

CISCO SYSTEMS INC  
Form 8-K  
March 16, 2011

**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): March 15, 2011

**CISCO SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction

of incorporation)

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**0-18225**  
(Commission

File Number)

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

**(408) 526-4000**

(Registrant's telephone number, including area code)

**Not Applicable**

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

**77-0059951**  
(IRS Employer

Identification No.)

**95134-1706**  
(Zip Code)

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 16, 2011, Cisco Systems, Inc. (the Company) entered into an Indenture (the Indenture) with The Bank of New York Mellon Trust Company, N.A., as trustee thereunder, in connection with the offer and sale of \$1,250,000,000 aggregate principal amount of the Company's Floating Rate Notes due 2014, \$2,000,000,000 aggregate principal amount of the Company's 1.625% Senior Notes due 2014, and \$750,000,000 aggregate principal amount of the Company's 3.150% Senior Notes due 2017 (the Offering). A description of the material terms of the Indenture and related notes is contained in Item 1.01 to the Company's current report on Form 8-K filed with the Commission on March 15, 2011. Such description is a summary and is qualified in its entirety by the Indenture and forms of notes, filed herewith as Exhibit No. 4.1 and Exhibit No. 4.2 and incorporated by reference herein.

In connection with the Offering, the Company is filing the Indenture and forms of notes as Exhibit No. 4.1 and Exhibit No. 4.2 to this Form 8-K, which are incorporated by reference in their entirety into the Company's registration statement on Form S-3 (File No. 333-157177).

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

On March 15, 2011, in accordance with the requirements of his appointment as President & Chief Executive Officer of the National Cable & Telecommunications Association (NCTA), Michael K. Powell notified the Company of his decision to resign from the Company's Board of Directors effective April 1, 2011.

**Item 8.01. Other Events.**

In connection with the Offering, the Company is filing a legal opinion and consent as Exhibit No. 5.1 and Exhibit No. 23.1 to this Form 8-K, which are incorporated by reference in their entirety into the Company's registration statement on Form S-3 (File No. 333-157177).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
4.1	Indenture, dated March 16, 2011, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee.
4.2	Forms of Global Note for the Company's Floating Rate Notes due 2014, 1.625% Senior Notes due 2014 and 3.150% Senior Notes due 2017 (contained in Exhibit No. 4.1).
5.1	Opinion of Fenwick & West LLP.
23.1	Consent of Fenwick & West LLP (contained in Exhibit No. 5.1).

**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: March 16, 2011

By: /s/ Prat S. Bhatt  
Name: Prat S. Bhatt  
Title: Vice President, Corporate Controller

and Principal Accounting Officer

EXHIBIT INDEX

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