

CALIX, INC  
Form POS AM  
December 14, 2010  
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As filed with the Securities and Exchange Commission on December 14, 2010

Registration No. 333-170282

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**Form S-4**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CALIX, INC.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**3661**  
(Primary Standard  
Industrial Classification Number)  
1035 N. McDowell Boulevard

**68-0438710**  
(I.R.S. Employer  
Identification Number)

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Petaluma, California

(707) 766-3000

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Carl Russo

President and Chief Executive Officer

1035 N. McDowell Boulevard

Petaluma, CA 94954

(707) 766-3000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

*With a copy to:*

Patrick A. Pohlen, Esq.  
Latham & Watkins LLP  
140 Scott Drive  
Menlo Park, CA 94025  
(650) 328-4600

Robert L. Howard-Anderson  
President and Chief Executive Officer  
Occam Networks, Inc.  
6868 Cortona Drive  
Santa Barbara, CA 93117  
(805) 692-2900

Robert F. Kornegay, Esq.  
  
Robert T. Ishii, Esq.  
Wilson Sonsini Goodrich & Rosati  
  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the first merger described in the enclosed proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such dates as the Commission, acting pursuant to said Section 8(a), may determine.



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**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.**

**PRELIMINARY SUBJECT TO COMPLETION DATED DECEMBER 14, 2010**

**The accompanying proxy statement/prospectus is dated December [ ], 2010, and is first being mailed to Occam stockholders on or about December [ ], 2010.**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Occam Networks, Inc. Stockholders:

The board of directors of Occam Networks, Inc. ( Occam ) has unanimously adopted and approved an Agreement and Plan of Merger and Reorganization in which a direct, wholly owned subsidiary of Calix, Inc. ( Calix ) will merge with Occam, with Occam continuing as the interim surviving entity. Immediately thereafter, Occam will merge with a second direct, wholly owned subsidiary of Calix, with such subsidiary continuing as the final surviving entity. The first merger is referred to herein as the first-step merger, the second merger is referred to herein as the second-step merger, and the first-step merger and second-step merger are collectively referred to herein as the merger transaction. We are sending you the accompanying proxy statement/prospectus to notify you of the special meeting of Occam stockholders being held to vote on the adoption of the merger agreement and related matters and to ask you to vote at the special meeting in favor of the adoption of the merger agreement.

If the merger agreement is adopted by our stockholders and the merger transaction is completed, for each share of Occam common stock that you hold as of the effective time of the first-step merger, which we refer to as the effective time, you will be entitled to receive (i) 0.2925 shares of Calix common stock and (ii) \$3.8337 in cash. We refer to this combination of cash and stock together as the merger consideration.

Calix's common stock trades on the New York Stock Exchange under the symbol CALX, and Occam's common stock trades on the NASDAQ Global Market under the symbol OCNW.

**For a discussion of risk factors that you should consider in evaluating the merger transaction and the other matters on which you are being asked to vote, see Risk Factors beginning on page 26 of the enclosed proxy statement/prospectus. The market price of Calix common stock will continue to fluctuate following the date of the stockholder vote on the merger proposal at the special meeting. Consequently, at the time of the stockholder vote, the value of the stock consideration will not yet be determined.**

**We cannot complete the merger transaction without the approval of holders of a majority of the outstanding shares of our common stock entitled to vote at the special meeting. A failure to vote on the proposal to adopt the merger agreement has the same effect as a vote by you AGAINST the adoption of the merger agreement. Therefore, your vote is very important, regardless of the number of shares of common stock you own, and we urge you to take the time to vote by following the instructions on your proxy card regardless of whether you plan to attend the special meeting.**

You will also have an opportunity to vote to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are an insufficient number of votes at the time of such adjournment to adopt the merger agreement, referred to as the adjournment proposal.

The special meeting will be held at 10:00 a.m. (local time) on January 27, 2011, at Occam's offices at 3185 Laurelview Court, Fremont, California 94538.

**The Occam board of directors unanimously recommends that you vote FOR the adoption of the merger agreement and FOR the adjournment proposal.**

Sincerely,

Robert L. Howard-Anderson

*President and Chief Executive Officer*

*Occam Networks, Inc.*

**Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

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**ADDITIONAL INFORMATION**

The accompanying proxy statement/prospectus incorporates important business and financial information about Calix and Occam from other documents that are not included in or delivered with the proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain documents in this proxy statement/prospectus or filed as exhibits to the registration statement of which this proxy statement/prospectus is a part, without charge, by requesting them in writing or by telephone from the appropriate company at the following addresses:

Calix, Inc.  
1035 N. McDowell Boulevard  
Petaluma, California 94954  
Attn: Investor Relations  
Tel: (415) 445-3232

Occam Networks, Inc.  
6868 Cortona Drive  
Santa Barbara, California  
Attn: Investor Relations  
Tel: (805) 692-2957

In addition, if you have questions about the merger transaction or the proxy statement/prospectus, would like additional copies of the proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Innisfree M&A Incorporated, Occam's proxy solicitor, at the address and telephone number listed below. You will not be charged for any of such documents that you request.

**Innisfree M&A Incorporated**

501 Madison Avenue, 20<sup>th</sup> Floor

New York, New York 10022

Stockholders May Call Toll-Free: (888) 750-5834

Banks & Brokers May Call Collect: (212) 750-5833

**To obtain timely delivery of the documents in advance of the special meeting of stockholders, you must request the information no later than January 20, 2011 (which is five business days prior to the date of the special meeting).**

*For more information, see [Where You Can Find More Information](#) beginning on page 284.*

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON JANUARY 27, 2011**

To the Stockholders of Occam Networks, Inc.:

A special meeting of the stockholders of Occam Networks, Inc., a Delaware corporation ( "Occam" ), will be held on January 27, 2011, starting at 10:00 a.m., local time, at Occam's offices at 3185 Laurelview Court, Fremont, California 94538, for the following purposes:

1. to consider and vote upon the proposal to adopt the Agreement and Plan of Merger and Reorganization, dated as of September 16, 2010 (as it may be amended from time to time prior to the date hereof, the "merger agreement" ), by and among Calix, Inc., Ocean Sub I, Inc., Ocean Sub II, LLC and Occam, a copy of which is attached as Annex A to the proxy statement/prospectus accompanying this notice, which proposal is referred to as the merger proposal; and
2. to consider and vote upon any proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, to solicit additional proxies if there are an insufficient number of votes at the time of such adjournment to adopt the merger agreement, which proposal is referred to as the adjournment proposal.

Occam's board of directors has designated the close of business on December 13, 2010 as the record date that will determine the stockholders who are entitled to receive notice of, and to vote at, the special meeting or at any adjournment or postponement of the special meeting. Only stockholders of record at the close of business on the record date are entitled to notice of, and to vote at, the special meeting and at any adjournment or postponement thereof. The list of stockholders entitled to vote at the special meeting will be available for inspection at 6868 Cortona Drive, Santa Barbara, California 93117, beginning 10 days prior to the date of the special meeting and continuing through the special meeting. The list will also be available for inspection at the special meeting.

At a meeting duly called and held, Occam's board of directors has (i) unanimously determined that the merger agreement and the transactions contemplated thereby are fair to, advisable and in the best interests of Occam's stockholders, (ii) unanimously approved and adopted the merger agreement and the transactions contemplated thereby and (iii) unanimously resolved to recommend adoption of the merger agreement and the other transactions contemplated thereby by the stockholders of Occam.

**THE BOARD OF DIRECTORS OF OCCAM UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE MERGER PROPOSAL AND FOR THE ADJOURNMENT PROPOSAL.**

**Your vote is very important.** The affirmative vote of the holders of a majority of the outstanding shares of Occam entitled to vote at the special meeting is required to adopt the merger agreement. Accordingly, a failure to vote, or an abstention from voting, will have the same effect as a vote AGAINST the adoption of the merger agreement.

Whether or not you plan to attend the special meeting in person, we urge you to submit your proxy as promptly as possible (1) through the Internet, (2) by telephone or (3) by marking, signing and dating the enclosed proxy card and returning it in the pre-addressed postage-paid envelope provided. You may revoke your proxy at any time before it is voted at the special meeting. If you attend the special meeting and wish to vote in person, then you may revoke your proxy and vote in person. If your shares are held in street name by your bank, broker or other nominee, only that bank, broker or other nominee can vote your shares and a vote cannot be cast unless you provide such bank, broker or other nominee with instructions or obtain a legal proxy from them. You should follow the directions provided by your bank, broker or other nominee regarding how to instruct them to vote your shares.

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Please review the proxy statement/prospectus accompanying this notice for more complete information regarding the merger transaction, the merger agreement and the other matters to be considered at the special meeting. We urge you to read the accompanying proxy statement/prospectus and its annexes carefully and in their entirety.

By Order of the Board of Directors of  
Occam Networks, Inc.

Robert L. Howard-Anderson  
*President and Chief Executive Officer*

December [ ], 2010



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**QUESTIONS AND ANSWERS ABOUT THE MERGER TRANSACTION AND**

**THE SPECIAL MEETING**

*Set forth below are commonly asked questions and answers about the merger transaction, the merger agreement and the special meeting of Occam stockholders called in connection with the merger transaction. These questions and answers do not address all questions that may be important to you as an Occam stockholder. For a more complete description of the legal and other terms of the merger transaction, please read carefully this entire proxy statement/prospectus, including the annexes. See *Where You Can Find More Information* beginning on page 284.*

*All references in this proxy statement/prospectus to Calix refer to Calix, Inc., a Delaware corporation; all references in this proxy statement/prospectus to Occam refer to Occam Networks, Inc., a Delaware corporation; all references in this proxy statement/prospectus to Ocean Sub I refer to Ocean Sub I, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Calix; all references to Ocean Sub II refer to Ocean Sub II, LLC, a Delaware limited liability company and a direct, wholly owned subsidiary of Calix; all references to the merger agreement refer to the Agreement and Plan of Merger and Reorganization, dated as of September 16, 2010, by and among Calix, Ocean Sub I, Ocean Sub II and Occam, as it may be amended from time to time, and all references to the merger transaction refer to the first-step merger and the second-step merger contemplated by the merger agreement taken together. Throughout this proxy statement/prospectus, we refer to Calix's registered shares, par value \$0.025 per share, as Calix common shares or Calix shares or Calix common stock; and Occam common stock, \$0.001 par value per share, as Occam common stock or Occam shares.*

**Questions About the Merger Transaction**

**Q: Why am I receiving this document?**

A: Calix has agreed to acquire Occam pursuant to the terms of the merger agreement that is described in this proxy statement/prospectus. A copy of the merger agreement is attached to this proxy statement/prospectus as Annex A.

In order to complete the merger transaction, Occam stockholders must adopt the merger agreement. Occam is holding a special meeting of stockholders to obtain this stockholder approval.

This proxy statement/prospectus contains important information about the merger transaction and the special meeting of the stockholders of Occam, and you should read it carefully and in its entirety. The enclosed voting materials allow you to vote your shares without attending the special meeting in person.

**Your vote is very important. We encourage you to vote as soon as possible. For more information on how to vote your shares, please see the section entitled *The Special Meeting of Occam Stockholders* beginning on page 69.**

**Q: What vote is required to adopt the merger agreement?**

A: The affirmative vote of holders of a majority of the issued and outstanding shares of Occam common stock is the only vote of the holders of any Occam common stock necessary to adopt the merger agreement and thereby approve the merger transaction. **Because the vote required to adopt the merger agreement is based upon the total number of outstanding shares of Occam common stock entitled to vote, the failure to submit a proxy card (or the failure to submit a proxy by telephone or over the Internet or to vote in person at the special meeting), the failure to instruct your bank, broker or other nominee how to vote, or the abstention from voting by a stockholder will have the same effect as a vote AGAINST the merger agreement.**

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**Q: What will happen in the merger transaction?**

A: As the first step in the transaction, a direct, wholly owned subsidiary of Calix will merge with Occam, with Occam continuing as the surviving entity. Immediately thereafter, Occam will merge with a second direct, wholly owned subsidiary of Calix, with such second subsidiary continuing as the surviving company. The first-step merger is referred to herein as the first-step merger, the second merger is referred to herein as the second-step merger, the first-step merger and the second-step merger are collectively referred to herein as the merger transaction and the effective time of the first-step merger is referred to herein as the effective time. For more information, please see the sections titled *Proposal One The Merger* and *The Merger Agreement* beginning on pages 73 and 117, respectively.

**Q: What will I receive for my shares of Occam common stock in the merger transaction?**

A: If the merger transaction is completed, each share of Occam common stock, other than dissenting shares, if any, and shares owned by Calix, Occam or any of their respective subsidiaries (which will be cancelled), will be converted into the right to receive (i) 0.2925 shares of Calix common stock and (ii) \$3.8337 in cash.

For further information, please see the section titled *The Merger Agreement Merger Consideration* beginning on page 117.

**Q: Is the merger transaction taxable to the Occam stockholders for U.S. federal income tax purposes?**

A: The merger transaction has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code, and the consummation of the merger transaction is conditioned on the receipt by Occam of an opinion from its counsel to the effect that the merger transaction will so qualify. Assuming the merger transaction qualifies as a reorganization, for U.S. federal income tax purposes, U.S. stockholders of Occam will recognize gain (but not loss) with respect to their Occam common stock in an amount equal to the lesser of (i) any gain realized with respect to that stock or (ii) the amount of cash received with respect to that stock (other than any cash received instead of a fractional share of Calix common stock); and will recognize gain (or loss) to the extent any cash received instead of a fractional share of Calix common stock exceeds (or is less than) the basis of the fractional share.

The tax consequences of the merger transaction to each stockholder will depend on such stockholder's own situation. Occam stockholders are urged to read the discussion in the section titled *Proposal One The Merger Material U.S. Federal Income Tax Consequences of the Merger Transaction* beginning on page 113 of this proxy statement/prospectus and to consult their tax advisors as to the U.S. federal income tax consequences of the merger transaction, as well as the effects of state, local and non-U.S. tax laws.

**Q: What conditions must be satisfied to consummate the merger transaction?**

A: In addition to the Occam stockholder approval described above, the consummation of the first-step merger is subject to a number of conditions. These conditions include:

the adoption of the merger agreement by the required vote of the Occam stockholders;

expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Act, or the HSR Act, and any other applicable antitrust laws in the United States and the receipt of any required clearances, consents, approvals, orders and authorizations required by any antitrust laws in the United States;

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the absence of any temporary restraining order, preliminary or permanent injunction, or any other order, decree or law, in each case, issued, enacted or adopted by any governmental authority of a competent jurisdiction in the United States making consummation of the merger illegal;



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the declaration of the effectiveness of the registration statement on Form S-4 (of which this proxy statement/prospectus forms a part) under the Securities Act of 1933, as amended, and the absence of any stop order or proceeding seeking a stop order affecting such registration statement;

the representations and warranties of each party to the merger agreement remaining true at signing and the effective time, subject, in certain instances, to materiality qualifiers described in further detail in this proxy statement/prospectus;

the performance or compliance by each party to the merger agreement in all material respects with its obligations and covenants under the merger agreement;

the absence of any continuing material adverse effect concerning the business, assets, liabilities, operations or financial condition of the parties since the date of the agreement;

the receipt of a written opinion from Wilson Sonsini Goodrich & Rosati, P.C. to the effect that, for U.S. federal income tax purposes, the merger transaction will qualify as a reorganization within the meaning of Section 368(a) of the Code;

the absence of any proceeding (pending or threatened) by a governmental authority or competent jurisdiction that (i) challenges or seeks to prohibit the merger transaction, (ii) would limit Calix's ability to exercise ownership rights with respect to Occam, (iii) would materially and adversely affect Calix's ability to own the assets or operate the business of Occam or (iv) seeks to compel any party to dispose of or hold separate any material assets as a result of the merger transaction; and

the Calix common shares deliverable to Occam stockholders in connection with the merger transaction shall have been authorized for listing on the New York Stock Exchange, upon official notice of issuance.

Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010. For additional information, please see the section titled "The Merger Agreement Conditions to the Merger" beginning on page 128.

**Q: Am I entitled to appraisal rights in connection with the merger transaction?**

A: Under the Delaware General Corporation Law, referred to as the DGCL, Occam stockholders who do not vote for the adoption of the merger agreement have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery if the first-step merger is completed, but only if they comply with all requirements of the DGCL, which are summarized in this proxy statement/prospectus. This appraisal amount could be more than, the same as, or less than the amount an Occam stockholder would be entitled to receive under the merger agreement. Any Occam stockholder intending to exercise appraisal rights, among other things, must submit a written demand for appraisal to Occam prior to the vote on the adoption of the merger agreement and must not vote or otherwise submit a proxy in favor of adoption of the merger agreement. Failure to follow exactly the procedures specified under the DGCL will result in the loss of appraisal rights. Because of the complexity of the DGCL relating to appraisal rights, if you are considering exercising your appraisal right, we encourage you to seek the advice of your own legal counsel.

For additional information, please see the section titled "Proposal One The Merger Appraisal Rights" beginning on page 110.

**Q: How do I exchange my Occam shares for merger consideration?**

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- A: As soon as reasonably practicable after the effective time, instructions for exchanging your Occam certificates and book-entry shares for the merger consideration will be mailed to you. You should read these instructions carefully. Assuming the merger transaction closes and provided that you complete and submit any documentation in accordance with the instructions and include your certificates, if any, representing your Occam shares, you will not need to take any further action in order to receive the merger consideration, which the exchange agent will forward to you promptly following such time. Any Calix common shares you receive in the merger transaction will be issued in book-entry form.

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**Q: How will I receive the merger consideration to which I am entitled?**

A: After receiving the proper documentation from you, the exchange agent will forward to you the cash and Calix common shares to which you are entitled. More information on the documentation you are required to deliver to the exchange agent may be found under the section titled "Proposal One: The Merger: Manner and Procedure for Exchanging Shares of Occam Common Stock" beginning on page 109. Occam stockholders will not receive any fractional Calix common shares in the merger transaction and will instead receive cash in lieu of any such fractional Calix common shares.

**Q: Are there any risks in the merger transaction that I should consider?**

A: Yes. There are risks associated with all business combinations, including the merger transaction. These risks are discussed in more detail in the section titled "Risk Factors" beginning on page 26.

**Questions About the Special Meeting of Occam Stockholders**

**Q: When and where will the special meeting be held?**

A: The special meeting is scheduled to be held at Occam's offices at 3185 Laurelview Court, Fremont, California 94538 on Thursday, January 27, 2011 at 10:00, local time.

**Q: On what am I being asked to vote?**

A: Occam stockholders are being asked to vote on the following:

to adopt the merger agreement; and

to approve the adjournment proposal.

**Q: How does the Board of Directors of Occam recommend that I vote regarding the merger agreement?**

A: After careful consideration, the board of directors of Occam, which we refer to in this proxy statement/prospectus as the Occam board, unanimously recommends that Occam stockholders vote "FOR" the adoption of the merger agreement and "FOR" the adjournment proposal. For a description of the reasons underlying the recommendation of the Occam board, please see the section entitled "Proposal One: The Merger: Occam's Reasons for the Merger; Recommendation of the Occam Board of Directors" beginning on page 90 of this proxy statement/prospectus.

**Q: Are there any other matters to be addressed at the special meeting?**

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A: We know of no other matters to be brought before the special meeting, but if other matters are brought before the special meeting or at any adjournment or postponement of the special meeting, the officers named in your proxy intend to take such action as in their judgment is in the best interest of Occam and its stockholders.

**Q. Who is entitled to vote at the special meeting?**

A: All holders of issued and outstanding shares of Occam common stock who hold shares at the close of business on the record date (December 13, 2010) are entitled to receive notice of and to vote at the special meeting and any adjournment or postponement thereof provided that such shares remain outstanding on the date of the special meeting.

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**Q: How do I vote my shares at the special meeting?**

A: If you are a registered stockholder, you may vote in person at the special meeting. However, to ensure that your shares are represented at the special meeting, you are recommended to vote promptly by proxy by taking any of the following steps, even if you plan to attend the special meeting in person:

**By Internet:** Go to the website specified on your proxy card and follow the instructions.

**By Telephone:** Call the toll-free number specified on your proxy card from a touch-tone telephone in the United States or Canada and follow the instructions on your proxy card and the voice prompts on the telephone.

**By Mail:** Mark your vote, sign and date your proxy card and return it in the pre-addressed postage-paid envelope provided. If you received more than one proxy card (which means that you have shares in more than one account), you must mark, sign, date and return each proxy card or use an alternative voting method. Any proxy card mailed must actually be received prior to the special meeting.

If you are not a registered stockholder, but instead hold your shares in street name through a bank, broker or other nominee, please follow the instructions provided to you by your bank, broker or other nominee to vote by proxy and ensure your shares are represented at the special meeting. If you want to vote in person at the special meeting, you must provide a proxy executed in your favor from your bank, broker or other nominee. For more information on how to vote your shares, please see the section titled "The Special Meeting of Occam Stockholders Voting of Proxies by Holders of Record" beginning on page 70.

**Q: What happens if I do not vote or submit a proxy, or do not instruct my bank, broker or other nominee to vote, or abstain from voting?**

A: If you fail to submit a proxy or attend the meeting in person, it will be more difficult for us to obtain the necessary quorum to hold the special meeting. In addition, your failure to submit a proxy or to vote in person, your failure to instruct your bank, broker or other nominee how to vote, or your abstention from voting, will have the same effect as a vote AGAINST the adoption of the merger agreement.

**Q: What constitutes a quorum for the special meeting?**

A: A majority of the shares of Occam common stock issued and outstanding and entitled to vote at the special meeting being present constitutes a quorum for the purpose of considering the proposals to be voted upon at the special meeting.

**Q: What should I do if I want to change my vote?**

A: If you submit your proxy through the Internet, by telephone or by mail, you may revoke your proxy at any time before the vote is taken at the special meeting in any one of the following ways:

through the Internet or by telephone before the deadlines for voting described above;

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by submitting a later-dated proxy by mail that is actually received by the Occam Corporate Secretary prior to the special meeting;

by sending written notice of revocation to the Occam Corporate Secretary that is actually received by the Occam Corporate Secretary prior to the special meeting; or

by voting in person at the special meeting.

Your attendance at the special meeting does not automatically revoke your proxy. If you are not a registered stockholder, but instead hold your shares in street name through a bank, broker or other nominee, the above-described options for revoking your proxy do not apply. Instead, you will need to follow the instructions provided to you by your bank, broker or other nominee in order to revoke your proxy and submit new voting instructions.

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**Q: What happens if I sell my shares after the record date but before the special meeting?**

A: The record date of the special meeting is earlier than the date of the special meeting and the date that the merger transaction is expected to be completed. If you transfer your shares of Occam after the record date but before the date of the special meeting, you will retain your right to vote at the special meeting (provided that such shares remain outstanding on the date of the special meeting), but you will not have the right to receive the merger consideration to be received by Occam stockholders in the merger transaction. In order to receive the merger consideration, you must hold your shares through completion of the merger transaction.

**Q: Who may attend the special meeting?**

A: Occam stockholders as of the record date (or their authorized representatives) and invited guests of Occam may attend the special meeting. Verification of share ownership will be required at the meeting. If you own your shares in your own name or hold them through a broker (and can provide documentation showing ownership such as a letter from your broker or a recent account statement) at the close of business on the record date (December 13, 2010), you will be permitted to attend the special meeting. Stockholders may call the Occam corporate office at (805) 692-2900 to obtain directions to Occam's offices at 3185 Laurelview Court, Fremont, California 94538.

**Q: Will a proxy solicitor be used?**

A: Yes. Occam has retained Innisfree M&A Incorporated to assist in the distribution and solicitation of proxies for the special meeting and will pay Innisfree M&A Incorporated a fee of up to \$75,000 plus reimbursement of out-of-pocket expenses. In addition, Occam's directors, officers and employees may solicit proxies in person or by telephone, e-mail, facsimile transmission or other means of communication, but no additional compensation will be paid to them.

**Q: Whom should I call with questions?**

A: Occam stockholders should call Innisfree M&A Incorporated, Occam's proxy solicitor, toll-free at (888) 750-5834, and banks & brokers should call collect at (212) 750-5833 with any questions about the merger transaction and the other matters to be voted on at the special meeting, or to obtain additional copies of this proxy statement/prospectus or additional proxy cards.

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**SUMMARY**

*This summary highlights selected information from this proxy statement/prospectus. It may not contain all of the information that is important to you. You are urged to carefully read the entire proxy statement/prospectus and the other documents referred to in this proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger agreement, the merger transaction and the other matters being considered at the special meeting. For additional information, see *Where You Can Find More Information* beginning on page 284. Each item in this summary refers to the page of this proxy statement/prospectus on which that subject is discussed in more detail.*

**Information about the Companies (page 135)**

***Calix, Inc.***

Calix Inc., or Calix, is a leading provider in North America of broadband communications access systems and software for copper- and fiber-based network architectures that enable communications service providers, or CSPs, to connect to their residential and business subscribers. Calix develops and sells carrier-class hardware and software products, which is referred to as the Unified Access portfolio, designed to enhance and transform CSP access networks to meet the changing demands of subscribers rapidly and cost-effectively. The Unified Access portfolio consists of Calix's two core platforms, the C-Series multiservice, multiprotocol access platform, or C-Series platform, and the E-Series Ethernet service access platforms and nodes, or E-Series platforms and nodes, along with complementary P-Series optical network terminals, or ONTs, and the Calix Management System, or CMS, network management software. Calix also offers installation, training, post-sales software support and extended warranty services. Calix's principal executive offices are located at 1035 N. McDowell Blvd, Petaluma, California 94954 and its telephone number is (707) 766-3000.

***Ocean Sub I, Inc.***

Ocean Sub I, Inc., or Ocean Sub I, is a direct, wholly owned subsidiary of Calix. Ocean Sub I has not carried on any activities to date, other than activities incidental to its formation or undertaken in connection with the transactions contemplated by the merger transaction. Ocean Sub I's principal executive offices are located at 1035 N. McDowell Blvd, Petaluma, California 94954 and its telephone number is (707) 766-3000.

***Ocean Sub II, LLC***

Ocean Sub II, LLC, or Ocean Sub II, is a direct, wholly owned subsidiary of Calix. Ocean Sub II has not carried on any activities to date, other than activities incidental to its formation or undertaken in connection with the transactions contemplated by the merger transaction. Ocean Sub II's principal executive offices are located at 1035 N. McDowell Blvd, Petaluma, California 94954 and its telephone number is (707) 766-3000.

***Occam Networks, Inc.***

Occam Networks, Inc., or Occam, develops, markets and supports innovative broadband access products designed to enable telecom service providers to offer bundled voice, video and high speed internet, or Triple Play, services over both copper and fiber optic networks. Occam's core product line is the Broadband Loop Carrier, or BLC, an integrated hardware and software platform that uses Internet Protocol, or IP, and Ethernet technologies to increase the capacity of local access networks, enabling the delivery of advanced Triple Play services. Occam also offers a family of ONTs for fiber optic networks, remote terminal cabinets and professional services. Occam's principal executive offices are located at 6868 Cortona Drive, Santa Barbara, California 93117, and its telephone number is (805) 692-2900.



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### **The Merger (page 73)**

Calix and Occam agreed to the acquisition of Occam by Calix upon the terms and subject to the conditions in the merger agreement that is described in this proxy statement/prospectus. As the first step in the transaction, Ocean Sub I will merge with Occam, with Occam continuing as the surviving entity. Immediately thereafter, Occam will merge with Ocean Sub II, with Ocean Sub II continuing as the surviving corporation. The first merger is referred to as the first-step merger, the second merger is referred to as the second-step merger, the first-step merger and second-step merger are collectively referred to as the merger transaction and the effective time of the first-step merger is referred to as the effective time. For more information, please see the sections titled *Proposal One The Merger* and *The Merger Agreement* beginning on pages 73 and 117, respectively.

### **Merger Consideration (page 117)**

At the effective time, each share of Occam common stock, other than shares owned by Calix, Occam or any of their respective subsidiaries (which will be cancelled), will be converted into the right to receive (i) 0.2925 shares of Calix common stock and (ii) \$3.8337 in cash.

### **Treatment of Occam Options and Other Equity Awards (page 117)**

*Stock Options and Restricted Stock Units.* Immediately prior to the effective time, (a) each outstanding Occam stock option or restricted stock unit as of immediately prior to the effective time which was or shall become vested as of the effective time with a per share exercise price that is less than (i) \$3.8337 plus (ii) 0.2925 multiplied by the average volume weighted average trading price of Calix common stock during the five consecutive trading days ending on the trading day that is one day before the effective time, such amount being referred to as the cash-out consideration, (b) certain additional Occam options or restricted stock units that may be included, depending on the number of shares of Calix common stock issuable pursuant to the merger agreement and (c) unless determined otherwise by Calix, any Occam options or restricted stock units held by persons who are not Occam employees or consultants immediately prior to the effective time will be automatically cancelled and extinguished and the vested portion thereof will be automatically converted into the right to receive the cash-out consideration for the aggregate number of shares of Occam common stock that were issuable upon the exercise of such stock options or restricted stock units, less any applicable per share exercise price. If additional equity awards are cancelled in accordance with (b) above, equity awards with the highest exercise price will be cashed out first, and for these purposes a restricted stock unit is treated as having a \$0 exercise price.

Unvested portions of each outstanding Occam stock option or restricted stock unit held by employees who continue to be employed by Calix or its subsidiaries after the effective time that are not cancelled as described above will be, at the effective time, automatically converted into options or restricted stock units, as the case may be, for Calix common stock, subject to adjustments in accordance with the compensatory award exchange ratio, and will otherwise be subject to the terms and conditions of such award prior to the effective time, including vesting and exercisability.

*Restricted Stock.* Immediately prior to the effective time, the restrictions on each restricted stock award held by a non-employee director shall lapse and the underlying Occam common stock shall be treated in the merger in the same manner as other shares of Occam common stock.

### **Risk Factors (page 26)**

There are risks associated with the merger transaction, which are described in the section titled *Risk Factors* beginning on page 26. You should carefully read and consider these risks, which include, without limitation, the following:

because the market price of Calix common shares will fluctuate, you cannot be assured of the market value of Calix common shares that you will receive in the merger transaction;

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the merger transaction is subject to the adoption of the merger agreement by Occam stockholders;

future results of the combined company may differ materially from the unaudited pro forma combined financial statements presented in this proxy statement/prospectus and the financial forecasts provided to Calix's and Occam's financial advisors in connection with discussions concerning the merger transaction;

the pendency of the merger transaction could materially adversely affect the future business and operations of Calix and Occam or result in a loss of Occam employees;

directors and executive officers of Occam have interests in the merger transaction that are different from, or in addition to, the interests of Occam stockholders generally;

the failure to complete the merger transaction could negatively impact the stock prices and the future business and financial results of Calix and Occam; and

the Calix common shares to be received by Occam stockholders as a result of the merger transaction will have different rights from shares of Occam common stock.

### **Special Meeting of Occam Stockholders (page 69)**

**Date, Time and Place.** The special meeting of Occam stockholders will be held on January 27, 2011 at 10:00 a.m., local time, at Occam's offices at 3185 Laurelview Court, Fremont, California 94538.

**Purpose.** At the special meeting, Occam stockholders will be asked to consider and vote upon:

adoption of the merger agreement; and

approval of the adjournment proposal.

**Record Date and Quorum.** Only holders of record of Occam common stock at the close of business on December 13, 2010, the record date, are entitled to notice of and to vote at the special meeting and any adjournment or postponement thereof. You will have one vote for each share of Occam common stock that you owned on the record date. As of the record date, there were 21,551,376 shares of Occam common stock outstanding and entitled to vote at the special meeting. A majority of the shares of Occam common stock issued and outstanding and entitled to vote at the special meeting being present constitutes a quorum for the purpose of considering the proposals to be voted upon at the special meeting.

**Vote Required.** Occam cannot complete the merger transaction unless the merger agreement is adopted by the affirmative vote of the holders of a majority of the outstanding shares of Occam common stock entitled to vote at the special meeting. The adjournment proposal must be approved by the affirmative vote of the holders of a majority of the votes cast at the special meeting on such proposal.

### **Occam's Reasons for the Merger; Recommendation of the Occam Board of Directors (page 90)**

At a meeting duly called and held, the Occam board has (i) unanimously determined that the merger agreement and the transactions contemplated thereby are fair to, advisable and in the best interests of the Company's stockholders, (ii) unanimously approved and adopted the merger agreement and the transactions contemplated thereby and (iii) unanimously resolved to recommend adoption of the merger agreement and the other transactions contemplated thereby by the stockholders of Occam.



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In determining whether to adopt the merger agreement and approve the transactions contemplated thereby, the Occam board considered the factors described under Proposal One The Merger Occam s Reasons for the Merger; Recommendation of the Occam Board of Directors beginning on page 90.

**Opinion of Occam s Financial Advisor (page 95)**

Occam retained Jefferies & Company, Inc., which we refer to in this proxy statement/prospectus as Jefferies, to act as its financial advisor in connection with the merger transaction and to render to the Occam board an opinion as to the fairness of the consideration to be received by the holders of Occam common stock pursuant to the merger agreement. At the meeting of the Occam board on September 15, 2010, Jefferies rendered its opinion to the Occam board to the effect that, as of that date, and based upon and subject to the various considerations set forth in its opinion, the consideration to be received by holders of Occam common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders.

Jefferies opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken by Jefferies in rendering its opinion. Jefferies opinion was directed to the Occam board and addresses only the fairness, from a financial point of view and as of the date of the opinion, of the consideration to be received by holders of Occam common stock. It does not address any other aspects of the merger transaction and does not constitute a recommendation as to how any holder of Occam common stock should vote on the merger transaction or any matter related thereto.

The full text of the written opinion of Jefferies is attached to this proxy statement/prospectus as Annex B. Occam encourages its stockholders to read Jefferies opinion carefully and in its entirety.

**Interests of Certain Persons in the Merger (page 106)**

Occam s executive officers and directors have financial interests in the merger transaction that are different from, or in addition to, their interests as Occam stockholders generally. The independent members of the Occam board were aware of and considered these interests, among other matters, in evaluating the merger agreement, and in recommending that the Occam stockholders adopt the merger agreement.

Each of Occam s executive officers are parties to change in control severance agreements with Occam, which provide severance and other benefits in the case of qualifying terminations of employment following a change in control, including completion of the merger transaction that may result in the receipt by such executive officers of cash severance payments and other benefits with a total value of approximately \$1,413,987 (collectively, not individually, and excluding the value of any accelerated vesting of stock awards) and the acceleration of stock awards held by those officers.

In addition, for Occam s executive officers and non-employee directors, the completion of the merger transaction will result in, among other things, the conversion of vested stock options or restricted stock units into the right to receive the cash-out consideration less any applicable per share exercise price, the accelerated vesting and conversion of restricted stock into the right to receive merger consideration and the conversion of outstanding but unvested Occam stock options and restricted stock units into stock options and restricted stock units of Calix, subject to the compensatory award exchange ratio and which will remain subject to the vesting terms specified in the applicable award agreement. Occam s officers and directors also have rights to indemnification and directors and officers liability insurance that will survive completion of the merger transaction.

For further information, including a discussion of the approximate value of the potential benefits that could be received by the executive officers and the directors of Occam upon completion of the merger transaction, please see Proposal One The Merger Interests of Certain Persons in the Merger beginning on page 106.

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### **Outstanding Stock Entitled to Vote held by Certain Stockholders and the Vote Required to Adopt the Merger Agreement**

As of November 30, 2010, all directors and executive officers of Occam, together with their affiliates, beneficially owned approximately 27% of the shares of Occam common stock. The affirmative vote of the holders of a majority of the shares of Occam common stock issued and outstanding is required for approval of the merger proposal.

Certain stockholders of Occam who collectively held approximately 27% of Occam's common stock as of November 30, 2010 have entered into a support agreement pursuant to which Occam stockholders have agreed to vote their shares of Occam common stock in favor of the adoption of the merger agreement and have also agreed to certain limitations on the ability to transfer their Occam shares and to exercise other stockholder rights. This support agreement is discussed in greater detail in the section entitled "Support Agreement" in this proxy statement/prospectus.

### **Regulatory Approvals Required for the Merger (page 109)**

Calix and Occam agreed to use their reasonable best efforts to obtain all governmental and regulatory approvals required to complete the transactions contemplated by the merger agreement. These approvals include approval under the Hart-Scott-Rodino Act, or the HSR Act. Under the HSR Act, and the rules promulgated by the Federal Trade Commission, or the FTC, the merger transaction may not be completed until (1) certain information and materials are furnished to the Department of Justice, or the DOJ, and the FTC and (2) the applicable waiting period under the HSR Act is terminated or expires. Calix and Occam filed the required HSR notification and report forms with the FTC on September 27, 2010. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

Calix and Occam also intend to make all required filings under the Securities Act of 1933, as amended, or the Securities Act, and the Securities Exchange Act of 1934, as amended, or the Exchange Act, relating to the merger transaction, and obtain all other approvals and consents which may be necessary to give effect to the merger transaction.

### **Appraisal Rights (page 110)**

Under the Delaware General Corporation Law, referred to as the DGCL, Occam stockholders who do not vote for the adoption of the merger agreement have the right to seek appraisal of the fair value of their shares as determined by the Delaware Court of Chancery if the first-step merger is completed, but only if they comply with all requirements of the DGCL, which are summarized in this proxy statement/prospectus. This appraisal amount could be more than, the same as, or less than the amount an Occam stockholder would be entitled to receive under the merger agreement. Any Occam stockholder intending to exercise appraisal rights, among other things, must submit a written demand for appraisal to Occam prior to the vote on the adoption of the merger agreement and must not vote or otherwise submit a proxy in favor of adoption of the merger agreement. Failure to follow exactly the procedures specified under the DGCL will result in the loss of appraisal rights. Because of the complexity of the DGCL relating to appraisal rights, if you are considering exercising your appraisal right, we encourage you to seek the advice of your own legal counsel.

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**NYSE Listing of Calix Common Stock (page 116)**

Calix's common shares currently trade on the New York Stock Exchange, or NYSE, under the stock symbol CALX. It is a condition to completion of the merger transaction that the Calix common shares to be issued by Calix to Occam stockholders in connection with the merger transaction be approved for listing on the NYSE, subject to official notice of issuance. Calix has agreed to use all reasonable best efforts to cause the Calix common shares issuable in connection with the merger transaction, including those shares to be reserved for issuance upon the exercise or conversion of equity awards described above, to be authorized for listing on the NYSE and expects to obtain the NYSE's approval to list such shares prior to completion of the merger transaction, subject to official notice of issuance.

**Delisting and Deregistration of Occam Common Stock (page 116)**

Shares of Occam common stock currently trade on the NASDAQ Global Market under the stock symbol OCNW. Upon completion of the merger transaction, all shares of Occam common stock will cease to be listed for trading on the NASDAQ Global Market and will be deregistered under the Exchange Act.

