

**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 26, 2011**

**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 3.03. Material Modification to Rights of Security Holders.**

On April 26, 2011, the Board of Directors (the “**Board**”) of Extreme Networks, Inc. (“**Extreme Networks**” or the “**Company**”) adopted an amendment (the “**Amendment**”) to the Rights Agreement, dated as of April 27, 2001 as amended on June 30, 2010 (the “**Rights Plan**”), between Extreme Networks and Mellon Investor Services LLC as the rights agent (the “**Rights Agent**”). The Rights Plan governs the terms of each right (“**Right**”) that has been issued with each share of common stock of Extreme Networks. Each Right initially represents the right to purchase one one-thousandth of a share of Series A Preferred Stock of Extreme Networks.

As currently required by the Rights Plan, the Board reviewed the necessity of the provision of the Rights Plan adopted to preserve the value of Extreme Networks' deferred tax assets, including its net operating loss carry forwards, with respect to its ability to fully use its tax benefits to offset future income may be limited if it experiences an “ownership change” for purposes of Section 382 of the Internal Revenue Code of 1986 as a result of ordinary buying and selling of Extreme Networks' common stock. Following its review, the Board decided it was necessary and in the best interests of Extreme Networks and its stockholders to extend the term of the Rights Plan, and the Company and the Rights Agent entered into the Amendment for the sole purpose to extend the term of the Rights Plan from April 27, 2011 to April 30, 2012. All other provisions of the Rights Plan remain in full force and effect and are not affected by the Amendment.

This summary of the Amendment is qualified in its entirety by the full text of the Amendment, which is incorporated herein by reference. A copy of the Amendment is filed with this Current Report on Form 8-K as Exhibit 4.1.

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d)

On April 26, 2011, the Board appointed Edward H. Kennedy to serve, and Mr. Kennedy began his service, as a member of the Board and as a member of the Audit Committee of the Board, effective immediately. Mr. Kennedy was appointed to fill the vacancy on the Board created upon the entering into of that certain Agreement, dated October 13, 2010, by and between Extreme Networks and the Ramius Group (filed as Exhibit 10.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 14, 2010). Mr. Kennedy currently serves as the chief executive officer of Tollgrade Communications, Inc.

As a result of his appointment to the Board, Mr. Kennedy will be entitled to the same cash compensation that non-employee members of the Board receive (pro rated for the period of his service for the current year), which is currently: (i) \$40,000 in annual compensation for serving on the Board, (ii) \$20,000 in annual compensation for serving as a member of the Audit Committee and (iii) the right to receive an initial grant of 8,333 shares of our restricted common stock and an initial option grant to purchase 25,000 shares of our common stock. The restricted stock and option grants will be made under our 2005 Equity Incentive Plan, pursuant to the standard forms of agreement used under the 2005 Equity Incentive Plan for directors. The grant date for awards is generally the second trading day following the public announcement of quarterly financial results following the director's appointment. Each option and restricted stock grant vests 1/3 each year (or, if earlier in any year, 1/3 on the date of the annual meeting of stockholders in that year), subject to the respective director's continuous service on our Board for that period.

There have been no transactions involving the registrant or any of its subsidiaries in which Mr. Kennedy has or will have a direct or indirect material interest that are required to be disclosed by Item 404(a) of Regulation S-K.

### **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year End.**

As previously reported on January 31, 2011, our Board approved a change in the Company's fiscal year end from a 52-53 week year ending on the Sunday closest to June 30 to a quarterly month end, with the new fiscal year ending on June 30 of each year, such that the current fiscal year was to conclude on June 30, 2011. After considering this change, the Board decided to implement the change to a quarterly month end at the end of the Company's 2012 fiscal year. As a result, the current fiscal year will end on the Sunday closest to June 30, 2011, which is July 3, 2011, and the fourth quarter of the next fiscal year will end on June 30, 2012.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- 4.1 Amendment to Rights Agreement, dated April 26, 2011, between Extreme Networks, Inc. and Mellon Investor Services LLC..

**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 27, 2011

**EXTREME NETWORKS, INC.**

By: /s/ Oscar Rodriguez  
Oscar Rodriguez  
President and Chief Executive Officer

AMENDMENT NO. 2 TO  
RIGHTS AGREEMENT

This AMENDMENT NO. 2 TO RIGHTS AGREEMENT (this "Amendment"), is entered into as of April 27, 2011, between Extreme Networks, Inc., a Delaware Company (the "Company"), and Mellon Investor Services LLC (operating with the service name BNY Mellon Shareowner Services), as Rights Agent (the "Rights Agent").

RECITALS

A. The Board of Directors of the Company (the "Board") authorized and declared a dividend of one right (a "Right") for each share of Common Stock of the Company outstanding on May 14, 2001, and authorized the issuance of one Right with respect to each share of Common Stock that has become outstanding since May 14, 2001, each Right initially representing the right to purchase one one-thousandth of a share of Series A Preferred Stock of the Company.

B. The Company and the Rights Agent are parties to that certain Rights Agreement dated as of April 27, 2001, as amended for the first time on June 30, 2010 (the "Rights Agreement").

C. The parties desire to extend the term of the Rights Agreement from April 27, 2011 to April 30, 2012 and to amend the Rights Agreement pursuant to the terms of this Amendment.

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein set forth, the parties hereto agree as follows:

1. Clause (i) of Section 7(a) of the Rights Agreement is hereby amended to read in its entirety as follows: "April 30, 2012 (the "Final Expiration Date"),".

2. The Rights Agreement, including all Exhibits attached thereto, is amended such that all references to the date April 27, 2011 are hereby amended to reference the date April 30, 2012.

3. This Amendment 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 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.

5. If any term, provision, covenant or restriction of the Rights Agreement as amended by this Amendment 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 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.

6. Capitalized terms used herein but not defined shall have the meanings given to them in the Rights Agreement.

[signature page(s) follow(s)]

IN WITNESS WHEREOF, the parties to this Amendment No. 2 to Rights Agreement have caused this Amendment No. 2 to Rights Agreement to be duly executed as of the date first written above.

**Extreme Networks, Inc.**

By: /s/ Diane Honda

Title: Vice President, General Counsel and Secretary

**Mellon Investor Services LLC**

By: /s/ Lisa Porter

Title: Assistant Vice President, Relationship Manager