

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):

April 6, 2015

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 2.02 Results of Operations and Financial Condition

On April 9, 2015, Extreme Networks, Inc. (the “ Company ”) issued a press release reporting its preliminary financial results for the quarter ended March 31, 2015. A copy of the press release is furnished herewith as Exhibit 99.1.

The information in Item 2.02 of this Current Report, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information in this Item 2.02 and the accompanying exhibit shall not be incorporated by reference in any registration statement or other document filed by the Company with the Securities and Exchange Commission, whether made before or after the date of this Current Report, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such a filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective April 6, 2015, Mr. Jeffrey White, who served as our Chief Revenue Officer, is no longer with the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Title or Description</u>
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99.1	Press Release, dated April 9, 2015.
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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: April 9, 2015

EXTREME NETWORKS, INC.

By: /s/ Allison Amadia

Allison Amadia

Vice President and General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Title or Description</u>
99.1	Press Release, dated April 9, 2015.

Extreme Networks Reports Preliminary Unaudited Third Quarter Fiscal Year 2015 Results

San Jose, Calif., April 9, 2015 – Extreme Networks, Inc. (Nasdaq: EXTR), a leading provider of high performance network solutions, today announced preliminary unaudited results for the quarter ended March 31, 2015.

Summary of Guidance and Preliminary, Unaudited Results for Q3 of Fiscal 2015

Metric	Guidance		Preliminary Results	
	Low End	High End	Low End	High End
GAAP Revenue (in millions)	\$129	\$139	\$117	\$119
Non-GAAP Revenue (in millions)	\$130	\$140	\$118	\$120
GAAP Gross Margin	51%	52%	48.6%	49.7%
Non-GAAP Gross Margin	55%	56%	53%	54%
GAAP Operating Expenses (in millions)	\$83.0	\$84.6	\$79.1	\$80.1
Non-GAAP Operating Expenses (in millions)	\$72.5	\$74.5	\$69.0	\$70.0
GAAP Net Loss per Diluted Share	(\$0.200)	(\$0.140)	(\$0.240)	(\$0.230)
Non-GAAP Net Income/(Loss) per Diluted Share	(\$0.030)	\$0.02	(\$0.090)	(\$0.070)

The anticipated results in this press release are based on management's preliminary unaudited analysis of operations for the quarter ended March 31, 2015.

"Extreme experienced a number of challenges this quarter affecting revenue," stated Chuck Berger President and CEO of Extreme Networks. "In the U.S. and Canada, we experienced deferred spending at several key accounts in the higher education market as well as several stadium and venue deals pushing out of the March quarter. Currency impacts in Europe and Latin America resulted in customers delaying or cancelling purchases. Operating expenses came in below the low end of guidance due to tighter expense management throughout the quarter which we plan to continue going forward. Additionally, we continued to reduce our outstanding debt by \$20.6 million and expect ending cash balances to be in the range of \$74 million to \$76 million."

The estimates for non-GAAP revenue for the quarter ended March 31, 2015 include purchase accounting adjustments for deferred revenue of approximately \$0.8 million related to our acquisition of Enterasys Networks. The estimates for non-GAAP gross margin include adjustments of approximately \$4.3 million for amortization of intangibles, approximately \$0.8 million for purchase accounting adjustments and approximately \$0.5 million stock based compensation expense. The estimate for non-GAAP operating expenses exclude approximately \$6.5 million for amortization of non-product intangibles and integration expenses related to our acquisition of Enterasys as well as stock based compensation expenses of approximately \$3.6 million.

Effective April 6, 2015, Jeff White, who served as our Chief Revenue Officer, is no longer with the Company. We are currently in the process of identifying a successor.

Company to release final fiscal Q3'15 results on Wednesday, May 6, 2015

Extreme will release and discuss its final results for the third quarter ending March 31, 2015 and guidance for the fourth quarter, on Wednesday May 6, 2015, in a press release followed by conference call at 5:00 p.m. ET. The toll-free dial in phone number is 877-303-9826 and the dial in number from an international location is 224-357-2194; the call ID is 20788580. A live webcast of the earnings conference call will be

made available after the conference call on the Extreme Investor Relations website at <http://investor.extremenetworks.com/>. The conference call and webcast will include forward looking information.