**Conditions to the Merger (page 128)**

The obligations of each of Occam, Calix and Ocean Sub I to consummate the first-step merger are subject to the satisfaction of the following conditions:

the merger agreement having been adopted by the required vote of the Occam stockholders;

expiration or termination of any applicable waiting period (and any extension thereof) under the HSR Act and any other applicable antitrust laws in the United States, and receipt of any required clearances, consents, approvals, orders and authorizations required by any antitrust laws in the United States;

the absence of any temporary restraining order, preliminary or permanent injunction, or any other order, decree or law, in each case, issued, enacted or adopted by any governmental authority of a competent jurisdiction in the United States making consummation of the merger transaction illegal; and

declaration of effectiveness of the registration statement on Form S-4 (of which this proxy statement/prospectus forms a part) under the Securities Act and the absence of any stop order or proceeding seeking a stop order affecting the registration statement. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

In addition, the obligations of Occam to consummate the first-step merger are subject to the satisfaction of the following conditions:

the continued accuracy of the representations and warranties made by Calix, Ocean Sub I, and Ocean Sub II, under the merger agreement, at signing and at closing, subject to certain materiality qualifications and limitations described in further detail on page 128;

Calix, Ocean Sub I, and Ocean Sub II, having complied in all material respects with their respective obligations and covenants under the merger agreement;

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the absence of any continuing material adverse effect concerning the business, assets, liabilities, operations or financial condition of Calix and its subsidiaries since the date of the agreement;

the receipt by Occam of an executed closing certificate from Calix;

the receipt by Occam of the written opinion of Wilson Sonsini Goodrich & Rosati, P.C. to the effect that, for U.S. federal income tax purposes, the merger transaction will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, or the Code; and

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the Calix common shares deliverable to Occam stockholders in connection with the merger transaction shall have been authorized for listing on the NYSE, upon official notice of issuance.

The obligation of Calix, Ocean Sub I, and Ocean Sub II, to complete the merger transaction is subject to the following conditions in addition to those described above:

the continued accuracy of the representations and warranties made by Occam under the merger agreement, subject in certain instances to materiality qualifications and limitations described in further detail on page 129;

Occam having complied in all material respects with its obligations and covenants under the merger agreement;

the absence of any continuing material adverse effect concerning the business, assets, liabilities, operations or financial condition of Occam and its subsidiaries since the date of the agreement;

Occam's delivery to Calix of (i) an executed closing certificate; and (ii) written resignations of all the Occam directors and officers, which, in each case, shall be in full force and effect; and

the absence of any proceeding (pending or threatened) that (i) challenges or seeks to prohibit the merger transaction, (ii) would limit Calix's ability to exercise ownership rights with respect to Occam, (iii) would materially and adversely affect Calix's ability to own the assets or operate the business of Occam or (iv) seeks to compel any party to dispose of or hold separate any material assets as a result of the transaction.

### **Expected Timing of the Merger (page 110)**

Calix and Occam currently expect to complete the merger transaction in the first quarter of 2011, subject to the receipt of required stockholder and regulatory approvals and the satisfaction or waiver of the other conditions to completion of the merger transaction. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010. Because many of the conditions to completion of the merger transaction are beyond the control of Calix and Occam, the exact timing for completion of the merger transaction cannot be predicted with any amount of certainty.

### **No Solicitation of Offers by Occam (page 125)**

The merger agreement contains detailed provisions that restrict Occam, its subsidiaries and their respective representatives from soliciting, initiating or knowingly encouraging, or taking other actions intended to facilitate, the submission of any other acquisition proposal. The merger agreement also contains restrictions on Occam, its subsidiaries and their respective representatives from participating in any discussions or negotiations regarding any other acquisition proposal. The merger agreement does not, however, prohibit the Occam board from considering and recommending to Occam stockholders an alternative transaction with a third party if specified conditions are met, including, in certain circumstances, the payment of a termination fee required by the merger agreement.

### **Termination of the Merger Agreement (page 129)**

The merger agreement may be terminated at any time prior to the completion of the first-step merger by mutual consent of Occam and Calix. The merger agreement may also be terminated, subject to certain conditions, by either Occam or Calix if:

the merger transaction has not been consummated on or before March 15, 2011;



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by mutual agreement of Calix and Occam, if the merger transaction has not been consummated by December 15, 2010 and if Calix and Occam make a mutual good-faith determination that certain conditions relating to antitrust approval are not likely to be satisfied on or before March 15, 2011;

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any final and non-appealable order, injunction or decree issued by any governmental authority of competent jurisdiction in the United States permanently prohibits the merger transaction; or

Occam stockholders do not adopt the merger agreement at the special meeting. provided, with the exception of the circumstances described in the second bullet in the above list, no party may terminate the merger agreement for any of the circumstances stated above if such party's breach of the merger agreement resulted in the occurrence of any circumstances. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

Calix may terminate the merger agreement, subject to certain conditions, if:

certain triggering events relating to other acquisition proposals occur at any time prior to the adoption of the merger agreement by Occam stockholders; or

any of Occam's representations and warranties are inaccurate or if Occam has breached any of its covenants or obligations (in each case, if such breach is not cured within 30 days' written notice thereof), such that the required conditions to Calix's obligations to close would not be satisfied (provided that Calix, Ocean Sub I or Ocean Sub II are not then in material breach of the merger agreement).

Occam may terminate the merger agreement, subject to certain conditions, if:

prior to Occam stockholder approval, the Occam board recommends, accepts or agrees to enter into a superior proposal (as defined in the merger agreement and described in further detail in the section titled "The Merger Agreement - No Solicitation of Offers by Occam" beginning on page 125; or

any of Calix's representations and warranties are inaccurate or Calix has breached any of its covenants or obligations (in each case, if such breach is not cured within 30 days' written notice thereof), such that the required conditions to Occam's obligations to close would not be satisfied (provided that Occam is not then in material breach of the merger agreement).

**Termination Fees and Expenses (page 130)**

Occam has agreed to pay Calix a termination fee of \$5,200,000 if:

(i) the merger agreement is terminated because Occam stockholders do not adopt the merger agreement at the Occam stockholder meeting; and (ii) at or prior to the Occam stockholder meeting, an acquisition proposal involving a third party is publicly announced or becomes publicly known and has not been withdrawn; and (iii) within twelve months following the termination of the merger agreement pursuant to (i) above, Occam enters into a definitive agreement to effect an acquisition of Occam and such transaction is subsequently consummated;

the merger agreement (i) is terminated (A) by mutual agreement of Calix and Occam between December 15, 2010 and March 15, 2011 or (B) by either Calix or Occam after March 15, 2011, in each case, as a result of the antitrust conditions not being likely to be satisfied or not being met by March 15, 2011 and (ii) at or prior to such termination an acquisition proposal involving a third party is publicly announced or becomes publicly known and such acquisition proposal has not been withdrawn and (iii) within six months following such termination Occam enters into a definitive agreement to effect an acquisition of Occam with such third party and such transaction is subsequently consummated;

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the merger agreement is terminated by Calix because certain triggering events relating to other acquisition proposals occur prior to the adoption of the merger agreement by Occam stockholders; or

the merger agreement is terminated by Occam, prior to Occam stockholder adoption of the merger agreement, because the Occam board recommends to its stockholders a superior proposal and is entering into an agreement with respect to such superior proposal.

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Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

Calix has agreed to pay Occam a termination fee of \$5,000,000 if the merger agreement is terminated:

by mutual agreement of Calix and Occam, if the merger transaction has not been consummated by December 15, 2010 and if Calix and Occam make a mutual good-faith determination that certain conditions relating to antitrust approval are not likely to be satisfied on or before March 15, 2011, and if on such date, all of the merger transaction closing conditions, other than those relating to antitrust approval, are reasonably capable of being satisfied. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

Calix has agreed to pay Occam a termination fee of \$10,000,000 if the merger agreement is terminated:

by either Occam or Calix because the merger transaction has not been consummated on or before March 15, 2011, and if on such date all of the merger transaction closing conditions have been satisfied or waived other than conditions that, by their nature, can only to be satisfied at the closing or those relating to antitrust approval. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

### **Accounting Treatment (page 113)**

In accordance with accounting principles generally accepted in the United States, or GAAP, Calix will account for the merger transaction using the purchase method of accounting for business combinations.

### **Material U.S. Federal Income Tax Consequences of the Merger Transaction (page 113)**

The merger transaction has been structured to qualify as a reorganization within the meaning of Section 368(a) of the Code, and the consummation of the merger transaction is conditioned on the receipt by Occam of an opinion from its counsel to the effect that the merger transaction will so qualify. Assuming the merger transaction qualifies as a reorganization, for U.S. federal income tax purposes, U.S. stockholders of Occam will recognize gain (but not loss) with respect to their Occam common stock in an amount equal to the lesser of (i) any gain realized with respect to that stock or (ii) the amount of cash received with respect to that stock (other than any cash received instead of a fractional share of Calix common stock); and will recognize gain (or loss) to the extent any cash received instead of a fractional share of Calix common stock exceeds (or is less than) the basis of the fractional share.

The tax consequences of the merger transaction to each stockholder will depend on such stockholder's own situation. Occam stockholders are urged to read the discussion in the section titled "Proposal One: The Merger - Material U.S. Federal Income Tax Consequences of the Merger Transaction" beginning on page 113 of this proxy statement/prospectus and to consult their tax advisors as to the U.S. federal income tax consequences of the merger transaction, as well as the effects of state, local and non-U.S. tax laws.

### **Management of Calix Following the Merger**

Upon the effective time and subject to the review and approval of Calix's board, one member of the Occam board who is not an employee of Occam, which individual shall be mutually and reasonably agreed to by Calix and Occam, will be appointed to the Calix board and will be nominated by the Calix board for election at Calix's next annual meeting of stockholders. As of the date of this proxy statement/prospectus, no determination has been made as to the identity of the designee who will be appointed to the Calix board. There are currently no changes to Calix's executive officers contemplated in connection with the merger transaction. Information about the Calix directors and executive officers who will continue to be Calix directors and executive officers after the

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effective time is set forth below in the section Management Following the Merger Management of Calix, and information about members of the Occam board who are not employees of Occam, one of whom will be appointed to the Calix board after the effective time, is set forth below in the section Management Following the Merger Non-Employee Directors of Occam.

**Comparison of Rights of Calix Stockholders and Occam Stockholders (page 273)**

The rights of Occam stockholders are currently governed by the Occam certificate of incorporation, the Occam bylaws and the DGCL. Occam stockholders, who will receive a portion of the merger consideration in Calix common shares, will become stockholders of Calix upon completion of the merger transaction. Thereafter, their rights will be governed by the Calix certificate of incorporation, the Calix bylaws and the DGCL. As a result, these Occam stockholders will have different rights once they become stockholders of Calix due to the differences in the governing documents of Calix and Occam. The key differences are described in the section titled Comparison of Rights of Calix Stockholders and Occam Stockholders beginning on page 273 of this proxy statement/prospectus.

**Table of Contents****SELECTED HISTORICAL AND UNAUDITED PRO FORMA****CONDENSED COMBINED FINANCIAL DATA****Selected Historical Financial Data of Calix**

The following tables summarize Calix's financial data. The statements of operations data for the nine months ended September 26, 2009 and September 25, 2010 and the balance sheet data as of September 25, 2010 are derived from Calix's unaudited financial statements and related notes. The statements of operations data for the years ended December 31, 2007, 2008 and 2009 and the balance sheet data as of December 31, 2008 and 2009 are derived from Calix's audited financial statements and related notes, which are included elsewhere in this proxy statement/prospectus. The statements of operations data for the years ended December 31, 2005 and 2006 and the balance sheet data as of December 31, 2005, 2006 and 2007 are derived from Calix's audited financial statements and related notes, which are not included in this proxy statement/prospectus. Historical results are not indicative of the results that should be expected in the future.

	2005	Years Ended December 31, 2006 2007 2008 (in thousands, except per share data)			2009	Nine Months Ended September 26, September 25, 2009 2010 (unaudited, in thousands, except per share data)	
<b>Consolidated Statements of Operations Data:</b>							
Revenue	\$ 133,516	\$ 203,590	\$ 193,819	\$ 250,463	\$ 232,947	\$ 144,588	\$ 195,348
Cost of revenue:							
Products and services <sup>(1)</sup>	92,527	138,651	128,025	165,925	150,863	93,584	117,194
Amortization of existing technologies		4,987	5,440	5,440	5,440	4,080	4,080
Total cost of revenue	92,527	143,638	133,465	171,365	156,303	97,664	121,274
Gross profit	40,989	59,952	60,354	79,098	76,644	46,924	74,074
Operating expenses:							
Research and development <sup>(1)</sup>	30,312	43,469	44,439	44,348	46,132	33,187	39,232
Sales and marketing <sup>(1)</sup>	20,632	29,852	28,439	31,627	33,486	23,691	29,014
General and administrative <sup>(1)</sup>	6,541	8,938	12,103	15,253	15,613	11,629	19,515
Acquisition-related costs							2,137
Amortization of acquired intangible assets		2,378	740	740	740	555	555
In-process research and development		9,000					
Total operating expenses	57,485	93,637	85,721	91,968	95,971	69,062	90,453
Loss from operations	(16,496)	(33,685)	(25,367)	(12,870)	(19,327)	(22,138)	(16,379)
Other income (expense), net	1,468	14,331	530	(130)	(3,466)	(3,097)	(1,001)
Net loss before provision (benefit) from income taxes	(15,028)	(19,354)	(24,837)	(13,000)	(22,793)	(25,235)	(17,380)
Provision (benefit) from income taxes	27	105	102	(81)	(352)	51	435
Net loss before cumulative effect of change in accounting principle	(15,055)	(19,459)	(24,939)	(12,919)	(22,441)	(25,286)	(17,815)
Cumulative effect of change in accounting principle	(8,278)						
Net loss	(23,333)	(19,459)	(24,939)	(12,919)	(22,441)	(25,286)	(17,815)
Preferred stock dividends			1,016	4,065	3,747	3,041	900

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Net loss attributable to common stockholders \$ (23,333) \$ (19,459) \$ (25,955) \$ (16,984) \$ (26,188) \$ (28,327) \$ (18,715)

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	2005	Years Ended December 31,			2009	Nine Months Ended		
		2006	2007	2008		September 26, 2009	September 25, 2010	
	(in thousands, except per share data)						(unaudited, in thousands, except per share data)	
Net loss per common share:								
Basic and diluted	\$ (10.86)	\$ (6.25)	\$ (6.96)	\$ (4.27)	\$ (6.48)	\$ (7.03)	\$ (0.70)	
Pro forma basic and diluted (unaudited) <sup>(2)</sup>					\$ (0.77)		\$ (0.50)	
Weighted average number of shares used to compute net loss per share:								
Basic and diluted	2,149	3,111	3,727	3,975	4,040	4,029	26,751	
Pro forma basic and diluted (unaudited) <sup>(2)</sup>					28,991		35,540	

(1) Includes stock-based compensation as follows:

Cost of revenue	\$ 164	\$ 277	\$ 379	\$ 619	\$ 581	\$ 516	\$ 1,152
Research and development	259	824	1,852	3,189	2,657	1,969	4,014
Sales and marketing	427	659	1,285	1,998	1,840	1,287	3,034
General and administrative	1,248	1,053	2,738	4,134	4,118	2,918	9,282
	\$ 2,098	\$ 2,813	\$ 6,254	\$ 9,940	\$ 9,196	\$ 6,690	\$ 17,482

(2) Pro forma weighted average shares outstanding reflects the conversion of Calix's convertible preferred stock (using the if-converted method) into common stock as though the conversion had occurred on the original dates of issuance.

	As of December 31,					As of
	2005	2006	2007	2008	2009	September 25, 2010
	(In thousands)					(In thousands, unaudited)
<b>Consolidated Balance Sheet Data:</b>						
Cash, cash equivalents and marketable securities	\$ 11,926	\$ 11,750	\$ 29,645	\$ 23,214	\$ 68,049	\$ 109,243
Working capital (deficit)	(6,268)	(11,637)	15,465	41,403	77,999	127,102
Total assets	54,437	203,530	202,677	189,455	241,116	262,066
Current and long-term loans payable	4,262	23,262	16,512	21,000	20,000	
Preferred stock warrant liabilities	16,023	3,195	1,561	232	195	
Convertible preferred stock	281,262	379,316	422,337	426,403	479,628	
Common stock and additional paid-in capital	22,357	26,062	33,307	43,597	52,841	608,602
Total stockholders' equity (deficit)	(282,990)	(296,993)	(315,676)	(322,397)	(339,358)	197,785



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**Selected Consolidated Historical Financial Data of Occam**

The following tables summarize Occam's financial data. The statements of operations data for the nine months ended September 30, 2009 and September 30, 2010 and the balance sheet data as of September 30, 2010 are derived from Occam's unaudited financial statements and related notes. The consolidated financial data set forth below as of December 31, 2008 and December 31, 2009 and for the years ended December 31, 2007, December 31, 2008 and December 31, 2009 are derived from, and qualified by reference to, Occam's audited consolidated financial statements, which are included elsewhere in this proxy statement/prospectus. The statements of operations data for the years ended December 25, 2005 and December 31, 2006 and the balance sheet data as of December 25, 2005 and December 31, 2006 and 2007 are derived from Occam's audited financial statements and related notes, which are not included in this proxy statement/prospectus. Historical results are not indicative of the results that should be expected in the future. The consolidated financial data set forth below for and as of the year ended December 25, 2005 has been restated as a result of Occam's audit committee review as described below.

On October 16, 2007, Occam announced that the audit committee of the Occam board had completed its previously announced internal review of its revenue recognition practices. Among other matters, Occam's audit committee, assisted by independent forensic accountants and legal advisors, reviewed its practices relating to the following:

commitments to provide customers with software, hardware and software maintenance, hardware and software upgrades, training, and other services in connection with customers' purchases of Occam's network equipment;

sales to value added resellers; and

use of intermediate shipping vendors in connection with shipments of product at the end of quarters falling on weekends.

As a result of Occam's audit committee's review, Occam identified errors in its previous recognition of revenue and determined that Occam recognized approximately \$33.0 million of revenue prematurely during fiscal years 2004 through 2006. As a result, Occam restated its consolidated financial statements for the following fiscal periods: (i) the fiscal years ended December 25, 2005 and December 26, 2004; (ii) each of the interim quarterly periods in the fiscal years ended December 25, 2005 and December 26, 2004; and (iii) each of the interim quarterly periods ended March 26, June 25, and September 24, 2006.

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All references to earnings and the number of shares of Occam's common stock have been retroactively restated to reflect the 1-for-40 reverse stock split effected on March 10, 2006.

	Fiscal Year Ended					Nine Months Ended	
	December 25, 2005	December 31, 2006	December 31, 2007	December 31, 2008	December 31, 2009	September 30, 2009	September 30, 2010
	(in thousands except per share data)					(unaudited, in thousands except per share data)	
<b>Statement of Operations Data:</b>							
Revenue	\$ 39,597	\$ 68,203	\$ 75,149	\$ 99,268	\$ 84,046	\$ 62,120	\$ 75,930
Cost of revenue <sup>(1)</sup>	27,736	42,473	46,137	56,877	50,019	36,970	44,396
Gross margin	11,861	25,730	29,012	42,391	34,027	25,150	31,534
<b>Operating expenses</b>							
Research and product development <sup>(1)</sup>	7,440	9,584	13,321	18,964	16,091	12,186	11,549
Sales and marketing <sup>(1)</sup>	8,349	11,222	14,650	19,855	17,588	13,404	14,200
General and administrative <sup>(1)</sup>	3,420	4,095	11,823	10,812	7,940	6,179	5,702
Restructuring charges					213	213	
Loss on legal settlement					1,700	1,700	
In-process research and development			2,180				
Merger related expenses							2,840
Total operating expenses	19,209	24,901	41,974	49,631	43,532	33,682	34,291
Income (loss) from operations	(7,348)	829	(12,962)	(7,240)	(9,505)	(8,532)	(2,757)
Other income (expense), net				(342)	147	147	
Interest income (expense), net	(259)	470	2,632	1,120	227	274	8
Income (loss) before provision for (benefit from) income taxes	(7,607)	1,299	(10,330)	(6,462)	(9,131)	(8,111)	(2,749)
Provision for (benefit from) income taxes		64	56	256	(206)	(35)	32
Net income (loss)	(7,607)	1,235	(10,386)	(6,718)	(8,925)	(8,076)	(2,781)
Beneficial conversion feature	(1,822)	(3,437)					
Net loss attributable to common stockholders	\$ (9,429)	\$ (2,202)	\$ (10,386)	\$ (6,718)	\$ (8,925)	\$ (8,076)	\$ (2,781)
Basic and diluted net loss per share	\$ (1.40)	\$ (0.24)	\$ (0.53)	\$ (0.34)	\$ (0.44)	\$ (0.40)	\$ (0.13)
Shares used to compute basic and diluted net loss per share	6,759	9,020	19,760	19,874	20,259	20,214	20,820
<b>(1) Stock-based compensation included in:</b>							
Cost of revenue	\$ 519	\$ 288	\$ 233	\$ 377	\$ 504	\$ 326	\$ 234
Research and product development	70	748	754	1,128	1,152	778	594
Sales and marketing	6	476	558	731	1,002	692	560
General and administrative		390	546	811	1,370	889	644
Total stock-based compensation	\$ 595	\$ 1,902	\$ 2,091	\$ 3,047	\$ 4,028	\$ 2,685	\$ 2,032

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	December 25, 2005	December 31, 2006	December 31, 2007 (in thousands)	As of December 31, 2008	December 31, 2009	September 30, 2010 (unaudited, in thousands)
<b>Consolidated Balance Sheet Data:</b>						
Cash and cash equivalents	\$ 6,571	\$ 59,219	\$ 37,637	\$ 30,368	\$ 39,268	\$ 44,174
Restricted cash	3,749	4,378	13,103	13,771	5,721	1,804
Working capital	12,225	66,096	51,765	47,953	45,521	46,356
Total assets	30,638	87,758	90,885	92,734	83,162	90,305
Total debt and capital lease obligation	2,557		64	67	46	
Total liabilities	17,645	19,615	30,619	35,563	30,312	36,875
Convertible preferred stock and warrants	34,942					
Total stockholders' equity (deficit)	(21,949)	68,143	60,266	57,171	52,850	53,430

**Table of Contents****Selected Unaudited Pro Forma Condensed Combined Financial Data**

The following selected unaudited pro forma condensed combined financial data was prepared using the purchase method of accounting. The Calix and Occam selected unaudited pro forma condensed combined balance sheet data as of September 25, 2010 assume that the merger transaction took place on September 25, 2010, and combines the Calix historical balance sheet at September 25, 2010 with Occam's historical consolidated balance sheet at September 30, 2010. The Calix and Occam selected unaudited pro forma condensed combined statement of operations data assume that the merger transaction took place as of January 1, 2009. The selected unaudited pro forma condensed combined statement of operations data for the year ended December 31, 2009 combines the Calix historical statement of operations data for the year ended December 31, 2009 with the Occam historical statement of operations data for the year ended December 31, 2009. The selected unaudited pro forma condensed combined statement of operations data for the nine months ended September 25, 2010 combines the Calix historical statement of operations data for the nine months ended September 25, 2010 with the Occam historical statement of operations data for the nine months ended September 30, 2010.

The unaudited pro forma condensed combined financial statements assume that, at the effective time of the first-step merger, each outstanding share of Occam common stock (other than those with respect to which appraisal rights are available, properly exercised and not withdrawn) will be converted into the right to receive (a) \$3.8337 per share in cash plus (b) 0.2925 of a validly issued, fully paid and non-assessable share of Calix's common stock.

The selected unaudited pro forma condensed combined financial data is based on estimates and assumptions that are preliminary, presented for illustrative purposes only and is not necessarily indicative of the combined financial position or results of operations of future periods or the results that actually would have been realized had the entities been a single entity during these periods. The selected unaudited pro forma condensed combined financial data as of and for the nine months ended September 25, 2010 and for the year ended December 31, 2009 are derived from the unaudited pro forma condensed combined financial statements included elsewhere in this proxy statement/prospectus and should be read in conjunction with those statements and the related notes. See Unaudited Pro Forma Condensed Combined Financial Statements in this proxy statement/prospectus.

	Year Ended December 31, 2009	Nine Months Ended September 25, 2010 <sup>(1)</sup>
	(in thousands)	
<b>Unaudited Pro Forma Condensed Combined Statement of Operations Data:</b>		
Revenue	\$ 299,381	\$ 258,243
Gross profit	101,159	98,773
Loss from operations	(53,900)	(32,696)
Net loss attributable to common stockholders	(59,805)	(34,717)
Net loss per common share:		
Basic and diluted	\$ (5.87)	\$ (1.06)
Pro forma combined basic and diluted <sup>(2)</sup>	\$ (1.60)	\$ (0.81)
<b>Weighted average common shares outstanding:</b>		
Basic and diluted	10,189	32,900
Pro forma combined basic and diluted <sup>(2)</sup>	35,140	41,689

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	As of September 25, 2010
<b>Unaudited Pro Forma Condensed Combined Balance Sheet Data:</b>	
Cash, cash equivalents and marketable securities	\$ 64,551
Working capital	88,384
Total assets	371,387
Accumulated deficit	(410,897)
Total stockholders' equity	280,059

- (1) Includes the historical results of Occam for the nine months ended September 30, 2010.
- (2) Pro forma combined weighted average shares outstanding reflects the conversion of Calix convertible preferred stock (using the if-converted method) into common stock as though the conversion had occurred on the original dates of issuance.

**Table of Contents****Comparative Historical and Unaudited Pro Forma Combined Per Share Data**

The following table contains certain historical per share data of Calix and Occam and combined per share data on an unaudited pro forma combined basis after giving effect to the merger using the purchase method of accounting.

The unaudited pro forma combined per share data was derived from financial information of Calix and Occam included elsewhere in this proxy statement/prospectus. The information in the table should be read in conjunction with the historical financial statements of Calix and Occam and related notes, which are included elsewhere in this proxy statement/prospectus. The unaudited pro forma combined data is based on estimates and assumptions that Calix and Occam believe are reasonable. It is not necessarily indicative of the consolidated financial position or results of income in future periods or the results that actually would have been realized had Calix and Occam been a combined company as of the beginning of the periods presented.

	As of and for the Year Ended December 31, 2009 <sup>(1)</sup>	As of and for the Nine Months Ended September 25, 2010 <sup>(1)</sup>
<b>Calix:</b>		
Book value per share		
Historical	\$ 4.85	\$ 5.57
Pro forma combined	NA	\$ 8.51
Basic and diluted net loss per share		
Historical	\$ (0.77)	\$ (0.50)
Pro forma combined	\$ (1.60)	\$ (0.81)

- (1) The historical and pro forma combined per share data for the year ended December 31, 2009 and nine months ended September 25, 2010 reflects the conversion of all outstanding shares of Calix convertible preferred stock (using the if-converted method) into shares of common stock as though the conversion had occurred on the original dates of issuance and the reclassification of Calix preferred stock warrant liabilities to additional paid-in capital, immediately prior to the completion of Calix's initial public offering.

	As of and for the Year Ended December 31, 2009 <sup>(1)</sup>	As of and for the Nine Months Ended September 30, 2010
<b>Occam:</b>		
Book value per share		
Historical	\$ 2.56	\$ 2.52
Pro forma combined equivalent	NA	\$ 2.49
Basic and diluted net loss per share		
Historical	\$ (0.44)	\$ (0.13)
Pro forma combined equivalent	\$ (0.47)	\$ (0.24)

- (1) Occam's equivalent pro forma amounts per share are calculated by multiplying the Calix pro forma combined share amounts by the assumed exchange ratio of 0.2925.

**Table of Contents****Comparative Per Share Market Price Data**

Calix common stock is listed on the NYSE under the symbol CALX, and Occam common stock is listed on the NASDAQ Global Market under the symbol OCNW. The following table shows the closing sales prices of the Calix common stock and Occam common stock as reported on the NYSE and the NASDAQ Global Market on September 15, 2010, the last trading day before the merger agreement was announced, and on December 13, 2010, the latest practicable date prior to the date of this proxy statement/prospectus.

The table also shows the implied value of the merger consideration proposed for each share of Occam common stock, which was calculated by adding \$3.8337 to the product of the closing price on the NYSE of Calix common shares as of the respective date and the exchange ratio. The actual value of the Calix common stock a stockholder will receive on the date of the merger transaction may be higher or lower than the prices set forth below.

	<b>Calix Common Stock</b>	<b>Occam Common Stock</b>	<b>Merger Consideration per share of Occam</b>
September 15, 2010	\$ 13.30	\$ 5.29	\$ 7.724
December 13, 2010	\$ 15.90	\$ 8.34	\$ 8.484

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**RISK FACTORS**

*In addition to the other information included in this proxy statement/prospectus, including the matters addressed in the section titled **Cautionary Statement Regarding Forward-Looking Statements** beginning on page 67, you should carefully consider the following risks before deciding whether to vote for the adoption of the merger agreement. In addition, you should read and consider the risks associated with each of the businesses of Occam and Calix. With respect to Calix or the combined company if the merger transaction is completed, these risks can be found in the section titled **Risk Factors Risks Related to Calix (and the Combined Company in the event the Merger Transaction is Completed)**. With respect to Occam in the event Occam continues as a standalone company, these risks can be found in the section titled **Risk Factors Risks Related to Occam**. For further information, please see the section titled **Where You Can Find More Information** beginning on page 284.*

**Risks Related to the Merger**

***Because the market price of Calix common shares will fluctuate, Occam stockholders cannot be sure of the market value of Calix common shares that they will receive in the merger transaction.***

At the effective time of the merger transaction, each share of Occam common stock, other than dissenting shares, if any, and shares owned by Calix, Occam or any of their respective subsidiaries (which will be cancelled), will be converted into the right to receive \$3.8337 in cash, without interest and 0.2925 shares of Calix common stock. There will be a time lapse between the date on which Occam stockholders vote on the adoption of the merger agreement and the date on which Occam stockholders will actually receive such shares. The market value of Calix common shares will fluctuate during this period. These fluctuations may be caused by changes in the businesses, operations, results and prospects of both Calix and Occam, market expectations of the likelihood that the merger transaction will be completed and the timing of its completion, the effect of any of the conditions or restrictions imposed on or proposed with respect to the merging parties by regulatory agencies, general market and economic conditions or other factors, including those risks discussed elsewhere in this proxy statement/prospectus. The actual market value of Calix common shares, when received by Occam stockholders, will depend on the market value of those shares on that date. This market value may be less than the value used to determine the number of shares to be received, as that determination was made as of September 15, 2010.

***The failure to successfully combine the businesses of Calix and Occam in the expected time frame may adversely affect Calix's future results, which may adversely affect the value of the Calix common shares that Occam stockholders may receive in the merger transaction.***

The success of the merger transaction will depend, in part, on the ability of a post-merger Calix to realize the anticipated benefits from combining the businesses of Calix and Occam, including integrating Occam into Calix's business. To realize these anticipated benefits, Calix's business and Occam's business must be successfully combined. If Calix is unsuccessful in combining Calix's business and Occam's business in the expected timeframe, the anticipated benefits of the merger transaction may not be realized fully or at all or may take longer to realize than expected. In addition, the actual integration may result in additional and unforeseen expenses, which could reduce the anticipated benefits of the merger transaction.

Calix and Occam, including their respective subsidiaries, have operated and, until the completion of the merger transaction, will continue to operate independently. It is possible that the integration process could result in the loss of key employees, as well as the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures and policies. Any or all of those occurrences could adversely affect Calix's ability to maintain relationships with customers and employees after the merger transaction or to achieve the anticipated benefits of the merger transaction. Integration efforts between the two companies will also divert management attention and resources. These integration matters could have an adverse effect on the combined company.



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***Future results of the combined company may differ materially from the unaudited pro forma combined financial statements presented in this proxy statement/prospectus and the financial forecasts provided to Calix's and Occam's financial advisors in connection with discussions concerning the merger transaction and the potential benefits of the merger transaction may not be realized.***

The future results of the combined company may be materially different from those shown in the unaudited pro forma combined financial statements presented in this proxy statement/prospectus, which show only a combination of the historical results of Calix and Occam and the financial forecasts provided to Calix's and Occam's financial advisors in connection with discussions concerning the merger transaction. Calix expects to incur significant costs associated with the completion of the merger transaction and combining the operations of the two companies, the exact magnitude of which is not yet known. In addition, these costs may decrease the capital that the combined company could use for revenue-generating investments in the future. Furthermore, potential growth, expected financial results, perceived synergies and anticipated opportunities may not be realized through the completion of the merger transaction.

***Whether or not the merger transaction is completed, the announcement and pendency of the merger transaction could cause disruptions and materially adversely affect the future business and operations of Calix and Occam or result in a loss of Occam employees.***

In connection with the announcement or pendency of the merger transaction, it is possible that some customers, suppliers and other persons with whom Calix or Occam have a business relationship may delay or defer certain business decisions, or determine to purchase a competitor's products. In particular, customers could be reluctant to purchase the products of Calix and/or Occam due to uncertainty about the direction of their respective technology and products, and uncertainty regarding the willingness of the combined company to support and service existing products after the merger transaction. If Calix's or Occam's customers, suppliers or other persons, delay or defer business decisions, or purchase a competitor's products, it could negatively impact revenues, earnings and cash flows of Calix or Occam, as well as the market prices of Calix common shares or Occam common stock, regardless of whether the merger transaction is completed.

Similarly, current and prospective employees of Occam may experience uncertainty about their future roles with Occam and Calix following completion of the merger transaction. These potential distractions of the merger may adversely affect Occam's ability to attract, motivate and retain executives and key employees and keep them focused on the strategies and goals of the combined company. Any failure by Occam to retain and motivate executives and key employees during the period prior to the completion of the merger transaction could seriously harm its business, as well as the business of the combined company.

***Directors and executive officers of Occam have interests in the merger transaction that are different from, or in addition to, the interests of Occam stockholders generally, and Occam stockholders should consider these interests in connection with their votes on the merger agreement.***

Some of the directors and executive officers of Occam have interests in the merger transaction that are different from, or in addition to, the interests of Occam stockholders generally. These interests include:

the vesting and settlement or conversion of Occam equity awards into awards for Calix common shares held by Occam directors and executive officers;

executive officers' receipt of specified benefits under their change in control agreements, if certain terminations of employment occur in connection with the merger transaction; and

Calix's agreement to indemnify directors and officers against certain claims and liabilities and to continue such indemnification for a period of six years from the effective time.

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Occam stockholders should consider these interests in connection with their votes on the merger agreement. For more information, please see the section titled "Proposal One - The Merger - Interests of Certain Persons in the Merger" beginning on page 106.

***Failure to complete the merger transaction could negatively impact the stock prices and future businesses and financial results of Calix and Occam.***

If the merger transaction is not completed, neither Calix nor Occam would realize any anticipated benefits from being a part of the combined company. In addition, Calix and/or Occam may experience negative reactions from the financial markets, which could cause a decrease in the market price of their stock, particularly if the market price reflects a market assumption that the merger will be completed. Calix and Occam may also experience negative reactions from their respective customers, employees and dealers. Such reactions may have an adverse effect on Calix's and/or Occam's business. Calix and/or Occam also could be subject to litigation related to any failure to complete the merger transaction or to enforcement proceedings commenced against Calix and/or Occam to perform their respective obligations under the merger agreement.

In addition, if the merger transaction is not completed, the ongoing businesses of Calix and Occam may be adversely affected and Calix and Occam will be subject to several risks and consequences, including the following:

Occam may be required, under certain circumstances, to pay Calix a termination fee of \$5.2 million under the merger agreement;

Calix may be required, under certain circumstances, to pay Occam a termination fee of \$5.0 million or \$10.0 million under the merger agreement;

Occam may not be able to find another buyer willing to pay an equivalent or higher price in an alternative transaction than the price that would be paid pursuant to the merger transaction;

under the merger agreement, Occam is subject to certain restrictions on the conduct of its business prior to completing the merger transaction which may adversely affect its ability to execute certain of its business strategies;

Occam and Calix will be required to pay certain costs relating to the merger transaction, whether or not the merger transaction is completed, such as legal, accounting, financial advisor and printing fees; and

matters relating to the merger transaction may require substantial commitments of time and resources by Calix and Occam management, which could otherwise have been devoted to other opportunities that may have been beneficial to Calix and Occam as independent companies.

***Occam's obligation to pay a termination fee under certain circumstances and the restrictions on its ability to solicit other acquisition proposals may discourage other companies from trying to acquire Occam.***

Until the merger transaction is completed or the merger agreement is terminated, with limited exceptions, the merger agreement prohibits Occam from entering into or soliciting any acquisition proposal or offer for a merger or other business combination with a party other than Calix. Occam has agreed to pay Calix a termination fee of \$5.2 million under specified circumstances. These provisions could discourage other companies from trying to acquire Occam for a higher price.

***A different set of factors and conditions affect Calix common shares and could have a negative impact on its stock price.***

Upon completion of the merger transaction, Occam stockholders will become holders of Calix common shares. The businesses and segments of Calix and the other companies it has acquired and may acquire in the future, are different from those of Occam. There is a risk that various factors, conditions and developments which



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would not affect the price of Occam's common stock could negatively affect the price of Calix's common shares. Please see the section titled "Risk Factors - Risks Related to Calix (and the Combined Company in the event the Merger Transaction is completed)" beginning on page 30 and the section titled "Cautionary Statement Regarding Forward-Looking Statements" beginning on page 67 for a summary of some of the key factors that might affect Calix and the prices at which Calix common shares may trade from time to time.

***The Calix common shares to be received by Occam stockholders as a result of the merger transaction will have different rights from shares of Occam common stock.***

Following completion of the merger transaction, Occam stockholders will no longer be stockholders of Occam but will instead be stockholders of Calix. There are important differences between the rights of Occam stockholders and the rights of Calix stockholders. See "Comparison of Rights of Calix Stockholders and Occam Stockholders" beginning on page 273 for a discussion of the different rights associated with Calix common shares and Occam common stock.

***Occam stockholders will own a smaller percentage of Calix than they currently own in Occam.***

After completion of the merger transaction, Occam stockholders will own a smaller percentage of Calix than they currently own in Occam. Occam stockholders, in the aggregate, will own between approximately 14.1% and 15.9% of Calix's outstanding shares of common stock immediately after completion of the merger transaction (such ownership percentages are based on the number of Calix shares of common stock outstanding as of September 14, 2010 and will vary based upon the actual number of Calix and Occam shares outstanding as of the effective time).

***Four purported class action lawsuits, as well as an additional lawsuit, have been filed against Occam and its directors challenging the merger, and an unfavorable judgment or ruling in these lawsuits could prevent or delay the consummation of the merger, result in substantial costs or both.***

On September 17, 2010, September 20, 2010 and September 21, 2010, three purported class action complaints were filed by three purported stockholders of Occam in the California Superior Court for Santa Barbara County: Kardosh v. Occam Networks, Inc., et al. (Case No. 1371748), or the Kardosh complaint; Kennedy v. Occam Networks, Inc., et al. (Case No. 1371762), or the Kennedy complaint; and Moghaddam v. Occam Networks, Inc., et al. (Case No. 1371802), or the Moghaddam complaint, respectively. The Kardosh, Kennedy and Moghaddam complaints, which are referred to collectively as the California class action complaints, are substantially similar. Each of the California class action complaints names Occam, the members of the Occam board and Calix as defendants. The Kennedy complaint also names Calix's merger subsidiaries, Ocean Sub I and Ocean Sub II, as defendants.

