

CALIX, INC  
Form 8-K  
May 18, 2018

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): May 16, 2018

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CALIX, INC.  
(Exact name of Registrant as specified in its charter)

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Delaware                      001-34674    68-0438710  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)            File No.)      Identification No.)

1035 N. McDowell Boulevard, Petaluma, 94954  
California  
(Address of principal executive offices)    (Zip Code)  
(707) 766-3000  
(Registrant's telephone number, including area code)  
Not Applicable  
(Former name or former address if changed since last report)

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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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act).

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

At a regularly scheduled meeting of the Board of Directors (the “Board”) of Calix, Inc. (the “Company”) held on March 22, 2018, the Board determined to make the following changes with respect to our classes of directors in order to rebalance the members among the director classes. The changes below are effective immediately following the Company’s 2018 annual meeting of stockholders held on May 16, 2018:

| Director           | Current Class | New Class | Next Election Year |
|--------------------|---------------|-----------|--------------------|
| Christopher Bowick | Class II      | Class III | 2019               |
| Kathy Crusco       | Class II      | Class I   | 2020               |
| Michael Everett    | Class III     | Class I   | 2020               |
| Don Listwin        | Class III     | Class II  | 2021               |
| Kira Makagon       | Class I       | Class III | 2019               |
| Michael Matthews   | Class I       | Class III | 2019               |
| J. Daniel Plants   | Class III     | Class II  | 2021               |

To effect these class changes, on May 16, 2018, each of Messrs. Christopher Bowick, Michael Everett, Don Listwin, Michael Mathews and J. Daniel Plants, and each of Mmes. Kathy Crusco and Kira Makagon, resigned as a director from their current class and was immediately re-appointed to the Board as a director in their corresponding new class. The resignation and reappointment of each of the aforementioned directors were effected solely to satisfy the requirements of the Delaware General Corporation Law, and for all other purposes, each of the aforementioned directors’ service on the Board is deemed to have continued uninterrupted.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of stockholders of the Company on May 16, 2018, the stockholders approved the following proposals, casting their votes as follows:

Proposal 1: To elect four Class II directors to the Calix Board to serve until the 2021 annual meeting of stockholders or until their successors are elected:

| Nominee            | For        | Withheld  | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Christopher Bowick | 30,262,610 | 325,690   | 13,585,362       |
| Kathy Crusco       | 30,308,208 | 280,092   | 13,585,362       |
| Kevin Peters       | 26,670,687 | 3,917,613 | 13,585,362       |
| J. Daniel Plants   | 30,313,242 | 275,058   | 13,585,362       |

Proposal 2: To approve the Amended and Restated 2017 Nonqualified Employee Stock Purchase Plan (“Nonqualified ESPP”) to amend certain terms and increase the number of shares of common stock issuable under the Nonqualified ESPP by 2,500,000:

| For        | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 30,193,742 | 366,708 | 27,850    | 13,585,362       |

Proposal 3: To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers:

| For        | Against   | Abstained | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 29,140,527 | 1,415,464 | 32,309    | 13,585,362       |

Proposal 4: To ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018:

| For        | Against   | Abstained |
|------------|-----------|-----------|
| 41,066,689 | 3,015,461 | 91,512    |

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: May 18, 2018    CALIX, INC.

By: /s/ Suzanne Tom  
Suzanne Tom  
VP, General Counsel