About Extreme Networks

Extreme Networks, Inc. (NASDAQ: EXTR) is setting a new standard for superior customer experience by delivering network-powered innovation and market leading service and support. The company delivers high-performance switching and routing products for data center and core-to-edge networks, wired/wireless LAN access, and unified network management and control. Our award-winning solutions include software-defined networking (SDN), cloud and high-density Wi-Fi, BYOD and enterprise mobility, identity access management and security. Extreme Networks is a partner-driven organization with a worldwide network of solution providers, distributors, OEMs, and system integrators, technology partners, alliance partners, and training partners. Headquartered in San Jose, CA, Extreme Networks has more than 14,000 customers in over 80 countries. For more information, visit the company's website at <http://www.extremenetworks.com>.

Extreme Networks and the Extreme Networks logo are either trademarks or registered trademarks of Extreme Networks, Inc. in the United States and/or other countries. All other names are the property of their respective owners.

Non-GAAP Financial Measures

Extreme Networks provides all financial information required in accordance with generally accepted accounting principles (GAAP). The Company is providing with this press release non-GAAP revenue, non-GAAP gross margins, non-GAAP operating expenses, and non-GAAP income/(loss) per share. In preparing non-GAAP information, the Company has excluded, where applicable, the impact of acquisition and integration costs, purchase accounting adjustments, amortization of acquired intangibles, and share-based compensation. The Company believes that excluding these items provides both management and investors with additional insight into its current operations, the trends affecting the Company and the Company's marketplace performance. In particular, management finds it useful to exclude these items in order to more readily correlate the Company's operating activities with the Company's ability to generate cash from operations. Accordingly, management uses these non-GAAP measures, along with the comparable GAAP information, in evaluating the Company's historical performance and in planning its future business activities. Please note that the Company's non-GAAP measures may be different than those used by other companies. The additional non-GAAP financial information the Company presents should be considered in conjunction with, and not as a substitute for, the Company's financial information presented in accordance with GAAP. The Company has provided a non-GAAP reconciliation of the results for the period presented in this release, which are adjusted to exclude acquisition and integration costs, purchase accounting adjustments, amortization of acquired intangibles, and share-based compensation expense. These measures should only be used to evaluate the Company's results of operations in conjunction with the corresponding GAAP measures for comparable financial information and understanding of the Company's ongoing performance as a business. Extreme Networks uses both GAAP and non-GAAP measures to evaluate and manage its operations.

Forward Looking Statements:

Actual results, including with respect to the Company's financial targets and general business prospects, could differ materially due to a number of factors, including the risks that:

- The Company may not achieve targeted revenues for the Company's products and services given increasing price competition and product technology developments in key network switching equipment markets;
- Ongoing uncertainty in global economic conditions, infrastructure development or customer demand could negatively affect product demand, collectability of receivables and other related matters as consumers and businesses may defer purchases or payments, or default on payments;
- The Company may be unable to effectively integrate the businesses of Extreme Networks and Enterasys Networks, both in terms of customer acceptance of combined product

lines as well as the need to align the Company's cost structure to meet the company's financial goals, including controlling expenses, and meeting financial covenants as part of the Company's debt financing used to acquire Enterasys Networks;

- The Company may not accurately anticipate demand from end customers, which can result in increased inventory and reduced orders as it experiences wide fluctuations in supply and demand;
- The Company is dependent on third parties to manufacture its products and any potential production delays could preclude the Company from shipping sufficient quantities to meet customer orders or could result in higher production costs and lower margins;
- The Company may be unable to complete development and commercialization of products under development, such as its pipeline of new network switches and related software;
- The Company may be adversely affected by ongoing litigation.

The matters set forth in this press release are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements speak only as of the date of this release. Because such statements deal with future events, they are subject to risks and uncertainties. Other important factors that could cause actual results to differ materially are contained in the Company's 10-Qs and 10-Ks that are on file with the Securities and Exchange Commission. <http://www.sec.gov>. More information about potential factors that could affect the Company's business and financial results is included in its filings with the Securities and Exchange Commission, including, without limitation, under the captions: "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Risk Factors," which are on file with the Securities and Exchange Commission. Except as required under the U.S. federal securities laws and the rules and regulations of the SEC, Extreme Networks disclaims any obligation to update any forward-looking statements after the date of this release, whether as a result of new information, future events, developments, changes in assumptions or otherwise.