

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 13E-4)

Tender Offer Statement under Section 14(d)(1) OR 13(e)(1)
of the Securities and Exchange Act of 1934
(Amendment No. 2)

EXTREME NETWORKS, INC.
(Name of Subject Company ("Issuer") and Filing Person ("Offeror"))

Options to purchase Common Stock, par value \$0.001 per share
(Title of Class of Securities)

30226D
(CUSIP Number of Class of Securities)
(Underlying Common Stock)

Gordon L. Stitt
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 Person)

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$139,522,081	\$27,910.42

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 15,436,910 shares of common stock of Extreme Networks, Inc. having an aggregate value of \$139,522,081 as of October 29, 2001 will be acquired in connection with this Offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

Check 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: \$27,910.42
Form or Registration No.: Schedule T0-I
Filing party: Extreme Networks, Inc.
Date filed: October 31, 2001

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

Check the appropriate boxes 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: [-]

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Introductory Statement

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule T0 filed by Extreme Networks, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") on October 31, 2001, as amended on November 15, 2001 (as amended, the "Schedule T0"), relating to the Company's offer to certain employees to exchange certain options that were granted and are outstanding under the Extreme Networks, Inc. Amended 1996 Stock Option Plan, the Extreme Networks, Inc. 2000 Nonstatutory Stock Option Plan, or the Extreme Networks, Inc. 2001 Nonstatutory Stock Option Plan, to purchase shares of the Company's Common Stock, par value \$0.001 per share, having an exercise price per share of \$10.00 or more for new options to purchase shares of the Company's Common Stock, upon the terms and subject to the conditions described in the Offer to Exchange dated October 31, 2001, and filed as Exhibit (a)(1) to the Schedule T0.

This Amendment No. 2 amends and supplements the Schedule T0 and the Offer to Exchange filed as Exhibit (a)(1) thereto, in order to file as Exhibit (a)(8) the email from Julia Cochrane of the Legal Department to employees of the Company concerning changes to the Offer to Exchange.

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)	Offer to Exchange dated October 31, 2001.*
(a)(2)	Email sent to employees of the Company on October 31, 2001.*
(a)(3)	Form of Online Election Form.*
(a)(4)	Question and Answer Regarding Stock Option Exchange sent to employees of the Company on October 31, 2001.*
(a)(5)	Stock Option Exchange Employee Presentation sent to employees of the Company on October 31, 2001.*
(a)(6)	Extreme Networks, Inc. Annual Report on Form 10-K for its fiscal year ended July 1, 2001, filed with the Securities and Exchange Commission on September 26, 2001, is incorporated herein by reference.*
(a)(7)	Form of confirmation of acceptance and cancellation of tendered options to be delivered by the Company.*
(a)(8)	Email from Julia Cochrane of the Legal Department to employees of the Company concerning changes to the Offer to Exchange.
(b)	Not Applicable.
(d)(1)	Extreme Networks, Inc. Amended 1996 Stock Option Plan, as amended.*
(d)(2)	Extreme Networks, Inc. Amended 1996 Stock Option Plan Prospectus.*
(d)(3)	Form of Notice of Grant of Stock Options and Stock Option Agreement pursuant to the Extreme Networks, Inc. Amended 1996 Stock Option Plan.*
(d)(4)	Extreme Networks, Inc. 2000 Nonstatutory Stock Option Plan.*
(d)(5)	Extreme Networks, Inc. 2000 Nonstatutory Stock Option Plan Prospectus.*
(d)(6)	Form of Notice of Grant of Stock Options and Stock Option Agreement pursuant to the Extreme Networks, Inc. 2000 Nonstatutory Stock Option Plan.*
(d)(7)	Extreme Networks, Inc. 2001 Nonstatutory Stock Option Plan.*
(d)(8)	Extreme Networks, Inc. 2001 Nonstatutory Stock Option Plan Prospectus.*
(d)(9)	Form of Notice of Grant of Stock Options and Stock Option Agreement pursuant to the Extreme Networks, Inc. 2001 Nonstatutory Stock Option Plan.*
(g)	Not Applicable.
(h)	Not Applicable.

