000	3.73%	271,141	271,141	
Mohican VCA Master Fund, Ltd.	\$ 2,900,000	1.66%	120,599	120,599	
Peoples Benefit Life Insurance Company Teamsters	\$ 2,700,000	1.54%	112,282	112,282	
Pioneer High Yield VCT Portfolio	\$ 500,000	*	20,793	20,793	
Polygon Global Opportunities Master Fund	\$13,000,000	7.43%	540,619	540,619	
Redbourn Partners Ltd.	\$ 7,000,000	4.0%	291,102	291,102	

* 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.

The date of this prospectus supplement is May 18, 2007.