
**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):
August 9, 2010**

EXTREME NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-25711
(Commission
File No.)

77-0430270
(I.R.S. Employer
Identification No.)

3585 Monroe Street
Santa Clara, California 95051
(Address of principal executive offices)

**Registrant's telephone number, including area code:
(408) 579-2800**

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 (see General Instruction A.2. below):

- 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))
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Item 7.01 Regulation FD Disclosure

On August 9, 2010 , Extreme Networks, Inc. responded to a letter from Ramius Value and Opportunity Advisors, LLC and provided the letter to investors via a press release. A copy of the press release and the letter is attached as **Exhibits 99.1** hereto and is incorporated by reference herein in its entirety.

Item 8.01 Other Events

The disclosure contained under Item 7.01 hereof is incorporated by reference into Item 8.01 of this Current Report as it may be deemed to include solicitation materials under Rule 14A of the Securities Exchange Act of 1934, as amended.

Important Information/ Solicitation Participants Legend.

Extreme Networks, Inc. will file a proxy statement in connection with its 2010 annual meeting of stockholders and advises its stockholders to read that proxy statement when it becomes available because it will contain important information. Stockholders will be able to obtain a free copy of that proxy statement and other documents (when available) that Extreme files with the Securities and Exchange Commission at the Commission's website at www.sec.gov. That proxy statement and these other documents will also be available free of charge by directing a request to Extreme Networks, Inc., Attn: Investor Relations, 3585 Monroe Street, Santa Clara, California 95051, or from Extreme at www.extremenetworks.com.

Extreme, its directors and named executive officers may be deemed to be participants in the solicitation of proxies from the Extreme stockholders in connection with the 2010 annual meeting. Stockholders may obtain information regarding the names, affiliations and interests of such individuals in Extreme's proxy statement filed on November 12, 2009 for the 2009 annual meeting of stockholders. To the extent that holdings of Extreme securities on the part of those individuals have changed since the date of that proxy statement, those changes have been reflected on Statements of Changes in Ownership on Forms 3 or 4 filed with the Securities and Exchange Commission. More current information regarding the interests of the directors and named executive officers of Extreme will be contained in the proxy statement referred to in the preceding paragraph.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press Release, dated August 9, 2010.

FOR IMMEDIATE RELEASE**For more information, contact:**

Extreme Networks, Inc.
Investor Relations
408/579-3030
investor_relations@extremenetworks.com

Public Relations
408/579-3483
gcross@extremenetworks.com

EXTREME NETWORKS' BOARD OF DIRECTORS RESPONDS TO LETTER FROM RAMIUS

SANTA CLARA, Calif.; August 9, 2010 – The Board of Directors of Extreme Networks, Inc. (NASDAQ: EXTR) (the “Company”) (the “Board”) acknowledges receipt of a letter from, Ramius Value and Opportunity Advisors, LLC (“Ramius”), dated August 4, 2010. The Board sent a written response to Ramius on August 9, 2010.

The full text of the letter follows:

August 9, 2010

Mr. Jeffrey Smith
Ramius Value and Opportunity Advisors, LLC
599 Lexington Ave
New York, NY 10022

Dear Jeff:

We acknowledge receipt of your letter, dated August 4, 2010. As with all concerns expressed by Extreme Network Inc. (“Extreme”) shareholders we wanted to respond and clarify the Board of Directors’ (“Board”) position.

We wish to assure you that the Board has been and continues to be committed to maximizing value for all Extreme shareholders. In fact, over the past twelve months, the Board and management of the Company have taken a number of proactive measures to enhance shareholder value. These actions include:

- A significant restructuring of the company’s operating expense base to reduce revenue break-even;
- Re-alignment of the sales organization which is anticipated to deliver improved top-line growth;
- Introduction of several new products during the year aimed at improving the Company’s competitive positioning and repositioning the Company for entry into higher growth markets;

- Significant improvements to non-GAAP operating income, reflected by our Q3 FY2010 and Q4 FY2010 performance;
- Recent appointment of the new Chief Executive Officer, Oscar Rodriguez, a seasoned networking executive with over 20 years experience in the industry; and
- Appointment of two highly qualified Directors Edward Meyercord (introduced to the Company by Ramius) and John Kispert, to the Board.