The California class action complaints generally allege that the members of the Occam board breached their fiduciary duties in connection with the proposed acquisition of Occam by Calix, by, among other things, engaging in an allegedly unfair process and agreeing to an allegedly unfair price for the proposed merger transaction. The California class action complaints further allege that Occam and the other entity defendants aided and abetted the alleged breaches of fiduciary duty. The plaintiffs in the California class action complaints seek injunctive relief directing the individual defendants to comply with their fiduciary duties and enjoining the proposed merger transaction, and rescinding the merger transaction and awarding damages in an unspecified amount in the event the merger transaction closes, as well as plaintiffs' costs, attorney's fees, and other relief. On November 19, 2010, the California Superior Court issued an order staying the California class actions in favor of a substantively identical stockholder class action pending in the Delaware Court of Chancery (see below).

On October 6, 2010, a purported class action complaint was filed by purported stockholders of Occam in the Delaware Court of Chancery: Steinhardt v. Howard-Anderson, et al. (Case No. 5878-VCL). On November 24, 2010, these purported stockholders filed an amended complaint, or the amended Steinhardt complaint. The

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amended Steinhardt complaint names Occam and the members of the Occam board as defendants. The amended Steinhardt complaint does not name Calix as a defendant.

Like the California class action complaints, the amended Steinhardt complaint generally alleges that the members of the Occam board breached their fiduciary duties in connection with the proposed acquisition of Occam by Calix, by, among other things, engaging in an allegedly unfair process and agreeing to an allegedly unfair price for the proposed merger transaction. The amended Steinhardt complaint also alleges that Occam and the members of the Occam board breached their fiduciary duties by failing to disclose certain allegedly material facts about the proposed merger in the preliminary Form S-4 Registration Statement that Calix filed with the SEC on November 2, 2010. The amended Steinhardt complaint seeks injunctive relief enjoining the proposed merger, or rescinding the merger transaction and awarding damages in an unspecified amount in the event the merger transaction closes, as well as plaintiffs' costs, attorney's fees, and other relief.

On November 12, 2010, a complaint was filed by two purported stockholders of Occam in the U.S. District Court for the Central District of California: Kennedy and Moghaddam v. Occam Networks, Inc., et al. (Case No. CV10-8665), or the Federal complaint. The Federal complaint names Occam, the members of the Occam board, Calix, Ocean Sub I, and Ocean Sub II as defendants. The Federal complaint generally alleges that the defendants violated sections 14(a) and 20(a) of the Securities Exchange Act of 1934 in connection with the proposed acquisition of Occam by Calix, by, among other things, making material misstatements and omissions about the proposed merger in the preliminary Form S-4 Registration Statement that Calix filed with the SEC on November 2, 2010, and/or aiding and abetting the issuance of the allegedly misleading registration statement. The plaintiffs in the Federal complaint seek injunctive relief enjoining the proposed merger transaction, as well as plaintiffs' costs, attorney's fees, and other relief.

Occam's management believes that the allegations in the California actions, the Delaware action, and the Federal action are without merit and intends to vigorously contest the actions. However, there can be no assurance that the defendants will be successful in their defense. In addition, Occam has obligations, under certain circumstances, to hold harmless and indemnify each of the defendant directors against judgments, fines, settlements and expenses related to claims against such directors and otherwise to the fullest extent permitted under Delaware law and Occam's bylaws and certificate of incorporation. Such obligations may apply to these lawsuits. An unfavorable outcome in these lawsuits could prevent or delay the consummation of the merger, result in substantial costs to Occam or both.

**Risks Related to Calix (and the Combined Company in the event the Merger Transaction is Completed)**

***Risks Related to Calix's Business and Industry***

***Calix's markets are rapidly changing and the company has a limited operating history, which make it difficult to predict future revenue and plan expenses appropriately.***

Calix was incorporated in August 1999 and shipped its first product in December 2001. Calix has a limited operating history and competes in markets characterized by rapid technological change, changing needs of communications service providers, or CSPs, evolving industry standards and frequent introductions of new products and services. Calix has limited historical data and has had a relatively limited time period in which to implement and evaluate its business strategies as compared to companies with longer operating histories. In addition, Calix likely will be required to reposition its product and service offerings and introduce new products and services as the company encounters rapidly changing CSP requirements and increasing competitive pressures. Calix may not be successful in doing so in a timely and responsive manner, or at all. As a result, it is difficult to forecast the future revenues and plan the operating expenses of Calix appropriately, which also makes it difficult to predict the future operating results of Calix.

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***Calix has a history of losses and negative cash flow, and the company may not be able to generate positive operating income and cash flows in the future.***

Calix has experienced net losses in each year of its existence. For the nine months ended September 25, 2010 and September 26, 2009, the company incurred net losses of \$17.8 million and \$25.3 million, respectively. As of September 25, 2010, Calix had an accumulated deficit of \$410.9 million.

Calix expects to continue to incur significant expenses for research and development, sales and marketing, customer support and general and administrative functions as the company expands its operations. Given the rapid growth rate and the intense competitive pressures the company faces, Calix may be unable to control its operating costs.

Calix cannot guarantee that it will achieve profitability in the future. The revenue growth trends in prior periods may not be sustainable. In addition, the company will have to generate and sustain significantly increased revenue, while continuing to control expenses, in order to achieve and then maintain profitability. Calix may also incur significant losses in the future for a number of reasons, including the risks discussed in this Risk Related to Calix (and the Combined Company in the event the Merger Transaction is Completed) section and factors that the company cannot anticipate. If Calix is unable to generate positive operating income and cash flow from operations, its liquidity, results of operations and financial condition will be adversely affected.

***Fluctuations in quarterly and annual operating results may make it difficult to predict Calix's future performance, which could cause Calix's operating results to fall below investor or analyst expectations, which could adversely affect the trading price of Calix common stock.***

A number of factors, many of which are outside of the control of Calix, may cause or contribute to significant fluctuations in quarterly and annual operating results. These fluctuations may make financial planning and forecasting difficult. Comparing the company's operating results on a period-to-period basis may not be meaningful, and you should not rely on Calix's past results as an indication of its future performance. If Calix's revenue or operating results fall below the expectations of investors or securities analysts, or below any guidance the company may provide to the market, the price of Calix common stock would likely decline. Moreover, Calix may experience delays in recognizing revenue under applicable revenue recognition rules, particularly from government-funded contracts, such as those funded by the United States Department of Agriculture's Rural Utility Service, or RUS. The extent of these delays and their impact on company revenues can fluctuate over a given time period depending on the number and size of purchase orders under these contracts during such time period. In addition, unanticipated decreases in the company's available liquidity due to fluctuating operating results could limit growth and delay implementation of Calix's expansion plans.

In addition to the other risk factors listed in this Risk Related to Calix (and the Combined Company in the event the Merger Transaction is Completed) section, factors that may contribute to the variability of Calix's operating results include:

the company's ability to predict its revenue and plan its expenses appropriately;

the capital spending patterns of CSPs and any decrease or delay in capital spending by CSPs due to economic, regulatory or other reasons;

the impact of government-sponsored programs on the company's customers;

intense competition;

the ability to develop new products or enhancements that support technological advances and meet changing CSP requirements;

the company's ability to achieve market acceptance of its products and CSPs' willingness to deploy the new products;



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the concentration of the company's customer base;

the length and unpredictability of the company's sales cycles;

the focus on CSPs with limited revenue potential;

the lack of long-term, committed-volume purchase contracts with the company's customers;

the ability to increase sales to larger North American as well as international CSPs;

the company's exposure to the credit risks of its customers;

fluctuations in the company's gross margin;

the interoperability of products with CSP networks;

the dependence on sole and limited source suppliers;

the ability to manage relationships with the company's contract manufacturers;

the ability to forecast manufacturing requirements and manage inventory;

the company's products' compliance with industry standards;

the ability to expand international operations;

the ability to protect the company's intellectual property and the cost of doing so;

the quality of the company's products, including any undetected hardware errors or bugs in its software;

the ability to estimate future warranty obligations due to product failure rates;

the company's ability to obtain necessary third-party technology licenses;



any obligation to issue performance bonds to satisfy requirements under RUS contracts;

the attraction and retention of qualified employees and key personnel; and

the company's ability to maintain proper and effective internal controls.

***Calix's business is dependent on the capital spending patterns of CSPs, and any decrease or delay in capital spending by CSPs, in response to recent economic conditions or otherwise, would reduce revenues and harm the company's business.***

Demand for Calix's products depends on the magnitude and timing of capital spending by CSPs as they construct, expand and upgrade their access networks. For the nine months ended September 25, 2010, CenturyLink, Inc., hereafter referred to as CenturyLink, purchased a significant amount of Calix's access systems and software. However, the company cannot anticipate the level of CenturyLink's purchases in the future. In April 2010, CenturyLink announced their pending merger with Qwest Communications. If the pending merger is completed, this could create uncertainty for Calix as to whether it will be chosen as a preferred network equipment vendor for the combined company. In addition, the recent economic downturn has contributed to a slowdown in telecommunications industry spending, including in the specific geographies and markets in which Calix operates. In response to reduced consumer spending, challenging capital markets or declining liquidity trends, capital spending for network infrastructure projects of CSPs could be delayed or cancelled. In addition, capital spending is cyclical in the industry and sporadic among individual CSPs, and can change on short notice. As a result, Calix may not have visibility into changes in spending behavior until nearly the end of a given quarter. CSP spending on network construction, maintenance, expansion and upgrades is also affected by seasonality in their purchasing cycles, reductions in their budgets and delays in their purchasing cycles.

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Many factors affecting Calix's results of operations are beyond the company's control, particularly in the case of large CSP orders and network infrastructure deployments involving multiple vendors and technologies where the achievement of certain thresholds for acceptance is subject to the readiness and performance of the customer or other providers, and changes in customer requirements or installation plans. Further, CSPs may not pursue infrastructure upgrades that require the company's access systems and software. Infrastructure improvements may be delayed or prevented by a variety of factors including cost, regulatory obstacles, mergers, lack of consumer demand for advanced communications services and alternative approaches to service delivery. Reductions in capital expenditures by CSPs may slow Calix's rate of revenue growth. As a consequence, the company's results for a particular quarter may be difficult to predict, and its prior results are not necessarily indicative of results likely in future periods.

***Government-sponsored programs could impact the timing and buying patterns of CSPs, which may cause fluctuations in Calix's operating results.***

Many of Calix's customers are Independent Operating Companies, or IOCs, which have revenues that are particularly dependent upon interstate and intrastate access charges, and federal and state subsidies. The Federal Communications Commission, or FCC, and some states are considering changes to such payments and subsidies, and these changes could reduce IOC revenues. Furthermore, many IOCs use or expect to use, government-supported loan programs or grants, such as RUS loans and grants and the Broadband Stimulus programs under the American Recovery and Reinvestment Act of 2009, or ARRA, to finance capital spending. Changes to these programs could reduce the ability of IOCs to access capital and reduce Calix's revenue opportunities.

The company believes that uncertainties related to Broadband Stimulus programs may be delaying investment decisions by IOCs. In addition, to the extent that the company's customers do receive grants or loans under these stimulus programs, those customers may be encouraged to accelerate their network development plans and purchase substantial quantities of products, from Calix or other suppliers, while the programs and funding are in place. Customers may thereafter substantially curtail future purchases of products as ARRA funding winds down or because all purchases have been completed. Award grants under the Broadband Stimulus programs were issued between December 2009 and September 2010. Funded projects must be two-thirds complete within two years of the award and complete within three years of the award.

Therefore, all funds that are awarded are expected to be allocated by September 2013. The revenue recognition guidelines related to the sales of Calix's access systems to CSPs who have received Broadband Stimulus funds may create uncertainties around the timing of the company's revenue, which could harm financial results. In addition, any decision by CSPs to reduce capital expenditures caused by changes in government regulations and subsidies would have an adverse effect on Calix's operating results and financial condition.

***Calix faces intense competition that could reduce the company's revenue and adversely affect its financial results.***

The market for Calix products is highly competitive, and the company expects competition from both established and new companies to increase. Competitors include companies such as ADTRAN, Inc., Alcatel-Lucent S.A., Enablence Technologies Inc., Huawei Technologies Co., Ltd., LM Ericsson Telephone Company, or Ericsson, Motorola, Inc., Occam Networks, Inc., Tellabs, Inc. and Zhone Technologies, Inc.

Calix's ability to compete successfully depends on a number of factors, including:

the successful development of new products;

the ability to anticipate CSP and market requirements and changes in technology and industry standards;

the ability to differentiate Calix products from its competitors' offerings based on performance, cost-effectiveness or other factors;

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the ability to gain customer acceptance of its products; and

the ability to market and sell its products.

The market for broadband access equipment is dominated primarily by large, established vendors. In addition, some of Calix's competitors have merged, made acquisitions or entered into partnerships or other strategic relationships with one another to offer more comprehensive solutions than they individually had offered. Examples include the merger of Alcatel S.A. with Lucent Technologies, Inc. in November 2006, Ericsson's acquisitions of Redback Networks Inc. in January 2007 and Entrisphere Inc. in February 2007, Ciena Corporation's acquisition of World Wide Packets, Inc. in 2008, Nortel's Metro Ethernet Networks business in March 2010 and Enablence Technologies, Inc.'s acquisition of Teledata Networks, Ltd. in June 2010. Calix expects this trend to continue as companies attempt to strengthen or maintain their market positions in an evolving industry. Many of the company's current or potential competitors have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical, sales, marketing and other resources than Calix does and are better positioned to acquire and offer complementary products and services technologies. Many of Calix's competitors have broader product lines and can offer bundled solutions, which may appeal to certain customers. Such competitors may invest additional resources in developing more compelling product offerings. Potential customers may also prefer to purchase from their existing suppliers rather than a new supplier, regardless of product performance or features, because the products that Calix and its competitors offer require a substantial investment of time and funds to install. In addition, as a result of these transition costs, competition to secure contracts with potential customers is particularly intense. Some of Calix's competitors may offer substantial discounts or rebates to win new customers. If the company is forced to reduce prices in order to secure customers, it may be unable to sustain gross margins at desired levels or achieve profitability. Competitive pressures could result in increased pricing pressure, reduced profit margins, increased sales and marketing expenses and failure to increase, or the loss of, market share, any of which could reduce revenue and adversely affect the company's financial results.

***Product development is costly and if Calix fails to develop new products or enhancements that meet changing CSP requirements, the company could experience lower sales.***

Calix's market is characterized by rapid technological advances, frequent new product introductions, evolving industry standards and unanticipated changes in subscriber requirements. The company's future success will depend significantly on its ability to anticipate and adapt to such changes, and to offer, on a timely and cost-effective basis, products and features that meet changing CSP demands and industry standards.

Calix intends to continue making significant investments in developing new products and enhancing the functionality of its existing products. Developing products is expensive, complex and involves uncertainties. The company may not have sufficient resources to successfully manage lengthy product development cycles. For the nine months ended September 25, 2010 and September 26, 2009, Calix's research and development expenses were \$39.2 million, or 20% of revenue, and \$33.2 million, or 23% of revenue, respectively. The company believes that it must continue to dedicate a significant amount of resources to its research and development efforts to maintain a competitive position. These investments may take several years to generate positive returns, if ever. In addition, the company may experience design, manufacturing, marketing and other difficulties that could delay or prevent the development, introduction or marketing of new products and enhancements. If Calix fails to meet its development targets, demand for its products will decline.

In addition, the introduction of new or enhanced products also requires that the company manage the transition from older products to these new or enhanced products in order to minimize disruption in customer ordering patterns, fulfill ongoing customer commitments and ensure that adequate supplies of new products are available for delivery to meet anticipated customer demand. If Calix fails to maintain compatibility with other software or equipment found in its customers' existing and planned networks, the company may face substantially reduced demand for its products, which would reduce revenue opportunities and market share.

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Moreover, as customers complete infrastructure deployments, they may require greater levels of service and support than Calix has provided in the past. Calix may not be able to provide products, services and support to compete effectively for these market opportunities. If the company is unable to anticipate and develop new products or enhancements to its existing products on a timely and cost-effective basis, it could experience lower sales which would harm Calix's business.

***Calix's new products are early in their life cycles and are subject to uncertain market demand. If customers are unwilling to install Calix products or deploy new services or the company is unable to achieve market acceptance of its new products, business and financial results will be harmed.***

Calix's new products are early in their life cycles and are subject to uncertain market demand. They also may face obstacles in manufacturing, deployment and competitive response. Potential customers may choose not to invest the additional capital required for initial system deployment. In addition, demand for products is dependent on the success of Calix's customers in deploying and selling services to their subscribers. Calix's products support a variety of advanced broadband services, such as high-speed Internet, Internet protocol television, mobile broadband, high-definition video and online gaming, and basic voice and data services. If subscriber demand for such services does not grow as expected or declines, or if Calix customers are unable or unwilling to deploy and market these services, demand for the company's products may decrease or fail to grow at anticipated rates.

Calix's strategy includes developing products for the access network that incorporate Internet protocol and Ethernet technologies. If these technologies are not widely adopted by CSPs for use in their access networks, demand for the company's products may decrease or not grow. As a result, Calix may be unable to sell its products to recoup its expenses related to the development of these products and results of operations would be harmed. The company may also be delayed in recognizing revenue related to its new products and related services and may be required to recognize costs and expenses for such products before it can recognize the related revenue.

***Calix's customer base is concentrated, and there are a limited number of potential customers for its products. The loss of any of key customers, a decrease in purchases by those key customers or Calix's inability to grow its customer base would adversely impact its revenues.***

Historically, a large portion of Calix's sales have been to a limited number of customers. For example, for the year ended December 31, 2009, CenturyLink accounted for 38% of Calix's revenue. In 2008, CenturyLink and one other customer accounted for 25% and 11% of revenue, respectively. In 2007, CenturyLink and another different customer accounted for 22% and 15% of revenue, respectively.

Calix anticipates that a large portion of its revenues will continue to depend on sales to a limited number of customers. In addition, some larger customers may demand discounts and rebates or desire to purchase their access systems and software from multiple providers. As a result of these factors, the company's future revenue opportunities may be limited and its margins could be reduced, and profitability may be adversely impacted. The loss of, or reduction in, orders from any key customer would significantly reduce Calix's revenues and harm its business.

Furthermore, in recent years, the CSP market has undergone substantial consolidation. Industry consolidation generally has negative implications for equipment suppliers, including a reduction in the number of potential customers, a decrease in aggregate capital spending, and greater pricing leverage on the part of CSPs over equipment suppliers. Continued consolidation of the CSP industry, including the pending merger between CenturyLink and Qwest Communications, and among the Incumbent Local Exchange Carrier, or ILEC, and IOE customers, who represent a large part of Calix's business, could make it more difficult for the company to grow its customer base, increase sales of its products and maintain adequate gross margins.

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*Calix's sales cycles can be long and unpredictable, and its sales efforts require considerable time and expense. As a result, sales are difficult to predict and may vary substantially from quarter to quarter, which may cause the company's operating results to fluctuate significantly.*

The timing of Calix's revenues is difficult to predict. Sales efforts often involve educating CSPs about the use and benefits of the company's products. CSPs typically undertake a significant evaluation process, which frequently involves not only Calix products but also those of its competitors and results in a lengthy sales cycle. Calix spends substantial time, effort and money in its sales efforts without any assurance that such efforts will produce any sales. In addition, product purchases are frequently subject to budget constraints, multiple approvals and unplanned administrative, processing and other delays. If sales expected from a specific customer for a particular quarter are not realized in that quarter or at all the company may not achieve its revenue forecasts and the business could be harmed.

*Calix's focus on CSPs with relatively small networks limits its revenues from sales to any one customer and makes future operating results difficult to predict.*

Calix currently focuses a large portion of its sales efforts on IOCs, cable multiple system operators and selected international CSPs. In general, the company's current and potential customers generally operate small networks with limited capital expenditure budgets. Accordingly, Calix believes the potential revenues from the sale of its products to any one of these customers is limited. As a result, the company must identify and sell products to new customers each quarter to continue to increase its sales. In addition, the spending patterns of many of its customers are characterized by small and sporadic purchases. As a consequence, Calix has limited backlog and will likely continue to have limited visibility into future operating results.

*Calix does not have long-term, committed-volume purchase contracts with its customers, and therefore has no guarantee of future revenue from any customer.*

Calix's sales are made predominantly pursuant to purchase orders, and typically the company has not entered into long-term, committed-volume purchase contracts with its customers, including its key customers which account for a material portion of the company's revenues. As a result, any of its customers may cease to purchase Calix products at any time. In addition, Calix's customers may attempt to renegotiate the terms of its agreements, including price and quantity. If any key customers stop purchasing Calix's access systems and software for any reason, business and results of operations would be harmed.

*The company's efforts to increase its sales to larger North American as well as international CSPs may be unsuccessful.*

Calix's sales and marketing efforts have been focused on CSPs in North America. A part of its long-term strategy is to increase sales to larger North American as well as international CSPs. Calix will be required to devote substantial technical, marketing and sales resources to the pursuit of these CSPs, who have lengthy equipment qualification and sales cycles, without any assurance of generating sales. In particular, sales to these CSPs may require the company to upgrade its products to meet more stringent performance criteria, develop new customer-specific features or adapt its product to meet international standards. If Calix is unable to successfully increase sales to larger CSPs, its operating results and long-term growth may be negatively impacted.

*Calix's exposure to the credit risks of its customers may make it difficult to collect accounts receivable and could adversely affect operating results and financial condition.*

In the course of its sales to customers, Calix may encounter difficulty collecting accounts receivable and could be exposed to risks associated with uncollectible accounts receivable. The recent challenging economic conditions have impacted some of Calix's customers' ability to pay their accounts payable. While the company attempts to monitor these situations carefully and attempts to take appropriate measures to collect accounts

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receivable balances, the company has written down accounts receivable and written off doubtful accounts in prior periods and may be unable to avoid accounts receivable write-downs or write-offs of doubtful accounts in the future. Such write-downs or write-offs could negatively affect Calix's operating results for the period in which they occur, and could harm its operating results.

*Calix's gross margin may fluctuate over time and its current level of product gross margins may not be sustainable.*

Calix's current level of product gross margins may not be sustainable and may be adversely affected by numerous factors, including:

changes in customer, geographic or product mix, including the mix of configurations within each product group;

increased price competition, including the impact of customer discounts and rebates;

the ability to reduce and control product costs;

loss of cost savings due to changes in component pricing or charges incurred due to inventory holding periods if parts ordering does not correctly anticipate product demand;

introduction of new products;

changes in shipment volume;

changes in distribution channels;

increased warranty costs;

excess and obsolete inventory and inventory holding charges;

expediting costs incurred to meet customer delivery requirements; and

liquidated damages relating to customer contractual terms.

***The company's products must interoperate with many software applications and hardware products found in its customers' networks. If Calix is unable to ensure that its products interoperate properly, its business would be harmed.***

Calix products must interoperate with its customers' existing and planned networks, which often have varied and complex specifications, utilize multiple protocol standards, software applications and products from multiple vendors and contain multiple generations of products that have been added over time. As a result, the company must continually ensure that its products interoperate properly with these existing and planned networks. To meet these requirements, Calix must undertake development efforts that require substantial capital investment and employee resources. The company may not accomplish these development efforts quickly or cost-effectively, if at all. If Calix fails to maintain compatibility with other software or equipment found in its customers' existing and planned networks, the company may face substantially reduced demand for its products, which would reduce its revenue opportunities and market share.

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Calix has entered into interoperability arrangements with a number of equipment and software vendors for the use or integration of their technology with Calix products. These arrangements give the company access to, and enable interoperability with, various products that it does not otherwise offer. If these relationships fail, Calix may have to devote substantially more resources to the development of alternative products and processes, and its efforts may not be as effective as the combined solutions under its current arrangements. In some cases, these other vendors are either companies that Calix competes with directly, or companies that have extensive relationships with Calix's existing and potential customers and may have influence over the purchasing decisions of those customers. Some of the company's competitors have stronger relationships with some of Calix's existing

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and potential other vendors and, as a result, its ability to have successful interoperability arrangements with these companies may be harmed. Calix's failure to establish or maintain key relationships with third-party equipment and software vendors may harm the company's ability to successfully sell and market its products.

***As Calix does not have manufacturing capabilities, the company depends upon a small number of outside contract manufacturers and the company does not have supply contracts with these manufacturers. Its operations could be disrupted if Calix encounters problems with these contract manufacturers.***

Calix does not have internal manufacturing capabilities, and relies upon a small number of contract manufacturers to build its products. In particular, the company relies on Flextronics International Ltd., or Flextronics, for the manufacture of most of its products. Calix's reliance on a small number of contract manufacturers makes it vulnerable to possible capacity constraints and reduced control over component availability, delivery schedules, manufacturing yields and costs. The company does not have supply contracts with Flextronics or its other manufacturers. Consequently, these manufacturers are not obligated to supply products to Calix for any specific period, in any specific quantity or at any certain price. In addition, Calix has limited control over its contract manufacturers' quality systems and controls, and therefore may not be able to ensure levels of quality manufacture suitable for its customers.

The revenues that Flextronics generates from the company's orders represent a relatively small percentage of Flextronics' overall revenues. As a result, fulfilling Calix's orders may not be considered a priority in the event Flextronics is constrained in its ability to fulfill all of its customer obligations in a timely manner. In addition, a substantial part of the company's manufacturing is done in Flextronics facilities which are located outside of the United States. Calix believes that the location of these facilities outside of the United States increases supply risk, including the risk of supply interruptions or reductions in manufacturing quality or controls.

If Flextronics or any of its other contract manufacturers were unable or unwilling to continue manufacturing Calix's products in required volumes and at high quality levels, the company would have to identify, qualify and select acceptable alternative contract manufacturers. An alternative contract manufacturer may not be available to Calix when needed or may not be in a position to satisfy the company's production requirements at commercially reasonable prices and quality. Any significant interruption in manufacturing would require Calix to reduce the supply of products to its customers, which in turn would reduce revenues and harm the company's relationships with its customers.

***Calix depends on sole source and limited source suppliers for key components and products. If the company were unable to source these components on a timely basis, Calix would not be able to deliver its products to customers.***

Calix depends on sole source and limited source suppliers for key components of its products. For example, certain of its application-specific integrated circuits processors and resistor networks are purchased from sole source suppliers. Calix may from time to time enter into original equipment manufacturer, or OEM, or original design manufacturer, or ODM, agreements to manufacture and/or design certain products in order to enable the company to offer products into key markets on an accelerated basis. For example, a third party assisted in the design of and manufactures Calix's E5-100 platform family. Any of the sole source and limited source suppliers, OEMs and ODMs upon whom the company relies could stop producing Calix components or products, cease operations or be acquired by, or enter into exclusive arrangements with, the company's competitors. Calix generally does not have long-term supply agreements with its suppliers, and its purchase volumes are currently too low for the company to be considered a priority customer by most of its suppliers. As a result, most of these suppliers could stop selling to Calix at commercially reasonable prices, or at all. Any such interruption or delay may force the company to seek similar components or products from alternative sources, which may not be available. Switching suppliers, OEMs or ODMs may require that the company redesign its products to accommodate new components, and may potentially require Calix to re-qualify its products with customers,



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which would be costly and time-consuming. Any interruption in the supply of sole source or limited source components for its products would adversely affect Calix's ability to meet scheduled product deliveries to its customers, could result in lost revenue or higher expenses and would harm the business.

***If Calix fails to forecast its manufacturing requirements accurately and manage its inventory with contract manufacturers, the company could incur additional costs, experience manufacturing delays and lose revenue.***

Calix bears inventory risk under its contract manufacturing arrangements. Lead times for the materials and components that Calix orders through its contract manufacturers vary significantly and depend on numerous factors, including the specific supplier, contract terms and market demand for a component at a given time. Lead times for certain key materials and components incorporated into Calix products are currently lengthy, requiring the company or its contract manufacturers to order materials and components several months in advance of manufacture. If Calix overestimates its production requirements, the contract manufacturers may purchase excess components and build excess inventory. If the company's contract manufacturers, at its request, purchase excess components that are unique to Calix products or build excess products, the company could be required to pay for these excess parts or products and recognize related inventory write-down costs. Historically, Calix has reimbursed its primary contract manufacturer for inventory purchases when the inventory has been rendered obsolete, for example due to manufacturing and engineering change orders resulting from design changes, manufacturing discontinuation of parts by the company's suppliers, or in cases where inventory levels greatly exceed projected demand. If Calix experiences excess inventory write-downs associated with excess or obsolete inventory, this would have an adverse effect on the company's gross margins, financial condition and results of operations. Calix has experienced unanticipated increases in demand from customers which resulted in delayed shipments and variable shipping patterns. If the company underestimates its product requirements, the contract manufacturers may have inadequate component inventory, which could interrupt manufacturing of Calix products and result in delays or cancellation of sales.

***If Calix fails to comply with evolving industry standards, sales of its existing and future products would be adversely affected.***

The markets for Calix products are characterized by a significant number of standards, both domestic and international, which are evolving as new technologies are deployed. The company's products must comply with these standards in order to be widely marketable. In some cases, Calix is compelled to obtain certifications or authorizations before its products can be introduced, marketed or sold. In addition, the ability to expand Calix's international operations and create international market demand for products may be limited by regulations or standards adopted by other countries that may require the company to redesign its existing products or develop new products suitable for sale in those countries. Although the company believes its products are currently in compliance with domestic and international standards and regulations in countries in which they currently sell, Calix may not be able to design its products to comply with evolving standards and regulations in the future. Accordingly, this ongoing evolution of standards may directly affect the company's ability to market or sell its products. Further, the cost of complying with the evolving standards and regulations, or the failure to obtain timely domestic or foreign regulatory approvals or certification such that the company may not be able to sell its products where these standards or regulations apply, would result in lower revenues and lost market share.

***Calix may be unable to successfully expand its international operations. In addition, the company's international expansion plans, if implemented, will subject it to a variety of risks that may harm its business.***

Calix currently generates almost all of its sales from customers in North America and the Caribbean, and has very limited experience marketing, selling and supporting its products and services outside North America and the Caribbean or managing the administrative aspects of a worldwide operation. While Calix intends to expand its international operations, the company may not be able to create or maintain international market demand for its products. In addition, as it expands its operations internationally, the company's support

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organization will face additional challenges including those associated with delivering support, training and documentation in languages other than English. If Calix invests substantial time and resources to expand its international operations and is unable to do so successfully and in a timely manner, the business, financial condition and results of operations will suffer.

In the course of expanding its international operations and operating overseas, Calix will be subject to a variety of risks, including:

differing regulatory requirements, including tax laws, trade laws, labor regulations, tariffs, export quotas, custom duties or other trade restrictions;

greater difficulty supporting and localizing its products;

different or unique competitive pressures as a result of, among other things, the presence of local equipment suppliers;

challenges inherent in efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, compensation and benefits and compliance programs;

limited or unfavorable intellectual property protection;

risk of change in international political or economic conditions; and

restrictions on the repatriation of earnings.

*Calix may have difficulty managing growth, which could limit its ability to increase sales.*

Calix has experienced significant growth in sales and operations in recent years. The company expects to continue to expand its research and development, sales, marketing and support activities. The company's historical growth has placed, and planned future growth is expected to continue to place, significant demands on Calix's management, as well as its financial and operational resources, to:

manage a larger organization;

expand its manufacturing and distribution capacity;

increase sales and marketing efforts;

broaden customer support capabilities;

implement appropriate operational and financial systems; and

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maintain effective financial disclosure controls and procedures.

If Calix cannot grow, or fails to manage its growth effectively, the company may not be able to execute its business strategies and the business, financial condition and results of operations would be adversely affected.

***Calix may not be able to protect its intellectual property, which could impair the ability to compete effectively.***

Calix depends on certain proprietary technology for its success and ability to compete. As of September 25, 2010, Calix held 25 U.S. patents expiring between 2015 and 2028, and had 31 pending U.S. patent applications. Two of the U.S. patents are also covered by granted international patents, one in five countries and the other in three countries. The company currently has no pending international patent applications. Calix relies on intellectual property laws, as well as nondisclosure agreements, licensing arrangements and confidentiality provisions, to establish and protect its proprietary rights. U.S. patent, copyright and trade secret laws afford the company only limited protection, and the laws of some foreign countries do not protect proprietary rights to the

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same extent. Calix's pending patent applications may not result in issued patents, and its issued patents may not be enforceable. Any infringement of Calix's proprietary rights could result in significant litigation costs. Further, any failure by the company to adequately protect its proprietary rights could result in Calix's competitors offering similar products, resulting in the loss of competitive advantage and decreased sales.

Despite efforts to protect the company's proprietary rights, attempts may be made to copy or reverse engineer aspects of Calix's products or to obtain and use information that the company regards as proprietary. Accordingly, Calix may be unable to protect its proprietary rights against unauthorized third-party copying or use. Furthermore, policing the unauthorized use of its intellectual property would be difficult for the company. Litigation may be necessary in the future to enforce Calix's intellectual property rights, to protect its trade secrets or to determine the validity and scope of the proprietary rights of others. Litigation could result in substantial costs and diversion of resources and could harm Calix's business.

On December 28, 2009, Calix filed a lawsuit against Wi-LAN Inc., or Wi-LAN, of Ontario, Canada, in the federal court in the Northern District of California, seeking declaratory relief that the company does not infringe U.S. Patents Nos. 5,956,323 and 6,763,019, allegedly owned by Wi-LAN. Wi-LAN withdrew a motion to dismiss or to transfer the Calix lawsuit to the Eastern District of Texas, where Wi-LAN had filed a separate subsequent action accusing Calix of infringement of the two patents. On December 6, 2010, the court in the Eastern District of Texas granted Calix's motion to transfer that action to the Northern District of California. Both parties have filed extensive written discovery requests in the California action. The company intends to continue to vigorously pursue the lawsuit and defend against all Wi-LAN claims and counterclaims. While Calix believes it has substantial and meritorious arguments and defenses, neither the outcome of the litigation nor the amount and range of potential damages or exposure associated with the litigation can be assessed with certainty, and the company is not currently able to estimate the loss, if any, that may result from the claims against it. If Wi-LAN is successful in obtaining injunctive relief, it could force the company to stop or alter certain of its business activities.

***Calix could become subject to litigation regarding intellectual property rights that could harm its business.***

Calix may be subject to intellectual property infringement claims that are costly to defend and could limit the company's ability to use some technologies in the future. Third parties may assert patent, copyright, trademark or other intellectual property rights to technologies or rights that are important to Calix's business. Such claims may involve patent holding companies or other adverse patent owners who have no relevant product revenue, and therefore the company's own issued and pending patents may provide little or no deterrence. Calix has received in the past and expects that in the future it may receive, particularly as a public company, communications from competitors and other companies alleging that the company may be infringing their patents, trade secrets or other intellectual property rights and/or offering licenses to such intellectual property or threatening litigation. In addition, Calix has agreed, and may in the future agree, to indemnify its customers for any expenses or liabilities resulting from claimed infringements of patents, trademarks or copyrights of third parties. Any claims asserting that Calix's products infringe, or may infringe on, the proprietary rights of third parties, with or without merit, could be time-consuming, resulting in costly litigation and diverting the efforts of the engineering teams and management. These claims could also result in product shipment delays or require the company to modify its products or enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available to Calix on acceptable terms, if at all.

***The quality of Calix's support and services offerings is important to its customers, and if the company fails to continue to offer high quality support and services Calix could lose customers which would harm the business.***

Once Calix's products are deployed within its customers' networks, they depend on the company's support organization to resolve any issues relating to those products. A high level of support is critical for the successful marketing and sale of its products. If Calix does not effectively assist its customers in deploying its products,

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succeed in helping them quickly resolve post-deployment issues or provide effective ongoing support, it could adversely affect the ability to sell Calix products to existing customers and harm the company's reputation with potential new customers. As a result, the failure to maintain high quality support and services could result in the loss of customers which would harm Calix's business.

*Calix's products are highly technical and may contain undetected hardware errors or software bugs, which could harm the company's reputation and adversely affect its business.*

Calix's products are highly technical and, when deployed, are critical to the operation of many networks. The company's products have contained and may contain undetected errors, bugs or security vulnerabilities. Some errors in its products may only be discovered after a product has been installed and used by customers, and may in some cases only be detected under certain circumstances or after extended use. Any errors, bugs, defects or security vulnerabilities discovered in its products after commercial release could result in loss of revenues or delay in revenue recognition, loss of customer goodwill and customers and increased service and warranty cost, any of which could adversely affect the business, operating results and financial condition. In addition, Calix could face claims for product liability, tort or breach of warranty. Calix's contracts with customers contain provisions relating to warranty disclaimers and liability limitations, which may not be upheld. Defending a lawsuit, regardless of its merit, is costly and may divert management's attention and adversely affect the market's perception of the company and its products. In addition, if Calix's business liability insurance coverage proves inadequate or future coverage is unavailable on acceptable terms or at all, the business, operating results and financial condition could be adversely impacted.

*Calix's estimates regarding future warranty obligations may change due to product failure rates, shipment volumes, field service obligations and rework costs incurred in correcting product failures. If the estimates change, liability for warranty obligations may be increased, impacting future cost of goods sold.*

Calix's products are highly complex, and the product development, manufacturing and integration testing may not be adequate to detect all defects, errors, failures and quality issues. Quality or performance problems for products covered under warranty could adversely impact the company's reputation and negatively affect its operating results and financial position. The development and production of new products with high complexity often involves problems with software, components and manufacturing methods. If significant warranty obligations arise due to reliability or quality issues arising from defects in software, faulty components or manufacturing methods, Calix's operating results and financial position could be negatively impacted by:

cost associated with fixing software or hardware defects;

high service and warranty expenses;

high inventory obsolescence expense;

delays in collecting accounts receivable;

payment of liquidated damages for performance failures; and

declining sales to existing customers.

*Calix's use of open source software could impose limitations on the company's ability to commercialize its products.*

Calix incorporates open source software into its products. Although the company closely monitors its use of open source software, the terms of many open source software licenses have not been interpreted by U.S. courts, and there is a risk that such licenses could be construed in a manner that could impose unanticipated conditions or restrictions on Calix's ability to sell its products. In such event, Calix could be required to make its proprietary software generally available to third parties, including competitors, at no cost, to seek licenses from third parties



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in order to continue offering its products, to re-engineer products or to discontinue the sale of products in the event re-engineering cannot be accomplished on a timely basis or at all, any of which could adversely affect the company's revenues and operating expenses.

*If Calix is unable to obtain necessary third-party technology licenses, the company's ability to develop new products or product enhancements may be impaired.*

While Calix's current licenses of third-party technology relate to commercially available off-the-shelf technology, the company may in the future be required to license additional technology from third parties to develop new products or product enhancements. These third-party licenses may be unavailable to Calix on commercially reasonable terms, if at all. Calix's inability to obtain necessary third-party licenses may force the company to obtain substitute technology of lower quality or performance standards or at greater cost, any of which could harm the competitiveness of its products and result in lost revenues.

