

CISCO SYSTEMS INC  
Form 8-K  
January 04, 2008

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**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): December 31, 2007

**CISCO SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**California**

(State or other jurisdiction of incorporation)

**0-18225**  
(Commission File Number)

**77-0059951**  
(IRS Employer Identification No.)

**170 West Tasman Drive, San Jose, California**  
(Address of principal executive offices)

**95134-1706**  
(Zip Code)

**(408) 526-4000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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)

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- “ 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Compensatory Arrangements of Certain Officers**

On December 31, 2007, Cisco Systems, Inc. ( Cisco ) entered into a Transition Agreement with Charles H. Giancarlo (the Transition Agreement ) under which Mr. Giancarlo will serve as consultant to Cisco for the term of the agreement, which is from December 31, 2007, the effective date of Mr. Giancarlo s previously announced resignation as Executive Vice President, Chief Development Officer of Cisco, until June 30, 2008. Mr. Giancarlo will receive a monthly rate of \$8,333 for his consulting services, and during the term of the Transition Agreement unvested stock options and restricted stock units held by Mr. Giancarlo will continue to vest and be governed by their existing terms. Either Cisco or Mr. Giancarlo may terminate the Transition Agreement at any time.

The foregoing description of the Transition Agreement is qualified in its entirety by reference to the Transition Agreement, a copy of which is filed as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 10.1           | Transition Agreement dated as of December 31, 2007 by and between Cisco and Charles H. Giancarlo |

**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.

**CISCO SYSTEMS, INC.**

Dated: January 4, 2008

By: /s/ Randy Pond  
Name: Randy Pond  
Title: Executive Vice President,

Operations, Processes and Systems

EXHIBIT INDEX

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