

SCIENTIFIC ATLANTA INC
Form DFAN14A
December 21, 2005

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Scientific-Atlanta, Inc.

(Name of Registrant as Specified In Its Charter)

Cisco Systems, Inc.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by Cisco Systems, Inc.

Pursuant to Rule 14a-12 of the

Securities Exchange Act of 1934

Subject Company: Scientific-Atlanta, Inc.

Commission File No.: 001-05517

The following is a slide presentation posted and accessible to Scientific-Atlanta employees on Cisco's Acquisition Central site in connection with the proposed merger between Cisco Systems, Inc. and Scientific-Atlanta, Inc.

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Conference Call

November 18, 2005

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Forward-Looking Statements

FORWARD-LOOKING STATEMENTS

Forward-Looking Statements

This
press
release
contains
forward-looking
statements
which
are
subject
to
safe
harbors
created
under
the
U.S.
federal
securities
laws.
These
statements
include,
among
others,
statements
regarding
the
expected
financial
performance
of
Cisco
(including
earnings
projections)
following
completion
of
the
acquisition,
Cisco's
ability
to
achieve
the
expected
synergies
and
other
strategic

benefits
as
a
result
of
the
acquisition,
the
strengthening
of
Cisco's
leadership
position
across
the
entire
networked
digital
home
as
a
result
of
the
acquisition,
and
the
timeframe
during
which
the
acquisition
is
expected
to
close.
Statements
regarding
future
events
are
based
on
the
parties'
current
expectations
and
are
necessarily

subject
to
associated
risks
related
to,
among
other
things,
obtaining
Scientific-Atlanta's
shareholder
and
regulatory
approval
of
the
acquisition,
the
potential
impact
on
the
business
of
Scientific-Atlanta
due
to
uncertainty
about
the
acquisition,
the
retention
of
employees
of
Scientific-Atlanta
and
the
ability
of
Cisco
to
successfully
integrate
Scientific-Atlanta's
market
opportunities,
technology,

personnel
and
operations
and
to
achieve
planned
synergies.
Therefore,
actual
results
may
differ
materially
and
adversely
from
those
expressed
in
any
forward-looking
statements.
For
information
regarding
other
related
risks,
see
the
"Risk
Factors"
section
of
Cisco's
most
recent
Form
10-K
filed
with
the
SEC
on
September
19,
2005
and
of

Cisco s
subsequently
filed
Forms
10-Q.
The
parties
undertake
no
obligation
to
revise
or
update
any
forward-looking
statements
for
any
reason.
Additional
Information
and
Where
to
Find
It
Scientific-Atlanta
has
agreed
to
file
a
proxy
statement
in
connection
with
the
proposed
acquisition.
The
proxy
statement
will
be
mailed
to
the
shareholders

of
Scientific-Atlanta.
Scientific-Atlanta's
shareholders
are
urged
to
read
the
proxy
statement
and
other
relevant
materials
when
they
become
available
because
they
will
contain
important
information
about
the
acquisition
and
Scientific-Atlanta.
Investors
and
security
holders
may
obtain
free
copies
of
these
documents
(when
they
are
available)
and
other
documents
filed
with

the
Securities
and
Exchange
Commission
at
the
SEC's
web
site
at
www.sec.gov.

In
addition,
investors
and
security
holders
may
obtain
free
copies
of
the
documents
filed
with
the
SEC
by
Scientific-Atlanta
by
going
to
Scientific-Atlanta's
Investor
Relations
page
on
its
corporate
website
at
www.scientific-atlanta.com.

In
addition,
Scientific-Atlanta
and
its
officers

and
directors
may
be
deemed
to
be
participants
in
the
solicitation
of
proxies
from
Scientific-Atlanta's
shareholders
with
respect
to
the
acquisition.

A
description
of
any
interests
that
Scientific-Atlanta's
officers
and
directors
have
in
the
acquisition
will
be
available
in
the
proxy
statement.

In
addition,
Cisco
and
its
officers
and
directors

may
be
deemed
to
have
participated
in
the
solicitation
of
proxies
from
Scientific-Atlanta's
shareholders
in
favor
of
the
approval
of
the
acquisition.
Information
concerning
Cisco's
directors
and
executive
officers
is
set
forth
in
Cisco's
proxy
statement
for
its
2005
annual
meeting
of
shareholders,
which
was
filed
with
the
SEC
on

September
26,
2005,
and
annual
report
on
Form
10-K
filed
with
the
SEC
on
September
19,
2005.

These
documents
are
available
free
of
charge
at
the
SEC's
web
site
at
www.sec.gov
or
by
going
to
Cisco's
Investor
Relations
Website
at
<http://www.cisco.com/go/investors>.