*Calix may pursue acquisitions, which involve a number of risks. If the company is unable to address and resolve these risks successfully, such acquisitions could disrupt the business.*

In February 2006, Calix acquired Optical Solutions, Inc. in order to support the expansion of its product and service offerings. On September 16, 2010, the company entered into a definitive agreement to acquire Occam Networks, Inc., which is discussed further in the report on Form 8-K that Calix filed on September 16, 2010 and in this proxy statement/prospectus. Calix may in the future acquire businesses, products or technologies to expand its product offerings and capabilities, customer base and business. Calix has evaluated, and expects to continue to evaluate, a wide array of potential strategic transactions. The company has limited experience making such acquisitions. Any of these transactions could be material to its financial condition and results of operations. The anticipated benefit of acquisitions may never materialize. In addition, the process of integrating acquired businesses, products or technologies may create unforeseen operating difficulties and expenditures. Some of the areas where Calix may face acquisition-related risks include:

diversion of management time and potential business disruptions;

expenses, distractions and potential claims resulting from acquisitions, whether or not they are completed;

retaining and integrating employees from any businesses the company may acquire;

issuance of dilutive equity securities or incurrence of debt;

integrating various accounting, management, information, human resource and other systems to permit effective management;

incurring possible write-offs, impairment charges, contingent liabilities, amortization expense or write-offs of goodwill;

difficulties integrating and supporting acquired products or technologies;

unexpected capital expenditure requirements;

insufficient revenues to offset increased expenses associated with the acquisition;

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opportunity costs associated with committing capital to such acquisitions; and

acquisition-related litigation.

Foreign acquisitions would involve risks in addition to those mentioned above, including those related to integration of operations across different cultures and languages, currency risks and the particular economic, political and regulatory risks associated with specific countries. Calix may not be able to address these risks successfully, or at all, without incurring significant costs, delays or other operating problems. The company's inability to address successfully such risks could disrupt the business.



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***Calix's obligation to issue performance bonds to satisfy requirements under RUS contracts and ARRA-related contracts may negatively impact its working capital and financial condition.***

The company is often required to issue performance bonds to satisfy requirements under its RUS contracts, and expects that it may also be required to issue such bonds under the terms of contracts required by the Broadband Stimulus programs under the American Recovery and Reinvestment Act of 2009, or ARRA. The performance bonds generally cover the full amount of the RUS contract, and may be the same for ARRA contracts. Upon Calix's performance under the contract and acceptance by the customer, the performance bond is released. The time period between issuing the performance bond and its release can be lengthy. Calix issues letters of credit under its existing credit facility to support these performance bonds. In the event the company does not have sufficient capacity under its credit facility to support these bonds, Calix will have to issue certificates of deposit, which could materially impact its working capital or limit its ability to satisfy such contract requirements. In the event that Calix is unable to issue such bonds, the company may lose business and customers who purchase under RUS and ARRA contracts. In addition, if Calix exhausts its credit facility or working capital reserves in issuing such bonds, the company may be required to eliminate or curtail expenditures to mitigate the impact on its working capital or financial condition.

***Calix's use of and reliance upon development resources in China may expose the company to unanticipated costs or liabilities.***

Calix operates a wholly foreign-owned enterprise in Nanjing, China, where a dedicated team of engineers performs quality assurance and cost reduction engineering. The company also outsources a portion of its software development to a team of software engineers based in Shenyang, China. This reliance upon development resources in China may not enable the company to achieve meaningful product cost reductions or greater resource efficiency. Further, the company's development efforts and other operations in China involve significant risks, including:

difficulty hiring and retaining appropriate engineering resources due to intense competition for such resources and resulting wage inflation;

the knowledge transfer related to Calix technology and exposure to misappropriation of intellectual property or confidential information, including information that is proprietary to the company, its customers and third parties;

heightened exposure to changes in the economic, security and political conditions of China;

fluctuation in currency exchange rates and tax risks associated with international operations; and

development efforts that do not meet the company's requirements because of language, cultural or other differences associated with international operations, resulting in errors or delays.

Difficulties resulting from the factors above and other risks related to its operations in China could expose Calix to increased expense, impair its development efforts, harm the company's competitive position and damage its reputation.

***Calix's customers are subject to government regulation, and changes in current or future laws or regulations that negatively impact its customers could harm the company's business.***

The FCC has jurisdiction over all of Calix's U.S. customers. FCC regulatory policies that create disincentives for investment in access network infrastructure or impact the competitive environment in which the company's customers operate may harm its business. For example, future FCC regulation affecting providers of broadband Internet access services could impede the penetration of Calix's customers into certain markets or affect the prices they may charge in such markets. Furthermore, many of its customers are subject to FCC rate regulation of interstate telecommunications services, and are recipients of federal universal service fund payments, which are intended to subsidize telecommunications services in areas that are expensive to serve. In

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addition, many of the company's customers are subject to state regulation of intrastate telecommunications services, including rates for such services, and may also receive funding from state universal service funds. Changes in rate regulations or universal service funding rules, either at the federal or state level, could adversely affect its customers' revenues and capital spending plans. In addition, various international regulatory bodies have jurisdiction over certain of Calix's non-U.S. customers. Changes in these domestic and international standards, laws and regulations, or judgments in favor of plaintiffs in lawsuits against CSPs based on changed standards, laws and regulations could adversely affect the development of broadband networks and services. This, in turn, could directly or indirectly adversely impact the communications industry in which Calix's customers operate. To the extent the company's customers are adversely affected by laws or regulations regarding their business, products or service offerings, Calix's business, financial condition and results of operations would suffer.

***Calix may be subject to governmental export and import controls that could subject the company to liability or impair its ability to compete in additional international markets.***

Calix's products may be or become subject to U.S. export controls that will restrict the company's ability to export them outside of the free-trade zones covered by the North American Free Trade Agreement, Central American Free Trade Agreement and other treaties and laws. Therefore, future international shipments of the company's products may require export licenses or export license exceptions. In addition, the import laws of other countries may limit Calix's ability to distribute its products, or Calix's customers' ability to buy and the products, in those countries. Changes in the company's products or changes in export and import regulations may create delays in the introduction of Calix's products in international markets, prevent its customers with international operations from deploying the products or, in some cases, prevent the export or import of products to certain countries altogether. Any change in export or import regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could negatively impact Calix's ability to sell its products to existing or potential international customers.

***If Calix loses any of its key personnel, or is unable to attract, train and retain qualified personnel, the company's ability to manage its business and continue its growth would be negatively impacted.***

Calix's success depends, in large part, on the continued contributions of its key management, engineering, sales and marketing personnel, many of whom are highly skilled and would be difficult to replace. None of the company's senior management or key technical or sales personnel is bound by a written employment contract to remain with Calix for a specified period. In addition, Calix does not currently maintain key man life insurance covering its key personnel. If the company loses the services of any key personnel, its business, financial condition and results of operations may suffer.

Competition for skilled personnel, particularly those specializing in engineering and sales, is intense. Calix cannot be certain that it will be successful in attracting and retaining qualified personnel, or that newly hired personnel will function effectively, both individually and as a group. In particular, the company must continue to expand its direct sales force, including hiring additional sales managers, to grow the customer base and increase sales. In addition, if Calix offers employment to personnel employed by competitors, the company may become subject to claims of unfair hiring practices, and incur substantial costs in defending itself against these claims, regardless of their merits. If the company is unable to effectively recruit, hire and utilize new employees, execution of its business strategy and its ability to react to changing market conditions may be impeded, and its business, financial condition and results of operations may suffer.

Volatility or lack of performance in the Calix common stock price may also affect the company's ability to attract and retain key personnel. Calix's executive officers have become, or will soon become, vested in a substantial amount of shares of common stock or stock options. Employees may be more likely to leave the company if the shares they own or the shares underlying their vested options have significantly appreciated in

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value relative to the original purchase prices of the shares or the exercise prices of the options, or if the exercise prices of the options that they hold are significantly above the market price of the company common stock. If Calix is unable to retain its employees, its business, operating results and financial condition will be harmed.

*If Calix fails to maintain proper and effective internal controls, its ability to produce accurate financial statements on a timely basis could be impaired, which would adversely affect the company's operating results, its ability to operate its business and Calix's stock price.*

Ensuring that Calix has adequate internal financial and accounting controls and procedures in place to produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be re-evaluated frequently. The company has in the past discovered, and may in the future discover, areas of its internal financial and accounting controls and procedures that need improvement.

Calix's management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of its financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. The company's management does not expect that its internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within Calix will have been detected.

Calix expects that it will be required to comply with Section 404 of the Sarbanes-Oxley Act in connection with its annual report on Form 10-K for the year ending December 31, 2011. The company is expending significant resources in developing the necessary documentation and testing procedures required by Section 404. Calix cannot be certain that the actions it is taking to improve those internal controls over financial reporting will be sufficient, or that the company will be able to implement its planned processes and procedures in a timely manner. In addition, if Calix is unable to produce accurate financial statements on a timely basis, investors could lose confidence in the reliability of its financial statements, which could cause the market price of the company's common stock to decline and make it more difficult to finance its operations and growth.

*Calix incurs significant increased costs as a result of operating as a public company, which may adversely affect its operating results and financial condition.*

As a public company, Calix incurs significant accounting, legal and other expenses that it did not incur as a private company, including costs associated with public company reporting requirements. The company also anticipates that it will continue to incur costs associated with corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002, as well as rules implemented by the Securities Exchange Commission, or SEC, and the New York Stock Exchange, or NYSE. Furthermore, these laws and regulations could make it more difficult or more costly for Calix to obtain certain types of insurance, including director and officer liability insurance, and the company may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these requirements could also make it more difficult for Calix to attract and retain qualified persons to serve on its board of directors, on board committees or as executive officers.

New laws and regulations as well as changes to existing laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules adopted by the SEC and NYSE, would likely result in increased costs to Calix as it responds to their requirements. Calix is investing resources to comply with evolving laws and regulations, and this investment may result in increased general and administrative expense and a diversion of management's time and attention from revenue generating activities to compliance activities.

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***Risks Related to Ownership of Calix's Common Stock***

***Calix's stock price may be volatile, and the value of an investment in the company's common stock may decline.***

An active public market for Calix shares may not continue to develop or be sustained. Shares of the company's common stock were sold in an initial public offering in March 2010 at a price of \$13.00 per share, and the common stock has subsequently traded as high as \$18.00 and as low as \$9.57. The trading price of Calix common stock could be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond the company's control. These factors include those discussed in this "Risk Factors" section of this proxy statement/prospectus and others such as:

quarterly variations in Calix's results of operations or those of its competitors;

changes in earnings estimates or recommendations by securities analysts;

announcements by Calix or its competitors of new products, significant contracts, commercial relationships, acquisitions or capital commitments;

developments with respect to intellectual property rights;

the ability to develop and market new and enhanced products on a timely basis;

the commencement of, or involvement in, litigation;

changes in governmental regulations or in the status of regulatory approvals; and

a slowdown in the communications industry or the general economy.

In recent years, the stock market in general, and the market for technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of Calix common stock, regardless of the company's actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against Calix, could result in substantial costs and a diversion of the management's attention and resources.

***If securities or industry analysts do not publish research or reports about Calix's business or if they issue an adverse or misleading opinion regarding Calix's stock, the stock price and trading volume could decline.***

The trading market for Calix's common stock will be influenced by the research and reports that industry or securities analysts publish about the company or its business. If any of the analysts who cover the company issue an adverse or misleading opinion regarding its stock, the stock price would likely decline. If one or more of these analysts cease coverage of Calix or fail to publish reports on the company regularly, it could lose visibility in the financial markets, which in turn could cause Calix's stock price or trading volume to decline.

***Calix's directors, executive officers and principal stockholders and their respective affiliates will continue to have substantial influence over the company and could delay or prevent a change in corporate control.***

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As of December 7, 2010, Calix's directors, executive officers and holders of more than 5% of the company common stock at such time, together with their affiliates, beneficially own, in the aggregate, approximately 50.3% of Calix outstanding common stock. As a result, these stockholders, acting together, could have significant influence over the outcome of matters submitted to Calix stockholders for approval, including the election of directors and any merger, consolidation or sale of all or substantially all of its assets. In addition, these stockholders, acting together, could have significant influence over the management and affairs of the company. Accordingly, this concentration of ownership might harm the market price of Calix common stock by:

delaying, deferring or preventing a change in corporate control;

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impeding a merger, consolidation, takeover or other business combination involving Calix; or

discouraging a potential acquiror from making a tender offer or otherwise attempting to obtain control of Calix.

***Future sales of shares by existing stockholders could cause Calix's stock price to decline.***

Of the 38,537,854 shares of Calix's common stock outstanding as of December 7, 2010, approximately 27.0 million shares were held by non-affiliates of Calix and 11.6 million shares were held by Calix directors and officers and their affiliates, which may be sold by these existing stockholders from time to time. In addition, (i) the 3.7 million shares subject to RSUs, (ii) the 0.8 million shares subject to outstanding options under Calix's 1997 Long-Term Incentive and Stock Option Plan, 2000 Stock Plan, 2002 Stock Plan and 2010 Equity Incentive Award Plan and (iii) the 5.9 million shares reserved for future issuance under Calix's 2010 Equity Incentive Award Plan and Employee Stock Purchase Plan as of December 7, 2010 may become eligible for sale in the public market in the future, subject to certain legal and contractual limitations. If these shares are sold, or if it is perceived that they will be sold, in the public market, the price of Calix's common stock could decline substantially.

***Calix will continue to have broad discretion to determine how to use the funds raised in its recent initial public offering, and may use them in ways that may not enhance its operating results or the price of its common stock.***

Calix's management will continue to have broad discretion over the use of proceeds from its recent initial public offering, and the company could spend the proceeds in ways its stockholders may not agree with or that do not yield a favorable return. Calix intends to use the net proceeds from the initial public offering for working capital, capital expenditures and other general corporate purposes. The company used a portion of the net proceeds to repay its credit facility and has allocated additional amounts to acquire complementary businesses, including Occam. Calix may in the future acquire other complementary businesses, products and technologies. If the company does not invest or apply the proceeds of the initial public offering in ways that improve its operating results, Calix may fail to achieve expected financial results, which could cause the stock price to decline.

***Provisions in the Calix charter documents and under the DGCL could discourage a takeover that stockholders may consider favorable and may lead to entrenchment of management.***

The Calix amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could have the effect of delaying or preventing changes in control or changes in company management without the consent of the board of directors. These provisions include:

a classified board of directors with three-year staggered terms, which may delay the ability of stockholders to change the membership of a majority of the board of directors;

no cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;

the exclusive right of the board of directors to elect a director to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on the board of directors;

the ability of the board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror;

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a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of stockholders;

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the requirement that a special meeting of stockholders may be called only by the chairman of the board of directors, the chief executive officer or the board of directors, which may delay the ability of Calix stockholders to force consideration of a proposal or to take action, including the removal of directors; and

advance notice procedures that stockholders must comply with in order to nominate candidates to the board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of Calix.

Calix is also subject to certain anti-takeover provisions under the DGCL. Under the DGCL, a corporation may not, in general, engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. For a description of Calix capital stock, see the section titled "Description of Calix Capital Stock" beginning on page 269.

***Calix may be unable to raise additional capital to fund its future operations, and any future financings or acquisitions could result in substantial dilution to existing stockholders.***

Calix may need to raise additional capital to fund operations in the future. There is no guarantee that the company will be able to raise additional equity or debt funding when or if it is required. The terms of any financing, if available, could be unfavorable to the company and its stockholders and could result in substantial dilution to the equity and voting interests of stockholders. Any failure to obtain financing when and as required could force Calix to curtail operations which would harm its business.

***Calix does not currently intend to pay dividends on its common stock and, consequently, stockholders' ability to achieve a return on their investment will depend on appreciation in the price of Calix common stock.***

Calix does not currently intend to pay any cash dividends on its common stock for the foreseeable future. The company currently intends to invest its future earnings, if any, to fund company growth. Additionally, the terms of Calix's credit facility restrict its ability to pay dividends. Therefore, stockholders are not likely to receive any dividends on their common stock for the foreseeable future.

**Risks Related to Occam**

***Risks Related to Current Economic Environment and Occam's Future Revenues***

***Occam's business is substantially dependent on the capital spending patterns of telecom operators and has recently been adversely affected by reductions and delays in capital spending by its customers, primarily due to the economic recession. Any reductions in spending or delays in customer orders in response to macroeconomic conditions, availability of funding under government economic stimulus programs, or otherwise, would adversely affect Occam's business, operating results, and financial condition. Occam cannot predict the financial impact, if any, of government economic stimulus programs on capital spending by telecom operators.***

Demand for Occam's products depends on the magnitude and timing of capital spending by telecom service providers as they construct, expand and upgrade their networks. In the fourth quarter of 2008, Occam identified a weakening in new order activity that continued throughout 2009 and into 2010. Occam believes this weakening relates to reductions in capital expenditures and capital equipment investment budgets resulting from the worldwide financial crisis and economic downturn. In addition, Occam believes that many of its customers, particularly those that participate in government funding initiatives such as the United States Department of Agriculture's RUS loan program, were delaying investment and purchase activity pending their analysis of the



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availability of funding under recently announced government economic stimulus programs. Although Occam expects that its customers will continue to carefully evaluate their capital investment decisions in light of continued economic uncertainties, governmental broadband funding initiatives should have a favorable impact on capital spending trends among telecommunication carriers for the balance of 2010 and into 2011. However, Occam cannot accurately predict the extent of financial impact, if any, that such government economic stimulus programs may have on its business. In addition, these programs may not result in a net increase in capital spending activity if telecom operators substitute spending under government stimulus programs for capital spending they would otherwise have made or if private capital spending decreases by more than the incremental increase attributable to government programs. Reductions, delays, or cancellations in order activity by Occam's customers would be expected to adversely affect Occam's future revenues by reducing the revenue Occam recognizes in any quarter from orders booked and shipped in that quarter and by reducing the amount of deferred revenues that may become recognizable in future periods upon satisfaction of revenue recognition criteria.

In addition to the impact of macroeconomic factors, Occam believes capital expenditures among IOCs have also been adversely affected as Occam's customers consider their investment and capital expenditure decisions in light of the industry transition from copper wire to fiber.

Other factors affecting the capital spending patterns of telecom service providers include the following:

competitive pressures, including pricing pressures;

consumer demand for new services;

an emphasis on generating sales from services delivered over existing networks instead of new network construction or upgrades;

the timing of annual budget approvals;

evolving industry standards and network architectures;

free cash flow and access to external sources of capital; and

completion of major network upgrades.

Changes in government funding programs can also affect capital expenditures by IOCs. Because many of Occam's customers are IOCs, their revenues are particularly dependent upon intercarrier payments (primarily interstate and intrastate access charges) and federal and state universal service subsidies. The Federal Communications Commission, or FCC, and some states are considering changes to both intercarrier payments and universal service subsidies, and such changes could reduce IOC revenues, which would be expected to have an adverse impact on capital spending budgets. Furthermore, many IOCs use government supported loan programs or grants to finance capital spending. Changes to those programs, such as the Department of Agriculture's RUS loan program, could reduce the ability of IOCs to access capital. Any decision by telecom service providers to reduce capital expenditures, whether caused by the economic downturn, changes in government regulations and subsidies, or other reasons, would have a material adverse effect on Occam's business, consolidated financial condition and results of operations.

***Occam's focus on independent telephone operating companies limits Occam's sales volume with individual customers and makes Occam's future operating results difficult to predict.***

Occam currently focuses its sales efforts on IOCs in North America. These customers generally operate relatively small networks with limited capital expenditure budgets. Accordingly, Occam believes the total potential sales volume for its products at any individual IOC is limited, and Occam must identify and sell products to new IOC customers each quarter to continue to increase sales. In addition, the spending patterns of many IOCs are characterized by small and sporadic purchases. Moreover, because Occam's sales to IOCs are predominantly based on purchase orders rather than long-term contracts, Occam's customers may stop



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purchasing equipment from Occam with little advance notice. As a result, Occam has limited backlog, Occam's future operating results are difficult to predict and Occam will likely continue to have limited visibility into future operating results.

***Occam has had limited experience selling to larger telecommunication companies, and its ability to recognize revenue, if any, from contracts with these companies may be difficult to predict. In addition, FairPoint Communications, Occam's only Tier-2 customer, recently filed for bankruptcy protection.***

In early 2008, Occam announced that it had been selected as the lead access equipment provider for a substantial broadband upgrade by FairPoint Communications, Inc., or Fairpoint, in its network in Vermont, New Hampshire, and Maine. FairPoint acquired these networks through its acquisition of certain assets of Verizon Communications, Inc. FairPoint represented Occam's first customer who is considered Tier-2 based on the number of telephone lines serviced. Occam has limited experience selling or servicing Tier-2 customers, and Occam's ability to recognize substantial revenue from the FairPoint relationship or any other relationships Occam may establish with Tier-2 customers will depend on several factors, including, among others, the timing of orders and the terms and conditions of the orders, which can affect Occam's ability to satisfy revenue recognition criteria. Occam cannot currently predict with any accuracy the timing of orders from FairPoint, and any delays or termination of FairPoint's anticipated upgrade of its northern New England network could have a material adverse effect on Occam's future revenues and operating results.

On October 26, 2009, FairPoint announced that it had filed a bankruptcy petition under chapter 11 of the United States Bankruptcy Code. And on February 7, 2010, FairPoint filed its bankruptcy reorganization plan. Since filing for reorganization on October 26, 2009, FairPoint has operated under the supervision of the bankruptcy court. As of March 31, 2010, Occam had an outstanding receivable balance from FairPoint of \$2.1 million. Of this amount, \$1.7 million related to transactions that occurred before FairPoint filed its bankruptcy petition. FairPoint has remitted the entire balance of the \$1.7 million pre-bankruptcy petition claims and Occam has recognized revenue and related cost of revenue in the quarter ended June 30, 2010. As of September 30, 2010, Occam had an outstanding receivable balance from FairPoint of approximately \$1.8 million. There are no remaining pre-petition claims outstanding.

***Fluctuations in Occam's quarterly and annual operating results may adversely affect Occam's business and prospects.***

A number of factors, many of which are outside Occam's control, may cause or contribute to significant fluctuations in Occam's quarterly and annual operating results. These fluctuations may make financial planning and forecasting more difficult. In addition, these fluctuations may result in unanticipated decreases in Occam's available cash, which could limit Occam's growth and delay implementation of Occam's expansion plans. Factors that may cause or contribute to fluctuations in Occam's operating results include:

fluctuations in demand for Occam's products, including the timing of decisions by Occam's target customers to upgrade their networks and deploy Occam's products;

delays in customer orders as IOCs evaluate and consider their capital expenditures and investments in light of the industry transition from copper wire to fiber;

increases in warranty accruals and other costs associated with remedying any performance problems relating to Occam's products;

seasonal reductions in field work during the winter months and the impact of annual budgeting cycles;

the size and timing of orders Occam receives and products Occam ships during a given period;

delays in recognizing revenue under applicable revenue recognition rules, particularly from government funded contracts, as a result of additional commitments Occam may be required to make to secure purchase orders, or with respect to sales to value added resellers where Occam cannot establish based on its credit analysis that collectability is reasonably assured;



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introductions or enhancements of products, services and technologies by Occam or its competitors, and market acceptance of these new or enhanced products, services and technologies;

Occam's ability to achieve targeted cost reductions;

the amount and timing of Occam's operating costs, including sales, engineering and manufacturing costs and capital expenditures; and

quarter-to-quarter variations in Occam's operating margins resulting from changes in Occam's product mix.

As a consequence, operating results for a particular future period are difficult to predict and prior results are not necessarily indicative of results to be expected in the future. Any of the foregoing factors may have a material adverse effect on Occam's consolidated results of operations.

***Occam has a history of losses and negative cash flow, and Occam may not be able to generate positive operating income and cash flows in the future to support the expansion of its operations.***

Occam has incurred significant losses since its inception. As of September 30, 2010, Occam had an accumulated deficit of \$138.2 million. Occam incurred substantial losses in 2009. Occam expects to continue to incur losses in 2010. Occam cannot assure you that Occam will not continue to incur losses or experience negative cash flow in the future. Occam has only generated operating income in the quarters ended December 25, 2005, September 24, 2006, December 31, 2006 and December 31, 2008. Occam's inability to generate positive operating income and cash flow would materially and adversely affect its liquidity, consolidated results of operations and consolidated financial condition.

A significant portion of Occam's expenses are fixed, and Occam expects to continue to incur significant expenses for research and development, sales and marketing, customer support, and general and administrative functions. Given the rate of growth in Occam's customer base, Occam's limited operating history and the intense competitive pressures Occam faces, Occam may be unable to adequately control its operating costs. In order to achieve and maintain profitability, Occam must increase sales while maintaining control over expense levels.

***Risks Related to Occam's Internal Controls***

***If Occam fails to maintain proper and effective internal controls, Occam's ability to produce accurate financial statements on a timely basis could be impaired, which would adversely affect Occam's consolidated operating results, Occam's ability to operate its business and Occam's stock price.***

In connection with the 2007 audit committee review of Occam's revenue recognition practices and its resulting financial restatement, Occam determined that it did not have adequate internal financial and accounting controls to produce accurate and timely financial statements. Among weaknesses and deficiencies identified in the review, Occam determined that it had a material weakness with respect to revenue recognition. The material weakness continued to exist at December 31, 2008. Since the restatement was completed in October 2007, Occam has implemented new processes and procedures to improve its internal controls and has expanded its finance and accounting staff. Occam believes that these actions have remediated the identified weaknesses and deficiencies, including the material weakness. As of December 31, 2009, Occam's chief executive officer and chief financial officer determined that Occam's internal controls over financial reporting were effective to provide reasonable assurance regarding the reliability of Occam's financial reporting and the preparation of financial statements for external reporting in accordance with generally accepted accounting principles in the United States.

Ensuring that Occam has adequate internal financial and accounting controls and procedures in place to produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be re-evaluated frequently. Occam's management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of Occam's financial

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reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States. Occam's management does not expect that Occam's internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within Occam will have been detected. As discussed in Occam's Annual Report on Form 10-K for its 2009 fiscal year and its Quarterly Reports on Form 10-Q for its 2009 fiscal quarters, Occam's audit committee and management, together with its current and former independent registered public accounting firms, have identified numerous control deficiencies in the past and may identify additional deficiencies in the future. Failure on Occam's part to have effective internal financial and accounting controls could cause Occam's financial reporting to be unreliable, could have a material adverse effect on Occam's business, operating results, and financial condition, and could adversely affect the trading price of Occam's common stock.

Occam was initially required to comply with Section 404 of the Sarbanes Oxley Act of 2002 in connection with its Annual Report on Form 10-K for Occam's year ended December 31, 2007. Occam has expended significant resources in developing the necessary documentation and testing procedures required by Section 404 of the Sarbanes Oxley Act. Occam cannot be certain that the actions Occam has taken and is taking to improve its internal controls over financial reporting will be sufficient to maintain effective internal controls over financial reporting in subsequent reporting periods or that Occam will be able to implement its planned processes and procedures in a timely manner. In addition, Occam may be unable to produce accurate financial statements on a timely basis. Any of the foregoing could cause investors to lose confidence in the reliability of the Occam's consolidated financial statements, which could cause the market price of Occam's common stock to decline and make it more difficult for Occam to finance its operations and growth.

### ***Risks Related to Occam's Business and Industry***

***Because Occam's markets are highly competitive and dominated by large, well-financed participants, Occam may be unable to compete effectively.***

Competition in Occam's market is intense, and Occam expects competition to increase. The market for broadband access equipment is dominated primarily by large, established suppliers such as Alcatel Lucent SA, Motorola, Tellabs and ADTRAN Inc. While these suppliers focus primarily on large service providers, they have competed, and may increasingly compete, in the IOC market segment. In addition, a number of companies, including Calix, Inc., have developed, or are developing, products that compete with Occam's, including within Occam's core IOC segment.

Occam's ability to compete successfully depends on a number of factors, including:

the successful identification and development of new products for Occam's core market;

Occam's ability to timely anticipate customer and market requirements and changes in technology and industry standards;

Occam's ability to gain access to and use technologies in a cost-effective manner;

Occam's ability to timely introduce cost-effective new products;

Occam's ability to differentiate its products from its competitors' offerings;

Occam's ability to gain customer acceptance of its products;

the performance of Occam's products relative to Occam's competitors' products;

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Occam's ability to market and sell its products through effective sales channels;

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Occam's ability to establish and maintain effective internal financial and accounting controls and procedures and restore confidence in Occam's financial reporting;

the protection of Occam's intellectual property, including Occam's processes, trade secrets and know-how; and

Occam's ability to attract and retain qualified technical, executive and sales personnel.

Many of Occam's existing and potential competitors are larger than Occam, with longer operating histories, and have substantially greater financial, technical, marketing or other resources; significantly greater name recognition; and a larger installed base of customers than Occam does. Unlike many of Occam's competitors, Occam does not provide equipment financing to potential customers. In addition, many of Occam's competitors have broader product lines than Occam does, so they can offer bundled products, which may appeal to certain customers.

Because the products that Occam and its competitors sell require a substantial investment of time and funds to install, customers are typically reluctant to switch equipment suppliers once a particular supplier's product has been installed. As a result, competition among equipment suppliers to secure contracts with potential customers is particularly intense and will continue to place pressure on product pricing. Some of Occam's competitors have in the past and may in the future resort to offering substantial discounts to win new customers and generate cash flows. If Occam is forced to reduce prices in order to secure customers, Occam may be unable to sustain gross margins at desired levels or achieve profitability.

***Occam has relied, and expects to continue to rely, on Occam's BLC 6000 product line for the substantial majority of its sales, and a decline in sales of Occam's BLC 6000 line would cause Occam's overall sales to decline proportionally.***

Occam has derived a substantial majority of its sales in recent years from its BLC 6000 product line. Occam expects that sales of this product line will continue to account for a substantial majority of Occam's sales for the foreseeable future. Any factors adversely affecting the pricing of, or demand for, Occam's BLC 6000 line, including competition or technological change, could cause Occam's sales to decline materially and its business to suffer.

***If Occam fails to enhance its existing products and develop new products and features that meet changing customer requirements and support new technological advances, Occam's sales would be materially and adversely affected.***

Occam's market is characterized by rapid technological advances, frequent new product introductions, evolving industry standards and recurring changes in end-user requirements. Occam's future success will depend significantly on its ability to anticipate and adapt to such changes and to offer, on a timely and cost-effective basis, products and features that meet changing customer demands and industry standards. The timely development of new or enhanced products is a complex and uncertain process, and Occam may not be able to accurately anticipate market trends or have sufficient resources to successfully manage long development cycles. Occam may also experience design, manufacturing, marketing and other difficulties that could delay or prevent the development, introduction or marketing of new products and enhancements. The introduction of new or enhanced products also requires that Occam manage the transition from older products to these new or enhanced products in order to minimize disruption in customer ordering patterns and ensure that adequate supplies of new products are available for delivery to meet anticipated customer demand. If Occam is unable to develop new products or enhancements to its existing products on a timely and cost-effective basis, or if Occam's new products or enhancements fail to achieve market acceptance, Occam's business, consolidated financial condition and consolidated results of operations would be materially and adversely affected.



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Occam has enhanced its BLC 6000 platform to support active Gigabit Ethernet fiber-to-the-premises, or FTTP, services. Although Occam has invested significant time and resources to develop this enhancement, these FTTP-enabled products are relatively new, with limited sales to date, and market acceptance of these products may fall below Occam's expectations. The introduction of new products is also expected to place pressure on Occam's gross margins as most new products require time and increased sales volumes to achieve cost-saving efficiencies in production. To the extent Occam's new products and enhancements do not achieve broad market acceptance, Occam may not realize expected returns on its investments, and Occam may lose current and potential customers.

***If Occam's products contain undetected defects, including errors and interoperability issues, Occam could incur significant unexpected expenses to remedy the defects, which could have a material adverse effect on Occam's sales, results of operations or financial condition.***

Although Occam's products are tested prior to shipment, they may contain software or hardware errors, defects or interoperability issues (collectively described as "defects") that may only be detected when deployed in live networks that generate high amounts of communications traffic. In addition, defects or other malfunctions or quality control issues may not appear until the equipment has been deployed for an extended period of time. Occam also continues to introduce new products that may have undetected software or hardware defects. Occam's customers may discover defects in Occam's products at any time after deployment or as their networks are expanded and modified. Any defects in Occam's products discovered in the future, or failures of Occam's customers' networks, whether caused by Occam's products or those of another vendor, could result in lost sales and market share and negative publicity regarding Occam's products. In 2007, Occam experienced higher than average failures of certain assemblies that were fabricated between October 2005 and January 2006 and identified design issues associated with a transistor that resulted in equipment disruption and that required a rework effort. Recently, Occam has identified malfunctions or defects in specific customer deployments related to capacitor power function failures in equipment that had been in service for extended periods of time that Occam was required to repair under applicable warranties or elected to repair for customer relations purposes.

Defects, malfunctions, or other performance issues relating to Occam's products could increase Occam's warranty accruals and operating expenses, could have an adverse effect on market perceptions of Occam's products, and could have a material adverse effect on Occam's business, consolidated results of operations, and consolidated financial condition. Occam quantifies and records an estimate for warranty-related costs based on a variety of factors including but not limited to Occam's actual history, projected return and failure rates and current repair costs. Occam's estimates are primarily based on an estimate of products that may be returned for warranty repair, estimated costs of repair, including parts and labor, depending on the type of service required. These estimates require Occam to examine past and current warranty issues and consider their continuing impact in the future. Occam's estimates of future warranty liability are based on prediction of future events, conditions and other complicated factors that are difficult to predict. The actual costs Occam incurs may differ materially from Occam's estimates.

***Occam's efforts to increase its sales and marketing efforts to larger telecom operators, which may require Occam to broaden its reseller relationships, may be unsuccessful.***

To date, Occam's sales and marketing efforts have been focused on small and mid-sized IOCs. A key element of Occam's long-term strategy is to increase sales to large IOCs, competitive local exchange carriers, regional Bell operating companies and international telecom service providers. Occam may be required to devote substantial technical, marketing and sales resources to the pursuit of these customers, who have lengthy equipment qualification and sales cycles. In particular, sales to these customers may require Occam to upgrade its products to meet more stringent performance criteria, develop new customer specific features or adapt its products to meet international standards. Occam may incur substantial technical, sales and marketing expenses and expend significant management effort without any assurance of generating sales. Because Occam has limited resources and large telecom operators may be reluctant to purchase products from a relatively small supplier like

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Occam, Occam plans to target these customers in cooperation with strategic resellers. These reseller relationships may not be available to Occam, and if formed, may include terms, such as exclusivity and non-competition provisions, that restrict Occam's activities or impose onerous requirements on Occam. Moreover, in connection with these relationships, Occam may forego direct sales opportunities in favor of forming relationships with strategic resellers. If Occam is unable to successfully increase its sales to larger telecom operators or expand its reseller relationships, Occam may be unable to implement its long-term growth strategy.

***If Occam were to experience payment problems with either resellers or customers for whom Occam is unable to assess creditworthiness, it could have an adverse impact on Occam's business, operating results, or financial condition.***

Value added resellers, or VARs, account for a substantial portion of Occam's revenue in a quarter. Some of these VARs are not well capitalized, making collection of receivables from them uncertain. In addition, in certain instances, Occam is limited in its ability to evaluate the creditworthiness of direct customers who decline to provide Occam with financial information. In 2007, in connection with the restatement of Occam's consolidated financial statements, Occam adopted a revenue recognition policy that Occam would not recognize revenue from those resellers who lacked an independent ability to pay Occam until Occam received cash payment. Sales to VARs for whom Occam is not able to recognize revenue until Occam receives cash payment are reflected as deferred revenue. Any material collection issues Occam may experience with these resellers or direct customers could have an adverse impact on Occam's business, operating results, or financial condition and could result in increases in bad debt expense or collection costs, inventory impairments, or adjustments to Occam's reported revenues or deferred revenues. Any of these could result in a decline in Occam's stock price.

***Occam relies on resellers to promote, sell, install and support Occam's products to small customers in North America, and internationally. Their failure to do so or Occam's inability to recruit or retain resellers may substantially reduce Occam's sales and thus seriously harm its business.***

Occam relies on VARs who can provide high quality sales and support services. Occam competes with other telecommunications systems providers for Occam's resellers' business as Occam's resellers generally market competing products. If a reseller promotes a competitor's products to the detriment of Occam's products or otherwise fails to market Occam's products and services effectively, Occam could lose market share. In addition, the loss of a key reseller or the failure of resellers to provide adequate customer service could have a negative effect on customer satisfaction and could cause harm to Occam's business. If Occam does not properly train its resellers to sell, install and service Occam's products, Occam's business, financial condition and results of operations will suffer.

***Occam may be unable to successfully expand its international operations. In addition, Occam's international expansion plans, if implemented, will subject Occam to a variety of risks that may adversely affect Occam's business.***

Occam currently generates almost all of its sales from customers in North America and has very limited experience marketing, selling and supporting its products and services outside North America or managing the administrative aspects of a worldwide operation. While Occam intends to expand its international operations, Occam may not be able to create or maintain international market demand for its products. In addition, regulations or standards adopted by other countries may require Occam to redesign its existing products or develop new products suitable for sale in those countries. If Occam invests substantial time and resources to expand its international operations and is unable to do so successfully and in a timely manner, Occam's business, financial condition and results of operations will suffer. In the course of expanding its international operations and operating overseas, Occam will be subject to a variety of risks, including:

differing regulatory requirements, including tax laws, trade laws, labor regulations, tariffs, export quotas, custom duties or other trade restrictions and changes thereto;

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greater difficulty supporting and localizing Occam's products;

different or unique competitive pressures as a result of, among other things, the presence of local equipment suppliers;

challenges inherent in efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits and compliance programs;

limited or unfavorable intellectual property protection;

changes in a specific country's or region's political or economic conditions; and

restrictions on the repatriation of earnings.

***Occam may pursue acquisitions to broaden its product line or address new or larger markets. Acquisitions involve a number of risks. If Occam is unable to address and resolve these risks successfully, such acquisitions could have a material adverse impact to Occam's business, consolidated results of operations and consolidated financial condition.***

Occam may make acquisitions of businesses, products or technologies to expand its product offerings and capabilities, customer base and business. In October 2007, Occam acquired certain assets and assumed certain liabilities of Terawave Communications and Occam has evaluated, and expects to continue to evaluate, a wide array of potential strategic transactions. Occam has limited experience making such acquisitions. Any of these transactions could be material to Occam's consolidated financial condition and results of operations. The anticipated benefit of acquisitions may never materialize. In addition, the process of integrating an acquired business, products or technologies may create unforeseen operating difficulties and expenditures. Some of the areas where Occam may face acquisition related risks include:

diversion of management time and potential business disruptions;

expenses, distractions and potential claims resulting from acquisitions, whether or not they are completed;

retaining and integrating employees from any businesses Occam may acquire;

issuance of dilutive equity securities or incurrence of debt;

integrating various accounting, management, information, human resource and other systems to permit effective management;

incurring possible write-offs, impairment charges, contingent liabilities, amortization expense or write-offs of goodwill;

difficulties integrating and supporting acquired products or technologies;

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unexpected capital equipment outlays and related costs;

insufficient revenues to offset increased expenses associated with the acquisition;

under performance problems associated with acquisitions;

opportunity costs associated with committing capital to such acquisitions; and

becoming involved in acquisition related litigation.