* Previously filed.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 2 to the Schedule TO is true, complete and correct.

EXTREME NETWORKS, INC.

/s/ Harold L. Covert

Harold L. Covert
Chief Financial Officer

Dated: November 28, 2001

INDEX TO EXHIBITS

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(h)	Not Applicable.

* Previously filed

At the time Extreme announced the stock exchange program, Extreme was required to file a document with the SEC explaining the program, referred to as "Schedule T0". The Schedule T0 that we filed is available on the intranet at <https://exchange.extremenetworks.com>.

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After receiving this document, the SEC reviewed our filing and requested that Extreme make some clarifications to the Schedule T0 in the form of an amendment to Schedule T0. The SEC's review and comments are part of the SEC's standard process, and this amendment does not change our stock exchange program or the schedule.

The original filing stated that the new options would be granted "at least" 6 months and one day after the cancellation date for the eligible option grants. We deleted the phrase "at least" and clarified that the new options will be granted on June 5, 2002, exactly 6 months and one day after December 4, the cancellation date for the eligible option grants (unless the offer period is extended). If Extreme extends the offer period for the stock exchange program beyond December 3rd, Extreme will notify all employees no later than 12:00 noon, Pacific Time, on December 4th.

For employees who elect to participate in the stock exchange program, on December 4th, we will email you a confirmation that your eligible options were cancelled on December 4th pursuant to your election, and that your new options will be granted on June 5th, 2002. Extreme's Board of Directors will meet on June 5th, 2002 to grant the new option grants.

A more detailed summary of the amendment is attached below. The revised documents, reflecting all of the changes discussed above, can be found on the internal website created for the Offer to Exchange (<https://exchange.extremenetworks.com>). Hard copies are available upon request, and may be obtained by contacting Bill Barthell in the Legal Department.

Please remember that the deadline for submitting the Online Election Form is 12 midnight, Pacific Time, on Monday, December 3, 2001.

If you have any questions about the stock exchange program, please contact Bill Barthell in the Legal Department. Questions about your stock options and grants may be referred to Anna Baca in Stock Administration.

Changes to the Schedule T0 and the Offer to Exchange are located in the following sections:

New Option Grant Date
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We have revised Questions 1, 7, 11 and 24 to the Summary of Terms, the introduction to the Offer to Exchange and Sections 1 (Number of Options; Expiration Date) and 10 (Status of Eligible Options Acquired by Us in the Offer) of the Offer to Exchange to clarify that the New Options will be granted on the date which is six months and one day after the Cancellation Date, or June 5, 2002 (unless Extreme extends the Offer Period). We have also revised Section 5 (Acceptance of Eligible Options for Exchange and Cancellation and Issuance of New Options) of

the Offer to Exchange to explain that the Board of Directors of the Company will meet on the actual grant date in order to issue the New Options on the New Option Grant Date.

Announcement of Extension

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We have also amended Question 29 to the Summary of Terms and Section 39 (Extension of the Offer; Termination; Amendment) of the Offer to Exchange to provide that should Extreme extend the Offer, Extreme will announce the extension no later than 12:00 noon, Pacific Time, the next business day after the last previously scheduled or announced expiration date.

Procedures for Tendering Options

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We have modified Section 3 (Procedures for Tendering Options) and Section 5 (Acceptance of Eligible Options for Exchange and Cancellation and Issuance of New Options) of the Offer to Exchange to explain that Extreme will deliver a confirmation of acceptance to optionees electing to participate in the Offer to Exchange indicating that the tendered options have been cancelled and notifying such optionees of the date on which the New Options will be granted.

Conditions to the Offer

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We have revised Section 6 (Conditions to the Offer) and Section 39 (Extension of the Offer; Termination; Amendment) of the Offer to Exchange to clarify that all conditions to the Offer will be asserted, satisfied or waived on or before the expiration of the Offer.

Miscellaneous

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We have revised Section 42 of the Offer to Exchange to withdraw certain language regarding the application of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 to forward-looking statements set forth in the Offer and SEC reports referenced in the Offer.

Julia Cochrane