

EXTREME NETWORKS INC
Form SC TO-I/A
March 09, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 3 to

SCHEDULE TO

(Rule 13e-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

EXTREME NETWORKS, INC.

(Name Of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.001 Per Share

(Title of Class of Securities)

30226D106

(CUSIP Number of Class of Securities)

(Underlying Common Stock)

Bob L. Corey

Acting President and Chief Executive Officer

Extreme Networks, Inc.

3585 Monroe Street

Santa Clara, California 95051

(408) 579-2800

**(Name, Address, and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)**

Copies to:

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CALCULATION OF FILING FEE

Transaction Valuation*
\$3,260,936

Amount of Filing fee**
\$232.51

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- * Calculated solely for purposes of determining the filing fee. The calculation of the Transaction Valuation assumes that all options to purchase shares of common stock of Extreme Networks, Inc. that may be eligible for exchange in the offer will be exchange pursuant to the offer. These options cover an aggregate of 5,176,089 shares of Extreme Networks common stock and have an aggregate value of \$3,260,936 as of February 3, 2010, calculated based on a Black-Scholes option pricing model.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$71.30 per \$1,000,000 of the aggregate amount of the Transaction Valuation. The Transaction Valuation set forth above was calculated for the sole purpose of determining the Amount of Filing Fee and should not be used for any other purpose.

- x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$232.51

Filing Party: Extreme Networks, Inc.

Form or Registration No.: 005-56641

Date Filed: February 4, 2010

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

.. third-party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: x

EXPLANATORY NOTE

This Amendment No. 3 (this *Amendment No. 3*) amends and supplements the Tender Offer Statement on Schedule TO (the *Schedule TO*) filed by Extreme Networks, Inc. (the *Company*) with the Securities and Exchange Commission (the *SEC*) on February 4, 2010, as amended by Amendment No. 1 to the Schedule TO filed with the SEC on February 10, 2010, and Amendment No. 2 to the Schedule TO filed with the SEC on February 23, 2010, in connection with the Company's offer to exchange certain outstanding stock options granted prior to February 4, 2009 that have an exercise price per share equal to or greater than \$3.63 per share for a lesser number of restricted stock units (the *Exchange Offer*) to be granted under Extreme Networks' 2005 Equity Incentive Plan and cash payments, upon the terms and subject to the conditions set forth in the Offer to Exchange Certain Outstanding Options for a Number of Restricted Stock Units and Cash Payments that was filed with the SEC on February 4, 2010, as Exhibit 99(a)(1)(A) to the Schedule TO (the *Offer to Exchange*).

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 3 amends and supplements only the items and exhibits to the Schedule TO, as amended, that are being amended and supplemented, and unaffected items and exhibits are not included herein. This Amendment No. 3 should be read in conjunction with the Schedule TO, as amended.

ITEM 4. TERMS OF THE TRANSACTION

Item 4 of the Schedule TO is hereby amended and supplemented by adding the following:

The Offer to Exchange expired at 9:00 p.m., Pacific Standard Time, on March 4, 2010. Pursuant to the terms and conditions of the Offer to Exchange, Extreme accepted for exchange eligible options to purchase 3,041,905 shares of Extreme common stock, representing 59% of the total number of options originally eligible for exchange. These surrendered options were cancelled on March 5, 2010 and in exchange therefor: (i) Extreme granted a total of 579,238 new RSUs under the 2005 Plan, and (ii) Extreme will make cash payments in the aggregate amount of \$8,769.35, less applicable withholdings and without interest.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EXTREME NETWORKS, INC.

By: /s/ BOB L. COREY
Name: **Bob L. Corey**
Title: **Acting President and Chief Executive Officer**

Dated: March 9, 2010