Foreign acquisitions involve unique risks in addition to those mentioned above, including those related to integration of operations across different cultures and languages, currency risks and the particular economic, political and regulatory risks associated with specific countries. Occam cannot assure that it will be able to address these risks successfully, or at all, without incurring significant costs, delay or other operating problems.

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Occam's inability to resolve any of such risks could have a material adverse impact on Occam's business, consolidated financial condition and consolidated results of operations.

*If Occam loses any of its key personnel, or is unable to attract, train and retain qualified personnel, Occam's ability to manage its business and continue its growth would be negatively impacted.*

Occam's success depends, in large part, on the continued contributions of Occam's key management, engineering, sales and marketing personnel, many of whom are highly skilled and would be difficult to replace. None of Occam's senior management or key technical or sales personnel is bound by a written employment contract to remain with Occam for a specified period. In addition, Occam does not currently maintain key-man life insurance covering Occam's key personnel. If Occam loses the services of any key personnel, Occam's business, financial condition and results of operations may suffer.

Competition for skilled personnel, particularly those specializing in engineering and sales is intense. Occam cannot be certain that it will be successful in attracting and retaining qualified personnel, or that newly hired personnel will function effectively, either individually or as a group. In particular, Occam must continue to expand its direct sales force, including hiring additional sales managers, to grow Occam's customer base and increase sales. Even if Occam is successful in hiring additional sales personnel, new sales representatives require up to a year to become effective, and the recent loss of a senior sales executive could have an adverse impact on Occam's ability to recruit and train additional sales personnel. In addition, Occam's industry is characterized by frequent claims relating to unfair hiring practices. Occam may become subject to such claims and may incur substantial costs in defending itself against these claims, regardless of their merits. If Occam is unable to effectively hire, integrate and utilize new personnel, the execution of its business strategy and its ability to react to changing market conditions may be impeded, and Occam's business, financial condition and results of operations could suffer.

*Occam may have difficulty managing growth in its business, if any, which could limit Occam's ability to increase sales and cash flow.*

Occam expects to expand its research and development, sales, marketing and support activities, including its activities outside the U.S. depending on future business and economic conditions. Occam's historical growth has placed, and is expected to continue to place, significant demands on Occam's management, as well as Occam's financial and operational resources, as required to:

implement and maintain effective financial disclosure controls and procedures, including the remediation of internal control deficiencies identified in Occam's audit committee investigation;

implement appropriate operational and financial systems;

manage a larger organization;

expand Occam's manufacturing and distribution capacity;

increase Occam's sales and marketing efforts; and

broaden Occam's customer support capabilities.

In addition, if Occam cannot grow or manage its business growth effectively, Occam may not be able to execute its business strategies and Occam's business, consolidated financial condition and consolidated results of operations would suffer.

*Because Occam depends upon a small number of outside contractors to manufacture its products, its operations could be disrupted if Occam encounters problems with any of these contractors.*

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Occam does not have internal manufacturing capabilities and relies upon a small number of contract manufacturers to build its products. In particular, Occam relies on AsteelFlash Group (formerly Flash

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Electronics), Inc. for the manufacture of Occam's BLC 6000 blade products. Occam's reliance on a small number of contract manufacturers makes Occam vulnerable to possible capacity constraints and reduced control over component availability, delivery schedules, manufacturing yields and costs. Occam does not have long-term supply contracts with its primary contract manufacturers. Consequently, these manufacturers are not obligated to supply products to Occam for any specific period, in any specific quantity or at any certain price, except as may be provided by a particular purchase order. If any of Occam's manufacturers were unable or unwilling to continue manufacturing Occam's products in required volumes and at high quality levels, Occam would have to identify, qualify and select acceptable alternative manufacturers. It is possible that an alternate source may not be available to Occam when needed or may not be in a position to satisfy Occam's production requirements at commercially reasonable prices and quality. Any significant interruption in manufacturing would require Occam to reduce its supply of products to its customers, which in turn could have a material adverse effect on Occam's customer relations, business, consolidated financial condition and consolidated results of operations.

A portion of Occam's manufacturing was moved to the overseas facilities of Occam's primary contract manufacturer. This transition presents a number of risks, including the potential for a supply interruption or a reduction in manufacturing quality or controls, any of which would negatively impact Occam's business, customer relationships and results of operations.

***Occam depends on sole source and limited source suppliers for key components and license technology from third parties. If Occam is unable to source these components and technologies on a timely basis, Occam will not be able to deliver its products to its customers.***

Occam depends on sole source and limited source suppliers for key components of Occam's products. Occam may from time to time enter into original equipment manufacturer, or OEM, and/or original design manufacturer, or ODM, agreements to manufacture and/or design certain products. Any of the sole source and limited source suppliers, OEM and ODM suppliers upon which Occam relies could stop producing Occam's components, cease operations entirely, or be acquired by, or enter into exclusive arrangements with, Occam's competitors. Occam does not have long-term supply agreements with its suppliers, and Occam's purchase volumes are currently too low for Occam to be considered a priority customer by most of its suppliers. Occam has recently experienced supply constraints with respect to certain components as demand has increased and Occam expects that it may continue to experience supply constraints in near-term periods. As a result, these suppliers could stop selling components to Occam at commercially reasonable prices, or at all. Any such interruption or delay may force Occam to seek similar components from alternate sources, if available at all. Switching suppliers may require that Occam redesign its products to accommodate the new component and may potentially require Occam to re-qualify its products with its customers, which would be costly and time-consuming. Any interruption in the supply of sole source or limited source components would adversely affect Occam's ability to meet scheduled product deliveries to Occam's customers and would materially and adversely affect Occam's business, consolidated financial condition and consolidated results of operations.

Periodically, Occam may be required to license technology from third parties to develop new products or product enhancements. These third party licenses may be unavailable to Occam on commercially reasonable terms, if at all. Occam's inability to obtain necessary third party licenses may force Occam to obtain substitute technology of lower quality or performance standards or at greater cost, any of which could seriously harm the competitiveness of Occam's products and which would result in a material and adverse effect on Occam's business, consolidated financial condition and consolidated results of operations.

***If Occam fails to accurately predict its manufacturing requirements and manage its inventory, Occam could incur additional costs, experience manufacturing delays, or lose revenue.***

Lead times for the materials and components that Occam orders through its contract manufacturers may vary significantly and depend on numerous factors, including the specific supplier, contract terms and market demand for a component at a given time. If Occam overestimates its production requirements, Occam's contract

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manufacturers may purchase excess components and build excess inventory. If Occam's contract manufacturers purchase excess components that are unique to Occam's products or build excess products, Occam could be required to pay for these excess parts or products and recognize related inventory write-down costs. If Occam underestimates its product requirements, Occam's contract manufacturers may have inadequate component inventory, which could interrupt manufacturing of Occam's products and result in delays or cancellation of sales. In prior periods Occam has experienced excess and obsolete inventory write downs which impact Occam's cost of revenue. This may continue in the future, which would have an adverse effect on Occam's gross margins, consolidated financial condition and consolidated results of operations.

***Demand for Occam's products is dependent on the willingness of Occam's customers to deploy new services, the success of Occam's customers in selling new services to their subscribers, and the willingness of Occam's customers to utilize IP and Ethernet technologies in local access networks.***

Demand for Occam's products is dependent on the success of Occam's customers in deploying and selling services to their subscribers. Occam's BLC 6000 platform simultaneously supports IP-based services, such as broadband Internet, VoIP, IPTV and FTTP, and traditional voice services. If end-user demand for IP-based services does not grow as expected or declines and Occam's customers are unable or unwilling to deploy and market these newer services, demand for Occam's products may decrease or fail to grow at rates Occam anticipates.

Occam's strategy includes developing products for the local access network that incorporate IP and Ethernet technologies. If these technologies are not widely adopted by telecom service providers for use in local access networks, demand for Occam's products may decline or not grow. As a result, Occam may be unable to sell its products to recoup its expenses related to the development of these products and Occam's consolidated results of operations would be harmed.

***Changes in existing accounting or taxation rules or practices may adversely affect Occam's consolidated results of operations. In addition, as Occam expands its business, Occam could become subject to taxation in new states or jurisdictions, which will require Occam to incur additional compliance costs and potential taxes and fees associated with complying with such tax laws.***

Occam is subject to numerous tax and accounting requirements, and changes in existing accounting or taxation rules or practices, or varying interpretations of current rules or practices, could have a significant adverse effect on Occam's financial results or the manner in which Occam conducts its business. For example, prior to fiscal 2006, Occam accounted for options granted to employees using the intrinsic value method, which, given that Occam generally granted employee options with exercise prices equal to the fair market value of the underlying stock at the time of grant, resulted in no compensation expense. Beginning in fiscal 2006, Occam began recording expenses for its stock based compensation plans, including option grants to employees, using the fair value method, under which Occam expects its ongoing accounting charges related to equity awards to employees to be significantly greater than those Occam would have recorded under the intrinsic value method. Occam expects to continue to use stock based compensation as a significant component of its compensation package for existing and future employees.

Accordingly, changes in accounting for stock based compensation expense are expected to have a material adverse affect on Occam's reported results. Any similar changes in accounting or taxation rules or practices could have a material impact on Occam's consolidated financial results or the way Occam conducts its business.

In recent years, the geographic scope of Occam's business has expanded, and such expansion requires Occam to comply with the tax laws and regulations of multiple jurisdictions. Requirements as to taxation vary substantially among states and other jurisdictions. Occam has recently expanded its international sales activity and may become subject to foreign tax laws as well, particularly related to value added taxes. Complying with the tax laws of these jurisdictions can be time consuming and expensive and could subject Occam to penalties



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and fees if Occam inadvertently fails to comply. In the United States, tax authorities in states where Occam believed it was not subject to sales tax could assert jurisdiction and seek to collect sales taxes, which could result in increased compliance expense as well as penalties and could adversely affect Occam's customer relationships if it is determined Occam needs to collect sales taxes for prior transactions. In the event Occam fails inadvertently to comply with applicable tax laws, it could have a material adverse effect on Occam's business, results of operations, and financial condition.

***Occam's customers are subject to government regulation, and changes in current or future laws or regulations that negatively impact Occam's customers could harm Occam's business.***

The jurisdiction of the Federal Communications Commission, or FCC, extends to the entire telecommunications industry, including Occam's customers. Future FCC regulations affecting the broadband access industry, Occam's customers, or the service offerings of Occam's customers, may harm Occam's business. For example, FCC regulatory policies affecting the availability of data and Internet services may impede the penetration of Occam's customers into certain markets or affect the prices they may charge in such markets. Furthermore, many of Occam's customers are subject to FCC rate regulation of interstate telecommunications services, and are recipients of federal universal service subsidies implemented and administered by the FCC. In addition, many of Occam's customers are subject to state regulation of intrastate telecommunications services, including rates for such services, and may also receive state universal service subsidies. Changes in FCC or state rate regulations or federal or state universal service subsidies or the imposition of taxes on Internet access service, could adversely affect Occam's customers' revenues and capital spending plans. In addition, international regulatory bodies are beginning to adopt standards and regulations for the telecom industry. These domestic and foreign standards, laws and regulations address various aspects of VoIP and broadband use, including issues relating to liability for information retrieved from, or transmitted over, the Internet. Changes in standards, laws and regulations, or judgments in favor of plaintiffs in lawsuits against service providers could adversely affect the development of Internet and other IP-based services. This, in turn, could directly or indirectly materially adversely impact the telecom industry in which Occam's customers operate. To the extent Occam's customers are adversely affected by laws or regulations regarding their business, products or service offerings, Occam's business, financial condition and results of operations would suffer.

***The amount of Occam's net operating loss (NOL) and credit carryforwards is uncertain. Prior transactions to which Occam or Occam's stockholders or their affiliates have been a party, and future transactions to which Occam or Occam's stockholders or their affiliates may become a party, including stock issuances and certain shareholder stock transactions could jeopardize Occam's ability to use some or all of Occam's NOLs and tax credits, and the amounts of NOLs or tax credits Occam would be precluded from using could be material. In addition, California and certain states have recently suspended or are considering suspending, the ability to use net operating loss carryforwards in future years and this could adversely affect future operating results.***

Based on current tax law, Occam believes it has certain NOLs and tax credits for U.S. federal and state income tax purposes to offset future taxable income and related taxes. As of December 31, 2009, Occam has incurred significant losses and credits in the United States. Occam's ability to utilize these tax attributes may be subject to significant limitations under Sections 382 and 383 of the Internal Revenue Code if it has undergone, or undergo in the future, an ownership change. An ownership change occurs for purposes of Section 382 of the Internal Revenue Code if, among other things, stockholders who own or have owned, directly or indirectly, 5% or more of Occam's common stock (with certain groups of less-than-5% stockholders treated as a single stockholder for this purpose) increase their aggregate percentage ownership of Occam's common stock by more than fifty percentage points above the lowest percentage of the stock owned by these stockholders at any time during the relevant three-year testing period. In the event of an ownership change, Sections 382 and 383 impose an annual limitation, based upon Occam's company valuation at the time of the ownership change, on the amount of taxable income a corporation may offset with NOLs and credits. Any unused annual limitation may be carried over to later years until the applicable expiration date for the respective NOLs and credits. In general, the higher Occam's company valuation at the time of such an ownership change, the higher the annual limitation would be,

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and Occam could offset a greater amount of taxable income with the NOLs and credits. However, if an ownership change has occurred in a period when Occam's company valuation was low, the annual limitation would be lower, and it could only offset a lesser amount of taxable income with the NOLs and credits.

To the extent that these tax attributes become significantly limited, Occam expects to be taxed on its income, if any, at the U.S. federal and state statutory rates. As a result, any inability to utilize these tax attributes would adversely affect future operating results by the amount of the federal or state taxes that would not have otherwise been payable, having an adverse impact on Occam's operating results and financial condition. In addition, inability to use NOLs and credits would adversely affect Occam's financial condition relative to Occam's financial condition had these tax attributes been available. In addition, California and certain states have suspended use of NOLs, and other states are considering similar measures. As a result, Occam may incur higher state income tax expense in the future. Depending on Occam's future tax position, continued suspension of Occam's ability to use state NOLs could have an adverse impact on Occam's operating results and financial condition.

***If Occam fails to comply with regulations and evolving industry standards, sales of Occam's existing and future products could be adversely affected.***

The markets for Occam's products are characterized by a significant number of laws, regulations and standards, both domestic and international, some of which are evolving as new technologies are deployed. Occam's products are required to comply with these laws, regulations and standards, including those promulgated by the FCC. For example, the FCC required that all facilities based providers of broadband Internet access and interconnect VoIP services meet the capability requirements of the Communications Assistance for Law Enforcement Act by May 14, 2007. Subject to certain statutory parameters, Occam was required to make available to its customers, on a reasonably timely basis and at a reasonable charge, such features or modifications as are necessary to permit its customers to meet those capability requirements. In some cases, Occam is required to obtain certifications or authorizations before its products can be introduced, marketed or sold. There can be no assurance that Occam will be able to continue to design its products to comply with all necessary requirements in the future. Accordingly, any of these laws, regulations and standards may directly affect Occam's ability to market or sell its products.

Some of Occam's operations are regulated under various federal, state and local environmental laws. Occam's planned international expansion will likely subject Occam to additional environmental and other laws. For example, the European Union Directive 2002/96/EC on waste electrical and electronic equipment, known as the WEEE Directive, requires producers of certain electrical and electronic equipment, including telecom equipment, to be financially responsible for the specified collection, recycling, treatment and disposal of past and present covered products placed on the market in the European Union. The European Union Directive 2002/95/EC on the restriction of the use of hazardous substances in electrical and electronic equipment, known as the RoHS Directive, restricts the use of certain hazardous substances, including lead, in covered products. Failure to comply with these and other environmental laws could result in fines and penalties and decreased sales, which could adversely affect Occam's planned international expansion and Occam's consolidated operating results.

***Compliance with changing regulation of corporate governance and public disclosure may result in additional expenses.***

Changing laws, regulations and standards relating to corporate governance and public disclosure may create uncertainty regarding compliance matters. New or changed laws, regulations and standards are subject to varying interpretations in many cases. As a result, their application in practice may evolve over time. Occam is committed to maintaining high standards of corporate governance and public disclosure. Complying with evolving interpretations of new or changed legal requirements may cause Occam to incur higher costs as Occam revises current practices, policies and procedures, and may divert management time and attention from revenue generating to compliance activities. If Occam's efforts to comply with new or changed laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to

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practice, Occam's reputation might also be harmed. Further, Occam's board members, chief executive officer and chief financial officer could face an increased risk of personal liability in connection with the performance of their duties. As a result, Occam may have difficulty attracting and retaining qualified board members and executive officers, which could harm Occam's business.

*Occam may not be able to protect its intellectual property, which could adversely affect Occam's ability to compete effectively.*

Occam depends on its proprietary technology for its success and ability to compete. Occam currently holds 30 issued patents and has several patent applications pending. Occam relies on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality agreements and licensing arrangements, to establish and protect its proprietary rights. Existing patent, copyright, trademark and trade secret laws will afford Occam only limited protection. In addition, the laws of some foreign countries do not protect proprietary rights to the same extent, as do the laws of the U.S. Occam cannot assure you that any pending patent applications will result in issued patents, and issued patents could prove unenforceable. Any infringement of Occam's proprietary rights could result in significant litigation costs. Further, any failure by Occam to adequately protect its proprietary rights could result in Occam's competitors offering similar products, resulting in the loss of Occam's competitive advantage and decreased sales.

Despite Occam's efforts to protect its proprietary rights, attempts may be made to copy or reverse engineer aspects of Occam's products, or to obtain and use information that Occam regards as proprietary. Accordingly, Occam may be unable to protect its proprietary rights against unauthorized third party copying or use. Furthermore, policing the unauthorized use of Occam's intellectual property would be difficult for Occam. Litigation may be necessary in the future to enforce Occam's intellectual property rights, to protect Occam's trade secrets or to determine the validity and scope of the proprietary rights of others. Litigation could result in substantial costs and diversion of resources and could have a material adverse effect on Occam's business, consolidated financial condition and consolidated results of operations.

*Occam could become subject to litigation regarding intellectual property rights that could materially harm Occam's business.*

Occam may be subject to intellectual property infringement claims that are costly to defend and could limit Occam's ability to use some technologies in the future. Occam's industry is characterized by frequent intellectual property litigation based on allegations of infringement of intellectual property rights. From time to time, third parties have asserted against Occam and may assert against Occam in the future patent, copyright, trademark or other intellectual property rights to technologies or rights that are important to Occam's business. In addition, Occam has agreed, and may in the future agree, to indemnify its customers for any expenses or liabilities resulting from claimed infringements of patents, trademarks or copyrights of third parties. Any claims asserting that Occam's products infringe, or may infringe on, the proprietary rights of third parties, with or without merit, could be time-consuming, resulting in costly litigation and diverting the efforts of Occam's management. These claims could also result in product shipment delays or require Occam to modify its products or enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available to Occam on acceptable terms, if at all.

*Occam's business could be shut down or severely impacted if a natural disaster or other unforeseen catastrophe occurs, particularly in California.*

Occam's business and operations depend on the extent to which Occam's facilities and products are protected against damage from fire, earthquakes, power loss and similar events. Some of Occam's key business activities currently take place in regions considered as high risk for certain types of natural disasters. Despite precautions Occam has taken, a natural disaster or other unanticipated problem could, among other things, hinder Occam's research and development efforts, delay the shipment of Occam's products and affect Occam's ability

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to receive and fulfill orders. While Occam believes that its insurance coverage is comparable to those of similar companies in Occam's industry, it does not cover all natural disasters, in particular, earthquakes and floods.

***Risks Related to Occam's Common Stock***

***Occam's executive officers, directors and their affiliates hold a large percentage of Occam's stock and their interests may differ from other stockholders.***

As of November 30, 2010, Occam's executive officers, directors and their affiliates beneficially owned, in the aggregate, approximately 27% of Occam's outstanding common stock, of this 25% is collectively owned by investment funds affiliated with U.S. Venture Partners and Norwest Venture Partners. Representatives of U.S. Venture Partners and Norwest Venture Partners are directors of Occam. These stockholders have significant influence over most matters requiring approval by stockholders, including the election of directors, any amendments to Occam's certificate of incorporation and significant corporate transactions.

***Occam's stock price may be volatile, and you may not be able to resell shares of Occam's common stock at or above the price you paid.***

Occam's shares of common stock began trading on The NASDAQ Global Market in November 2006. An active public market for Occam's shares on The NASDAQ Global Market may not be sustained. In particular, limited trading volumes and liquidity may limit the ability of stockholders to purchase or sell the company's common stock in the amounts and at the times they wish. Trading volume in Occam's common stock tends to be modest relative to Occam's total outstanding shares, and the price of Occam's common stock may fluctuate substantially (particularly in percentage terms) without regard to news about Occam or general trends in the stock market.

In addition, the trading price of Occam's common stock could become highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond Occam's control. These factors include those discussed in this "Risk Factors" of this proxy statement/prospectus section and others such as:

quarterly variations in Occam's consolidated results of operations or those of Occam's competitors;

changes in earnings estimates or recommendations by securities analysts;

announcements by Occam or its competitors of new products, significant contracts, commercial relationships, acquisitions or capital commitments;

developments with respect to intellectual property rights;

Occam's ability to develop and market new and enhanced products on a timely basis;

commencement of, or involvement in, litigation;

general market volatility;

lack of capital to invest in Occam;

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changes in governmental regulations or in the status of Occam's regulatory approvals;

a slowdown in the telecom industry or general economy; and

continuation of the current economic and credit crisis.

In recent years, the stock market in general, and the market for technology companies in particular, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of Occam's common stock, regardless of Occam's actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company's securities,

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securities class action litigation has often been instituted against these companies. Any litigation that may be instituted against Occam could result in substantial costs and a diversion of Occam's management's attention and resources.

*Provisions in Occam's charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable.*

Provisions in Occam's certificate of incorporation and bylaws, as amended and restated, may have the effect of delaying or preventing a change of control or changes in Occam's management. These provisions include the following:

the Occam board has the right to elect directors to fill a vacancy created by the expansion of the board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on the Occam board;

Occam's stockholders may not act by written consent or call special stockholders' meetings; as a result, a holder, or holders, controlling a majority of Occam's capital stock would not be able to take certain actions other than at annual stockholders' meetings or special stockholders' meetings called by the board of directors, the chairman of the board, the chief executive officer or the president;

Occam's certificate of incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;

stockholders must provide advance notice to nominate individuals for election to the board of directors or to propose matters that can be acted upon at a stockholders' meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of Occam; and

the Occam board may issue, without stockholder approval, shares of undesignated preferred stock; the ability to authorize undesignated preferred stock makes it possible for the Occam board to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to acquire Occam.

As a Delaware corporation, Occam is also subject to certain Delaware anti-takeover provisions. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. The Occam board could rely on Delaware law to prevent or delay an acquisition of Occam.

*Occam may be unable to raise additional capital to fund its future operations, and any future financings or acquisitions could result in substantial dilution to existing stockholders.*

While Occam anticipates its cash balances and any cash from operations, will be sufficient to fund Occam's operations for at least the next 12 months, Occam may need to raise additional capital to fund operations in the future. There is no guarantee that Occam will be able to raise additional equity or debt funding when or if it is required. The terms of any financing, if available, could be unfavorable to Occam and its stockholders and could result in substantial dilution to the equity and voting interests of Occam's stockholders. Any failure to obtain financing when and as required would have an adverse and material effect on Occam's business, consolidated financial condition and consolidated results of operations.

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*If securities or industry analysts do not publish research or publish misleading or unfavorable research about Occam's business, Occam's stock price and trading volume could decline.*

The trading market for Occam's common stock depends in part on the research and reports that securities or industry analysts publish about Occam or its business. If no or few securities or industry analysts cover Occam, the trading price for Occam's stock would be negatively impacted. If one or more of the analysts who covers the company downgrades Occam's stock or publishes misleading or unfavorable research about Occam's business, Occam's stock price would likely decline. If one or more of these analysts ceases coverage of Occam or fails to publish reports on Occam regularly, demand for Occam's stock could decrease, which could cause or stock price or trading volume to decline.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This proxy statement/prospectus contains forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this proxy statement/prospectus, including statements regarding Calix's or Occam's future financial position, business strategy and plans and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as believe, may, estimate, continue, anticipate, intend, should, plan, predict, potential, or the negative of these terms or other similar expressions. Forward-looking statements include, without limitation, Occam's or Calix's expectations concerning the outlook for their respective businesses, productivity, plans and goals for future operational improvements and capital investments, operational performance, future market conditions or economic performance and developments in the capital and credit markets and expected future financial performance, as well as any information concerning possible or assumed future results of operations of Calix and Occam as set forth in the sections of this proxy statement/prospectus titled Proposal One The Merger Occam's Reasons for the Merger; Recommendation of the Occam Board of Directors, Proposal One The Merger Calix's Reasons for the Merger, and Proposal One The Merger Opinion of Occam's Financial Advisor. Forward-looking statements also include statements regarding the expected benefits of the proposed acquisition of Occam by Calix.

Forward-looking statements involve a number of risks, uncertainties and assumptions, and actual results or events may differ materially from those projected or implied in those statements. Important factors that could cause such differences include, but are not limited to:

the expectation that the merger transaction will be completed;

the expected financial condition, results of operations, earnings outlook and prospects of Calix, Occam and the combined company;

the expected benefits and synergies of the merger transaction will be fully realized and within the expected time frame;

the expectation that the acquisition of Occam will complement Calix's broadband communications access systems business;

the expectation that the merger transaction, if completed, will result in Calix's ability to accelerate access innovation, to integrate platforms and products to accelerate opportunities for customers and broaden the Calix Unified Access portfolio;

the expectation that the merger transaction, if completed, will result in increased sales and support coverage for Calix, Calix's ability to enhance solutions development, testing and quality and to increase the range of deployment options and the creation of closer relationships with customers and partners;

the expectation that the merger transaction, if completed, will result in the ability to expand resources, testing and investments and the ability to enhance the customer engagement model and expand interoperability;

increased operational efficiency and create opportunities for cost reduction through the elimination of redundant overhead expenses and public company costs; and

the other matters described in the section titled Risk Factors beginning on page 26.

In addition, the acquisition of Occam by Calix is subject to the satisfaction of the conditions to the completion of the merger transaction set forth in the merger agreement and the absence of events that could give rise to the termination of the merger agreement, the possibility that the acquisition does not close, and risks that the proposed acquisition disrupts current plans and operations and business relationships, or poses difficulties in attracting or retaining employees for each of Calix and Occam.





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Calix and Occam caution you against placing undue reliance on forward-looking statements, which reflect our current beliefs and are based on information currently available to us as of the date a forward-looking statement is made. Forward-looking statements set forth herein speak only as of the date of this proxy statement/prospectus. We undertake no obligation to revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs. In the event that we do update any forward-looking statements, no inference should be made that we will make additional updates with respect to that statement, related matters, or any other forward-looking statements. Any corrections or revisions and other important assumptions and factors that could cause actual results to differ materially from forward-looking statements, including discussions of significant risk factors, may appear in Occam's or Calix's public filings with the SEC, which are accessible at [www.sec.gov](http://www.sec.gov), and which you are advised to consult. For additional information, please see the section titled "Where You Can Find More Information" beginning on page 284.

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**THE SPECIAL MEETING OF OCCAM STOCKHOLDERS**

This section contains information about the special meeting of Occam stockholders that has been called to adopt the merger agreement and approve the adjournment proposal. This proxy statement/prospectus is being furnished to Occam stockholders in connection with the solicitation of proxies by the Occam board to be used at the special meeting. Occam is first mailing this proxy statement/prospectus and enclosed proxy card on or about December [ ], 2010.

**Date, Time and Place**

A special meeting of the Occam stockholders will be held on January 27, 2011, starting at 10:00 a.m., local time (unless it is adjourned or postponed to a later date) at Occam's offices at 3185 Laurelview Court, Fremont, California 94538.

**Purpose of Special Meeting**

The purpose of the special meeting is for Occam stockholders to: (i) consider and vote upon adoption of the merger agreement and (ii) approve the adjournment proposal.

**Recommendation of the Occam Board of Directors**

As discussed elsewhere in this document, at a meeting duly called and held, the Occam board has (i) unanimously determined that the merger agreement and the transactions contemplated thereby are fair to, advisable and in the best interests of the Company's stockholders, (ii) unanimously approved and adopted the merger agreement and the transactions contemplated thereby and (iii) unanimously resolved to recommend adoption of the merger agreement and the transactions contemplated thereby by the stockholders of Occam.

Occam stockholders should carefully read this document in its entirety for more detailed information concerning the merger agreement. In particular, Occam stockholders are directed to the merger agreement, which is attached hereto as Annex A.

**Occam Record Date; Shares Entitled to Vote**

The Occam board has chosen the close of business on December 13, 2010 as the record date that will determine the stockholders who are entitled to receive notice of, and to vote at, the special meeting or at any adjournment or postponement of the special meeting. Only holders of record at the close of business on the record date are entitled to vote at the special meeting. At the close of business on the record date, there were 21,551,376 shares of Occam common stock outstanding, held by approximately 183 holders of record. A list of the names of Occam stockholders of record will be available at the special meeting and for 10 days prior to the special meeting for any purpose related to the special meeting during regular business hours at Occam's principal executive offices located at 6868 Cortona Drive, Santa Barbara, California 93117. Each holder of shares of Occam common stock outstanding on the record date will be entitled to one vote for each share held of record upon each matter properly submitted at the special meeting and at any adjournment or postponement of the special meeting.

**Quorum**

In order for Occam to satisfy its quorum requirements, the holders of at least a majority of the total number of outstanding shares of Occam common stock entitled to vote at the special meeting must be present in person or represented by proxy. Shares of Occam common stock represented at the meeting but not voted, including shares for which proxies have been received but for which stockholders have abstained on either or both of the matters, will be treated as present at the special meeting for purposes of determining the presence or absence of a quorum.

Broker non-votes will also be counted for the purpose of determining a quorum at the special meeting. In the event that a quorum is not present at the special meeting, it is expected that the special meeting will be adjourned or postponed to solicit additional proxies.

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### **Required Vote**

**Merger agreement.** The proposal to adopt the merger agreement must be approved by the affirmative vote of the holders of at least a majority of the outstanding shares of Occam common stock entitled to vote at the special meeting as of the record date.

**Adjournment Proposal.** The proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there is an insufficient number of votes at the time of such adjournment to adopt the merger agreement, requires the affirmative vote of the holders of at least a majority of the votes cast at the special meeting on such proposal.

### **Abstentions**

The required vote of Occam stockholders on the adoption of the merger agreement is based upon the number of shares of Occam common stock outstanding on the record date, and not the number of shares that are actually voted. Accordingly, the failure to submit a proxy card or to vote by Internet, telephone or in person at the special meeting or an abstention from voting will have the same effect as a vote cast AGAINST the adoption of the merger agreement.

The required vote of Occam stockholders on the adjournment proposal is based on the number of shares that are actually voted on such proposal, not on the number of shares of Occam common stock outstanding as of the record date. Accordingly, if your shares of Occam common stock are present and entitled to vote, but you abstain, it will not count as a vote cast on such proposal and will have no effect on such proposal. Likewise, the failure by the holder of any shares of Occam common stock to submit a proxy or vote in person at the special meeting will have no effect on the outcome of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there is an insufficient number of votes at the time of such adjournment to adopt the merger agreement.

### **Shares Held in Street Name**

Under the rules of the NYSE, brokers who hold shares in street name for customers have the authority to vote on routine proposals when they have not received instructions from beneficial owners. However, brokers are precluded from exercising their voting discretion with respect to approving non-routine matters, such as the merger agreement. As a result, absent specific instructions from the beneficial owner of shares held in street name, brokers are not empowered to vote those shares on non-routine matters, which results in what are referred to generally as broker non-votes.

The required vote of Occam stockholders on the adoption of the merger agreement is based upon the number of shares of Occam common stock issued and outstanding on the record date, and not the number of shares that are actually voted. Accordingly, broker non-votes will have the same effect as a vote cast AGAINST the adoption of the merger agreement.

The required vote of Occam stockholders on the adjournment proposal is based on the number of shares that are actually voted on such proposal and not on the number of outstanding shares of Occam common stock. Accordingly, broker non-votes will have no effect on the proposal to adjourn the special meeting, if necessary or appropriate to solicit additional proxies if there is an insufficient number of votes at the time of such adjournment to adopt the merger agreement.

### **Voting of Proxies by Holders of Record**

If you are a record holder of shares of Occam common stock, you may submit your proxy, or vote, in any of the following ways:

**By Internet:** Go to the website specified on your proxy card and follow the instructions.

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**By Telephone:** Call the toll-free number specified on your proxy card from a touch-tone telephone in the United States or Canada and follow the instructions on your proxy card and the voice prompts on the telephone.

**By Mail:** Mark your vote, sign and date your proxy card and return it in the pre-addressed postage-paid envelope provided. If you received more than one proxy card (which means that you have shares in more than one account), you must mark, sign, date and return each proxy card or use an alternative voting method. Any proxy card mailed must be actually received prior to the special meeting.

**In Person:** You may vote by ballot at the special meeting or send a representative with an acceptable proxy that has been signed and dated. If your shares of Occam common stock are held in the name of a bank, broker or other nominee, you must obtain a proxy, executed in their favor, from the holder of record, to be able to vote at the special meeting.

All shares of Occam common stock entitled to vote and represented by properly completed proxies received prior to the special meeting and not properly revoked, will be voted at the special meeting as instructed on the proxies. **If Occam stockholders submit a properly completed proxy but do not indicate how their shares of Occam common stock should be voted on a matter, the shares of Occam common stock represented by their properly completed proxy will be voted as the Occam board recommends and therefore, FOR the adoption of the merger agreement and FOR the adjournment proposal.**

### **Stockholders Sharing an Address**

Consistent with notices sent to record stockholders sharing a single address, Occam is sending only one copy of this proxy statement/prospectus to that address unless Occam received contrary instructions from any stockholder at that address. This householding practice reduces Occam's printing and postage costs. Stockholders may request to discontinue householding, or may request a separate copy of this proxy statement/prospectus by contacting Occam's Corporate Secretary at 6868 Cortona Drive, Santa Barbara, California 93117 or by contacting Occam Investor Relations via phone at (805) 692-2900 or via e-mail at [ir@occamnetworks.com](mailto:ir@occamnetworks.com).

### **Revocability of Proxies**

If you submit your proxy through the Internet, by telephone or by mail you may revoke your proxy at any time before the vote is taken at the special meeting in any one of the following ways:

through the Internet or by telephone before the deadlines for voting described above;

by submitting a subsequent later-dated proxy by mail that is actually received by the Occam Corporate Secretary prior to the special meeting;

by sending written notice of revocation to the Occam Corporate Secretary that is actually received by the Occam Corporate Secretary prior to the special meeting; or

by voting in person at the special meeting.

Your attendance at the special meeting does not automatically revoke your proxy. If you are not a registered stockholder, but instead hold your shares in street name through a bank, broker or other nominee, the above-described options for revoking your proxy do not apply. Instead, you will need to follow the instructions provided to you by your bank, broker or other nominee in order to revoke your proxy and submit new voting instructions.

### **Adjournments and Postponements**

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Although it is not currently expected, the special meeting may be adjourned or postponed for the purpose of soliciting additional proxies. Any adjournment may be made without notice, other than by an announcement made at the special meeting of the time, date and place of the adjourned meeting. For the proposal to adjourn the

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special meeting, if necessary or appropriate, to solicit additional proxies if there is an insufficient number of votes at the time of such adjournment to adopt the merger agreement, you may vote FOR, AGAINST or ABSTAIN. Abstentions and broker non-votes will count for the purpose of determining whether a quorum is present at the special meeting. However, broker non-votes and abstentions will not count as shares entitled to vote on the adjournment proposal. As a result, abstentions and broker non-votes will not have any effect on the vote to adjourn the special meeting if necessary or appropriate, to solicit additional proxies if there is an insufficient number of votes at the time of such adjournment to adopt the merger agreement. Any signed proxies received by Occam for which no voting instructions are provided on such matter will be voted FOR the adjournment proposal. Any adjournment of the special meeting for the purpose of soliciting additional proxies will allow Occam stockholders who have already sent in their proxies to revoke them at any time prior to their use at the special meeting as adjourned.

In addition, at any time prior to convening the special meeting, the special meeting may be postponed for any reason without the approval of the Occam stockholders. If postponed, Occam will publicly announce the new meeting date. Although it is not currently expected, Occam may postpone the special meeting for the purpose of soliciting additional proxies if Occam concludes that by the date of the special meeting it is reasonably likely that Occam will not have received sufficient proxies to constitute a quorum or sufficient votes for the merger agreement. Similar to adjournments, any postponement of the special meeting for the purpose of soliciting additional proxies will allow Occam stockholders who have already sent in their proxies to revoke them at any time prior to their use.

## **Solicitation of Proxies**

*Occam will pay the cost of distributing and soliciting proxies.* This proxy solicitation is being made by Occam on behalf of its board of directors. In addition to solicitation by use of the mail, Occam's directors, officers and employees may also solicit proxies in person or by telephone, e-mail, facsimile transmission or other means of communication. Occam will also request brokers and other fiduciaries to forward proxy solicitation material to the beneficial owners of shares of Occam common stock that the brokers and fiduciaries hold of record. In accordance with the regulations of the SEC and the NASDAQ Global Market, Occam will reimburse them for expenses incurred in sending proxies and proxy materials to beneficial owners of shares of Occam common stock. Occam has retained Innisfree M&A Incorporated to assist in the distribution and solicitation of proxies for the special meeting and will pay Innisfree M&A Incorporated a fee of up to \$75,000 plus reimbursement of out-of-pocket expenses.

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**PROPOSAL ONE THE MERGER**

The following is a discussion of the proposed merger transaction and the merger agreement. This is a summary only and may not contain all of the information that is important to you. This summary is subject to, and qualified in its entirety by reference to, the merger agreement, a copy of which is attached to this proxy statement/prospectus as Annex A and is incorporated by reference herein. Occam stockholders are urged to read this entire proxy statement/prospectus carefully, including the merger agreement, for a more complete understanding of the merger transaction.

**General**

Calix and Occam agreed to the acquisition of Occam by Calix under the terms of the merger agreement that is described in this proxy statement/prospectus. In the merger transaction, a direct, wholly owned subsidiary of Calix will merge with Occam, with Occam continuing as the surviving entity. Immediately thereafter, Occam will merge with a second direct, wholly owned subsidiary of Calix, with such second subsidiary continuing as the surviving company.

**Background of the Merger**

Occam's board of directors and management regularly review and discuss Occam's business plan and strategic opportunities. These reviews and discussions focus, among other things, on the business and competitive environment facing the telecommunications industry in general and Occam in particular. These reviews also include periodic discussions regarding potential transactions that could further Occam's strategic objectives and enhance stockholder value as well as the potential benefits and risks of those transactions.

