

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

AMENDMENT NO. 3

TO

SCHEDULE TO

TENDER OFFER STATEMENT

under Section 14(d)(1) or Section 13(e)(1) of the Securities Exchange Act of 1934

EXTREME NETWORKS, INC.

(Name Of Subject Company (Issuer))

EXTREME NETWORKS, INC.

(Name of Filing Persons (Offeror))

Common Stock, \$0.001 par value
(including the associated preferred stock purchase rights)
(Title of Class of Securities)

30226D106

(CUSIP Number of Class of Securities)

Mark A. Canepa
President and Chief Executive Officer
Extreme Networks, Inc.
3585 Monroe Street
Santa Clara, California 95051
(408) 579-2800

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:

Diane Holt Frankle, Esq.
DLA Piper US LLP
2000 University Avenue
Palo Alto, California 94303
(650) 833-2000

CALCULATION OF FILING FEE

Transaction Valuation*
\$100,000,000

Amount of Filing Fee**
\$3,930

- * Estimated solely for purposes of calculating the filing fee pursuant to Rules 0-11 under the Securities Exchange Act of 1934, as amended, based on the dollar amount to be used in the purchase of shares in the tender offer described in this Schedule TO.
- ** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$39.30 per million of the aggregate amount of transaction value.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$3,930
Form or Registration No.: Schedule TO

Filing Party: Extreme Networks, Inc.
Date Filed: August 11, 2008

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 3 (“**Amendment No. 3**”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “**SEC**”) on August 11, 2008, as amended on September 9, 2008 and September 15, 2008 (the “**Schedule TO**”) by Extreme Networks, Inc. (“**Extreme Networks**” or “**we**”) relating to the offer by us to purchase \$100 million of our shares of common stock, par value \$0.001 per share, including the associated Series A preferred stock purchase rights issued under the Rights Agreement, dated as of April 27, 2001, between Extreme Networks and Mellon Investor Services LLC, as Rights Agent, at a price not more than \$3.70 nor less than \$3.30 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated August 11, 2008 (the “**Offer to Purchase**”) and the accompanying letter of transmittal (the “**Letter of Transmittal**”), which together, as each may be amended and supplemented from time to time, constitute the tender offer (the “**Offer**”). The Offer expired at 5:00 p.m. New York time, on Friday, September 12, 2008. This Amendment No. 3 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended.

The information contained in the Offer to Purchase and the related Letter of Transmittal, previously filed with the Schedule TO as exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated into this Amendment No. 3 by reference in its entirety, in response to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO is hereby amended and supplemented by inserting at the end thereof the following:

The Offer expired at 5:00 p.m., New York time, on Friday, September 12, 2008. Based on the final count by the depositary, 44,864,397 shares of our common stock were properly tendered and not withdrawn in the Offer. In accordance with the terms of the Offer, we have accepted for purchase 28,571,428 shares of common stock at a purchase price per share of \$3.50. With the completion of the Offer, we will have approximately 88,286,162 million shares of common stock outstanding. On September 19, 2008, we issued a press release announcing the final results of the Offer. A copy of this press release is filed as Exhibit (a)(1)(G) to the Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS.

The information contained in Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented to add the following:

<u>Exhibit Number:</u>	<u>Document</u>
(a)(1)(G)	Press Release dated September 19, 2008.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Extreme Networks, Inc.

Dated: September 19, 2008

By: /s/ Mark A. Canepa
Name: Mark A. Canepa
Title: President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document</u>
(a)(1)(G)	Press Release dated September 19, 2008.



FOR IMMEDIATE RELEASE

For more information, contact:

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(408) 579-3030
investor_relations@extremenetworks.com
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(408) 579-3483

**EXTREME NETWORKS ANNOUNCES FINAL RESULTS OF TENDER OFFER
EXTREME NETWORKS PURCHASES 28,571,428 SHARES OF ITS COMMON STOCK AT \$3.50
PER SHARE**

SANTA CLARA, Calif., September 19, 2008 – Extreme Networks, Inc. (Nasdaq: EXTR) today announced the final results of its “modified Dutch auction” tender offer, which expired at 5:00 p.m. New York time on September 12, 2008.

Based on the final count by the depository for the tender offer, an aggregate of 44,864,397 shares of common stock were properly tendered and not withdrawn at prices at or below \$3.70 per share, and accordingly, of these shares, Extreme Networks has accepted for purchase 28,571,428 shares at a price of \$3.50 per share pursuant to the Offer to Purchase, the Letter of Transmittal and applicable securities laws. These shares represent approximately 24.4% of the shares outstanding as of September 16, 2008. The aggregate purchase price that will be paid by Extreme Networks in connection with the tender offer is \$100 million. With completion of the tender offer, Extreme Networks will have approximately 88,286,162 million shares of common stock outstanding.

The depository will promptly pay for the shares accepted for purchase.

This tender offer was made pursuant to an Offer to Purchase and Letter of Transmittal, each dated August 11, 2008, filed with the Securities and Exchange Commission on August 11, 2008, as amended on September 9, 2008 and September 15, 2008.

The dealer manager for the tender offer was Goldman, Sachs & Co. and the information agent was MacKenzie Partners, Inc.

Extreme Networks, Inc.

Extreme Networks designs, builds, and installs Ethernet infrastructure solutions that help solve the toughest business communications challenges. The company’s commitment to open networking sets us apart from the alternatives by delivering meaningful insight and unprecedented control to applications and services. Extreme Networks believes that openness is the best foundation for growth, freedom, flexibility and choice. The company focuses on enterprises and service providers who demand high performance, converged networks that support voice, video and data over a wired and wireless infrastructure. For more information, visit: <http://www.extremenetworks.com>.

Extreme Networks is either a registered trademark or a trademark of Extreme Networks, Inc. in the United States and other countries. All other trademarks are the property of their respective owners.

Forward-Looking Statements

This press release contains forward-looking statements regarding the payment for the shares accepted for purchase. These forward-looking statements are not guarantees and are subject to risks, uncertainties and assumptions that are difficult to predict and actual results could differ materially from what is expressed in the forward-looking statements in this press release. More information about potential factors that could affect Extreme Networks is included in our filings with the SEC, including without limitation, under the captions: "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Risk Factors." Except as otherwise required by applicable law, Extreme Networks does not undertake any obligation to publicly update its forward-looking statements based on events or circumstances after the date hereof.

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