

CALIX, INC  
Form 8-K  
May 27, 2011

**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): May 27, 2011

**CALIX, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-34674  
(Commission  
File No.)

68-0438710  
(I.R.S. Employer  
Identification No.)

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**1035 N. McDowell Boulevard, Petaluma, California**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (707) 766-3000**

**94954**  
**(Zip Code)**

**Not Applicable**

**(Former name or former address if changed since last report)**

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))

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

The Annual Meeting of Stockholders (the Annual Meeting ) of Calix, Inc. (the Company ) was held on May 25, 2011. At the Meeting, the stockholders voted on the following four proposals and cast their votes as follows:

Proposal 1: To elect two directors to hold office until the 2014 annual meeting of stockholders or until their successors are elected:

| Nominee          | For        | Withheld | Broker Non-Votes |
|------------------|------------|----------|------------------|
| Michael Matthews | 31,696,493 | 35,389   | 7,576,762        |
| Thomas Pardun    | 31,239,363 | 492,519  | 7,576,762        |

Proposal 2: To approve on a non-binding, advisory basis the compensation of the Company s named executive officers pursuant to the compensation disclosure rules of the Securities and Exchange Commission ( Say-on-Pay ):

| For        | Against | Abstained | Not-Voted  |
|------------|---------|-----------|------------|
| 31,599,070 | 122,812 | 10,000    | 13,534,841 |

Proposal 3: To approve on a non-binding, advisory basis whether a Say-on-Pay vote should occur every one year, every two years or every three years:

| One Year   | Two Years | Three Years | Abstained | Not-Voted  |
|------------|-----------|-------------|-----------|------------|
| 31,245,104 | 4,103     | 472,973     | 9,702     | 13,534,841 |

Proposal 4: To ratify the selection, by the audit committee of the Company s Board of Directors, of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2011:

| For        | Against | Abstained | Not-Voted |
|------------|---------|-----------|-----------|
| 39,170,036 | 48,058  | 90,550    | 5,958,079 |

**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 27, 2011

CALIX, INC.

By: /s/ Michael Ashby  
Michael Ashby