

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):

February 12, 2013

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.)

3585 Monroe Street
Santa Clara, California 95051

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 12, 2013, the Compensation Committee of the Board of Directors of Extreme Networks, Inc. (the “*Company*”) approved a grant of restricted stock units to Nancy Shemwell, the Company’s Executive Vice President, Global Sales. The grant is valued at \$65,000, with the number of shares to be determined on May 3, 2013, the second trading day after the Company next releases earnings results, by dividing \$65,000 by the closing price of the Company’s common stock on such date, rounded down to the nearest whole share. Fifty percent of the RSUs subject to the grant will vest on each of May 3, 2014 and May 3, 2015.

The Compensation Committee amended the revenue target under the Company’s Sales Compensation Plan in which Ms. Shemwell participates; however Ms. Shemwell’s total target cash compensation, as previously disclosed by the Company, remains unchanged.

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: February 19, 2013

EXTREME NETWORKS, INC.

By: /s/ JOHN KURTZWEIL

John Kurtzweil

Senior Vice President, Chief Financial Officer, and Chief Accounting Officer