

CALIX, INC
Form 8-K
March 16, 2018

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 13, 2018

CALIX, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1035 N. McDowell Boulevard, Petaluma, California

001-34674
(Commission

File No.)

68-0438710
(I.R.S. Employer

Identification No.)

94954

(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)

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).

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

(d) On March 13, 2018, the Board of Directors (Board) of Calix, Inc. (the Company) appointed J. Daniel Plants to the Board as a Class III director effective March 14, 2018, authorizing an increase in the number of directors from ten to eleven.

Pursuant to the Company s director compensation policies, as a non-employee director, Mr. Plants will receive (i) a \$40,000 annual retainer for his service on the Board, pro-rated for the remainder of 2018 and paid in quarterly installments, and (ii) upon his appointment, an automatic initial grant of 27,586 restricted stock units under the Company s 2010 Equity Incentive Award Plan that will vest in full on the one-year anniversary of the date of grant. 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, which was filed as Exhibit 10.2 to the Company s Quarterly Report on Form 10-Q filed with the SEC on August 10, 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 Mr. Plants election to the Board, the Company and Mr. Plants 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 Mr. Plants and any other persons pursuant to which Mr. Plants was selected as a director, and Mr. Plants 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 March 14, 2018, announcing the appointment of Mr. Plants 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
99.1	<u>Press Release dated March 14, 2018.</u>

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: March 16, 2018

CALIX, INC.

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