EXTREME NETWORKS INC
Form SC TO-I/A
September 09, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

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.

x 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.

x 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. 1 (***Amendment No. 1***) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the ***SEC***) on August 11, 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 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***). This Amendment No. 1 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) 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. 1 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.

The following documents listed below, including the financial statements and the notes related thereto contained in those documents, have been previously filed with the SEC, previously incorporated by reference under Item 10 of the Offer to Purchase and are hereby replaced with and superseded by our Annual Report on Form 10-K for the fiscal year ended June 29, 2008, as filed with the SEC on September 9, 2008, which is hereby incorporated by reference:

Annual Report on	
Form 10-K	Fiscal year ended July 1, 2007; Filed August 30, 2007.
Quarterly Reports on	Quarter ended September 30, 2007, Filed November 9, 2007;
Form 10-Q	Quarter ended December 30, 2007, Filed February 13, 2007; and
	Quarter ended March 30, 2008, Filed May 12, 2008.
Current Reports on	Filed on September 26, 2007; October 19, 2007; October 25, 2007; December 27, 2007;
Form 8-K	February 5, 2008; February 19, 2008; March 5, 2008 and May 21, 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 9, 2008

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