

OCCAM NETWORKS INC/DE

Form 425

October 12, 2010

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Filing Information

Filed by Calix, Inc.

Commission File No. 001-34674

Pursuant to Rule 425 Under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Occam Networks, Inc.

Commission File No. 001-33069

This filing relates to the proposed acquisition by Calix, Inc, a Delaware corporation ( Calix ), of Occam Networks, Inc., a Delaware corporation ( Occam Networks ), pursuant to the terms of that certain Agreement and Plan of Merger and Reorganization, dated as of September 16, 2010, by and among Calix, Ocean Sub I, Inc., Ocean Sub II, LLC and Occam Networks.



Calix / Occam Networks Q&A

Webinar

Service Provider Overview

The webinar will begin at:

11:00 AM Pacific

12:00 PM Mountain

1:00 PM Central

2:00 PM Eastern

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the

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Welcome and Logistics  
Welcome  
to  
the  
Calix  
/

Occam  
Networks

Q&A

Webinar

Hosted by Carl Russo, Calix president and CEO

Short presentation describing the transaction, rationale, and benefits

Questions and Answers submitted by attendees (online)

Duration: 1 hour

How to ask questions

Conference bridge is broadcast for attendees to prevent excess noise, complexity

Webinar control panel has Q&A module

Type

questions

at

anytime

-

monitored

by

Calix

personnel

Questions will be placed in queue for verbal Q&A response section

Presenters

may

answer

questions

during

the

presentations

if

time

allows

10

Transaction Overview

Deal Size:

Deal Size:

\$171 million in stock and cash

Closing Conditions:

Closing Conditions:

Occam Networks stockholder approval, regulatory clearance and other customary closing conditions

Anticipated Closing:

Anticipated Closing:

Q4 2010 or Q1 2011

Post Closing Metrics:

Post Closing Metrics:

Trailing Revenues (last 12 months): ~\$350 million

Estimated Customers: 800+

Aggregate Port Shipments: 10 million+

Aggregate Subscriber Lines (Customers): 48 million+

11

Key Benefits Summary: Acceleration

Calix / Occam Networks combination is focused on helping our customers

SUCCEED

SUCCEED

Accelerating Unified Access

Complementary  
expertise  
expected  
to  
speed  
product  
INNOVATION  
INNOVATION  
An  
EXPANDED  
EXPANDED  
UNIFIED  
UNIFIED  
ACCESS  
ACCESS  
portfolio  
Increased  
resources,  
scale,  
and  
FOCUS  
FOCUS  
ON  
ON  
ACCESS  
ACCESS  
lays  
the  
foundation  
for enhanced solutions development, testing, and quality  
Accelerating Our Customers  
Success  
A  
WIDER  
WIDER  
RANGE  
RANGE  
OF  
OF  
DEPLOYMENT  
DEPLOYMENT  
OPTIONS  
OPTIONS  
expected  
from  
an  
expanded Unified Access portfolio  
CLOSER RELATIONSHIPS  
CLOSER RELATIONSHIPS  
with customers and partners expected through

direct and expanded sales coverage and support

Enhanced

ALIGNMENT

ALIGNMENT

with

communications

service

provider

network

and

business model transformation

12

Key Benefits Summary: Solutions

A broader Unified Access portfolio

Greater breadth and diversity of solutions expected

Complementary technologies allow for speedy synergies

Share many common hardware and software components and attributes  
thereby facilitating integration into Unified Access

Occam's decade of experience in IP and Ethernet matched with Calix's decade of experience in fiber access  
Enhanced voice flexibility expected  
A range of solutions across TDM, SIP, H.248 and MGCP  
New innovations expected  
Expanded engineering, test resources, and R&D dollars solely focused on access innovation

An  
ENHANCED  
ENHANCED  
portfolio  
of  
options  
to  
make  
you  
more  
competitive

13

Key Benefits Summary: Business

A focus on access

Expanded resources, testing, and investment are planned in the part of your network that connects you to your customers

An enhanced direct customer engagement model

More feet on the street

Expansion of our world-class support organization and tools

Expanded Interoperability

Combined Calix Compatible and OPAN programs create one of the industry's broadest and most mature programs for partner interoperability.