Beginning in March 2009, Occam's board of directors and management commenced an active evaluation of Occam's business, its position in the marketplace, and the opportunities and challenges facing the company. This strategic planning initiative grew out of an effort led by Occam's management to develop a long-term operating and financial plan, which in turn required a strategic assessment of Occam's businesses and how they were likely to develop over the following three to five years. The process also reflected the board's concern that Occam had been unable to increase its revenues in recent periods and that, while relatively successful with independent operating companies, or IOCs, Occam and its management team had been unsuccessful in expanding the scope and scale of Occam's business beyond this core customer set. In particular, marketing efforts outside North America had not resulted in substantial new business, and with a few notable exceptions, Occam had been unable to create material new customer relationships among larger telecommunications service providers. Occam was also beginning internal initiatives to consider its longer-term investments in product and technology development. As a result, the Occam board believed that it was timely and appropriate to evaluate Occam's prospects as a stand-alone company and work with Occam's management to develop strategies to improve Occam's competitive position in the overall industry.

As part of the strategic planning process, Occam's board of directors designated an informal committee consisting of directors Robert B. Abbott, Steven M. Krausz, Thomas E. Pardun, and Brian H. Strom to work closely with Occam's management in conducting its analysis. The Occam board did not delegate to the committee any authority to approve any transaction, but instead formed the committee to act in an advisory role with management and to ensure an effective flow of information and ideas between management and the board concerning the strategic planning process. Following initiation of discussions with Party A in July 2009 as described below, the informal committee was no longer active, and all matters relating to Occam's strategic planning process were addressed by the full Occam board of directors, consisting of directors Robert B. Abbott, Robert E. Bylin, Robert L. Howard-Anderson, Steven M. Krausz, Albert J. Moyer, Thomas E. Pardun, and Brian H. Strom.



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During the spring and early summer of 2009, the informal committee met several times with Robert L. Howard-Anderson, Occam's president and chief executive officer, and Jeanne Seeley, Occam's senior vice president and chief financial officer, to identify the key opportunities and challenges facing Occam in order to complete the strategic planning process described above. Based on discussions with third party financial and market analysts, Occam's internal market assessments, and Occam's recent competitive experience, Occam's management concluded, and the informal committee and Occam's board of directors concurred, that the most significant long-term impediment to growing Occam's business beyond its existing focus on IOCs remained a lack of scale. Among other factors, the Occam board noted that the IOC opportunity is naturally constrained by the limited number of telephone lines represented by IOCs relative to larger carriers. Occam's management and board of directors, including the informal committee members, concluded that future sustained revenue growth would require increasing Occam's scale and expanding Occam's potential customer base in order to become competitive with substantially larger telecommunications equipment providers.

In evaluating the challenges Occam faced, Occam's board of directors and management also considered and weighed opportunities presented to Occam. Notably, the board of directors and management cited government broadband stimulus programs targeting regional service providers as a key opportunity, particularly given Occam's existing presence in markets anticipated to receive substantial government funding and Occam's historic participation in the Rural Utilities Service loan program administered by the Department of Agriculture. While management and the board noted the near-term opportunity presented by the stimulus programs, they also noted the temporary character of the opportunity, the uncertainty in the process and timing of the allocation of stimulus dollars to specific beneficiaries and the fact that the opportunity could be reduced or eliminated depending on political decisions or the outcome of mid-term elections. They believed the opportunity would not, in itself, eliminate the long-term strategic challenges facing Occam. Occam's board and management believed Occam was in a strong position with sufficient resources to address its current core IOC opportunities and benefit to some measurable extent from a broadband stimulus opportunity that was expected to exist through at least 2011. The board, however, determined that stimulus funding alone was insufficient, and carried sufficient risk of delay or termination, such that it could not be relied upon to build a relevant long-term competitor in the larger market. Given the Occam board's concern about Occam's ability to grow organically and the need to increase scale, the board determined that execution by Occam on a scale-enhancing strategic transaction, whether as an acquisition target or as a buyer, was in the long-term best interests of Occam's stockholders, and determined to have management seek the assistance of an investment banker to assist management and the board in their efforts to evaluate Occam's strategic alternatives, including identifying, qualifying and prioritizing potential strategic transaction candidates.

In early June 2009, Ms. Seeley requested that Jefferies assist Occam's management and board of directors in their efforts to evaluate Occam's strategic alternatives. Jefferies is an investment banking firm that is familiar with Occam and its business and had advised Occam in connection with its 2006 follow-on public offering. On June 23, 2009, members of Occam's management and members of the informal board committee described above met with representatives of Jefferies to discuss Occam's strategic alternatives. The discussion focused on ways to increase Occam's scale and grow Occam's potential customer base, particularly through acquisitions. At the end of the meeting, the informal board committee and Occam's management asked Jefferies to assist management to identify potential strategic transaction candidates and to advise on a strategy to approach these candidates.

In July 2009, the chief financial officer of a major telecommunications equipment provider, referred to as Party A, contacted Mr. Howard-Anderson on an unsolicited basis to inquire whether Occam would be interested in discussing potential strategic opportunities between the two companies. On July 31, 2009, Mr. Howard-Anderson and the chief financial officer of Party A had a telephone conversation in which they engaged in general discussions concerning the North American incumbent local exchange carrier, or ILEC, market. The parties also discussed executing a nondisclosure agreement and exchanged drafts, but no agreement was entered at that time. Over the next few months, Mr. Howard-Anderson communicated periodically with representatives of Party A about their respective companies, but no significant discussions regarding a strategic transaction between Occam and Party A resulted from these conversations.

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In early August 2009, members of Occam's management held a series of meetings with representatives of Jefferies to discuss potential strategic transactions. During these meetings, representatives of Jefferies reviewed with members of Occam's management publicly available information regarding approximately 19 potential companies for Occam to consider as acquisition targets, including a European-based telecommunications equipment provider, which is referred to as Party B. Discussions and deliberations concerning these acquisition candidates focused on the strategic fit between Occam and the candidate as measured by the similarity or complementary nature of product offerings and product focus, whether a combination with the proposed candidate was likely to achieve Occam's objectives of increasing the scale of its business and expanding its potential customer base, and the likelihood that a transaction could be completed and successfully integrated given limitations imposed by Occam's size and available resources. Members of Occam's management and representatives of Jefferies also discussed tactics for approaching the companies identified in Jefferies' review, including Party B. Following the meetings, Ms. Seeley authorized Jefferies to contact certain of the identified candidates to gauge their interest in being acquired.

On August 24, 2009, Mr. Howard-Anderson and Ms. Seeley met with representatives of Jefferies to discuss the results of Jefferies' initial inquiries, including Jefferies' contact with Party B. Following the meeting, Jefferies began initiating conversations between Occam and the identified acquisition candidates that had not already been contacted.

On August 25, 2009, the Occam board held a regularly scheduled meeting. At this meeting, Mr. Howard-Anderson and Ms. Seeley led a discussion with the board relating to the process management had undertaken with Jefferies to evaluate Occam's strategic alternatives. Mr. Howard-Anderson also advised the board regarding his recent discussion with Party A. During the meeting Steven M. Krausz, the chairman of Occam's board of directors, reminded the board that he had met with Carl Russo, the chief executive officer of Calix, on March 27, 2009, at an industry conference in San Francisco. Mr. Krausz reviewed for the board the conversation with Mr. Russo, which focused predominately on industry trends and developments. Mr. Krausz had also informed Mr. Russo that Occam's board had determined not to engage in strategic discussions at that time due to Occam's then outstanding litigation. Since Occam had recently agreed to settle the outstanding litigation, the board indicated that Mr. Krausz should contact Mr. Russo to gauge Calix's interest in a strategic transaction.

On September 9 and 28, 2009, Ms. Seeley had further telephone conversations with representatives of Jefferies regarding the status of Jefferies discussions with potential strategic acquisition candidates companies, including Party B.

On September 11, 2009, Mr. Krausz contacted Mr. Russo by email to advise him that Occam had recently announced the settlement of outstanding litigation and might be interested in evaluating strategic alternatives. As a result of Mr. Krausz's September 11, 2009 email, he and Mr. Russo had telephone conversations on September 21, 2009, and October 15, 2009. During those conversations, they discussed the potential for a transaction between Occam and Calix.

On September 18, 2009, Mr. Krausz and Mr. Howard-Anderson met with an additional strategic acquisition candidate that had been identified and contacted by Jefferies. As a result of such meeting, Occam and such acquisition candidate determined that there was not a sufficient strategic fit between the parties to merit a strategic transaction, so no further discussions resulted from the meeting.

Following Jefferies' initial contact with Party B, Occam and Party B scheduled a meeting between the two companies. On October 6, 2009, Mr. Howard-Anderson and Ms. Seeley met with the chief financial officer of Party B in Geneva, Switzerland. Mr. Howard-Anderson and Ms. Seeley discussed Occam's business plan and inquired whether Party B would be interested in a strategic transaction. Party B's chief financial officer indicated that he would discuss the matter further with Party B's chief executive officer.

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While in Europe, Mr. Howard-Anderson and Ms. Seeley also visited another potential acquisition candidate, but no substantive discussions emerged from that meeting. The Occam board and management eventually determined, however, that such candidate did not represent a strong candidate for a strategic transaction.

On October 22, 2009, the chief financial officer of Party B contacted Mr. Howard-Anderson and Ms. Seeley and indicated that Party B would be interested in discussing a potential acquisition. Ms. Seeley and the chief financial officer of Party B agreed to coordinate a time for the management of Occam and Party B to meet in person.

On November 4, 2009, at the request of Party B's chief executive officer, Party B's chief executive officer and chief financial officer met telephonically with Ms. Seeley and Mr. Howard-Anderson to further discuss a potential acquisition. The parties agreed to set a follow-up meeting for December 9, 2009 in Europe.

On November 13, 2009, Mr. Howard-Anderson inquired of Party A whether it had any continued interest in pursuing an acquisition of Occam. Party A requested an in-person meeting among Mr. Howard-Anderson and Party A executives, which was scheduled for December 16, 2009.

On November 18, 2009, the Occam board held a regularly scheduled meeting. At this meeting, Ms. Seeley reviewed with the board the efforts of Occam's management to evaluate strategic challenges and opportunities facing Occam. During the discussions, members of management and Jefferies led a discussion with the Occam board regarding the process that had been undertaken to narrow the number of candidates since the summer of 2009 based on further analysis and consideration of the strategic fit and likelihood that a transaction could be completed as well as the candidates' interest in a potential combination as expressed to representatives of Jefferies. As part of the discussion, representatives of Jefferies joined the meeting and reviewed with the board approximately six remaining potential strategic acquisition candidates, including Party B and other candidates that had been contacted over the course of the preceding several months. Occam's board and management, together with Jefferies, reviewed the businesses and, to the extent available, financial results of each of these companies in light of their potential strategic fit, the likelihood that the transaction could be consummated with the candidate, and the candidate's potential financial contribution to Occam (including the candidate's potential contribution to Occam's scale and potential customer base). A number of the candidates, including Party B, were not publicly traded, however, and available financial information was limited. The board also discussed with management and Jefferies structural issues relating to each of the alternatives, in particular whether Occam had or could secure the cash resources to afford the potential transactions and the extent to which Occam's common stock, which was thinly traded, could be used as consideration in a potential transaction.

Based on the information presented, the Occam board concluded that a transaction with Party B offered the most attractive strategic benefit relative to alternatives. Specifically, the board believed that a transaction with Party B would substantially increase Occam's scale given that Party B was a larger company than Occam. In addition, the board believed the transaction would expand Occam's addressable market in that Party B offered a diverse customer base, primarily in Europe, South America, and Asia, that complemented but did not overlap Occam's North American customer base. Offsetting the strategic opportunities, however, were concerns the Occam board had about substantial integration risks associated with the transaction, including general operational risks that could be increased by the substantial geographic distance between the companies, the lack, with limited exception, of experience on the part of Occam's management team in managing businesses outside of North America, and whether Occam's management had the resources, expertise and capacity to address integration challenges. The board also discussed potential structural impediments to Occam's ability to conclude a major strategic acquisition with Party B, including limited cash resources and Occam's thinly traded common stock.

At this meeting, Mr. Howard-Anderson also provided the board with an update concerning his discussions with Party A, which had since July 2009 consisted of sporadic emails between Mr. Howard-Anderson and Party A.

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Following its review of discussions with Party A and Party B, the Occam board directed Occam management to continue discussions in parallel with both parties. In addition, the board requested that Jefferies and management prepare a preliminary financial analysis concerning Occam's potential acquisition of Party B.

On November 20, 2009, Ms. Seeley had a telephone conversation with representatives of Jefferies to continue their discussions regarding potential strategic acquisitions and the opportunities and challenges presented with respect to each potential transaction. Ms. Seeley and Jefferies also prepared for anticipated meetings with Party B.

In anticipation of an in-person meeting with Party B, on November 23, 2009, Occam and Party B executed a non-disclosure and confidential information agreement.

On December 9, 2009, Mr. Howard-Anderson, Ms. Seeley, Mr. Sharer, Occam's vice president of marketing and Mark Rumer, Occam's founder and chief technical officer, met in Europe with members of Party B's management, including Party B's chief executive officer, chief financial officer, chief operating officer, and chief technology officer. The purpose of the meeting was to discuss a potential acquisition of Party B by Occam and to obtain relevant diligence information concerning Party B, its business, and operating results.

On December 12, 2009, Ms. Seeley met with representatives of Jefferies to discuss the outcome of the December 9, 2009, meeting with Party B. Ms. Seeley provided relevant financial and other diligence information concerning Party B and requested that Jefferies update its preliminary financial analysis based on information received from Party B.

On December 16, 2009, Mr. Howard-Anderson met with senior executives of Party A, including the chief executive officer, the chief financial officer, and a business unit manager, at Party A's headquarters. In connection with the meeting, Occam and Party A executed a non-disclosure agreement. The participants engaged in general discussions about their respective companies, including their respective customer bases, target markets, and strategic initiatives. Following the meeting, no further discussions, other than occasional emails, took place until February 2010.

On December 18, 2009, Ms. Seeley had a conversation with Mr. Krausz regarding the status of the strategic transaction process. Following that conversation, Mr. Krausz informally updated certain members of the Occam board regarding the status of management's efforts with respect to Party A.

On January 26, 2010, in anticipation of an upcoming meeting of Occam's board of directors, Mr. Howard-Anderson and Ms. Seeley had a telephone conference with representatives of Jefferies, during which representatives of Jefferies reviewed a preliminary financial analysis for Occam's potential acquisition of Party B. The analysis was based on financial and other diligence information provided by Party B since the December 2009 meeting in Europe.

On January 29, 2010, Occam's board held a regularly scheduled meeting. Mr. Howard-Anderson and Ms. Seeley reviewed the December 2009 contacts and discussions held by Occam's management with Party A and Party B. With respect to Party A, management noted that Party A had not actively engaged with Occam in the six weeks since their initial meeting with Mr. Howard-Anderson but noted that in occasional email exchanges subsequent to such meetings, Party A had suggested some continuing interest to consider a possible acquisition of Occam. Representatives of Jefferies then joined the meeting and reviewed with Occam's board its preliminary financial analysis of a combination transaction with Party B. The board considered the information that management and Jefferies had provided concerning a transaction with Party B and directed management to continue discussions with both Party A and Party B.

In late January 2010, Party A's chief financial officer contacted Mr. Howard-Anderson. He and Mr. Howard-Anderson agreed to coordinate a meeting between management of the two companies to share initial due diligence information in contemplation of a potential acquisition of Occam.

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On February 1, 2010, Party B's chief financial officer affirmed to Ms. Seeley Party B's interest in a potential acquisition.

On February 17, 2010, Occam entered into a second nondisclosure agreement with Party A. The nondisclosure agreement superseded the agreement entered on December 16, 2009 and included additional provisions specific to an acquisition transaction.

On February 19, 2010, Mr. Howard-Anderson, Ms. Seeley, Mr. Rumer, and Russell Sharer met with executives of Party A in Denver, Colorado. During the meeting, Occam's management provided detailed diligence information concerning Occam's business and operations, including financial, technical, and product diligence. The parties also shared their views of their respective target markets and potential opportunities and risks presented by a combination transaction. At the end of the meeting, Party A's management indicated that it would review and consider the information presented by Occam and consult with its board of directors.

On February 23, 2010, the Occam board of directors held a regularly scheduled meeting. At the meeting, Occam's management reviewed with the board recent discussions with representatives of Party A. The board and management discussed the benefits of a potential transaction with Party A, including the benefits of the increased scale a combination would bring to Occam's business in the event that the transaction included stock consideration as well as Party A's substantial resources and likely ability to acquire Occam in an all-cash transaction. On the other hand, the board and management noted that Party A's interest in acquiring Occam had been somewhat equivocal and sporadic. The board then discussed the risks and opportunities of a transaction with Party A as compared to potential alternative transactions, in particular a transaction with Party B. In an attempt to achieve greater clarity on the possibility of both transactions, the board directed management to continue active discussions with both Party A and Party B.

Discussions with Party A continued during March 2010. In telephone conversations on March 8, 2010 among Mr. Howard-Anderson, Ms. Seeley and Party A's chief financial officer, on March 24, 2010 between Mr. Howard-Anderson and Party A's chief financial officer and on March 26, 2010 among Mr. Howard-Anderson, Ms. Seeley, Party A's chief financial officer, and a Party A business unit manager, Party A indicated that it was continuing to evaluate its own strategic alternatives with its board of directors, which included alternatives that did not contemplate an acquisition of Occam. The chief financial officer of Party A indicated that Party A was considering elements of an offer and noted that, if an offer was forthcoming, it would consist entirely of cash. No formal offer resulted from these discussions, however, and Party A did not conduct any formal due diligence during this period.

On March 25, 2010, Occam's board of directors held a special telephonic meeting at which Occam's management updated the board on recent discussions with Party A as well as the status of discussions with Party B. Since the December 2009 meeting in Europe, Occam had communicated continuing interest to Party B but indicated that it was considering other alternatives as well.

On April 1, 2010, the Occam board held a special telephonic meeting to consider retaining Jefferies to act as Occam's financial advisor in connection with a sale of Occam. At this meeting, Occam management provided the board an update concerning recent developments in discussions with Party A. Following the update, representatives of Jefferies provided the Occam board with an update regarding, among other things, current market conditions, the status of discussions with Party A, and potential alternative acquirors of Occam, including Calix. Among other matters, the Jefferies representatives discussed publicly available financial information relating to Party A and publicly available information regarding valuations of technology companies in recent acquisition transactions. Following the discussion, the Jefferies representatives left the meeting, and a representative of Wilson Sonsini Goodrich & Rosati, P.C., Occam's outside counsel, or WSGR, reviewed with the board its fiduciary obligations in connection with its consideration of strategic alternatives. Occam's management then reviewed the proposed terms of the engagement letter with Jefferies. Following the discussion, the Occam board authorized management to enter into the Jefferies engagement letter.

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In discussions with Party A during early April 2010, Party A's management indicated continuing interest in an acquisition of Occam and continuing consultation with its board of directors, but Party A took no affirmative steps to move forward with a transaction. By mid-April, two months had passed since the due diligence meeting with Party A in Denver, Colorado, and Occam's management and board became concerned about the difficulty of maintaining the momentum of an alternative transaction with Party B while Party A decided whether to move forward with an acquisition of Occam. Management and the board noted that it had been four months since the initial meeting with Party B in Europe and both expressed concern that Party B could view Occam's interest as being not credible.

On April 14 and 15, 2010, Ms. Seeley and Mr. Krausz met in Europe with management of Party B and certain shareholders of Party B. These meetings focused on the strategic fit between the companies, potential valuation ranges, and transaction structure issues, including Party B's desire that all or substantially all of the acquisition consideration consist of cash.

On April 16, 2010, Occam's board held a special telephonic meeting. Mr. Krausz and Ms. Seeley reported on their meetings with Party B. The board discussed the continued equivocal tenor of discussions with Party A. The board nevertheless directed management to continue discussions with both parties. With respect to Party B, the board and management discussed potential structures for a transaction, including issues relating to Party B's reluctance to accept consideration in the form of shares of Occam's common stock. Mr. Krausz and Ms. Seeley noted that certain shareholders of Party B were focused on receiving cash consideration and that at the various valuations discussed, Occam would have insufficient cash resources to conclude a transaction in the absence of incurring indebtedness to fund a portion of the acquisition costs.

On April 21, 2010, Mr. Howard-Anderson and Ms. Seeley participated in a call with Jefferies regarding continuing discussions with Party B. At the meeting, representatives of Jefferies reviewed with management an updated financial and combination analysis of Party B based on updated financial information received from Party B during Occam's financial due diligence efforts. The Jefferies representatives also led a discussion regarding financing requirements and potential financing sources for Occam in connection with such a transaction.

On April 21, 2010, Party A confirmed to Mr. Howard-Anderson that Party A remained interested in a potential transaction with Occam but that it continued to evaluate Occam as one of several alternative strategic transactions.

On April 22, 2010, the Occam board held a special telephonic meeting to consider the status of discussions with Party A and Party B. At this meeting, Occam management led a discussion with the Occam board and representatives of Jefferies regarding strategic alternatives with Party A and Party B and reviewed the updated analysis for Party B that had been prepared based on updated financial information received from Party B during Occam's financial due diligence efforts. Given the continuing delay in discussions with Party A, Occam's board directed management to proceed with more active discussions regarding the acquisition of Party B. The board also determined that the Company should reestablish contact with Calix, and since Mr. Krausz had previously discussed a potential transaction between Occam and Calix with Mr. Russo, the board asked Mr. Krausz to contact Mr. Russo.

On May 5, 2010, Ms. Seeley had a call with the chief financial officer and the chief operating officer of Party B to discuss Occam's valuation analysis for the acquisition of Party B.

On May 7, 2010, Mr. Krausz contacted Mr. Russo by telephone. Messrs. Krausz and Russo agreed to meet for breakfast to discuss the telecommunications equipment industry and the potential for a strategic combination between Occam and Calix.

On May 12, 2010, Ms. Seeley and representatives of Jefferies discussed valuation gaps between Occam and Party B and how the parties might bridge these gaps.

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On May 13, 2010, Mr. Krausz and Mr. Russo met for breakfast. During this meeting, Mr. Krausz suggested that he, Mr. Russo, and Mr. Howard-Anderson meet to discuss their respective companies. Mr. Krausz and Mr. Russo agreed to meet again in a week with Mr. Howard-Anderson to continue discussions.

On May 19, 2010, Mr. Krausz, Mr. Howard-Anderson, and Mr. Russo met to discuss their views of the need for increasing scale to remain competitive against large, international and domestic telecommunications equipment providers. During the course of the meeting, Mr. Russo expressed an interest in pursuing a strategic combination with Occam and indicated he would discuss the possibility with Calix's board of directors.

On May 20, 2010, the Occam board held a regularly scheduled meeting. At the meeting, Mr. Krausz and Mr. Howard-Anderson reviewed their recent discussions with Mr. Russo. Occam management updated the board regarding recent discussions with Party A and Party B. Management noted that no material discussions or engagement had taken place with Party A since the February due diligence meeting in Denver, Colorado, and the telephone conversations concerning a potential offer in March and April 2010. Representatives of Jefferies then joined the meeting and reviewed with the Occam board an updated analysis of Party B and outlined certain strategic considerations related to a potential transaction. The board, management and representatives of Jefferies also discussed funding for the transaction, the potential unwillingness of certain major shareholders of Party B to accept equity consideration, and the availability of acquisition financing in the form of bank debt. The board discussed the potential risks of using debt to fund the acquisition and the expected ability of Occam and Party B as a combined company to repay the acquisition financing. Following discussion, Occam's board advised management to continue to engage with third parties, including Party A, Party B and Calix, regarding a potential strategic transaction. During the meeting, Mr. Rumer also made a presentation concerning on-going research and development initiatives and investments as Occam made plans for new product introductions in 2012 and beyond.

Following the board meeting, Mr. Howard-Anderson scheduled a meeting with Mr. Russo to further discuss the potential for a strategic combination between Calix and Occam.

On May 24, 2010, Mr. Howard-Anderson met with Mr. Russo in Santa Barbara, California. At this meeting, Mr. Russo indicated that Calix would be interested in acquiring Occam and that Calix would circulate a draft non-disclosure agreement in order to facilitate further discussions between the parties.

Following negotiations of various provisions between the parties, on May 27, 2010, Occam entered into a non-disclosure agreement with Calix.

In late May 2010, Ms. Seeley contacted a commercial bank to discuss obtaining a credit line for purposes of financing a portion of the acquisition of Party B.

On May 27, 2010, Ms. Seeley held a conference call with representatives of Jefferies to discuss alternative transaction structures in connection with an acquisition of Party B.

Also on May 28, 2010, the Calix board of directors held a special telephonic meeting to consider the possibility of submitting to Occam a proposal to acquire Occam. At this meeting, Calix management led a discussion with the Calix board regarding the possible risks and opportunities to Calix presented by such a transaction as well as a potential purchase price for such an acquisition. Following this discussion, the Calix board authorized Calix management to submit a term sheet to Occam proposing the material economic terms of a possible acquisition of Occam by Calix.

Following the Calix board meeting, Calix delivered to Occam a term sheet and exclusivity agreement. The term sheet provided for the acquisition of Occam with a formula purchase price to be paid entirely in shares of Calix's common stock. Based on the purchase price formula, Occam management estimated that the implied

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aggregate purchase price would equal approximately \$155,400,000, subject to potential adjustment based on the respective second quarter operating results of Occam and Calix. As expressed in the term sheet, the per share purchase price would be calculated on a fully-diluted basis (including all outstanding stock options, whether vested or unvested) with the per share exchange ratio calculated based on the average closing price of Calix's common stock over the ten-trading-day period prior to executing a definitive agreement. The term sheet indicated that Calix sought Occam's entry into exclusive negotiations with Calix for approximately 30 days in order for Calix to complete its due diligence review of Occam and for the parties to negotiate definitive agreements.

On May 30, 2010, the Occam board held a meeting to consider a proposed term sheet relating to the acquisition of Party B and the terms of the Calix proposal. The board initially reviewed and discussed the proposed term sheet relating to the acquisition of Party B and then reviewed the terms with management. The Board next reviewed and discussed the Calix proposal. With respect to the Calix proposal, the board expressed concerns with respect to the purchase price being proposed by Calix, including that it was based on a formula (rather than a set purchase price), that the amount of the proposed purchase price was insufficient and that the purchase price adjustment should be removed. The board also considered that an all-stock transaction would require a Calix, stockholder vote and also considered the potential volatility of the trading price of the Calix common stock which had only recently become publicly traded. As a result of these factors, the board determined to require Calix to provide for the payment of a portion of the consideration in cash and to remove the purchase price adjustment. The board also discussed including covenants of the parties regarding regulatory approvals in the term sheet. Following discussion, the board authorized management to deliver the term sheet relating to the acquisition of Party B and instructed management to convey its comments and concerns regarding the term sheet to Calix.

On June 1, 2010, Occam delivered to Party B a proposed term sheet for the acquisition of Party B. The consideration would have been paid in cash and shares of Occam's common stock, with the transaction being contingent on Occam's obtaining acquisition financing from a commercial bank.

During the first week of June 2010, Ms. Seeley participated in conference calls with representatives of Jefferies to discuss Calix's proposed transaction terms as well as the status of discussions with Party A and Party B. At this point, no material discussions had taken place with Party A since the February 2010 diligence meeting in Denver, Colorado, and the subsequent March and April 2010 telephone conversations in which Party A suggested that it was contemplating a range of strategic alternatives that may or may not include an acquisition of Occam.

On June 4, 2010, Mr. Howard-Anderson informed Mr. Russo that Occam was considering Calix's proposal but would not be able to engage in discussions with Calix on an exclusive basis unless Calix increased the amount of its offer and provided for payment of a significant portion of the purchase price in cash. Mr. Howard-Anderson also indicated that any adjustments based on operating performance would need to be removed and also relayed Occam's position concerning regulatory approval covenants. Mr. Russo indicated that he would raise Occam's issues with Calix's board of directors and then respond to Mr. Howard-Anderson.

On June 8, 2010, Ms. Seeley met with Party B's chief executive officer in Los Angeles, California to discuss Occam's proposed term sheet. Following discussion, Party B's chief executive officer indicated that he was agreeable to the terms of the acquisition proposal but would need to discuss the proposed terms with Party B's primary investor and would inform Ms. Seeley of the results.

On June 10, 2010, Calix delivered a revised term sheet to Occam, which provided for an increased aggregate purchase price equal to approximately \$156,000,000, subject to potential purchase price adjustments based on the respective second quarter operating performance of Occam and Calix. The term sheet further provided that the per share consideration would be calculated on a fully-diluted basis (including all outstanding stock options, whether vested or unvested) and that the consideration would be paid in a combination of cash and stock, with the aggregate amount of Calix's common stock issuable in the transaction not exceeding 19.9% of its outstanding shares. Following delivery of the term sheet, Mr. Russo contacted Mr. Howard-Anderson to discuss the terms of the revised proposal.



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On June 10, 2010, the Occam board held a special telephonic meeting to consider the terms of the revised Calix proposal and the status of discussions with Party A and Party B. Members of Occam's management provided a detailed summary of the key financial terms of the proposed transaction with Party B and the written proposal presented by Calix. Occam's board and management then discussed the opportunities and challenges associated with the potential transactions, including regulatory issues presented by the proposed transactions. Following discussion, the board directed management to continue discussions with Calix and Party B, to provide Party A with a final opportunity to submit a proposal and also requested that management work with Jefferies to provide the board with additional financial information and models to permit a comparison of the potential transactions and their impact on stockholder value.

Following the June 10, 2010, board meeting, Ms. Seeley telephoned Mr. Russo to discuss the revised terms, in particular Occam's views of the financial terms of the Calix term sheet and the provisions relating to regulatory approvals. Ms. Seeley suggested that the financial advisors for Calix and Occam meet to discuss the valuation of Occam. Subsequently, a call was set for June 18, 2010, between the financial advisors of Occam and Calix.

In mid-June 2010, at the direction of Occam's board, Mr. Howard-Anderson contacted the chief financial officer of Party A and indicated that Occam was considering alternative transactions and inquired whether Party A would be interested in moving forward to submit a proposal to acquire Occam. The chief financial officer of Party A indicated that he would discuss the matter with Party A's board of directors and respond to Mr. Howard-Anderson.

On June 14, 2010, a representative of Morgan Stanley & Co. Incorporated, the investment bank retained by Calix to provide certain financial advisory services in connection with the proposed transaction, or Morgan Stanley, contacted a representative of Jefferies to discuss the proposed transaction and the history of discussions between Calix and Occam to date regarding a possible transaction as well as the economic terms of the then-current Calix proposal.

Also on June 14, 2010, the Occam board held a special telephonic meeting. At that meeting, members of Occam's management updated the board regarding recent discussions with Party B and Calix. The board discussed with management the proposed transactions and comparative financial analyses prepared by Jefferies relating to the proposed Party B and Calix transactions. The board also discussed with management the status of discussions with Party A, including the likelihood that it would make an acquisition proposal given Party A's relative lack of responsiveness over the period going back to July 2009 and Party A's recently expressed desire to consider a range of strategic alternatives to a transaction involving Occam. Following discussion, the Occam board directed management to continue discussions with all three potential parties.

On June 16, 2010, Ms. Seeley discussed the status of the potential acquisition of Party B with Party B's chief executive officer.

Between June 16 and June 21, 2010, representatives of Jefferies and Morgan Stanley held periodic discussions about Calix's valuation analyses for Occam.

On June 21, 2010, Mr. Russo met with Mr. Howard-Anderson and Ms. Seeley in Santa Barbara, California to discuss the opportunities and challenges of the proposed acquisition of Occam.

On June 23, 2010, Occam received a letter from Party B's chief executive officer acknowledging the terms of the potential acquisition of Party B and confirming the material terms of the proposed acquisition of Party B.

On June 23, 2010, following the recent discussions between the financial advisors of Calix and Occam, Calix sent to Occam a revised term sheet and exclusivity agreement. The revised term sheet provided for an increased aggregate purchase price equal to \$171,140,000, subject to potential purchase price adjustments based on the respective second quarter operating performance of Occam and Calix.

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On June 24, 2010, Occam received a letter from Party A indicating Party A's potential interest in acquiring Occam. Although the letter suggested a preliminary price range at which Party A might consider acquiring Occam, the letter indicated that Party A would not be ready to negotiate the terms of a definitive agreement until the parties had negotiated a letter of intent containing the material terms of a possible transaction. With respect to the price range for a possible transaction, Party A's letter indicated that if Party A ultimately submitted a formal letter of intent and proceeded to negotiate a definitive agreement, the purchase price would be paid in cash based on a price range equal to the lesser of (a) 130-135% of the closing price of a share of Occam's common stock on June 23, 2010 and (b) 130-135% of the average closing price of a share of Occam's common stock for the fifty (50) trading days preceding the date of a definitive agreement. Notwithstanding the unwillingness of Party A to commence negotiations on a definitive acquisition agreement until a further letter of intent was negotiated, under Party A's letter Occam would be required to agree to an exclusivity period lasting until July 16, 2010, during which period Occam would be prohibited from considering other competing bids to acquire Occam, including that of Calix. The letter also contemplated that Occam would be subject to certain covenants restricting the operation of its business during the exclusivity period.

On June 24, 2010, the Occam board held a special telephonic meeting to consider the indication of interest from Party A and the draft term sheet from Calix. At this meeting, members of Occam's management led a discussion regarding the letters received from Party A and Calix, and representatives of Jefferies reviewed the key financial terms of the Calix proposal and Party A's indication of interest. Among other matters, the board discussed with management and representatives of Jefferies and WSGR the form of consideration of the Calix proposal and Party A's indication of interest; the strategic business aspects of a transaction with each company, including potential synergies; each party's request for exclusive negotiating rights; the potential timing of each transaction (including the timing implications of Party A's requirement that it be permitted to conduct diligence and then negotiate a letter of intent prior to negotiating a definitive agreement); the comparative financial aspects of the proposal from Calix and Party A's indication of interest; and the risk that Occam's agreement to an exclusivity period with Party A could delay and possibly jeopardize Occam's ability to consider and pursue the Calix transaction. Those present discussed the risks of entering into exclusive negotiations with Party A, particularly in light of Party A's sporadic communications during the prior eleven months and Party A's requirement that Occam enter into a further letter of intent prior to negotiation of a definitive agreement providing for an acquisition of Occam, notwithstanding the process and discussions that Party A had conducted to date. The board also observed that Party A's proposal contained significant uncertainty regarding price because it required the parties to negotiate a letter of intent during which the indicated price could be renegotiated and also because the formulaic price would fluctuate until Party A had completed its due diligence, negotiated the terms of a letter of intent and then negotiated and entered into a definitive acquisition agreement. Based on the interaction with Party A to date and the contingencies identified in Party A's indication of interest together with Calix's demonstrated interest in pursuing a transaction, the board concluded that pursuing a transaction with Party A presented a substantially higher risk of being terminated prior to the execution of a definitive agreement than a transaction with either Party B or Calix. The board, management, and representatives of Jefferies then discussed strategies and objectives for continuing discussions with each of Party A and Calix. Following this discussion, the Occam board directed Occam management and Jefferies to inform Party A that it would need to present a structure to negotiate a transaction that provided Occam greater certainty with respect to Party A's willingness to proceed more rapidly towards execution of a definitive acquisition agreement in order for Occam to consider moving forward with Party A. In particular, the board directed management and Jefferies to inform Party A that Occam required that Party A agree to proceed to negotiate a definitive agreement simultaneously with conducting its diligence. Occam's management then updated the Occam board with respect to discussions relating to Party B.

Following the June 24, 2010 board meeting, representatives of Jefferies contacted Party A on behalf of Occam and related the views of Occam's board with respect to Party A's letter of interest. Jefferies noted the board's concern over the equivocal nature of the indication of interest, the lack of a definitive purchase price and Party A's requirement that Occam agree to a prohibition on its ability to pursue discussions with competing acquirors during the proposed exclusivity period. Jefferies also informed Party A that other transactions were being considered that did not include similar contingencies and such indefinite economic terms.

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On June 30, 2010, the Occam board held a special telephonic meeting to consider the status of discussions regarding a potential strategic transaction. Representatives of Jefferies also attended this meeting. Mr. Howard-Anderson and Ms. Seeley updated the Occam board regarding discussions with Party B and Calix. The board then requested that Jefferies provide an updated analysis for the next board meeting comparing, from the financial perspective of Occam and its stockholders, the proposed acquisition of Party B with the proposed sale transaction to Calix.

Representatives of Jefferies then reviewed with the Occam board a list of other potential third parties that had been identified by Occam's management and Jefferies as possibly having an interest in acquiring Occam based on their potential strategic fit with Occam's business and their potential interest in and financial capacity to pursue acquisitions of Occam's size. Following discussion, Occam's board directed management and Jefferies to contact the parties most likely to have the capability and the interest in acquiring Occam.

Following the discussion among the board, directors, and management, Mr. Russo joined the meeting and made a presentation concerning Calix, its business, and Calix's views of market opportunities and challenges associated with the proposed acquisition of Occam. After the meeting, representatives of Jefferies contacted representatives of Morgan Stanley to inform them that the Occam board had a favorable impression of Mr. Russo's presentation. Morgan Stanley responded that Calix looked forward then to receiving a formal response to the term sheet that Calix had previously submitted to Occam.

On July 1, 2010, Party A informed representatives of Jefferies that it had determined it would not continue discussions with respect to an acquisition of Occam.

On July 1 and 2, 2010, representatives of Jefferies contacted seven potential acquirors to gauge their interest in a strategic transaction with Occam.

On July 2, 2010, Occam's board held a special telephonic meeting. Occam's management advised the board that Party A had declined to continue discussions with Occam. Representatives of Jefferies then informed the board that they had contacted seven buyer candidates regarding the potential acquisition of Occam and that none of them expressed an interest in pursuing the opportunity. Ms. Seeley then updated the board on discussions with respect to the acquisition of Party B. Representatives of Jefferies then reviewed with the Occam board an updated analysis comparing a combined Occam and Party B as a continuing company and a combined Occam and Calix as a continuing company. In evaluating the Party B transaction, the board, management and Jefferies noted that the board should take into account the integration risks associated with the proposed transaction with Party B. Ms. Seeley and representatives of Jefferies also reviewed with the board various assumptions concerning operating and cost synergies potentially realizable in a transaction with each of Party B and Calix. Based on the discussion and analysis presented, the board concluded that neither transaction was clearly superior in terms of its value, from a financial perspective, to Occam's stockholders.

Occam's board then considered and discussed the updated analysis and the various aspects of the proposed transactions between Occam and each of Party B and Calix, including the potential synergies realizable from each proposal, the estimates of the value potentially realizable by Occam's stockholders in each transaction, and the assumptions and methodologies underlying the analysis. Among other matters, the board noted the ability of Occam's stockholders to continue as stockholders of Calix based on the current transaction proposal. The board also discussed challenges inherent in each transaction, including integration risks, employee retention risks, and required regulatory approvals. While the board noted that both proposed transactions presented potentially valuable strategic alternatives, the board concluded that the transaction with Party B raised substantial integration risks and greater potential for management distraction due to the geographic distance between the parties. In particular, the board discussed the fact that if a transaction with Party B was concluded, senior management of Occam would be required in Europe for a substantial period of time to facilitate the transaction.

