
**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): June 1, 2020

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.)

6480 Via Del Oro
San Jose, California 95119
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	EXTR	Nasdaq Global Select Market

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 3.03 Material Modification to Rights of Security Holders.

On May 8, 2020, the Board of Directors of Extreme Networks, Inc. (the “Company”) approved entering into an amendment (“Amendment No. 8”) to the Amended and Restated Rights Agreement dated as of April 26, 2012, as amended (collectively the prior amendments and the Amended and Restated Rights Agreement are referred to herein as the “Rights Agreement”), with Computershare Inc. as its rights agent (the “Rights Agent”). The Company and the Rights Agent entered into Amendment No. 8 on May 29, 2020. Pursuant to the terms of Amendment No. 8, the Rights Agreement has been extended to May 31, 2021.

This summary of the amendment to the Rights Agreement is qualified in its entirety by the full text of Amendment No. 8, which is incorporated herein by reference. A copy of Amendment No. 8 is filed with this Current Report on Form 8-K as Exhibit 4.1. The material terms of the Rights Agreement are incorporated herein by reference from Exhibit 4.1 of the Current Report on Form 8-K filed on April 30, 2012.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

4.1 [Amendment No. 8 to the Rights Agreement dated May 29, 2020](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: June 1, 2020

EXTREME NETWORKS, INC.

By: /s/ REMI THOMAS

Remi Thomas

*Executive Vice President, Chief Financial Officer
(Principal Accounting Officer)*

**AMENDMENT NO. 8 TO
AMENDED AND RESTATED RIGHTS AGREEMENT**

This Amendment No. 8 (“**Amendment No. 8**”) amends that certain Amended and Restated Rights Agreement dated as of April 26, 2012, as amended to date. This Amendment No. 8 is effective as of May 31, 2020, by and between Extreme Networks, Inc., a Delaware corporation (the “**Company**”), and Computershare Inc., a Delaware corporation, as successor-in-interest to Computershare Shareowner Services LLC, as rights agent (the “**Rights Agent**”). Capitalized terms used herein but not defined herein shall have the meanings given to them in the Rights Agreement (as defined below).

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 by Amendment No. 1 dated April 30, 2013, Amendment No. 2 dated May 19, 2014, Amendment No. 3 dated May 14, 2015, Amendment No. 4 dated May 9, 2016, Amendment No. 5 dated May 31, 2017, Amendment No. 6 dated June 1, 2018, and Amendment No. 7 dated August 21, 2019 (collectively referred to herein as the “**Rights Agreement**”).

B. The Board of Directors of the Company has determined that it is desirable and in the best interests of the Company and its shareholders for the Company to amend the Rights Agreement in order to extend the term of the Rights Agreement to May 31, 2021.

C. Accordingly, the parties hereto desire to amend the Rights Agreement to extend the term of the Rights Agreement to May 31, 2021 pursuant to the terms of this Amendment No. 8.

D. The Company has delivered to the Rights Agent a certificate from an appropriate officer of the Company stating that this Amendment No. 8 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 hereby 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, 2021 (the “**Final Expiration Date**”),”.

2. The Rights Agreement, including all exhibits attached thereto, is hereby amended such that all references to the date of May 31, 2020 are hereby replaced with references to the date of May 31, 2021.

3. This Amendment No. 8 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.

4. This Amendment No. 8 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. A signature to this Amendment No. 8 executed and/or transmitted electronically shall have the same authority, effect and enforceability as an original signature.

5. If any term, provision, covenant or restriction of this Amendment No. 8 and/or the Rights Agreement, as amended by this Amendment No. 8, 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 this Amendment No. 8 and/or the Rights Agreement, as amended by this Amendment No. 8, 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.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 8 to the Rights Agreement to be duly executed as of the latest date below.

EXTREME NETWORKS, INC.

COMPUTERSHARE INC.

By: /s/ Katy Motiey
Title: Chief Administrative Officer
Date: May 28, 2020

By: /s/ Dennis V. Moccia
Title: Senior Manager, Contract Operations
Date: May 29, 2020