

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT NO. 5
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EXTREME NETWORKS, INC.

(Exact name of Registrant as specified in its charter)

| | | |
|---|--|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 3576 (Primary Standard Industrial Classification Number) | 77-0430270 (I.R.S. Employer Identification No.) |
|---|--|---|

3585 Monroe Street
Santa Clara, California 95051-1450
(408) 579-2800

(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

Gordon L. Stitt
President

Extreme Networks, Inc.
3585 Monroe Street
Santa Clara, California 95051-1450
(408) 579-2800

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

| | |
|---|---|
| Gregory M. Gallo, Esq. Jay M. Spitzen, Esq. J. Howard Clowes, Esq. Gray Cary Ware & Freidenrich LLP 400 Hamilton Avenue Palo Alto, California 94301-1825 (650) 328-6561 | Jeffrey D. Saper, Esq. J. Robert Suffoletta, Esq. Robert G. Day, Esq. Wilson Sonsini Goodrich & Rosati Professional Corporation 650 Page Mill Road Palo Alto, California 94304-1050 (650) 493-9300 |
|---|---|

Approximate date of commencement of proposed sale to the public: As soon as
practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are being offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, as amended (the "Securities Act") check the following box.

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following
box and list the Securities Act registration number of the earlier effective
registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration number of the earlier effective registration statement for the
same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,
check the following box.

| Title of Each Class of Securities to be Registered | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|--|--|----------------------------|
| Common Stock, (\$.001 par value)..... | \$120,750,000 | \$33,569(2) |

(1) Estimated solely for the purpose of computing the amount of registration fee pursuant to Rule 457(o).

(2) Includes registration fee of \$14,387 paid on February 5, 1999 in connection with the filing of the original registration statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 5 amends the Registration Statement on Form S-1 originally filed with the SEC on February 5, 1999, and thereafter amended by Amendment Nos. 1, 2, 3 and 4. The purpose of this Amendment No. 5 is to reflect the registration fee paid by Extreme as a result of the increase in the maximum aggregate offering price from \$51,750,000 to \$120,750,000.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cupertino, County of Santa Clara, State of California, on the 8th day of April 1999.

Extreme Networks, Inc.

/s/ Vito E. Palermo

By: _____
 Vito E. Palermo
 Vice President and Chief
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 5 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature ----- | Title ----- | Date ---- |
|--|--|---------------|
| Gordon L. Stitt* | President, Chief Executive Officer and Chairman (Principal Executive Officer) | April 8, 1999 |
| _____ Gordon L. Stitt | | |
| /s/ Vito E. Palermo | Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | April 8, 1999 |
| _____ Vito E. Palermo | | |
| Charles Carinalli* | Director | April 8, 1999 |
| _____ Charles Carinalli | | |
| Promod Haque* | Director | April 8, 1999 |
| _____ Promod Haque | | |
| Lawrence K. Orr* | Director | April 8, 1999 |
| _____ Lawrence K. Orr | | |
| Peter Wolken* | Director | April 8, 1999 |
| _____ Peter Wolken | | |
| /s/ Vito E. Palermo | | April 8, 1999 |
| *By _____ Vito E. Palermo (Attorney-in-fact) | | |