

CISCO SYSTEMS, INC.  
Form 8-K  
February 29, 2016

**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): February 29, 2016**

**CISCO SYSTEMS, INC.**

**(Exact name of registrant as specified in its charter)**

**California**  
**(State or other jurisdiction**

**of incorporation)**

**170 West Tasman Drive, San Jose, California**

**0-18225**  
**(Commission**

**File Number)**

**77-0059951**  
**(IRS Employer**

**Identification No.)**

**95134-1706**

**(Address of principal executive offices)**

**(Zip Code)**

**(408) 526-4000**

**(Registrant's telephone number, including area 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 (see General Instruction A.2 below):

- .. 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 8.01. Other Events.***Closing of Notes Offering*

On February 29, 2016, Cisco Systems, Inc. ( Cisco ), pursuant to (a) that certain Indenture (the Indenture ) dated as of March 3, 2014 by and between Cisco and The Bank of New York Mellon Trust Company, N.A., as trustee thereunder, and (b) an officer s certificate dated February 29, 2016 delivered pursuant to the Indenture (the Officer s Certificate ), closed the sale of (i) \$1,000,000,000 aggregate principal amount of Cisco s Floating Rate Notes due February 21, 2018 (the Floating Rate Notes ); (ii) \$1,250,000,000 aggregate principal amount of Cisco s 1.400% Senior Notes due 2018 (the 2018 Fixed Rate Notes ); (iii) \$1,000,000,000 aggregate principal amount of Cisco s 1.600% Senior Notes due 2019 (the 2019 Fixed Rate Notes ); (iv) \$2,500,000,000 aggregate principal amount of Cisco s 2.200% Senior Notes due 2021 (the 2021 Fixed Rate Notes ); (v) \$500,000,000 aggregate principal amount of Cisco s 2.600% Senior Notes due 2023 (the 2023 Fixed Rate Notes ); and (vi) \$750,000,000 aggregate principal amount of Cisco s 2.950% Senior Notes due 2026 (the 2026 Fixed Rate Notes ) and, together with the Floating Rate Notes, the 2018 Fixed Rate Notes, the 2019 Fixed Rate Notes, the 2021 Fixed Rate Notes and the 2023 Fixed Rate Notes, the Notes , and such offer and sale of the Notes, the Offering ).

The Notes were issued pursuant to the Indenture and the Officer s Certificate. A description of the material terms of the Notes is contained in Item 1.01 to Cisco s current report on Form 8-K filed with the Commission on February 24, 2016. Such description is a summary and is qualified in its entirety by (x) the Indenture, filed as Exhibit No. 4.1 to that certain Current Report on Form 8-K filed on March 3, 2014, and (y) the forms of Notes contained in the Officer s Certificate, filed as Exhibit No. 4.1 herewith, each incorporated by reference herein.

The Notes were offered pursuant to Cisco s Registration Statement on Form S-3 filed on February 24, 2014 (Reg. No. 333-194090), including the prospectus contained therein, and a related prospectus supplement dated February 22, 2016.

In connection with the Offering, Cisco is filing the Officer s Certificate (including the forms of Notes), a legal opinion and consent as, respectively, Exhibit No. 4.1, Exhibit No. 5.1 and Exhibit No. 23.1 to this Form 8-K, each of which is incorporated by reference in its entirety into Cisco s registration statement on Form S-3 (File No. 333-194090).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Document</b>
4.1	Form of Officer s Certificate setting forth the terms of the Notes.
5.1	Opinion of Fenwick & West LLP.
23.1	Consent of Fenwick & West LLP (contained in Exhibit No. 5.1).

**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.

**CISCO SYSTEMS, INC.**

Dated: February 29, 2016

By: /s/ Evan Sloves  
Name: Evan Sloves  
Title: Secretary

**EXHIBIT INDEX**

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