

INFOBLOX INC
Form SC 14D9/A
October 24, 2016

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

SCHEDULE 14D-9

(Rule 14d-101)

Solicitation/Recommendation Statement

Under Section 14(d)(4) of the Securities Exchange Act of 1934

(Amendment No. 4)

INFOBLOX INC.

(Name of Subject Company)

INFOBLOX INC.

(Name of Person Filing Statement)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

45672H104

(CUSIP Number of Class of Securities)

Jesper Andersen

President and Chief Executive Officer

Infoblox Inc.

3111 Coronado Drive

Santa Clara, California 95054

(408) 986-4000

(Name, address and telephone number of person authorized to receive notices and communications on behalf of the persons filing statement)

With copies to:

Matthew P. Quilter, Esq.

David K. Michaels, Esq.

William L. Hughes, Esq.

Fenwick & West LLP

801 California Street

Mountain View, CA 94041

(650) 988-8500

Stephen Yu

Executive Vice President and General Counsel

Infoblox Inc.

3111 Coronado Drive

Santa Clara, California 95054

(408) 986-4000

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

This Amendment No. 4 (Amendment No. 4) amends and supplements Item 4 of the Solicitation/Recommendation Statement on Schedule 14D-9 filed by Infoblox Inc. (the Company) with the Securities and Exchange Commission on October 7, 2016 (as amended and supplemented from time to time, and including the documents annexed thereto or incorporated therein the Schedule 14D-9). The Schedule 14D-9 relates to the tender offer by India Merger Sub, Inc. (Merger Sub), a wholly owned subsidiary of Delta Holdco, LLC (Parent), to purchase all of the issued and outstanding shares of the Company s common stock, par value of \$0.0001 per share (the Shares), at a purchase price equal to \$26.50 per Share, net to the seller in cash, without interest and less any applicable taxes required to be withheld, upon the terms and subject to the conditions set forth in the Offer to Purchase of Parent and Merger Sub dated October 7, 2016, and in the related Letter of Transmittal, as each may be amended or supplemented from time to time.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to items in this Amendment No. 4. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 14D-9. This Amendment No. 4 is being filed to reflect certain updates as reflected below.

Item 4. The Solicitation or Recommendation

Item 4 of the Schedule 14D-9 is hereby amended and supplemented by:

Replacing the sixth sentence of the tenth paragraph under the heading entitled *Background of the Merger Agreement* in its entirety with the following:

The Board discussed the base projections and risk-adjusted projections, including these assumptions and risks; neither management nor the Board determined that one of those sets of projections represented a better assessment of the Company s future financial performance than the other.

Inserting the following sentence at the end of the fifth paragraph under the heading entitled *Certain Unaudited Prospective Financial Information of the Company* :

Neither management nor the Board determined that one of the two sets of projections included in the Management Projections represented a better assessment of the Company s future financial performance than the other.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

Dated: October 24, 2016

INFOBLOX INC.

By: /s/ JANESH MOORJANI

Name: Janesh Moorjani

Title: *Chief Financial Officer*