

CALIX, INC  
Form 10-Q/A  
December 18, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 10-Q/A  
(Amendment No.1)

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(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 29, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-34674

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Calix, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

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|---|---|
| Delaware<br>(State or Other Jurisdiction of<br>Incorporation or Organization)                     | 68-0438710<br>(I.R.S. Employer<br>Identification No.) |
| 1035 N. McDowell Blvd., Petaluma, CA 94954<br>(Address of Principal Executive Offices) (Zip Code) |   |
| (707) 766-3000<br>(Registrant's Telephone Number, Including Area Code)                            |   |

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes:  No:

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes:  No:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer  Accelerated Filer

Non-accelerated filer  (Do not check if a smaller reporting Company) Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes:  No:

As of October 27, 2012, there were 48,418,075 shares of the Registrant's common stock, par value \$0.025 outstanding.



EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q for Calix, Inc. for the period ended September 29, 2012, filed with the Securities and Exchange Commission on November 2, 2012 (the "Form 10-Q") is to file a revised redacted version of Exhibit 10.1 included in Item 6 of Part II of the Form 10-Q in connection with the Confidential Treatment Request filed with that exhibit. Confidential treatment has been requested from the Securities and Exchange Commission for certain portions of Exhibit 10.1.

This Amendment No. 1 only affects Item 6 of Part II of the Form 10-Q and does not otherwise change or update the disclosures or financial information set forth in the Form 10-Q as originally filed and does not otherwise reflect events occurring after the original filing of the Form 10-Q.

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PART II. OTHER INFORMATION

ITEM 6. Exhibits.

| Exhibit Number    | Description   |
|-------------------|---|
| 10.1 <sup>†</sup> | Asset Purchase Agreement between Ericsson Inc. and Calix, Inc., dated August 20, 2012.  |
| 10.2*             | Calix, Inc. Non-Employee Director Cash Compensation Policy, effective January 1, 2012 (filed as Exhibit 10.2 to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).  |
| 31.1              | Certification of Chief Executive Officer of Calix, Inc. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed as Exhibit 31.1 to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).  |
| 31.2              | Certification of Chief Financial Officer of Calix, Inc. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed as Exhibit 31.2 to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).  |
| 31.3              | Certification of Chief Executive Officer of Calix, Inc. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 31.4              | Certification of Chief Financial Officer of Calix, Inc. Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 32.1              | Certification of Chief Executive Officer and Chief Financial Officer of Calix, Inc. Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed as Exhibit 32.1 to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein). |
| 101.INS **        | XBRL Instance Document (filed as Exhibit 101.INS to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).  |
| 101.SCH **        | XBRL Taxonomy Extension Schema Document (filed as Exhibit 101.SCH to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).   |
| 101.CAL **        | Taxonomy Extension Calculation Linkbase Document (filed as Exhibit 101.CAL to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).  |
| 101.DEF **        | Taxonomy Extension Definition Linkbase Document (filed as Exhibit 101.DEF to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).   |
| 101.LAB **        | XBRL Taxonomy Extension Label Linkbase Document (filed as Exhibit 101.LAB to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).   |
| 101.PRE **        |   |

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XBRL Taxonomy Extension Presentation Linkbase Document (filed as Exhibit 101.PRE to Calix's Form 10-Q filed with the SEC on November 2, 2012 (File No. 001-34674) and incorporated by reference herein).

- † Confidential treatment has been requested for portions of this agreement.
  - \* Indicates management compensatory plan, contract or arrangement.
  - In accordance with Rule 406T of Regulation S-T, the XBRL information is furnished and not filed herewith, is not a part of a registration statement or Prospectus for purposes of sections 11 or 12 of the Securities Act of 1933,
  - \*\* is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.
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**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 thereunto duly authorized.

**CALIX, INC.**  
(Registrant)

Dated: December 18, 2012

By: /s/ Carl Russo  
Carl Russo  
Chief Executive Officer  
(Principal Executive Officer)

Dated: December 18, 2012

By: /s/ Michael Ashby  
Michael Ashby  
Chief Financial Officer  
(Principal Financial Officer)