Expanded resources and a clear business vision aligned with your

network

and

business

interests

to

help

YOU

SUCCEED

SUCCEED

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Two Broadband Access Portfolios  
OccamView  
EMS  
BLC 6000 Chassis:  
high density  
BLC 6000 Chassis:

medium, low density  
ONT portfolio

15  
One Unified Access Portfolio  
Management / Value  
Added Software  
Central Office  
Remote Terminal /  
Node

Premises

The Calix Commitment

The Calix Commitment  
Past Behaviors Predict Future Behaviors

18  
2009  
2010  
2017  
F5 support  
expires  
F5

development

discontinued

F5

manufacturing

discontinued

OSI Case Study

When we acquired OSI

the following actions were taken

FiberDrive:

Calix continues manufacturing, MD in 2008, SD in 2015

F5:

Completed roadmap, DD in 2009, MD in 2010, SD in 2017

500 ONT family:

DD in 2009, MD in 2010, SD in 2015 (2017 for 560 ONTs)

What we learned

Have roadmap plans

finalized on day one

FiberDrive

2006

2008

2015

FiberDrive

support expires

FiberDrive

manufacturing

discontinued

OSI

acquired

Calix Unified Access Roadmap  
The Plan for Integration

20  
Expanding the Unified Access Portfolio

21  
EXA Powered Access Network  
Routed Core Network  
100GE / 40GE / DWDM Rings  
Central Office  
10GE / NxGE  
/ GE Rings

Node  
NxGE  
/ GE Rings or Pt-to-Pt  
Remote Terminal  
10GE / NxGE  
/ GE Rings  
Customer, Business, or MDU Premises  
PON, Pt-to-Pt GE / AE, or DSL  
Unified Access Management  
Service Delivery and Assurance  
Fiber:  
MEF Services  
Copper:  
DSL / POTS  
Copper:  
DSL / POTS  
Fiber: PON and  
Pt-to-Pt GE / AE  
Fiber:  
MEF Services  
ETHERNET  
10GE / GE Ring  
10GE  
NxGE  
GE  
IPTV  
Voice  
Internet  
Access  
Broadcast  
Video  
MEF  
Services  
Residential  
Schools /  
Library  
MDU / MTU  
Small  
Business  
Large  
Business  
Mobile  
Backhaul  
Copper:  
DSL / POTS  
B-Series  
B-Series  
Copper:  
DSL / POTS  
Fiber:

MEF Services

10GE

NxGE

GE

SIP

H.248

MGCP

TDM

RF

RFOG

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A Solution for Every Need  
Multiservice  
Copper | Fiber  
Multiprotocol  
Evolutionary  
C7

Evolutionary

B

Multiservice

Copper | Fiber

Ethernet

Revolutionary

E7

IP services

Fiber

Ethernet

Same ONTs

Managed by CMS

Same Rings

23  
2010 User Group Conference  
Agenda: 2010 User Group Conference  
November  
6  
thru  
9

-  
just  
before  
TelcoTV  
Saturday 11/6: Golf  
Sunday 11/7: Training / Reception  
Monday 11/8: Keynotes / Breakouts  
New product introductions  
Possibilities of an All-Video World: Sr. execs  
from **Cisco, Fox, Microsoft, Motorola**  
Future of voice: **Genband/Metaswitch**  
CEOs  
Special event: La Reve  
Tuesday 11/9: Keynotes / Breakouts  
Unified Access vision  
Regulatory: Q&A with **RUS Administrator**  
Jonathan Adelstein  
Giveaways / Prizes  
Visit the Calix  
home page or website to register:  
<http://usergroup.calix.com/2010/>  
th  
th

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Add 1

Information: Where to Find It

Calix

will file a Registration Statement on Form S-4 containing a proxy statement/prospectus and other documents concerning the proposed acquisition with the Securities and Exchange Commission

(the SEC ). Investors are urged to read the proxy statement/prospectus when it becomes available and other relevant documents filed with the SEC because they will contain important information. Security holders may obtain a free copy of the proxy statement/prospectus (when it is available) and other documents filed by Calix and Occam Networks with the SEC at the SEC's web site at <http://www.sec.gov>. The proxy statement/prospectus and other documents may also be obtained for free by contacting Calix Investor Relations by e-mail at [Carolyn.Bass@Calix.com](mailto:Carolyn.Bass@Calix.com), by telephone at 415-445-3232 or by mail at Investor Relations, Calix, Inc., 1035 N. McDowell Blvd., Petaluma, CA 94954 or by contacting Occam Networks Investor Relations by e-mail at [ir@occamnetworks.com](mailto:ir@occamnetworks.com), by telephone at 805-692-2957 or by mail at Investor Relations, Occam Networks, 6868 Cortona Drive, Santa Barbara, CA 93117.