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At this point, the Occam board met in executive session without management or management directors present, and the non-management directors considered each transaction. The board noted its belief that, with limited exception, Occam's existing management lacked experience operating and managing a global business and, accordingly, believed that the proposed transaction presented material management and integration risks. Given these risks and taking into account the updated analysis provided by Jefferies, the board determined that the Calix transaction was likely to generate greater stockholder value than the proposed transaction with Party B.

As part of the July 2, 2010 meeting, representatives of WSGR reviewed the Occam board's obligations in connection with a possible sale of the company. WSGR representatives also discussed with the board the timing and structure of a potential transaction with Calix and certain provisions likely to be included in a definitive agreement regarding deal certainty. At the conclusion of the meeting, the Occam board instructed members of Occam's management to continue discussions with Party B and Calix regarding the respective proposals and to respond in writing to the Calix proposal.

On July 4, 2010, Occam delivered a revised term sheet to Calix, which proposed, among other things, that: (i) the per share consideration be calculated assuming that all vested options were exercised prior to closing, rather than on a fully-diluted basis including unvested options; (ii) following the transaction, a director from Occam be appointed to the Calix board of directors; (iii) the transaction be structured to qualify as a tax-free reorganization for purposes of the stock consideration; and (iv) the parties agree to certain covenants relating to obtaining regulatory approvals.

Additional discussions pertaining to the terms in the Calix term sheet took place between Calix and Occam from July 4 through July 12, 2010.

On July 13, 2010, Mr. Russo delivered to Ms. Seeley a revised term sheet and exclusivity agreement, which, among other things, accepted the terms proposed by Occam that the per share consideration be calculated excluding unvested options and that following the transaction, a director from Occam be appointed to Calix's board of directors. The revised term sheet also did not contain any adjustment to the price based on second quarter operating results of either Occam or Calix. Mr. Russo indicated that the revised term sheet reflected Calix's final offer and that negotiations with respect to regulatory approval covenants would be deferred to the definitive agreement.

On July 14, 2010, Occam's board held a special meeting to consider Calix's revised proposal. Members of Occam's management provided an update regarding the status of the Calix transaction and discussions with Party B. Discussion ensued regarding the revised terms of the proposed Calix term sheet and exclusivity agreement and the importance of the exclusivity period to Calix's willingness to proceed with the transaction, which would result, among other things, in Occam discontinuing discussions with Party B. The board also considered that the other potential acquirors that had been contacted had not indicated an interest in discussing a potential acquisition of Occam. Following discussion, Occam's board determined to continue discussions with Calix and directed management to enter into the exclusivity agreement based on the term sheet.

On July 15, 2010, Occam entered into the exclusivity agreement with Calix and the parties proceeded to negotiate a definitive agreement based on the term sheet. Under the original terms of the exclusivity agreement, the exclusivity period would expire on August 6, 2010, unless Calix reconfirmed on such date Calix's intention to proceed with the transaction based on the term sheet, in which case the exclusivity period would be extended until August 16, 2010.

On July 16, 2010, Calix delivered a due diligence request list to Occam to facilitate Calix's due diligence efforts. Shortly thereafter, Occam opened an online data room, and Calix commenced its due diligence review of the Company.

On July 20, 2010, the Calix board of directors held a special telephonic meeting at which members of Calix management updated the board on the status of negotiations with Occam regarding the proposed transaction.

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On July 22, 2010, Occam delivered a due diligence request list to Calix to facilitate Occam's reverse due diligence efforts. Shortly thereafter, Calix opened an online data room, and Occam commenced its reverse due diligence review of Calix.

On July 23, 2010, Latham & Watkins LLP, counsel to Calix, or Latham & Watkins, distributed an initial draft of a merger agreement to WSGR and Occam. WSGR conveyed Occam's initial comments to the merger agreement to Latham & Watkins on July 28, 2010. Among matters WSGR raised on behalf of Occam were the right of Occam to terminate the merger agreement in order to accept a competing acquisition proposal received on an unsolicited basis from a third party if Occam determined that the competing proposal was superior to the Calix transaction; the respective obligations of the parties to satisfy the conditions to closing the transactions, including covenants related to the receipt of required regulatory approvals; and the terms on which each party could terminate the merger agreement and the amount of the termination fee payable in connection with the termination of the merger agreement under certain circumstances. Thereafter until the execution of the merger agreement, representatives of Calix and Occam and their respective legal counsels negotiated and exchanged several drafts of the merger agreement and related transaction agreements.

Occam's board met on July 30 and August 3, August 7, August 11, August 13 and August 16, 2010 to consider the status of the proposed transaction with Calix. At each meeting, Occam's management and representatives of WSGR advised the board regarding the current terms of the proposed transaction and the open items and potential risks presented by the proposed terms, including the conditions to closing, termination rights of each party, and expectations concerning regulatory approvals for the transaction. Members of management and representatives of WSGR also discussed the closing risks related to the transaction, including the need to obtain stockholder and regulatory approvals and the effect the failure to close the transaction once it was announced could have on Occam.

From August 4 through August 6, 2010, members of management of Occam and Calix met to conduct in person due diligence meetings regarding the potential transaction.

At the August 11, 2010 Occam board meeting, a representative of WSGR noted for the Occam board that the exclusivity period under the exclusivity agreement with Calix had expired due to Calix's failure to reconfirm on August 6, 2010, Calix's intention to proceed with the transaction based on the term sheet. Management and counsel, however, confirmed for the board that Calix was continuing to negotiate in good faith, and the board elected to continue to negotiate with Calix on an exclusive basis notwithstanding the expiration of the exclusivity period, noting the potential risks to the transaction if Calix discovered that Occam was not negotiating exclusively with Calix. The board, having taken into account the fact that Jefferies had recently contacted seven potential acquirors of Occam, each of which had expressed no interest in pursuing such a transaction with Occam, authorized management to extend the exclusivity period, if requested by Calix.

On August 13, 2010, Mr. Russo contacted Ms. Seeley and requested that Occam extend the exclusivity period provided in the original exclusivity agreement. On August 16, 2010, Occam entered into an agreement extending the exclusive negotiating period until August 23, 2010.

On August 18, 2010, the Occam board held a special telephonic meeting to consider the open issues related to the Calix transaction. Members of Occam management updated the board on discussions with Calix and the terms of the proposed merger agreement. Representatives of WSGR provided an overview of legal and corporate matters related to the proposed transaction with Calix. In addition, representatives of WSGR and additional advisors to the board made presentations and led discussions with the board concerning the regulatory profile of the proposed transaction and related risks. At the conclusion of these various management and advisor presentations, the board discussed the transaction in detail, including the risks associated with the transaction measured against the strategic benefits and synergies expected to be derived from the transaction and the ability of Occam stockholders to continue to benefit from those synergies as stockholders of Calix. The board also met in executive session without management or management directors to discuss the business, operational, and

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management risks facing Occam if it continued on a stand-alone basis, including the substantial business operational, management, and integration risks associated with addressing Occam's challenges of scale and addressable market size through strategic acquisitions.

On August 19, 2010, the Occam board held a special telephonic meeting, initially in executive session without Occam's management or management directors, to consider further the operational, management, and regulatory risks presented by the proposed acquisition of Occam by Calix. During the executive session, each director present provided his views of the opportunities offered by the proposed transaction and the potential risks. The board engaged in considerable discussion concerning the opportunities and challenges facing Occam as a stand-alone company and Occam's ability to conclude, as an alternative to Calix, a strategic transaction that would position Occam as a relevant and competitive player against substantially larger companies addressing a broader potential customer base than Occam's current capacity permitted. Among other matters, the board discussed Occam's requirements for long-term product development, associated investments in research and development to ensure that Occam's product offerings remained competitive, and the substantial technology and market risks associated with Occam's product development strategy, which required that Occam make investments several years before a product could be brought to market.

In addition, at the August 19, 2010 meeting, the board noted Occam's and its management's success in addressing the IOC market but also considered the substantial operational, integration, and management challenges associated with pursuing and consummating a major acquisition transaction and subsequently successfully integrating the operations of the two companies as an alternative to the Calix transaction. The board noted that Occam had limited resources to pursue such a transaction, that it would be difficult to resurrect a transaction with Party B at that time, and that Party B was among a limited number of target companies identified during the process that likely accomplished Occam's requirements of scale while remaining affordable to Occam. The board further noted that even with respect to a transaction with Party B, Occam would be required to obtain acquisition debt financing, and the board expressed concern about incurring indebtedness to fund strategic acquisitions for a company of Occam's size.

Finally, the Occam board considered management issues associated with a stand-alone or strategic acquisition strategy. The board noted that, with limited exception, Occam's management lacked relevant experience in the acquisition, integration, and operation of large companies, particularly on an international basis. The board also noted that management had not been successful in addressing Occam's issues of scale and potential customer base through organic growth. The board concluded that pursuing a stand-alone strategy would necessarily require that Occam pursue strategic acquisitions, which would require new executive management to implement. The board then considered the various risks and uncertainties associated with identifying and recruiting new executive management as well as the expenditure of other resources that would be required to implement an acquisition strategy targeted toward increasing Occam's scale and market opportunity. At the end of this discussion, Occam's board concluded that the Calix transaction offered potential positive operational benefits that would be shared by Occam stockholders as they became stockholders of Calix. The board further concluded that these potential benefits outweighed the substantial operational, technological, business, and management risks associated with continuing as a stand-alone company and pursuing strategic acquisitions, including one with Party B.

Following these discussions, Mr. Howard-Anderson and Ms. Seeley joined the meeting. Occam's board and management continued discussions concerning the strategic opportunities and challenges facing Occam and those presented by a transaction with Calix. The board then directed management to continue to negotiate the proposed transaction with Calix.

Between August 19 and August 26, representatives of Occam and Calix and their respective legal advisors continued to conduct due diligence and to negotiate the terms of the merger agreement.

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On August 23, 2010, the exclusivity period again lapsed. Consistent with its earlier deliberations when exclusivity first lapsed and in light of the substantial progress that had been made by August 23, however, Occam determined to continue to negotiate on an exclusive basis with Calix.

On August 26, 2010, Occam's board of directors held a regularly scheduled meeting. During the meeting, members of Occam's management updated the board on negotiations with Calix. Representatives of Jefferies reviewed with the Occam board an overview of the key financial terms of the proposed transaction with Calix, including the nature and allocation of the cash and equity consideration and a comparison of the financial terms in the Calix transaction compared to recent comparable transactions. Representatives of WSGR reviewed the board's fiduciary obligations in considering and potentially approving a definitive agreement relating to the Calix transaction. The WSGR representatives then reviewed with the board a summary of the material terms of the proposed merger agreement, including the allocation of consideration between cash and Calix common stock; the anticipated tax treatment of the transaction; covenants that would bind Occam prior to completion of the transaction; covenants of the parties to obtain regulatory approvals; termination rights of each party; the amount of the termination fees payable by each party and the circumstances under which they would be payable; Occam's rights in relation to the receipt of a competing acquisition proposal; and remaining open issues to be negotiated. Following discussion, Occam's board instructed management to continue to work with Calix to resolve the open issues remaining in the proposed transaction. During the August 26, 2010 meeting, Mr. Rumer also led a discussion concerning new product development and planned investments in research and development.

On August 30, 2010, the Calix board of directors held a special telephonic meeting at which members of Calix management and representatives of Morgan Stanley and Latham & Watkins updated the board on the status of negotiations with Occam regarding the proposed transaction.

On August 31, 2010, members of management of Calix and Occam as well as representatives of Morgan Stanley and Jefferies participated in a financial due diligence session regarding Occam.

On September 1, 2010, the Calix board of directors held a special telephonic meeting at which members of Calix management updated the board on the status of negotiations with Occam regarding the proposed transaction. At this meeting, representatives of Morgan Stanley discussed its preliminary financial analysis of the proposed transaction. Following this presentation, the Calix board directed management to continue to work with Occam and the parties' respective legal counsel to resolve the remaining open items in the definitive acquisition agreement.

On September 2, 2010, Ms. Seeley and Mr. Russo again discussed extending the exclusive negotiating period under the agreement while the parties finalized the transaction documents and completed due diligence efforts.

On September 2, 2010, Occam's board held a special telephonic meeting. Ms. Seeley updated the board with respect to the status of negotiations with Calix. Among other matters, the board discussed recent increases in the trading price of Calix's common stock and the fact that Calix's chief executive officer recently met with institutional investors, including meetings with investors who were not then-current holders of Calix's common stock. The board considered the impact of the increased trading price on the allocation of consideration between cash and equity, and requested that Jefferies present information regarding the effects of different trading prices and average trading prices on such allocation of consideration. The board also directed Ms. Seeley to seek to negotiate an exchange ratio as part of the definitive agreement based on a trailing average price, rather than a trading price at the time of the signing of the agreement. In addition, the board considered the fact that the exclusive negotiating period with Calix had again expired. Following consideration of the risks to the transaction of not extending the exclusive negotiating period, the continued progress made in negotiations with Calix on the remaining open items in the definitive acquisition agreement and the lack of any positive response to the inquiries made by Jefferies of potential acquirors of Occam, the board authorized management to agree to an extension of the exclusivity period through a date no later than September 21, 2010.

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On September 3, 2010, Calix and Occam entered into an agreement extending the exclusive negotiating period until September 16, 2010.

On September 6, 2010, Occam's board held a special telephonic meeting. Representatives of Jefferies reviewed with the board the proposed transaction with Calix from a financial point of view, including the allocation of consideration between cash and Calix common stock and, in particular, an analysis of the impact of recent changes in Calix's trading price on the cash and equity components of the transaction consideration. Ms. Seeley noted that Calix had refused to agree to an equity exchange ratio based on a trailing average stock price and insisted that the exchange ratio be based on the trading price at the time of the signing of the agreement. Representatives of Jefferies also noted that the lock-up prohibiting certain Calix insiders and affiliates to sell their shares of Calix common stock, which had been in place since Calix's initial public offering, would likely expire between the expected date of signing and closing of the merger agreement and reviewed for Occam's board an analysis of recent initial public offerings and the impact of lock-up releases on trading performance. Further discussion ensued concerning the provisions of the draft merger agreement, the process for determining the stock exchange ratios, and expectations concerning Calix's trading price and the decline in Occam's trading price.

On September 8, 2010, the Occam board held a special telephonic meeting. Representatives of Jefferies reviewed with the Occam board additional financial analyses with respect to the consideration payable in the proposed Calix transaction, including certain sensitivity analyses showing changes in the allocation of consideration based on fluctuations in Calix's trading prices. Occam's board discussed the impact of the information presented. The board considered the effects of the recent changes in Calix's trading price on the cash and equity components of the transaction consideration, Calix's trading price on the date that the board had authorized entering into an exclusivity agreement with Calix, and Calix's refusal to agree to an exchange ratio based on a trailing average stock price and the decline in Occam's trading price. After considering these factors, the board concluded that a transaction with an exchange ratio based on the trading price at the time of the signing of the agreement would nonetheless be in the best interests of Occam's stockholders, and the board directed management to continue to finalize the transaction documents and complete due diligence. The board also directed Ms. Seeley to continue to press Calix to agree to a purchase price exchange ratio based on a trailing average.

Over the course of the following week, Calix continued its due diligence review of Occam, Occam continued its reverse diligence review of Calix, and members of the Occam and Calix management continued to negotiate the open issues relating to the merger agreement.

Following the September 8, 2010 Occam board meeting, Ms. Seeley and Mr. Russo discussed, among other definitive agreement terms, the calculation of the transaction purchase price, including Occam's desire to base the exchange ratio on a trailing average of Calix's stock price. Notwithstanding Ms. Seeley's continued efforts, Mr. Russo continued to refuse to agree to an exchange ratio based on a trailing average.

On September 13, 2010, members of management of Calix and Occam as well as representatives of Morgan Stanley and Jefferies participated in financial due diligence sessions regarding Calix.

On September 14, 2010, Occam's board held a special telephonic meeting. Ms. Seeley updated the board on discussions with Calix regarding the purchase price exchange ratio. After further deliberation, the board determined to accept an exchange ratio based on Calix's closing price on September 14, 2010. Following the meeting, Ms. Seeley conveyed the board's determination to Mr. Russo.

On September 14, 2010, the Calix board held a special telephonic meeting to review the current status of negotiations with Occam and the remaining open issues in the definitive merger agreement. The Calix board received presentations from Calix management, Morgan Stanley and Latham & Watkins. After a full meeting and discussion, the Calix board adopted a series of resolutions authorizing the proposed transaction on the terms



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set forth in the drafts of the transaction agreements presented to the Calix board, subject to such modifications as may be negotiated by Calix management to complete the transaction.

On September 15, 2010, Occam's board held a special telephonic meeting. Members of Occam's management updated the board on discussions with Calix. A representative of WSGR then provided an overview of the terms of the proposed transaction as set forth in the definitive agreements and the legal risks and benefits of the transaction and reviewed the resolutions proposed to be approved by the board of directors in connection with the transaction as well as the few remaining open transaction issues. Jefferies then reviewed with Occam's board of directors its financial analysis of the proposed consideration and rendered its opinion to Occam's board of directors to the effect that, as of September 15, 2010, and based upon and subject to the various considerations set forth in its opinion, the consideration to be received by holders of Occam common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders. The full text of the written opinion of Jefferies is attached to this proxy statement/prospectus as Annex B. Occam's board then engaged in additional deliberations regarding the merger, the proposed terms of the merger agreement and the various presentations of its legal and financial advisors, taking into consideration the factors described below under Occam's Reasons for the Merger; Recommendation of the Occam Board of Directors. At this point, the board adjourned the meeting while the final open issues in the merger agreement were resolved.

The board reconvened the meeting later in the evening on September 15, 2010. Management and representatives of WSGR apprised the board of the resolution of the remaining open issues. Occam's board then unanimously adopted resolutions declaring that the merger agreement and the transactions contemplated thereby were advisable to and in the best interests of Occam and its stockholders and approved the merger agreement and the transactions contemplated thereby and authorized Occam to enter into the merger agreement.

On the morning of September 16, 2010, prior to the opening of the Nasdaq Stock Market, Calix and Occam executed the merger agreement and issued a joint press release announcing the execution of the merger agreement.

**Occam's Reasons for the Merger; Recommendation of the Occam Board of Directors**

In evaluating the merger, the Occam board of directors consulted extensively with Occam's management and Occam's financial and legal advisors and considered a number of alternatives to enhance Occam's competitive position in the telecommunications industry and to increase stockholder value. Of such alternatives, the Occam board of directors believes the proposed merger is in the best interest of Occam and its stockholders. The board of directors' decision to approve the merger and the merger agreement and to recommend to Occam's stockholders that they vote for the adoption of the merger agreement was based on a number of factors. These factors included the following considerations:

***Considerations Regarding Operating Occam as an Independent Company.***

The board considered the current and historical financial condition, results of operations, and anticipated future performance of Occam, as well as the risks and uncertainties associated with continuing to operate Occam as an independent company, including the following:

the increasingly competitive nature of the telecommunication equipment industry in which Occam competes and the need to increase the scale of Occam's business and expand Occam's potential customer base, either through organic growth, strategic acquisitions by Occam, or a sale of Occam, in order to become competitive with the substantially larger telecommunications equipment companies;

the need to develop new products to remain competitive and relevant to existing and prospective customers, the substantial required investment and long lead times associated with new product development for telecommunications equipment, and the risks and uncertainties associated with developing new technologies and products;

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Occam's lack of revenue growth in recent periods and prospects for future growth, considering the limitations posed by the overall size of Occam's target market of IOCs and the impediments in expanding beyond its existing customer base;

the need to increase the scale of Occam's business and expand Occam's potential customer base through significant acquisitions, the challenges of financing such acquisitions, the potential execution risks and uncertainties associated therewith, and the fact that after a comprehensive process, Occam had identified one acquisition candidate through the strategic planning process that Occam's board believed Occam could reasonably acquire, which acquisition was not clearly superior to the transaction with Calix, from a financial point of view, for Occam stockholders and which acquisition presented significant management and integration risks;

Occam's lack, with limited exception, of management experience in executing an acquisition strategy of acquiring, integrating and operating large companies that would provide scale and expand Occam's potential customer base and the associated need to recruit, attract, and retain new management and management's inability in recent periods to increase Occam's revenues and scale on an organic basis;

the near-term opportunity presented by government broadband stimulus programs targeting IOCs, as well as the recognition that such stimulus funding was subject to potential delay and political risk and in and of itself would be insufficient to build a relevant long-term competitor in the larger telecommunications market; and

the general risks associated with Occam's ability to continue to execute its financial plan and create stockholder value in excess of the merger consideration being offered by Calix.

***Available Alternatives; Results of Discussions with Third Parties.***

The Occam board of directors considered the possible alternatives to the acquisition by Calix (including the possibility of being acquired by another company, continuing to operate Occam as an independent entity, or engage in strategic acquisitions, and the desirability and perceived risks of those alternatives), the range of potential benefits that these alternatives could bring to Occam's stockholders and the timing and likelihood of accomplishing the goals of such alternatives, as well as the board's assessment that none of these alternatives was reasonably likely to create greater value for Occam's stockholders, taking into account risks of execution as well as business, management, competitive, industry and market risks. As part of its deliberations, the Occam board considered the results of the process that was conducted, with the assistance of Occam management and Jefferies, to evaluate strategic alternatives including possible acquisitions by Occam, the lack of interest in acquiring Occam expressed by potential acquirors of Occam, both in terms of Party A's determination to discontinue further discussions after over a year of sporadic communications on the topic and in terms of the lack of interest expressed by the potential acquirors Jefferies contacted prior to Occam's entry into an exclusive negotiating period with Calix.

***Analysis and Presentation of Management.***

The analyses and presentations by senior management of Occam regarding the business, operations, sales, management and competitive position of Occam and forecasts regarding profitability under various scenarios.

***Strategic Considerations.***

The Occam board of directors considered their expectations that the merger would result in a larger, more competitive combined company, better positioned to compete in broader markets against larger companies in the telecommunications industry than Occam would be on a stand-alone basis. The Occam board of directors considered the benefits of a broader product portfolio, operational cost savings and scale that would accrue to the combined company and also considered that the opportunities for strategic investment, customer expansion and new growth would be significantly greater for the combined organization compared to what Occam could likely achieve as an independent company.

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***Considerations Regarding Calix Common Stock.***

Given that a significant portion of the consideration to be received by Occam's stockholders would consist of Calix common stock, the Occam board of directors considered the opportunity described in the preceding paragraph for Occam's stockholders to participate as stockholders in the potential appreciation in the stock of the combined company, in light of the perceived strategic benefits of the proposed merger of creating a more competitive and efficient company, more capable of competing against larger telecommunications equipment companies in more markets, and the significant cost synergies that would be obtained by the combined company.

***The Merger Consideration; Historical Trading Price.***

The Occam board of directors considered that the value of the merger consideration, including both the 0.2925 of a share of Calix common stock and \$3.8337 in cash for each share of Occam common stock, represented, based on the closing price of Calix's common stock on September 14, 2010 (the last trading day prior to the approval of the merger by Occam's board of directors), a 61.1% premium over the closing price per share of Occam common stock on September 14, 2010 and a 36.9% premium over the closing price per share of Occam common stock on August 17, 2010, the 20<sup>th</sup> trading day prior to September 15, 2010. Further, the Occam board of directors considered that the stock component of the merger consideration offers Occam's stockholders the opportunity to participate in the growth and success of the combined company, and to benefit from potential synergies in product offerings, technical development expertise and operational infrastructure that would benefit the combined company, while at the same time, the cash component of the merger consideration allows Occam's stockholders to realize some liquidity and an immediate return on their investment in Occam common stock.

***Financial Analysis and Opinion of Jefferies.***

The Occam board of directors considered the financial analysis by Jefferies, Occam's financial advisor, of the proposed consideration and the opinion of Jefferies, dated September 15, 2010, to the effect that, as of that date, and based upon and subject to the various considerations set forth in its opinion, the consideration to be received by holders of Occam common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders. The full text of the written opinion of Jefferies is attached to this proxy statement/prospectus as Annex B.

***Terms of the Merger Agreement.***

The Occam board of directors considered the terms and conditions of the merger agreement, including but not limited to the following:

the belief that the terms of the merger agreement, including the parties' mutual representations, warranties, covenants and closing conditions, are reasonable;

Occam's ability, under certain conditions, to provide information to and negotiate with a third party that has made an acquisition proposal that did not result from a breach of its non-solicitation obligations under the merger agreement if the Occam board determines in good faith (after consultation with its financial advisors and outside counsel) that the acquisition proposal is or is reasonably likely to be a superior proposal and if taking such action would be required by the Occam board's fiduciary duties;

The ability of Occam's board of directors, under certain circumstances, to make a change of recommendation and/or terminate the merger agreement in response to a bona fide acquisition proposal if (i) the Occam board reasonably determines in good faith (after consultation with its financial advisors and outside counsel) that such acquisition proposal is a superior proposal; (ii) the Occam board determines in good faith (after consultation with its outside counsel) that in light of such superior proposal, taking such action is required by the Occam board's fiduciary duties; (iii) Occam complies with certain procedures provided in the merger agreement; and (iv) Occam is simultaneously entering into an agreement for the superior proposal, subject to the payment of a termination fee;

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That Calix has agreed to pay Occam a termination fee of \$5.0 million if the merger agreement is terminated by the mutual agreement of Occam and Calix because the merger has not been consummated by December 15, 2010 based on a good faith determination that certain conditions relating to antitrust approval are not likely to be satisfied on or before March 15, 2011, and if on such date, all of the merger closing conditions, other than those relating to antitrust approval, are reasonably capable of being satisfied; and

That Calix has agreed to pay Occam a termination fee of \$10.0 million if the merger agreement is terminated by either Occam or Calix because the merger has not been consummated on or before March 15, 2011, and if on such date all of the merger closing conditions have been satisfied or waived other than conditions that, by their nature, can only to be satisfied at the effective time or those relating to antitrust approval.

***Risks and Potentially Negative Factors.***

The Occam board of directors also identified and considered a number of uncertainties, risks and other potentially negative factors in its consideration of the merger and merger agreement, including but not limited to the following:

the degree of volatility in the recent trading prices of Calix common stock, and the risk that the price of Calix common stock at the time of the closing of the merger could be lower than the price of such stock as of the time of signing the merger agreement, and accordingly, the value of the stock consideration received by the Occam stockholders in the merger could be materially less than the value of such stock consideration as of the date that the merger agreement was signed;

the possibility that the merger might not be consummated, as a result of the failure to obtain required regulatory clearances to consummate the merger or the failure to obtain the requisite vote of the stockholders of Occam, and the potential adverse effects of the failure to consummate the merger on Occam's business, customers, revenues, bookings, financial condition, operating results, employees and overall competitive positioning and prospects;

the risk that as a result of the announcement of the merger, Occam's existing relationships with customers could be significantly disrupted and Occam might have increased difficulty attracting new customers after such announcement;

the risk that certain provisions of the merger agreement may have the effect of discouraging proposals for alternative acquisition transactions involving Occam, including the restriction on Occam's ability to solicit proposals for alternative transactions and the requirement that Occam pay a termination fee of approximately \$5.2 million to Calix in certain circumstances following the termination of the merger agreement;

the risk that as a result of the announcement or the completion of the merger, key employees of Occam might terminate their employment with the company and the risk of the transaction diverting management's attention from the day-to-day operation of Occam's business during the pendency of the merger;

the fees and expenses associated with completing or attempting to complete the merger;

the potential impacts of the restrictions under the merger agreement on Occam's ability to take certain actions during the period prior to the closing of the merger (which may delay or prevent Occam from undertaking business opportunities that may arise pending completion of the merger);

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the fact that certain of Occam's directors and officers may have interests in the merger as individuals that are in addition to or different from the interests of Occam's stockholders, as further described in the section entitled "Proposal One: The Merger - Interests of Certain Persons in the Merger" beginning on page 106 of this proxy statement/prospectus; and

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various other risks associated with the merger and the businesses of Occam, Calix, and the combined company, some of which are described in this proxy statement/prospectus under the section entitled "Risk Factors" in this proxy statement/prospectus.

The Occam board of directors weighed these positive and negative factors, realizing that future results are uncertain, including any future results considered or expected in the factors noted above. In addition, many of the non-financial factors considered were highly subjective. As a result, in view of the number and variety of factors they considered, the Occam board of directors did not consider it practicable and did not attempt to quantify or otherwise assign relative weights to the specific factors it considered. Rather, the Occam board made its determination based on the totality of the information it considered. Individually, each director may have given greater or lesser weight to a particular factor or consideration.

### **Recommendation of the Occam Board of Directors**

After careful consideration and based on the foregoing analysis, at a meeting of the Occam board of directors held on September 15, 2010, the Occam board of directors unanimously determined that the merger agreement and the transactions contemplated thereby are fair to, advisable and in the best interests of Occam's stockholders and unanimously approved and adopted the merger agreement and the transactions contemplated thereby. The Occam board of directors unanimously recommends that the Occam stockholders vote "FOR" the adoption of the merger agreement.

### **Calix's Reasons for the Merger**

Calix's board approved the merger agreement at a special meeting held on September 14, 2010, and determined that the merger agreement and the merger transaction are in the best interests of Calix and its stockholders. In reaching this decision, Calix's board considered the financial performance and condition, business operations and prospects of each of Calix, Occam and the combined organization, the terms and conditions of the merger agreement and the ancillary documents, the results of the due diligence investigation conducted by Calix's management, accountants and legal counsel, and the analysis of Calix's legal and financial advisors.

Calix's board also considered a number of potential benefits of the merger transaction, including those listed below:

the acquisition of Occam is expected to provide Calix with greater scale, product assortment and resources to successfully compete in an increasingly globally competitive environment;

the acquisition of Occam is expected to accelerate Calix's Unified Access roadmap;

the acquisition of Occam is expected to accelerate innovation and delivery of new solutions to enable CSPs to better serve their customers;

the acquisition of Occam is expected to enhance and broaden Calix's Unified Access portfolio, providing enhanced offerings for a wider range of deployment options;

the acquisition of Occam is expected to enhance Calix's direct customer engagement model by enabling closer relationships with customers and partners through direct and expanded sales coverage and support;

the acquisition of Occam is expected to combine the Calix and Occam compatibility programs to expand and enhance partner interoperability;

the acquisition of Occam is expected to be accretive to Calix on a non-GAAP earnings per share basis in future periods; and



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the acquisition of Occam is expected to provide synergies by combining complementary technologies and resources and enabling greater operational efficiency and opportunities for cost reduction through the elimination of redundant overhead expenses and public company costs.

Calix's board also considered a number of potentially negative factors, including those listed below:

the risk that the value of the Occam business could decline after the execution of the merger agreement and announcement of entering into the merger agreement, particularly in light of the fact that the merger consideration would not be adjusted to reflect declines in the market price of Occam common stock;

the risk that the potential benefits of the merger transaction would not be realized fully as a result of challenges Calix might face in integrating the two companies' technology, personnel and operations, as well as general industry-wide or economic conditions or other factors;

the risk that, if the merger transaction is not completed, Calix's management would have devoted substantial time and resources to the combination at the expense of other business opportunities;

the risk associated with the additional demands that the acquisition of Occam would place on Calix and its management, including the potential disruption of Calix's ongoing business as Calix's management and employees are required to dedicate significant time and effort in order to integrate the two companies' systems, cultures, processes, controls and two separate customer experiences;

the risk that the regulatory approvals impose conditions on, jeopardize or delay completion of the merger transaction or reduce the anticipated benefits of the merger transaction;

the risk that the potential growth, perceived synergies and anticipated opportunities considered by Calix's board will not be achieved through the completion of the merger transaction; and

various other risks associated with the combined organization and the acquisition, including the risks described in the section entitled **Risk Factors** in this proxy statement/prospectus.

The foregoing list comprises the material factors considered by Calix's board in its consideration of the merger transaction and is intended to be a summary rather than an exhaustive list. In view of the variety and complexity of factors and information considered, Calix's board did not find it practicable to, and did not, make specific assessments of, quantify or otherwise assign relative weights to the specific factors considered in reaching its decision. Rather, the decision was made after consideration of all of the factors as a whole. In addition, individual members of Calix's board of directors may have given different weight to different factors. The Calix board of directors conducted an overall analysis of the factors described above, including thorough discussions with, and questioning of, Occam management and legal and financial advisors, and considered the factors overall to be favorable to, and to support, its determination.

### **Opinion of Occam's Financial Advisor**

Occam retained Jefferies to act as its financial advisor in connection with the merger and to render to Occam's board of directors an opinion as to the fairness of the consideration to be received by the holders of Occam common stock pursuant to the merger agreement. At the meeting of Occam's board of directors on September 15, 2010, Jefferies rendered its opinion to Occam's board of directors to the effect that, as of that date, and based upon and subject to the various considerations set forth in its opinion, the consideration to be received by holders of Occam common stock pursuant to the merger agreement was fair, from a financial point of view, to such holders.





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The full text of the written opinion of Jefferies, dated as of September 15, 2010, is attached hereto as Annex B. The opinion sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the scope of the review undertaken by Jefferies in rendering its opinion. Occam encourages its stockholders to read the opinion carefully and in its entirety. Jefferies' opinion is directed to Occam's board of directors and addresses only the fairness, from a financial point of view and as of the date of the opinion, of the consideration to be received by holders of Occam common stock pursuant to the merger agreement. It does not address any other aspects of the merger and does not constitute a recommendation as to how any holder of Occam common stock should vote on the merger or any matter related thereto. The summary of the opinion of Jefferies set forth below is qualified in its entirety by reference to the full text of the opinion.

In arriving at its opinion, Jefferies, among other things:

reviewed a draft of the merger agreement dated September 15, 2010;

reviewed certain publicly available financial and other information about Occam and Calix;

reviewed certain information furnished to Jefferies by Occam's management, including financial forecasts for calendar years 2010 and 2011 only, having been advised by the management of Occam that it did not prepare any financial forecasts beyond such period, and analyses, relating to the business, operations and prospects of Occam;

reviewed publicly available consensus estimates of equity research analysts regarding the future financial performance of Calix and certain equity research analyst reports regarding Calix;

held discussions with members of senior management of Occam and Calix concerning the matters described in the prior three bullets above;

reviewed the share trading price history and valuation multiples for Occam common stock and Calix common stock and compared them with those of certain publicly traded companies that Jefferies deemed relevant;

compared the proposed financial terms of the merger with the financial terms of certain other transactions that Jefferies deemed relevant;

considered the potential pro forma impact of the merger; and

conducted such other financial studies, analyses and investigations as Jefferies deemed appropriate.

In Jefferies' review and analysis and in rendering its opinion, Jefferies assumed and relied upon, but did not assume any responsibility to independently investigate or verify, the accuracy and completeness of all financial and other information that was supplied or otherwise made available by Occam and Calix to Jefferies or that was publicly available (including, without limitation, the information described above), or that was otherwise reviewed by Jefferies. In its review, Jefferies relied on assurances of the managements of Occam and Calix that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. In its review, Jefferies did not obtain any independent evaluation or appraisal of any of the assets or liabilities of, nor did Jefferies conduct a physical inspection of any of the properties or facilities of, Occam or Calix. Jefferies was not furnished with any such evaluations or appraisals of such physical inspections and did not assume any responsibility to obtain any such evaluations or appraisals.

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With respect to the financial forecasts provided to and examined by Jefferies, Jefferies' opinion noted that projecting future results of any company is inherently subject to uncertainty. Occam informed Jefferies, and Jefferies assumed, that Occam's financial forecasts were reasonably prepared on bases reflecting the best currently available estimates and good faith judgments of the management of Occam as to the future financial performance of Occam. Jefferies was not provided with, and Jefferies did not have any access to, any financial forecasts of Calix as prepared by the management of Calix other than guidance with respect to consensus.

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estimates of equity research analysts regarding the future financial performance of Calix and certain equity research analyst reports regarding Calix (the Calix Research Estimates ). Accordingly, upon the advice of Occam and Calix, Jefferies assumed that the Calix Research Estimates and the guidance with respect thereto provided by management of Calix are a reasonable basis upon which to evaluate the future financial performance of Calix, and Jefferies used and relied upon the Calix Research Estimates and such guidance in performing its analysis. Jefferies expressed no opinion as to Occam s financial forecasts or the Calix Research Estimates or the assumptions on which they are made.

Jefferies opinion was based on economic, monetary, regulatory, market and other conditions existing and which could be evaluated as of the date of its opinion. Jefferies expressly disclaimed any undertaking or obligation to advise any person of any change in any fact or matter affecting Jefferies opinion of which Jefferies became aware after the date of its opinion.

Jefferies made no independent investigation of any legal or accounting matters affecting Occam or Calix, and Jefferies assumed the correctness in all respects material to Jefferies analysis of all legal and accounting advice given to Occam and Occam s board of directors, including, without limitation, advice as to the legal, accounting and tax consequences of the terms of, and transactions contemplated by, the merger agreement to Occam and its stockholders. In addition, in preparing its opinion, Jefferies did not take into account any tax consequences of the merger to Occam s stockholders. In rendering its opinion, Jefferies assumed that the final form of the merger agreement would be substantially similar to the last draft reviewed by it. Jefferies also assumed that in the course of obtaining the necessary regulatory or third party approvals, consents and releases for the merger, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on Occam, Calix or the contemplated benefits of the merger.

Jefferies opinion was for the use and benefit of Occam s board of directors in its consideration of the merger, and Jefferies opinion did not address the relative merits of the transactions contemplated by the merger agreement as compared to any alternative transaction or opportunity that might be available to Occam, nor did it address the underlying business decision by Occam to engage in the merger or the terms of the merger agreement or the documents referred to therein. Jefferies opinion did not constitute a recommendation as to how any holder of shares of Occam common stock should vote on the merger or any matter related thereto or as to what form of consideration any such holder should elect pursuant to the merger agreement. Jefferies expressed no opinion as to the price at which shares of Occam common stock or Calix common stock would trade at any time. Jefferies did not express any view or opinion as to the fairness, financial or otherwise, of the amount or nature of any compensation payable or to be received by any of Occam s officers, directors or employees, or any class of such persons, in connection with the merger relative to the consideration. Jefferies opinion has been authorized by the Fairness Committee of Jefferies.

In preparing its opinion, Jefferies performed a variety of financial and comparative analyses. The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant quantitative and qualitative methods of financial analysis and the applications of those methods to the particular circumstances and, therefore, is not necessarily susceptible to partial analysis or summary description. Jefferies believes that its analyses must be considered as a whole. Considering any portion of Jefferies analyses or the factors considered by Jefferies, without considering all analyses and factors, could create a misleading or incomplete view of the process underlying the conclusion expressed in Jefferies opinion. In addition, Jefferies may have given various analyses more or less weight than other analyses, and may have deemed various assumptions more or less probable than other assumptions, so that the range of valuations resulting from any particular analysis described below should not be taken to be Jefferies view of Occam s or Calix s actual value. Accordingly, the conclusions reached by Jefferies are based on all analyses and factors taken as a whole and also on the application of Jefferies own experience and judgment.

