

CALIX, INC  
Form 8-K  
May 24, 2012

**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 23, 2012**

**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.**

At the Annual Meeting of Stockholders of Calix, Inc. on May 23, 2012, the stockholders approved the following proposals, casting their votes as follows:

Proposal 1: To elect three directors to the Calix Board of Directors to serve until the 2015 annual meeting of stockholders or until their successors are elected:

| Nominee       | For        | Withheld  | Broker Non-Votes |
|---------------|------------|-----------|------------------|
| Michael Ashby | 33,104,805 | 1,205,509 | 7,107,405        |
| Michael Flynn | 33,324,610 | 985,704   | 7,107,405        |
| Carl Russo    | 34,089,821 | 220,493   | 7,107,405        |

Proposal 2: To approve, on a non-binding, advisory basis, the compensation of Calix's named executive officers:

| For        | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 33,437,459 | 853,851 | 19,004    | 7,107,405        |

Proposal 3: To ratify the selection of Ernst & Young LLP as Calix's independent registered public accounting firm for the fiscal year ending December 31, 2012:

| For        | Against | Abstained |
|------------|---------|-----------|
| 41,125,672 | 231,772 | 60,275    |

Proposal 4: Withdrawn.

Proposal 5: To approve an Amended and Restated Employee Stock Purchase Plan ( ESPP ), including an increase to the number of shares of Calix common stock which may be issued under the ESPP:

| For        | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 34,035,971 | 255,933 | 18,410    | 7,107,405        |

**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 24, 2012

CALIX, INC.

By: /s/ Michael Ashby  
Michael Ashby

*Chief Financial Officer*