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Participants in the Acquisition of  
Occam Networks

Calix, Occam Networks, certain of their respective directors, executive officers, members of management and employees may, under the rules of the SEC, may be deemed to be participants in the solicitation of proxies in favor of the proposed merger. Information regarding the persons who may be

considered participants  
in the solicitation of proxies will be set forth in  
Calix's  
proxy statement/prospectus when it is filed with the SEC. Information  
regarding certain of these persons and their beneficial ownership of Calix  
common stock as of December 31, 2009 is also set forth in the prospectus  
filed by Calix  
on March 24, 2010 with the SEC. This document is available free  
of  
charge  
at  
the  
SEC's  
web  
site  
at  
[www.sec.gov](http://www.sec.gov)  
or  
by  
going  
to  
Calix's  
Investor  
Relations  
page  
on  
its  
corporate  
website  
at  
[www.Calix.com](http://www.Calix.com).  
Information concerning Occam Networks' directors and executive officers is  
set  
forth  
in  
Occam  
Networks'  
proxy  
statement  
for  
its  
2010  
Annual  
Meeting  
of  
Stockholders, which was filed with the SEC on April 8, 2010. This document  
is  
available  
free  
of

charge

at

the

SEC's

website

at

[www.sec.gov](http://www.sec.gov)

or

by

going

to Occam Networks' Investor Relations page on its corporate web site at

[www.OccamNetworks.com](http://www.OccamNetworks.com).

Additional

information

regarding

the

persons

who may, under the rules of the SEC, be deemed participants in the

solicitation of proxies in connection with the proposed merger, and a

description of their direct and indirect interests in the proposed merger,

which

may

differ

from

the

interests

of

Calix

stockholders

or

Occam

Networks

stockholders generally will be set forth in the proxy statement/prospectus

when it is filed with the SEC.

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Forward Looking Statements  
This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. These statements can be identified by the words, believes,

expects,  
could,  
will,  
intends,  
should,  
estimate,  
would,  
may,  
anticipates,  
plans

and other similar words. These statements are based on management's current expectations, estimates, forecasts, projections and beliefs and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The forward-looking statements contained in this document include statements about the timing of closing the acquisition, future financial and operating results; benefits of the acquisition; financial advantages; the ability to integrate the companies; the ability to expand the Unified Access portfolio; the ability to accelerate access innovation; the ability to integrate platforms and products to accelerate opportunities for customers and broaden the Calix Unified Access portfolio; plans to increase sales and support coverage; plans regarding the product roadmap; ability to enhance solutions development, testing and quality; the ability to increase the range of deployment options, create closer relationships with customers and partners and enhance alignment with communication service provider networks and business model transformations; the ability to expand resources, testing and investments; the ability to enhance the customer engagement model and expand interoperability; and other statements regarding the proposed acquisition. These statements are not guarantees of future performance, involve risks, uncertainties and assumptions that are difficult to predict, and are based upon assumptions as to future events that may not prove accurate. Therefore, actual outcomes and results may differ materially from what is expressed herein. For example, if Occam Networks does not receive required stockholder approval or the parties fail to satisfy other conditions to closing, the transaction may not be consummated. In any forward-looking statement in which Calix or Occam Networks expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement or expectation or belief will result or be achieved or accomplished. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: failure of the Occam Networks stockholders to approve the proposed acquisition; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of Calix and Occam Networks generally, including those set forth in the filings of Calix with the Securities and Exchange Commission, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of Calix's prospectus filed with the SEC on March 24, 2010 and its quarterly reports on Form 10-Q, Occam Networks' annual reports on Form 10-K and quarterly reports on Form 10-Q, each of Calix's and Occam Networks' current reports on Form 8-K and other SEC filings. These forward-looking statements speak only as of the date hereof. Calix and Occam Networks are under no obligation to (and expressly disclaim any such obligation to) update or alter their forward-looking statements whether as a result of new information, future events, or otherwise.