

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<br>Selling Securityholder                   | Principal<br>Amount of<br>Notes      |                                       | Shares of<br>Common<br>Stock<br>Beneficially<br>Owned Prior<br>to the<br>Offering | Conversion<br>Shares of<br>Common<br>Stock<br>Offered | Shares<br>of<br>Common<br>Stock<br>Beneficially<br>Owned<br>After<br>Completion<br>of<br>the<br>Offering |
|---|--------------------------------------|---------------------------------------|---|---|--|
|   | Beneficially<br>Owned and<br>Offered | Percentage<br>of Notes<br>Outstanding | (1)(2)  | (2)   |  |
| Absolute Strategies Fund, Forum<br>Funds Trust      | \$ 350,000                           | *                                     | 14,555  | 14,555  |  |
| Highbridge Convertible Arbitrage<br>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<br>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<br>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.**