

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**AMENDMENT NO. 2
TO
SCHEDULE TO**

TENDER OFFER STATEMENT
under Section 14(d)(1) or Section 13(e)(1) of the Securities Exchange Act of 1934

EXTREME NETWORKS, INC.

(Name Of Subject Company (Issuer))

EXTREME NETWORKS, INC.

(Name of Filing Persons (Offeror))

Common Stock, \$0.001 par value
(including the associated preferred stock purchase rights)
(Title of Class of Securities)

30226D106
(CUSIP Number of Class of Securities)

Mark A. Canepa
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 persons)

with copies to:

Diane Holt Frankle, Esq.
DLA Piper US LLP
2000 University Avenue
Palo Alto, California 94303
(650) 833-2000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$100,000,000	\$3,930

* Estimated solely for purposes of calculating the filing fee pursuant to Rules 0-11 under the Securities Exchange Act of 1934, as amended, based on the dollar amount to be used in the purchase of shares in the tender offer described in this Schedule TO.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$39.30 per million of the aggregate amount of transaction value.

Check the 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:	\$3,930	Filing Party:	Extreme Networks, Inc.
Form or Registration No.:	Schedule TO	Date Filed:	August 11, 2008

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

Check the appropriate boxes below 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:

This Amendment No. 2 ("**Amendment No. 2**") amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "**SEC**") on August 11, 2008, as amended on September 9, 2008 (the "**Schedule TO**") by Extreme Networks, Inc. ("**Extreme Networks**" or "**we**") relating to the to offer by us to purchase \$100 million of our shares of common stock, par value \$0.001 per share, including the associated Series A preferred stock purchase rights issued under the Rights Agreement, dated as of April 27, 2001, between Extreme Networks and Mellon Investor Services LLC, as Rights Agent, at a price not more than \$3.70 nor less than \$3.30 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated August 11, 2008 (the "**Offer to Purchase**") and the accompanying letter of transmittal (the "**Letter of Transmittal**"), which together, as each may be amended and supplemented from time to time, constitute the tender offer (the "**Offer**"). The Offer expired at 5:00 p.m. New York time, on Friday, September 12, 2008. This Amendment No. 2 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(1) of the Securities Exchange Act of 1934, as amended.

The information contained in the Offer to Purchase and the related Letter of Transmittal, previously filed with the Schedule TO as exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated into this Amendment No. 2 by reference in its entirety, in response to all of the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 4. TERMS OF THE TRANSACTION.

Item 4 of the Schedule TO is hereby amended and supplemented by inserting at the end thereof the following:

The Offer expired at 5:00 p.m., New York time, on Friday, September 12, 2008. Based on a preliminary count, we have been advised by the depository that 45,695,983 shares of our common stock (including approximately 12,317,587 shares of common stock delivered pursuant to guaranteed deliveries) were properly tendered and not withdrawn in the Offer. In accordance with the terms of the Offer, we expect to purchase 28,571,428 shares at a purchase price per share of \$3.50. On September 15, 2008, we issued a press release announcing the preliminary results of the Offer. A copy of this press release is filed as Exhibit (a)(1)(F) to the Schedule TO and is incorporated herein by reference.

ITEM 12. EXHIBITS.

The information contained in Item 12 of the Schedule TO and the Exhibit Index is hereby amended and supplemented to add the following:

Exhibit Number:	Document
(a)(1)(F)	Press Release dated September 15, 2008.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Extreme Networks, Inc.

Dated: September 15, 2008

By: /s/ Mark A. Canepa
Name: Mark A. Canepa
Title: President and Chief Executive Officer

EXHIBIT INDEX

**Exhibit
Number**

Document

(a)(1)(F)

Press Release dated September 15, 2008.



FOR IMMEDIATE RELEASE

For more information, contact:

Extreme Networks, Inc.
Investor Relations
(408) 579-3030
investor_relations@extremenetworks.com
gcross@extremenetworks.com

Public Relations
(408) 579-3483

**EXTREME NETWORKS ANNOUNCES PRELIMINARY RESULTS OF ITS TENDER OFFER
TO REPURCHASE \$100 MILLION OF STOCK**

SANTA CLARA, Calif., September 15, 2008 – Extreme Networks, Inc. (Nasdaq: EXTR) today announced the preliminary results of its “modified Dutch auction” tender offer, which expired at 5:00 p.m. New York time on September 12, 2008.

Based on the preliminary analysis by the depositary, an aggregate of 45,695,983 shares were properly tendered and not withdrawn, including approximately 12,317,587 shares that were tendered through notice of guaranteed delivery, at prices at or below \$3.70 per share. Accordingly, pursuant to the terms of the Offer to Purchase, the Letter of Transmittal and applicable securities laws, Extreme Networks® expects to accept for payment an aggregate of 28,571,428 shares of its common stock at a purchase price of \$3.50 per share. The percentage of outstanding shares repurchased, and the number of shares to be outstanding after payment for the tendered shares will be disclosed following completion of the tender.

The dealer manager for the tender offer was Goldman, Sachs & Co. and the information agent was MacKenzie Partners, Inc.

The tender offer was made pursuant to an Offer to Purchase and Letter of Transmittal, each dated August 11, 2008, filed with the Securities and Exchange Commission on August 11, 2008, as amended on September 9, 2008.

The number of shares to be purchased in the tender offer and the price per share are preliminary. The determination of the final number of shares to be purchased is subject to confirmation by the depositary of the proper delivery of the shares properly tendered and not withdrawn. The actual number of shares properly tendered and not withdrawn and the final price per share will be announced following the completion of the confirmation process. Payment for the shares accepted for purchase will occur promptly thereafter. Payment for shares will be made in cash, without interest. Extreme Networks intends to fund the payment for shares from available cash.

All questions regarding the tender offer may be directed to MacKenzie Partners, Inc. by telephone at (800) 322-2885 (toll-free), or in writing to MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016.

Extreme Networks, Inc.

Extreme Networks designs, builds, and installs Ethernet infrastructure solutions that help solve the toughest business communications challenges. The company's commitment to open networking sets us apart from the alternatives by delivering meaningful insight and unprecedented control to applications and services. Extreme Networks believes that openness is the best foundation for growth, freedom, flexibility and choice. The company focuses on enterprises and service providers who demand high performance, converged networks that support voice, video and data over a wired and wireless infrastructure. For more information, visit: <http://www.extremenetworks.com>.

Extreme Networks is either a registered trademark or a trademark of Extreme Networks, Inc. in the United States and other countries. All other trademarks are the property of their respective owners.

Forward-Looking Statements

This press release contains forward-looking statements, including, among others, references to the number of shares of Extreme Networks' common stock to be purchased, the price at which such shares will be purchased and the anticipated number of shares outstanding immediately following payment for the tendered shares. These forward-looking statements are not guarantees and are subject to risks, uncertainties and assumptions that could cause the actual number of shares to be purchased, or the price at which shares are ultimately purchased to differ materially from the number and amount expressed in the forward-looking statements in this press release. More information about potential factors that could affect Extreme Networks is included in our filings with the SEC, including without limitation, under the captions: "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Risk Factors." Except as otherwise required by applicable law, Extreme Networks does not undertake any obligation to publicly update its forward-looking statements based on events or circumstances after the date hereof.

###