

CALIX, INC  
Form 8-K  
July 20, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): July 18, 2017

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CALIX, INC.  
(Exact name of Registrant as specified in its charter)

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Delaware	001-34674	68-0438710
(State or other jurisdiction of incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

1035 N. McDowell Boulevard, Petaluma, 94954  
California  
(Address of principal executive offices) (Zip Code)  
(707) 766-3000  
(Registrant's telephone number, including area code)  
Not Applicable  
(Former name or former address if changed since last report)

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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:

- ☐ 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))

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). ☐

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On July 18, 2017, the Board of Directors (“Board”) of Calix, Inc. (the “Company”) appointed Kira Makagon to the Board as a Class I director, authorizing an increase in the number of directors from eight to nine. Ms. Makagon was also appointed to the Cybersecurity Committee of the Board.

Pursuant to the Company’s director compensation policies, as a non-employee director, Ms. Makagon will receive (i) a \$40,000 annual retainer for her service on the Board, plus additional amounts for service on committees, pro-rated for the remainder of 2017 and paid in quarterly installments, and (ii) upon her appointment, an automatic initial grant of 24,330 restricted stock units under the Company’s 2010 Equity Incentive Award Plan that will vest in full on the earlier of the one-year anniversary of the date of grant or the day immediately preceding the date of the Company’s 2018 annual meeting of stockholders. The foregoing description is qualified in its entirety by reference to the text of (i) the Company’s Non-Employee Director Cash Compensation Policy, as amended, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarterly period ending July 1, 2017; and (ii) the Company’s Non-Employee Director Equity Compensation Policy, which was filed as Exhibit 10.18 to the Company’s Annual Report on Form 10-K filed with the SEC on February 28, 2017.

In connection with Ms. Makagon’s election to the Board, the Company and Ms. Makagon will enter into the Company’s standard indemnification agreement, the form of which was filed with the SEC as Exhibit 10.5 to Amendment No. 6 to the Company’s Registration Statement on Form S-1 filed with the SEC on March 8, 2010.

There is no arrangement or understanding between Ms. Makagon and any other persons pursuant to which Ms. Makagon was selected as a director, and Ms. Makagon has no reportable transactions under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

A copy of the Company’s press release, dated July 20, 2017, announcing the appointment of Ms. Makagon is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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99.1	Press release dated July 20, 2017.
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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: July 20, 2017      CALIX, INC.

By: /s/ Suzanne Tom  
Suzanne Tom  
VP, General Counsel

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press release dated July 20, 2017.