

EXTREME NETWORKS INC

FORM 8-K (Current report filing)

Filed 06/05/17 for the Period Ending 05/31/17

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| Address | 6480 VIA DEL ORO SAN JOSE, CA 95119 |
| Telephone | 408-579-2800 |
| CIK | 0001078271 |
| Symbol | EXTR |
| SIC Code | 3576 - Computer Communications Equipment |
| Industry | Communications & Networking |
| Sector | Technology |
| Fiscal Year | 06/30 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (date of earliest event reported): May 31, 2017

EXTREME NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-25711
(Commission
File No.)

77-0430270
(I.R.S. Employer
Identification No.)

6480 Via Del Oro
San Jose, California 95119
(Address of principal executive offices)

Registrant's telephone number, including area code:
(408) 579-2800

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.03. Material Modification to Rights of Security Holders.

On May 9, 2017, the Board of Directors of Extreme Networks, Inc. (the “Company”) approved entering into an amendment (“Amendment No. 5”) to the Amended and Restated Rights Agreement dated as of April 26, 2012, as amended in Amendment No. 1 effective as of April 30, 2013, Amendment No. 2 effective as of May 19, 2014, Amendment No. 3 effective as of May 14, 2015, and Amendment No. 4 effective as of May 9, 2016, (collectively the amendments and the Amended and Restated Rights Agreement are referred to herein as the “Rights Agreement”), with Computershare Inc. as its rights agent (the “Rights Agent”). The Company and the Rights Agent entered into Amendment No. 5 on May 31, 2017. Pursuant to the terms of Amendment No. 5, the Rights Agreement has been extended to May 31, 2018.

This summary of the amendment to the Rights Agreement is qualified in its entirety by the full text of Amendment No. 5, which is incorporated herein by reference. A copy of Amendment No. 5 is filed with this Current Report on Form 8-K as Exhibit 4.1. The material terms of the Rights Agreement are incorporated herein by reference from Exhibit 4.1 of the Current Report on Form 8-K filed on April 30, 2012.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

4.1 Amendment No. 5 to the Rights Agreement dated May 31, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 5, 2017

EXTREME NETWORKS, INC.

By: /s/ B. DREW DAVIES

B. Drew Davies

*Executive Vice President, Chief Financial Officer
(Principal Accounting Officer)*

**AMENDMENT NO. 5 TO
AMENDED AND RESTATED RIGHTS AGREEMENT**

This Amendment No. 5 ("**Amendment No. 5** ") amends the Amended and Restated Rights Agreement dated as of April 26, 2012, as amended to date. This Amendment No. 5 is effective as of May 9, 2017 (the "**Amendment No. 5 Effective Date** "), between Extreme Networks, Inc., a Delaware company (the "**Company** "), and Computershare Inc., a Delaware corporation, "successor-in-interest to Computershare Shareowner Services LLC," as rights agent (the "**Rights Agent** "). Capitalized terms used herein but not defined shall have the meanings given to them in the Amended and Restated Rights Agreement.

RECITALS

A. The Company and the Rights Agent entered into that certain Amended and Restated Rights Agreement, dated as of April 26, 2012, as amended in Amendment No. 1 dated April 30, 2013, Amendment No. 2 dated May 19, 2014, Amendment No. 3 dated May 14, 2015, and Amendment No. 4 dated May 5, 2016, (collectively referred to as the "**Rights Agreement** ").

B. The Board of Directors of the Company has determined that it is desirable and in the best interests of the Company and its shareholders for the Company to amend the Rights Agreement in order to extend the term of the Rights Agreement to May 31, 2018.

C. Accordingly, the parties hereto desire to amend the Rights Agreement to extend the term of the Rights Agreement to May 31, 2018 pursuant to the terms of this Amendment No. 5.

D. The Company has delivered to the Rights Agent a certificate stating that this Amendment No. 5 complies with Section 27 of the Rights Agreement and has directed the Rights Agent to amend the Rights Agreement as set forth herein.

NOW, THEREFORE , in consideration of the promises and the mutual agreements herein set forth, the parties hereto agree as follows:

1. Clause (i) of Section 7(a) of the Rights Agreement is hereby amended to read in its entirety as follows: "May 31, 2018 (the "**Final Expiration Date** ")".

2. The Rights Agreement, including all Exhibits attached thereto, is amended such that all references to the date May 31, 2017 are hereby amended to reference the date May 31, 2018.

3. This Amendment No. 5 shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State; provided, however, that all provisions regarding the rights, duties and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the state of New York applicable to contracts made and to be performed entirely within such state.

4. This Amendment No. 5 may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the

same instrument. A signature to this Amendment No. 5 executed and/or transmitted electronically shall have the same authority, effect, and enforceability as an original signature.

5. If any term, provision, covenant or restriction of Amendment No. 5 and/or the Rights Agreement as amended by this Amendment No. 5 is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of Amendment No. 5 and/or the Rights Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated; provided, however, that if any such excluded term, provision, covenant or restriction shall adversely affect the rights, immunities, duties or obligations of the Rights Agent, the Rights Agent shall be entitled to resign immediately.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 5 to the Rights Agreement to be duly executed as of the latest date below.

EXTREME NETWORKS, INC.

COMPUTERSHARE INC.

By: /s/ Katy Motiey_____

By: /s/ Dennis V. Moccia_____

Title: EVP, Chief Administrative Officer,
HR, General Counsel & Corp Secretary
Manager, Contract Administration

Title:

Date: May 19, 2017

Date: May 31, 2017