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Agenda

Cisco's Overall Strategy for the Service Provider

and Consumer Market Segments

How Scientific-Atlanta Enhances
Overall Strategy

Scientific-Atlanta's View on the Marketplace

Q&A

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Cisco

Now the Quad Play Leader

Data / Voice / Mobility / Video

Video is emerging as the **key strategic application**
in the service provider quadruple play bundle

Scientific-Atlanta's scale, experience
builds on Cisco's
commitment / leadership in the service provider market

Combined team offers **unmatched experience**
in delivering large-scale video systems and networks

Linksys and Scientific-Atlanta combination extends Cisco's
leadership position across the networked digital home

Cisco international presence and IP leadership creates
strategic synergies that **accelerate combined**
growth opportunity

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Scientific-Atlanta

Completes the Quad Play

Offering

Voice

Voice

VoIP Becoming

Mainstream

VoIP Becoming

Mainstream

Win Video, Win

the Consumer

Win Video, Win

the Consumer

Video

Video

Broadband

Buildout

Ramping

Broadband

Buildout

Ramping

Data

Data

IP Mobility

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Cisco Welcomes a World-Class Team
Subscriber Systems
End-to-End Subscriber Systems,

DVR & Non-DVR Set tops,
HD & standard definition Set tops,
System & Client Software,
Cable HSD/Voice Modems,
Home Networks
Transmission Networks
HFC Networks,
Satellite Systems, Head-ends,
Network Management,
Digital
Transport
SciCARE
Systems Integration,
24/7 Customer Support, Consulting,
Remote Maintenance & Network Management, Training
Installation and Program Management

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Catching the Video Market Transition

HIGH DEFINITION

HIGH DEFINITION

DIGITAL CABLE
DIGITAL CABLE
IPTV
IPTV
DVR
DVR
INTERACTIVE TV
INTERACTIVE TV
Video Network
Convergence
Video Network
Convergence
Advanced
Video
Quality
Advanced
Video
Quality
Personalized
Video
Experience
Personalized
Video
Experience
VIDEO TO OTHER DEVICES
VIDEO TO OTHER DEVICES

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Cable operators are entering network and set top box upgrade cycle to deliver advanced video services

Telco s have begun building entirely new infrastructures for video entertainment delivery

2004

2009

Telco IPTV

Cable Video

SP Video The Next Investment Wave

\$9.9B

\$3.6B

CAGR = 22%

Source: Infonetics, Cisco

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Cisco Delivers the Complete Digital Home

Home Networking, Media Sharing

Throughout the Home

Home Networking, Media Sharing
Throughout the Home
Networked Entertainment
Networked Entertainment
Digital, DVR, High Definition
Digital, DVR, High Definition
Voice & Video
Voice & Video
End User
Audio, Video, Interactive Content
Audio, Video, Interactive Content
Content
Content
ADSL2+, FTTx,
DOCSIS 3.0, WiFi
ADSL2+, FTTx,
DOCSIS 3.0, WiFi
Broadband
Broadband

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Global Technology and Customer Synergy

U.S.A.

International

Sell
complementary
product lines
Migrate to
IP video
Migrate to
IP video
Sell
complementary
product lines

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Note: Not drawn to scale

Accelerating the Growth Opportunity

10 12%

12 16%

FY 05 10 CAGR

Head-end Systems

Set Top Boxes

Data & Voice CPE

Video Head-ends

Set Top Boxes

System Integration

International Expansion

Quadruple Play Integration

Networked Digital Home

Cable

Cable

Telco / IPTV

Telco / IPTV

Synergies

Synergies

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Additional Information About The Merger and
Where To Find It
In

connection
with
the
proposed
merger
and
required
shareholder
approval,
Scientific-Atlanta,
Inc.
(the

Company) has filed with the SEC a preliminary proxy statement and will file with the SEC a definitive proxy statement that will contain important information about the merger. The proxy statement will be mailed to the shareholders of the Company. Investors and security holders of the Company are urged to read the proxy statement, and any other relevant materials filed by the Company because they contain, or will contain, important information about the Company and the merger. All documents filed

by
the
Company
with
the
SEC
may
be
obtained
for
free
at
the
SEC's
website
at
www.sec.gov.

In
addition, the documents filed with the SEC by the Company may be
obtained free of charge by
contacting the Company at 5030 Sugarloaf Parkway, Lawrenceville,
Georgia 30044, (770)
236-5000 or
online at <http://www.sciatl.com>.

The Company and its executive officers and directors may be deemed to be participants in the solicitation of proxies from the shareholders of the Company with respect to the merger. Information about the executive officers and directors of the Company and their ownership of the Company's common stock is set forth in the preliminary proxy statement referenced above, which was filed with the SEC on December 7, 2005. Investors and security holders may obtain more detailed information regarding the direct and indirect interests of the Company and its respective executive officers and directors in the acquisition by reading the preliminary proxy statement, as well as the definitive proxy

statement regarding the merger that the Company will file with the SEC.

In addition, Cisco and its officers and directors may be deemed to have participated in the solicitation of proxies from Scientific-Atlanta's shareholders in favor of the approval of the acquisition. Information concerning Cisco's directors and executive officers is set forth in Cisco's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on September 26, 2005, and annual

report on Form 10-K filed with the SEC on September 19, 2005. These documents are available free of charge at the SEC's web site at www.sec.gov or by going to Cisco's Investor Relations Website at <http://www.cisco.com/go/investors>

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