

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):
May 19, 2014

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.)

145 Rio Robles
San Jose, California 95134

(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))

Item 3.03. Material Modification to Rights of Security Holders.

Upon approval by the Board of Directors (the "**Board**") of Extreme Networks, Inc. ("**Extreme Networks**" or the "**Company**") on May 14, 2014, Extreme entered into an amendment ("the **Amendment No. 2**") to the Amended and Restated Rights Agreement dated as of April 26, 2012, as amended in Amendment No. 1 thereto as of April 30, 2013 (the "**Rights Agreement**"), with Computershare Inc. as its rights agent (the "**Rights Agent**"). Pursuant to the terms of Amendment No. 2 which is effective as of April 30, 2014, the Rights Agreement has been extended to May 31, 2015.

This summary of the amendment to the Amended and Restated Rights Agreement is qualified in its entirety by the full text of the Amendment No. 2 to the Amended and Restated Rights Agreement, which is incorporated herein by reference. A copy of the Amendment No. 2 to the Amended and Restated Rights Agreement is filed with this Current Report on Form 8-K as **Exhibit 4.1**.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

- 4.1 Amendment No. 2 to the Amended and Restated Rights Agreement effective April 30, 2014.

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: May 20, 2014

EXTREME NETWORKS, INC.

By: /s/ ALLISON AMADIA

Allison Amadia

Vice President, General Counsel, and Corporate Secretary

**AMENDMENT NO. 2 TO
AMENDED AND RESTATED RIGHTS AGREEMENT**

This Amendment No. 2 to the Amended and Restated Rights Agreement is an amendment to the Amended and Restated Rights Agreement ("**Amendment No. 2**"), entered into dated May 19, 2014 and effective as of April 30, 2014 (the "**Amendment No. 2 Effective Date**"), between Extreme Networks, Inc., a Delaware company (the "**Company**"), and Computershare Inc., a Delaware corporation, successor-in-interest to Shareholder Services LLC, a New Jersey limited liability company, as rights agent (the "**Rights Agent**"). Capitalized terms used herein but not defined shall have the meanings given to them in the Rights Agreement.

RECITALS

A. The Company and the Rights Agent entered into that certain Amended and Restated Rights Agreement, dated as of April 26, 2012, as amended in Amendment No. 1 thereto as of April 30, 2013 (collectively referred to as the "**Rights Agreement**").

B. The parties desire to amend the Rights Agreement effective as of April 30, 2014 and extend the term of the Rights Agreement to May 31, 2015 pursuant to the terms of Amendment No. 2.

D. The Company has delivered to the Rights Agent a certificate stating that this Amendment No. 2 complies with Section 27 of the Rights Agreement and has directed the Rights Agent to amend the Rights Agreement as set forth herein.

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein set forth, the parties hereto agree as follows:

1. Clause (i) of Section 7(a) of the Rights Agreement is hereby amended to read in its entirety as follows: "May 31, 2015 (the "**Final Expiration Date**"),".

3. The Rights Agreement, including all Exhibits attached thereto, is amended such that all references to the date April 30, 2014 are hereby amended to reference the date May 31, 2015.

4. This Amendment No. 2 shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State; provided, however, that all provisions regarding the rights, duties and obligations of the Rights Agent shall be governed by and construed in accordance with the laws of the state of New York applicable to contracts made and to be performed entirely within such state.

5. This Amendment No. 2 may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

6. If any term, provision, covenant or restriction of Amendment No. 2 and/or the Rights Agreement as amended by this Amendment No. 2 is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of Amendment No. 2 and/or the Rights Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated; provided, however, that if any such excluded term, provision, covenant or restriction shall adversely affect the rights, immunities, duties or obligations of the Rights Agent, the Rights Agent shall be entitled to resign immediately.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 2 to Amended and Restated Rights Agreement to be duly executed as of the Amendment No. 2 Effective Date.

EXTREME NETWORKS, INC.

Name: /s/ Allison Amadia
Vice President, General Counsel, and Corporate
Title: Secretary
Date: May 19, 2014

COMPUTERSHARE INC.

Name: /s/ Michael J. Lang
Title: SVP
Date: May 19, 2014