The Board believes that Extreme's stock price does not currently reflect the value of Extreme's business and future prospects and does not yet reflect the full benefit of the above-mentioned actions. We are excited by the future prospects of the Company under Oscar's and the senior executive team's leadership and their ability to positively impact the business, including capitalizing on significant growth opportunities.

We also wish to clarify the decision by the Board of Directors of Extreme to adopt a Tax Benefit Preservation amendment to its Shareholder Rights Plan ("Plan"), which came into effect on June 30, 2010. The change is designed to reduce the likelihood that Extreme's use of its net operating losses, loss carry forwards and other tax assets (collectively "tax benefits") would be substantially limited under Section 382 of the Internal Revenue Code ("Section 382"). Extreme's ability to use its tax benefits may be substantially limited if there occurs an "ownership change" as defined under Section 382. The Plan will expire on April 27, 2011, and at that time, the Board will review the Plan and determine which aspects, if any, of the Plan, including the Tax Benefit Preservation aspect, should be extended. In making its determination to adopt the Plan, the Board considered the potential Section 382 risk and tax benefits especially in light of the Company's improved operating profits over the past year, and determined it was in the best interest of all stockholders to adopt the Tax Benefit Preservation amendment to the Plan. The Board relied on advice from outside counsel and a detailed calculation and analysis performed by its external tax advisor. The adoption of shareholder rights plans to protect valuable net operating losses, loss carry forwards and other tax assets, is becoming increasingly common in the current environment.

The Board is currently evaluating requests to grant an exemption to the Plan to increase stock holding to 9.9% from Ramius and from another shareholder, and will respond to both requests after completing its due diligence with its tax and legal advisors. Any determination by the Board to grant an exemption to the Plan will be made based on the Board's evaluation of the likelihood to limit the availability of Extreme's tax benefits or whether it is otherwise in the best interests of all Extreme shareholders.

A list of questions and answers, and the full text of the Plan is available under "Financial Information" in the "Investor Relations" section of our website located at www.extremenetworks.com.

We note the formal nomination by Ramius of two candidates for election to the Board at the 2010 Annual Meeting. In accordance, with the existing policies of the Nominating and Governance Committee of the Company for reviewing Director nominees, we will evaluate the qualifications, experience and independence of the two Ramius nominees to act as directors of Extreme, similar to the process we follow with all Director nominees including when Mr. Meyercord was introduced to the Company by Ramius for appointment to the Board earlier this year.

We also note the non-binding shareholder proposal to vote on declassifying the Board at the 2010 Annual Meeting, put forth by Ramius. As with all proposals put forward by our shareholders, we will fully evaluate your proposal, taking into account what is in the best interests for all Extreme shareholders.

We welcome the ongoing dialogue with all of our shareholders, including Ramius. We look forward to pursuing potential opportunities to drive shareholder value for all Extreme shareholders.

Yours sincerely,

Gordon Stitt, Chairman
On behalf of the Board

Extreme Networks, Inc.

Extreme Networks provides converged Ethernet network infrastructure that support data, voice and video for enterprises and service providers. Extreme Networks' network solutions feature high performance, high availability and scalable switching solutions that enable organizations to address real-world communications challenges and opportunities. Operating in more than 50 countries, Extreme Networks provides wired and wireless secure LANs, data center infrastructure and Service Provider Ethernet transport solutions that are complemented by global, 24x7 service and support. For more information, visit: <http://www.extremenetworks.com>

Extreme Networks is either a registered trademark or trademark of Extreme Networks, Inc. within the United States and other countries.

Forward-Looking Statements

This press release contains forward-looking statements. . You are urged to consider statements that include the words "may," "will," "would," "could," "should," "might," "believes," "estimates," "projects," "potential," "expects," "plans," "anticipates," "intends," "continues," "forecast," "designed," "goal," or the negative of those words or other comparable words to be uncertain and forward-looking. These statements are subject to risks and uncertainties that are difficult to predict and actual outcomes may differ materially.

Important Information/ Solicitation Participants Legend

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