In performing its analyses, Jefferies made numerous assumptions with respect to industry performance, general business, economic, monetary, regulatory, market and other conditions and other matters, many of which

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are beyond Occam's and Jefferies' control. The analyses performed by Jefferies are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. In addition, analyses relating to the per share value of Occam common stock do not purport to be appraisals or to reflect the prices at which Occam common stock may actually be sold. The analyses performed were prepared solely as part of Jefferies' analysis of the fairness, from a financial point of view, of the consideration to be received by holders of Occam common stock pursuant to the merger agreement, and were provided to Occam's board of directors in connection with the delivery of Jefferies' opinion.

The following is a summary of the material financial and comparative analyses performed by Jefferies in connection with Jefferies' delivery of its opinion. The financial analyses summarized below include information presented in tabular format. In order to fully understand Jefferies' financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data described below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Jefferies' financial analyses.

***Transaction Overview.***

Based upon the approximately 23.0 million shares of Occam common stock that were outstanding as of September 14, 2010 on a fully diluted basis (calculated using the treasury stock method), and based upon the closing price per share of Calix common stock of \$13.38 on September 14, 2010, the exchange ratio of 0.2925 shares of Calix common stock per share of Occam common stock, and the cash consideration of \$3.8337 per share of Occam common stock, Jefferies noted that the implied value of the merger consideration pursuant to the merger agreement was approximately \$7.75 per share of Occam common stock, which is referred to as the Implied Merger Consideration Value. Net of approximately \$43.7 million of cash and cash equivalents (as of September 14, 2010), Jefferies noted that the consideration implied an enterprise value for Occam of approximately \$134.8 million. Jefferies also noted that the Implied Merger Consideration Value of \$7.75 per share of Occam common stock represented:

a premium of 61.1% over the closing price per share of Occam common stock on September 14, 2010, the last full trading day prior to the date the transaction was approved by Occam's board of directors, and

a premium of 36.9% over the closing price per share of Occam common stock on August 17, 2010, the 20<sup>th</sup> trading day prior to the date the transaction was approved by Occam's board of directors.

***Occam Analysis.***

***Comparable Public Company Analysis***

Using publicly available information and information provided by Occam's management, Jefferies analyzed the trading multiples of Occam and the corresponding trading multiples of the following access and/or transport carrier infrastructure providers, which are referred to as the Occam Selected Comparable Companies :

ADTRAN, Inc.,

ADVA AG Optical Networking,

Calix, Inc.,

Tellabs, Inc.,

Vecima Networks Inc., and

Zhone Technologies, Inc.

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In its analysis, Jefferies derived and compared multiples for Occam and the Occam Selected Comparable Companies, calculated as follows:

the enterprise value divided by estimated revenue for calendar year 2010, which is referred to as Enterprise Value/2010E Revenue,

the enterprise value divided by estimated revenue for calendar year 2011, which is referred to as Enterprise Value/2011E Revenue,

the enterprise value divided by estimated earnings before interest, taxes, depreciation and amortization, or EBITDA, for calendar year 2010, which is referred to as Enterprise Value/2010E EBITDA,

the enterprise value divided by estimated EBITDA for calendar year 2011, which is referred to as Enterprise Value/2011E EBITDA, and

the price per share divided by estimated earnings per share, or EPS, for calendar year 2011, which is referred to as Price/2011E EPS. This analysis indicated the following:

**Comparable Public Company Multiples**

Benchmark	High	75 <sup>th</sup> Percentile	25 <sup>th</sup> Percentile	Low	Median
Enterprise Value/2010E Revenue	3.2x	1.6x	0.8x	0.4x	1.0x
Enterprise Value/2011E Revenue	2.8x	1.4x	0.6x	0.4x	1.2x
Enterprise Value/2010E EBITDA	28.6x	11.7	6.6x	5.2x	8.0x
Enterprise Value/2011E EBITDA	21.5x	14.3x	6.5x	5.1x	10.0x
Price/2011E EPS	36.7x	24.0x	16.5x	15.3x	18.5x

Using the reference ranges for the benchmarks set forth below, Jefferies determined implied enterprise values for Occam, then added cash and cash equivalents to determine implied equity values. After accounting for the vesting of in-the-money stock options, restricted stock units and performance-based restricted stock units (using the treasury stock method), these analyses indicated the ranges of implied values per share of Occam common stock set forth opposite the relevant benchmarks below, compared, in each case, to the Implied Merger Consideration Value of \$7.75:

**Comparable Public Company Reference Ranges and Implied Price Ranges**

Benchmark	Reference Range	Implied Price Range
Enterprise Value/2010E Revenue	0.8x - 1.2x	\$5.58 - \$7.25
Enterprise Value/2011E Revenue	0.7x - 1.1x	\$6.33 - \$8.66
Enterprise Value/2010E EBITDA	8.0x - 11.0x	\$3.80 - \$4.41
Enterprise Value/2011E EBITDA	7.0x - 11.0x	\$5.48 - \$7.33
Price/2011E EPS	17.0x - 19.0x	\$6.88 - \$7.69

No company utilized in the comparable company analysis is identical to Occam. In evaluating the selected companies, Jefferies made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond Occam's and Jefferies' control. Mathematical analysis, such as determining the median, is not in itself a meaningful method of using comparable company data.





**Table of Contents***Comparable Transactions Analysis*

Using publicly available information, Jefferies examined the following 10 transactions, announced since July 1, 2007, involving access and/or transport carrier infrastructure providers and total equity consideration between \$40 million and \$1.2 billion. The transactions considered and the month and year each transaction was announced were as follows:

<b>Date Announced</b>	<b>Acquiror</b>	<b>Target</b>
July 2010	Tyco Electronics Ltd.	ADC Telecommunications, Inc.
April 2010	Enablence Technologies Inc.	Teledata Networks Ltd.
December 2009	Genband, Inc.	Nortel Networks Corporation (VoIP business)
October 2009	Ciena Corporation	Nortel Networks Corporation (Carrier Ethernet business)
December 2008	Harmonic Inc.	Scopus Video Networks Ltd.
December 2007	Turin Networks Inc.	Carrier Access Corp.
August 2007	ARRIS Group, Inc.	C-COR Incorporated
April 2007	Motorola, Inc.	Terayon Communication Systems, Inc.
July 2007	Investor group	ECI Telecom Ltd.

Using publicly available estimates and other information for each of these transactions, Jefferies reviewed the enterprise value as a multiple of the target company's revenue for the last 12 months, or LTM, which is referred to as Enterprise Value/LTM Revenue.

This analysis indicated the following:

**Comparable Transactions Multiples**

<b>Benchmark</b>	<b>High</b>	<b>75<sup>th</sup> Percentile</b>	<b>25<sup>th</sup> Percentile</b>	<b>Low</b>	<b>Median</b>
Enterprise Value/LTM Revenue	2.2x	1.5x	0.7x	0.3x	0.9x

Using a reference range of 0.9x - 1.5x Enterprise Value/LTM Revenue, Jefferies determined implied enterprise values for Occam, then added cash and cash equivalents to determine implied equity values. After accounting for the vesting of in-the-money stock options, restricted stock units and performance-based restricted stock units (using the treasury stock method), this analysis indicated a range of implied values per share of Occam common stock of \$5.54 - \$7.74, compared to the Implied Merger Consideration Value of \$7.75.

No transaction utilized as a comparison in the comparable transaction analysis is identical to the merger. In evaluating the merger, Jefferies made numerous judgments and assumptions with regard to industry performance, general business, economic, market, and financial conditions and other matters, many of which are beyond Occam's and Jefferies' control. Mathematical analysis, such as determining the median, is not in itself a meaningful method of using comparable transaction data.

*Premiums Paid Analysis*

Using publicly available information, Jefferies analyzed the premiums offered in select hardware technology transactions since January 1, 2007 having equity consideration between \$100 million and \$500 million.

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For each of these transactions, Jefferies calculated the premium represented by the offer price over the target company's closing share price one day and twenty days prior to the transaction's announcement. This analysis indicated the following premiums for those time periods prior to announcement:

**Premiums Paid Percentages**

<b>Time Period Prior to Announcement</b>	<b>High</b>	<b>75<sup>th</sup> Percentile</b>	<b>25<sup>th</sup> Percentile</b>	<b>Low</b>	<b>Median</b>
1 day	89.9%	53.9%	18.3%	2.3%	34.9%
20 days	65.8%	44.9%	22.3%	4.6%	32.3%

Using the reference range premiums set forth below for the one day and twenty days prior to September 15, 2010, which was the date the transaction was approved by Occam's board of directors, Jefferies performed a premiums paid analysis using the closing prices per share of Occam common stock for the periods 1-day and 20-days prior to September 15, 2010. These analyses indicated the following ranges of implied values per share of Occam common stock, compared to the Implied Merger Consideration Value of \$7.75:

**Premiums Paid****Reference Ranges and Implied Price Ranges**

<b>Time Period Prior to September 15, 2010</b>	<b>Reference Range Premiums</b>	<b>Implied Price Range</b>
1 day	18.3% - 53.9%	\$5.69 - \$7.40
20 days	22.3% - 44.9%	\$6.92 - \$8.20

**Calix Analysis.***Comparable Public Company Analysis*

Using publicly available information and information and guidance provided by Calix's management, Jefferies analyzed the trading multiples of Calix and the corresponding trading multiples of the following access and/or transport carrier infrastructure providers, which are referred to as the Calix Selected Comparable Companies:

ADTRAN, Inc.,

Ciena Corporation,

Infinera Corporation,

Juniper Networks, Inc.,

Sonus Networks, Inc.,

Tellabs, Inc., and

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Occam Networks, Inc.

In its analysis, Jefferies derived and compared multiples for Calix and the Calix Selected Comparable Companies, calculated as follows:

Enterprise Value/2010E Revenue,

Enterprise Value/2011E Revenue,

Enterprise Value/2010E EBITDA,

Enterprise Value/2011E EBITDA,

the price per share divided by estimated EPS for calendar year 2010, which is referred to as Price/2010E EPS, and

Price/2011E EPS.

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This analysis indicated the following:

**Comparable Public Company Multiples**

<b>Benchmark</b>	<b>High</b>	<b>75<sup>th</sup> Percentile</b>	<b>25<sup>th</sup> Percentile</b>	<b>Low</b>	<b>Median</b>
Enterprise Value/2010E Revenue	3.3x	2.7x	1.3x	0.6x	2.1x
Enterprise Value/2011E Revenue	2.9x	2.5x	1.2x	0.4x	1.9x
Enterprise Value/2010E EBITDA	44.1x	27.1x	11.7x	5.2x	12.4x
Enterprise Value/2011E EBITDA	21.0x	16.1x	7.4x	5.6x	10.1x
Price/2010E EPS	63.9x	57.0x	20.7x	12.1x	23.7x
Price/2011E EPS	36.4x	23.7x	16.1x	11.9x	19.1x

Using the reference ranges for the benchmarks set forth below, Jefferies determined implied enterprise values for Calix, then added cash and cash equivalents to determine implied equity values. After accounting for the vesting of in-the-money stock options, restricted stock units and performance-based restricted stock units (using the treasury stock method), these analyses indicated the ranges of implied values per share of Calix common stock set forth opposite the relevant benchmarks below, compared, in each case, to the closing price per share of the Calix common stock on September 14, 2010 of \$13.38:

**Comparable Public Company Reference Ranges and Implied Price Ranges**

<b>Benchmark</b>	<b>Reference Range</b>	<b>Implied Price Range</b>
Enterprise Value/2010E Revenue	1.2x - 2.1x	\$9.91 - \$15.55
Enterprise Value/2011E Revenue	1.1x - 1.9x	\$10.67 - \$16.69
Enterprise Value/2010E EBITDA	12.0x - 16.0x	\$6.89 - \$8.39
Enterprise Value/2011E EBITDA	10.0x - 12.0x	\$9.88 - \$11.38
Price/2010E EPS	23.0x - 25.0x	\$5.57 - \$6.06
Price/2011E EPS	16.0x - 20.0x	\$8.92 - \$11.15

No company utilized in the comparable company analysis is identical to Calix. In evaluating the selected companies, Jefferies made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond Calix's and Jefferies' control. Mathematical analysis, such as determining the median, is not in itself a meaningful method of using comparable company data.

*Equity Research*

Jefferies also reviewed share price targets of various equity research analysts for Calix common stock published in July and August 2010. This review indicated a range of per share price targets for Calix common stock of \$10.00 to \$16.00, with a median of \$14.50, compared to the closing price per share of Calix common stock on September 14, 2010 of \$13.38.

*Pro Forma Combination Analysis.*

Using publicly available information and information and guidance provided by Calix's management, Jefferies reviewed the potential pro forma effect of the merger on Calix's fiscal years 2010 and 2011 estimated EPS. Based on an illustrative merger closing date of December 1, 2010 and other assumptions relating to the merger, this analysis indicated that the merger could be dilutive to Calix's estimated EPS for fiscal year 2010 and accretive for fiscal year 2011.

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***General.***

Jefferies' opinion was one of many factors taken into consideration by Occam's board of directors in making its determination to approve the merger and should not be considered determinative of the views of Occam's board of directors or management with respect to the merger or the consideration.

Jefferies was selected by Occam's board of directors based on Jefferies' qualifications, expertise and reputation. Jefferies is an internationally recognized investment banking and advisory firm. Jefferies, as part of its investment banking business, is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements, financial restructurings and other financial services.

Jefferies maintains a market in the securities of Occam, and in the ordinary course of business, Jefferies and its affiliates may trade or hold securities of Occam or Calix and/or their respective affiliates for its own account and for the accounts of its customers and, accordingly, may at any time hold long or short positions in those securities.

Pursuant to an engagement agreement between Occam and Jefferies dated June 21, 2010, Occam has agreed to pay Jefferies a fee for its services based, in part, upon the value of the consideration to be paid in the merger, which fee is expected as of the date of this proxy statement/prospectus to be approximately \$2.7 million, of which a portion was payable upon delivery of Jefferies' opinion and approximately \$2.2 million is payable contingent upon consummation of the merger. In addition, Occam has agreed to reimburse Jefferies for expenses incurred. Occam also has agreed to indemnify Jefferies against liabilities arising out of or in connection with the services rendered and to be rendered by it under its engagement. Jefferies has, in the past, provided financial advisory services to Calix. Jefferies was a joint book runner in Calix's initial public offering, or Calix's IPO. Calix and the underwriters in Calix's IPO entered into an underwriting agreement in which the Company agreed to pay to all underwriters as a whole an aggregate underwriting discount of up to approximately \$4.7 million in Calix's IPO for the shares being offered by the Company in Calix's IPO. Other than serving as a joint book runner on Calix's IPO, Jefferies has not performed any other work for Calix for which it has received or would expect to receive compensation from Calix. Jefferies is not presently providing any financial advisory services to Calix, but Jefferies may seek to, in the future, provide financial advisory and financing services to Occam, Calix or entities that are affiliated with Occam or Calix, for which it would expect to receive compensation.

**Table of Contents****Projected Financial Information**

In connection with Calix's due diligence review of Occam, Occam provided Calix and Morgan Stanley (Calix's financial advisor) with internal financial projections prepared by Occam management about Occam as a stand-alone company for the three months ended September 30, 2010, the three months ending December 31, 2010 and fiscal years ending 2010 and 2011. Such projections were also provided to Jefferies (Occam's financial advisor). The internal financial projections were as follows:

**Internal Financial Projections Provided by Occam to Calix, Morgan Stanley and Jefferies**

(all amounts in thousands and all are approximations)

	Three Months Ended		Year Ending December 31,	
	September 30, 2010E	December 31, 2010E	2010E	2011E
Total Revenue	27,827	28,175	102,122	142,953
Cost of revenue	17,590	17,139	61,075	85,743
Gross margin	10,237	11,036	41,047	57,211
Gross margin as a percentage of Total Revenue	36.8%	39.2%	40.2%	40.0%
<b>Operating Expense:</b>				
Research and product-development	3,658	3,616	14,426	21,443
Sales and marketing	4,609	4,551	17,875	17,154
General and administrative	1,579	1,588	6,504	7,148
Reserves <sup>(1)</sup>			0	2,144
Salary rollback <sup>(1)</sup>	228	224	452	1,000
Total operating expenses	10,074	9,979	39,256	48,889
Operating income (loss)	163	1,057	1,790	8,321
Operating Income as a percentage of Total Revenue	0.6%	3.8%	1.8%	6%
Interest & Other Income, net	2	0	8	1,173
Provision for income taxes	20	0	36	949
Non-GAAP net income <sup>(2)</sup>	145	1,057	1,762	8,545
Diluted earnings per share	\$ 0.01	\$ 0.05	\$ 0.08	\$ 0.40
Diluted Shares Outstanding	21,000	21,100	20,901	21,101
<b>Research and product-development as a percentage of Total Revenue</b>				
	13%	13%	14%	15%
<b>Sales and marketing as a percentage of Total Revenue</b>				
	17%	16%	18%	12%
<b>General and administrative as a percentage of Total Revenue</b>				
	6%	6%	6%	5%
<b>Stock-based compensation</b>				
Cost of Revenue	84	84	339	336
Research and product-development	199	199	846	796
Sales and Marketing	186	186	776	744
General and administrative	238	238	943	952
Total stock-based compensation	707	707	2,904	2,828
<b>Excluded from Non-GAAP</b>				
Total Excluded from Non-GAAP	707	707	2,904	2,828
GAAP Net (Loss)/Income	(562)	350	(1,142)	5,717
GAAP Earnings per share	\$ (0.03)	\$ 0.02	\$ (0.05)	\$ 0.27
Adjusted EBIT <sup>(3)</sup>	(544)	350	(1,114)	5,493
Adjusted EBITDA <sup>(4)</sup>	207	1,101	1,948	8,497
Depreciation & Amortization	\$ 751	\$ 751	\$ 3,062	\$ 3,004

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EBITDA <sup>(5)</sup>	\$ 914	\$ 1,808	\$ 4,852	\$ 11,325
EBITDA per share	\$ 0.04	\$ 0.09	\$ 0.23	\$ 0.54

- (1) Occam does not include these amounts in separate line-items in its statement of operations as they would be included in the research and product-development, sales and marketing and general and administrative line-items. As indicated in the above table, the internal financial projections included these amounts in a separate line-item which provided further detail regarding certain employee-related expenses. The salary rollback line-item represented salary expenses that would be incurred due to the lapse of temporary salary decreases (which had been put in place during the economic downturn). The reserves line-item represented estimated employee incentive bonus plan expenses.

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- (2) Non-GAAP net income (loss) is defined as GAAP net income (loss), excluding stock-based compensation expense.
- (3) Adjusted EBIT is defined as GAAP net income (loss) excluding interest and taxes, but including stock-based compensation expense.
- (4) Adjusted EBITDA is defined as GAAP net income (loss) excluding interest, taxes, depreciation and amortization, but including stock-based compensation expense.
- (5) EBITDA is defined as GAAP net income (loss) excluding stock-based compensation expense, interest, taxes, depreciation and amortization.
- The internal financial projections were not prepared with a view to public disclosure or compliance with the published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants regarding projections or forecasts. The internal financial projections do not purport to present operations in accordance with GAAP, and neither Occam nor Occam's independent registered public accounting firm has examined, compiled or otherwise applied procedures to the internal financial projections and, accordingly, no opinion or any other form of assurance on such information or its achievability is expressed with respect thereto.

The internal financial projections were prepared solely for internal use and are subjective in many respects. As a result, the internal financial projections are susceptible to interpretations and periodic revision based on actual experience and business developments. Although presented with numeric specificity, the internal financial projections were based on numerous estimates and assumptions made by the management of Occam at the time they were prepared. Significant estimates and assumptions underlying Occam's internal financial projections included, among others, the following: (i) that Occam's product sales would grow approximately 22% from 2009 to 2010 and by approximately 40% from 2010 to 2011, primarily driven by projects funded through the government's broadband stimulus in addition to expected growth in the rural IOC customer base; (ii) that reductions in component and other product costs would offset decreases related to average selling price reductions; (iii) that improvements to Occam's product reliability would allow for a lower provisioning for warranty expense; (iv) that Occam would be able to increase revenue while leveraging current operating expense levels and headcount levels with limited incremental investment and limited increase in costs and headcount; (v) that employee related costs, such as salaries, benefits, hiring and retaining costs would not materially increase per employee and would remain comparable to current levels of cost per employee; (vi) that the incurrence of minimal one-time or non-recurring costs in future periods; (vii) that current office and IT infrastructures requirements and related costs would not change materially and capital expenditures would be less than \$2 million per year; (viii) that during 2011, research and development expense percentage growth would be faster than revenue percentage growth and would increase as a percentage of revenue as additional investment levels would be made in support of product roadmap expansion; (ix) that sales and marketing expense percentage growth would be slower than revenue percentage growth and would decrease as a percentage of revenue in the future periods by leveraging existing investment levels to support sales and marketing activities; (x) that general and administrative expense percentage growth would be slower than revenue percentage growth and would decrease as a percentage of revenue in the future period by leveraging current general and administrative investment levels; (xi) an assumed tax rate of 2% for 2010 and 10% for 2011 on operating income and interest income and (xii) an assumed interest rate earned on invested cash balances of 2.2%.

The estimates and assumptions underlying these internal financial projections involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions. In any event, these estimates and assumptions may not be realized and are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, all of which are difficult to predict and many of which are beyond Occam's control. In addition, the internal financial projections are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (see Cautionary Statement Regarding Forward-Looking Statements on page 67, Risk Factors on page 26 and other risk factors as disclosed in Occam's filings with the SEC). Accordingly, there can be no assurance that the estimates and assumptions made in preparing the internal financial projections will prove accurate or that any of the internal financial projections will be realized or that actual results would not differ materially from those presented in the internal financial projections.



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The internal financial projections are not being included in this proxy statement/prospectus to influence your decision whether to vote to adopt the merger agreement, but solely because such internal financial projections were made available to Calix, Morgan Stanley and Jefferies. None of Occam, Calix, any of Occam's or Calix's affiliates or any other person assumes any responsibility for the validity, reasonableness, accuracy or completeness of the internal financial projections. The inclusion of the internal financial projections should not be interpreted as an indication that Occam or Calix considers this information a reliable prediction of future results, and this information should not be unduly relied on for that purpose.

The internal financial projections represent Occam's evaluation of its future financial performance on a stand-alone basis, and without reference to whether the proposed merger transaction will be consummated, the effect of any transaction-related costs or benefits or the effect of any failure of the merger transaction to occur and should not be viewed as accurate or continuing in that context. In addition, the internal financial projections do not take into account any circumstances or events occurring after the date they were prepared. Neither Occam nor Calix intends to update or otherwise revise the internal financial projections to reflect circumstances existing or arising after the date such internal financial projections were prepared or to reflect the occurrence of future events, even in the event that any or all of the estimates and assumptions underlying the internal financial projections are shown to be in error.

In light of the foregoing, as well as the uncertainties inherent in any internal financial projections, you are cautioned not to unduly rely on the internal financial projections as a predictor of future operating results or otherwise.

**Interests of Certain Persons in the Merger**

Occam's executive officers and directors have financial interests in the merger transaction that are different from, or in addition to, their interests as Occam stockholders generally. The members of the Occam board were aware of and considered these interests, among other matters, in evaluating the merger agreement, and in recommending that the Occam stockholders adopt the merger agreement.

The Occam board consists of seven directors: Robert L. Howard-Anderson, Steven M. Krausz, Albert J. Moyer, Robert B. Abbott, Thomas E. Pardun, Robert E. Bylin and Brian H. Strom.

References in this section to Occam's executive officers refer to the following individuals: Robert L. Howard-Anderson, Gregory R. Dion, David C. Mason, Mark Rumer, Jeanne Seeley and Russell J. Sharer.

*Change in Control Agreements*

Agreements between Occam and each of its executive officers provide for change in control severance benefits in the event of certain qualifying terminations of employment in connection with or following a change in control. Completion of the merger transaction will constitute a change in control for purposes of the change in control agreements.

The following table sets forth an estimate of the amounts payable to the executive officers under their respective change in control agreements, assuming each executive officer incurred a qualifying termination of employment immediately following the effective time, which is assumed for this purpose to occur on November 30, 2010.

Name	Estimated Amount of Cash Severance	Estimated Value of Other Benefits	Total
Robert L. Howard-Anderson	\$ 260,000	\$ 12,803	\$ 272,803
Jeanne Seeley	250,000	6,863	256,863
David C. Mason	210,000	6,863	216,863
Gregory C. Dion	210,000	21,264	231,264
Russell J. Sharer	200,000	21,264	221,264
Mark Rumer	200,000	14,930	214,930
<b>Total</b>	<b>\$ 1,330,000</b>	<b>\$ 83,987</b>	<b>\$ 1,413,987</b>

**Table of Contents***Equity Compensation Awards*

Occam's executive officers and non-employee directors participate in Occam's equity incentive plans under which stock options, restricted stock and restricted stock units have been granted. As discussed under "The Merger Agreement - Treatment of Occam Options and Other Equity-Based Awards," at the effective time, the vested portion of each outstanding and unexpired Occam stock option or restricted stock unit with an exercise price less than the cash-out consideration, as well as certain other equity awards, will be converted into the right to receive the cash-out consideration less the applicable exercise price. Each outstanding and unexpired Occam stock option that is not cashed out pursuant to the preceding sentence and each award of Occam restricted stock units that is held by an employee or consultant who will continue to be employed by or provide consulting services to Calix after the effective time will be converted into an option or award of restricted stock units for shares of Calix common stock, subject to certain adjustments. Immediately prior to the effective time, the restrictions on awards of restricted stock held by non-employee directors will immediately lapse and the underlying Occam common stock will be treated in the merger in the same manner as other shares of Occam common stock.

*Stock Options*

The following table sets forth the aggregate number of the outstanding and unexpired Occam stock options held by each of the executive officers and members of the Occam board that would be cancelled and converted into the right to receive cash at the effective time (assuming the merger transaction were to have closed on November 30, 2010). The estimated total consideration is based on the \$13.38 closing price of Calix common shares on the NYSE on September 14, 2010. However, the actual amount of cash-out consideration the executive officers and directors will receive in exchange for the options may vary and cannot be determined until the effective time.

Name	No. of Shares Subject to Vested Options	Average Exercise Price of Vested Options	No. of Options Subject to Accelerated Vesting	Average Exercise Price of Options Subject to Accelerated Vesting	No. of Restricted Stock Units Subject to Acceleration	Estimated Total Value
Robert L. Howard-Anderson	329,605	\$ 5.31	28,750	\$ 2.90	10,001	\$ 77,248
Jeanne Seeley	104,583	\$ 3.71	30,209	\$ 3.31	14,168	\$ 109,430
Mark Rumer	154,989	\$ 5.28	14,313	\$ 2.90	5,000	\$ 38,620
David C. Mason	159,188	\$ 5.67	14,563	\$ 2.91	5,000	\$ 38,620
Russell J. Sharer	171,156	\$ 5.81	14,313	\$ 2.90	5,000	\$ 38,620
Greg Dion	152,875	\$ 5.54	14,563	\$ 2.91	5,000	\$ 38,620
Steven M. Krausz	1,000	\$ 7.12				
Robert B. Abbott	1,250	\$ 10.16				
Robert E. Bylin	16,875	\$ 9.09				
Thomas E. Pardun	5,625	\$ 19.67				
A.J. Bert Moyer						
Brian Strom	16,250	\$ 19.00				

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The following table sets forth the aggregate number of the outstanding and unexpired Occam stock options and restricted stock units held by each of the executive officers and members of the Occam board that would be assumed by Calix at the effective time (assuming the merger transaction were to have closed on November 30, 2010).

<b>Name</b>	<b>No. of Shares Subject to Unvested Options</b>	<b>Average Exercise Price of Unvested Options</b>	<b>No. of Restricted Stock Units</b>
Robert L. Howard-Anderson	28,750	\$ 2.90	10,001
Jeanne Seeley	30,208	\$ 3.31	14,167
Mark Rumer	14,312	\$ 2.90	5,000
David C. Mason	14,562	\$ 2.91	5,000
Russell J. Sharer	14,312	\$ 2.90	5,000
Greg Dion	14,562	\$ 2.90	5,000

*Restricted Stock*

In addition, immediately prior to the effective time, any forfeiture or repurchase rights with respect to outstanding shares of Occam restricted stock held by members of the Occam board will lapse. The following table sets forth the number of shares of restricted stock held by each of the members of the Occam board that would become fully vested immediately prior to the effective time (assuming the merger transaction were to have closed on November 30, 2010) and treated as any other share of common stock in the merger transaction. The estimated total consideration is based on the \$13.38 closing price of Calix shares on the NYSE on September 14, 2010. However, the actual amount of merger consideration the directors will receive in exchange for the shares may vary and cannot be determined until the effective time.

<b>Name</b>	<b>No. of Shares of Restricted Stock</b>	<b>Estimated Total Value</b>
Steven M. Krausz	14,792	\$ 114,253
Robert B. Abbott	14,792	\$ 114,253
Robert E. Bylin	14,793	\$ 114,261
Thomas E. Pardun	14,792	\$ 114,253
A.J. Bert Moyer	14,792	\$ 114,253
Brian Strom	14,792	\$ 114,253

*Indemnification and Insurance*

Calix and Ocean Sub I have agreed that all rights to indemnification under any contracts existing as of the effective time between Occam and its subsidiaries and any of their respective current or former directors and officers and any person who becomes a director or officer of Occam or any of its subsidiaries prior to the effective time, whom we refer to herein as the indemnified persons, shall survive the merger transaction and shall continue in full force and effect in accordance with their terms following the effective time. Calix will cause the surviving company and its subsidiaries to honor and fulfill any obligations under such indemnification contracts with the indemnified persons. In addition, for six years after the effective time, the surviving company and its subsidiaries will cause the certificate of incorporation and bylaws (and other similar organizational documents) of the surviving company and its subsidiaries to contain provisions with respect to indemnification, exculpation and the advancement of expenses, covering acts and omissions of directors and officers (and any other employees or agents who otherwise would be entitled to similar benefits thereunder pursuant to the terms thereof in effect on the date hereof), in each case in their respective capacities as such, occurring at or prior to the effective time, to the fullest extent permitted by law.

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Calix will cause individuals serving as officers and directors of Occam or its subsidiaries immediately prior to the effective time, and any other person who is covered by Occam's current directors' and officers' liability insurance policy, to be covered with respect to actions or omissions occurring prior to the effective time for a period of six (6) years from the effective time by a tail insurance policy with policy limits, terms and conditions at least as favorable as those in Occam's existing policy as in effect on the date of the merger agreement. In no event will Calix be required to expend annually in the aggregate an amount in excess of two hundred fifty percent (250%) of the annual premiums currently paid by Occam for such insurance.

### **Management of Calix Following the Merger**

Upon the effective time and subject to the review and approval of Calix's board of directors, one member of the Occam board who is not an employee of Occam, which individual shall be mutually and reasonably agreed to by Calix and Occam, will be appointed to Calix's board of directors and will be nominated by the Calix board for election at Calix's next annual meeting of stockholders. As of the date of this proxy statement/prospectus, no determination has been made as to the identity of the designee who will be appointed to the Calix board of directors. There are currently no changes to Calix's executive officers contemplated in connection with the merger transaction. Information about the Calix directors and executive officers after the effective time can be found in the section "Management Following the Merger" Management of Calix.

### **Manner and Procedure for Exchanging Shares of Occam Common Stock**

As soon as reasonably practicable after the effective time, the exchange agent will mail a letter of transmittal, as well as instructions for use in effecting the surrender of certificates or book-entry shares evidencing shares of Occam common stock, to each holder of record of Occam common stock as of the effective time. Such holders will be paid the merger consideration to which they are entitled promptly following the receipt by the exchange agent of such Occam stock certificates or book-entry shares and a properly completed letter of transmittal. Until holders of certificate or book-entry shares previously representing shares of Occam common stock have surrendered those certificates or book-entry shares for exchange, those holders will not receive dividends or distributions on the shares of Calix common shares into which those shares have been converted with a record date after the effective time. When holders surrender those certificates or book-entry shares, they will receive any dividends or distributions on Calix common shares with a record date after the effective time and a payment date on or prior to the date of surrender.

Any Calix common shares received as merger consideration will be issued in book-entry form and, as such, the conversion of any Occam book-entry shares into Calix common shares will occur automatically upon the receipt by the exchange agent of a properly completed letter of transmittal. After the effective time, shares of Occam common stock will no longer be outstanding, will be automatically canceled and will cease to exist and only represent the right to receive the merger consideration.

### **Regulatory Approvals Required for the Merger**

Calix and Occam agreed to use their reasonable best efforts to obtain all governmental and regulatory approvals required to complete the transactions contemplated by the merger agreement. These approvals include approval under, or notices pursuant to, the Hart-Scott-Rodino Act, or the HSR Act. Under the HSR Act and the rules promulgated by the Federal Trade Commission, or the FTC, the merger transaction may not be completed by the parties until (1) certain information and materials are furnished to the Department of Justice, or the DOJ, and the FTC and (2) the applicable waiting period under the HSR Act is terminated or expires. Calix and Occam filed the required HSR notification and report forms on September 27, 2010. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

Calix and Occam also intend to make all required filings under the Securities Act and the Exchange Act relating to the merger transaction, and obtain all other approvals and consents which may be necessary to give effect to the merger transaction.

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For further information about the regulatory approvals required for the merger transaction and the efforts required of the parties to obtain those approvals, please read the sections titled Risk Factors and The Merger Agreement Agreement to use Reasonable Best Efforts With Respect to Certain Matters beginning on pages 26 and 122, respectively.

### **Expected Timing of the Merger**

Occam and Calix currently expect to complete the merger transaction in the first quarter of 2011, subject to adoption of the merger agreement by Occam's stockholder and regulatory approvals, and the satisfaction or waiver of other closing conditions. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010. However, no assurance can be given as to when, or if, the merger transaction will occur. If the merger transaction has not been completed by March 15, 2011, either Calix or Occam may terminate the merger agreement, so long as the party seeking to terminate has not breached the merger agreement and such breach caused the failure of the closing to occur by such time.

### **No Calix Stockholder Approval Required**

Calix common stockholders are not required to adopt or approve the merger agreement or the issuance of Calix common shares in connection with the merger transaction.

### **Appraisal Rights**

Under Section 262 of the DGCL, any holder of Occam common stock who does not wish to accept the merger consideration may elect to exercise appraisal rights in lieu of receiving the merger consideration. A stockholder who exercises appraisal rights may petition the Delaware Court of Chancery to determine the fair value of his, her or its shares, exclusive of any element of value arising from the accomplishment or expectation of the first-step merger, and receive payment of fair value in cash, together with interest, if any. However, the stockholder must comply with the provisions of Section 262 of the DGCL.

The following discussion is a summary of the law pertaining to appraisal rights under the DGCL and is qualified in its entirety by the full text of Section 262 of the DGCL that is attached to this proxy statement/prospectus as Annex C. All references in Section 262 of the DGCL and in this summary to a stockholder are to the record holder of the shares of Occam common stock who exercises appraisal rights.

Under Section 262 of the DGCL, when a merger is submitted for approval at a meeting of stockholders, as in the case of the merger agreement, the company, not less than 20 days prior to the meeting, must notify each of its stockholders entitled to appraisal rights that appraisal rights are available and include in the notice a copy of Section 262 of the DGCL. This proxy statement/prospectus constitutes the required notice, and the applicable statutory provisions are attached to this proxy statement/prospectus as Annex C. This summary of appraisal rights is not a complete summary of the law pertaining to appraisal rights under the DGCL and is qualified in its entirety by the text of Section 262 of the DGCL attached as Annex C. Any holder of Occam common stock who wishes to exercise appraisal rights or who wishes to preserve the right to do so should review the following discussion and Annex C carefully. Failure to strictly comply with the procedures of Section 262 of the DGCL in a timely and proper manner will result in the loss of appraisal rights. A stockholder who loses his, her or its appraisal rights, will be entitled to receive the merger consideration described in the merger agreement.

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Stockholders wishing to exercise the right to seek an appraisal of their shares must do ALL of the following:

the stockholder must not vote in favor of the proposal to adopt the merger agreement. Because a proxy that does not contain voting instructions will, unless revoked, be voted in favor of the merger agreement, a stockholder who votes by proxy and who wishes to exercise appraisal rights must vote against the adoption of the merger agreement, abstain or not vote its shares;

the stockholder must deliver to Occam a written demand for appraisal before the vote on the merger agreement at the special meeting;

the stockholder must continuously hold the shares from the date of making the demand through the effective time. A stockholder will lose appraisal rights if the stockholder transfers the shares before the effective time; and

the stockholder or the surviving company must file a petition in the Delaware Court of Chancery requesting a determination of the fair value of the shares within 120 days after the effective time. The surviving company is under no obligation to file any petition and has no intention of doing so.

Voting, in person or by proxy, against, abstaining from voting on or failing to vote on the proposal to adopt the merger agreement will not constitute a written demand for appraisal as required by Section 262 of the DGCL. The written demand for appraisal must be in addition to and separate from any proxy or vote.

Only a holder of record of shares of Occam common stock issued and outstanding immediately prior to the effective time may assert appraisal rights for the shares of stock registered in that holder's name. A demand for appraisal must be executed by or on behalf of the stockholder of record, fully and correctly, as the stockholder's name appears on the stock certificates. The demand must reasonably inform Occam of the identity of the stockholder and that the stockholder intends to demand appraisal of his, her or its common stock.

**STOCKHOLDERS WHO HOLD THEIR SHARES IN BROKERAGE ACCOUNTS OR OTHER NOMINEE FORMS, AND WHO WISH TO EXERCISE APPRAISAL RIGHTS, SHOULD CONSULT WITH THEIR BROKERS TO DETERMINE THE APPROPRIATE PROCEDURES FOR THE NOMINEE HOLDER TO MAKE A DEMAND FOR APPRAISAL OF THOSE SHARES. A PERSON HAVING A BENEFICIAL INTEREST IN SHARES HELD OF RECORD IN THE NAME OF ANOTHER PERSON, SUCH AS A BROKER OR NOMINEE, MUST ACT PROMPTLY TO CAUSE THE RECORD HOLDER TO FOLLOW PROPERLY AND IN A TIMELY MANNER THE STEPS NECESSARY TO PERFECT APPRAISAL RIGHTS.**

A stockholder who elects to exercise appraisal rights under Section 262 of the DGCL should mail or deliver a written demand to:

Occam Networks, Inc.

6868 Cortona Drive

Santa Barbara, California 93117

Attn: Chief Financial Officer

If the merger transaction is completed, Calix will give written notice of the effective time within 10 days after the effective time to each former Occam stockholder who did not vote in favor of the merger agreement and who made a written demand for appraisal in accordance with Section 262 of the DGCL. Within 120 days after the effective time, but not later, either the surviving company or any dissenting stockholder who has complied with the requirements of Section 262 of the DGCL may file a petition in the Delaware Court of Chancery demanding a determination of the value of the shares of Occam common stock held by all dissenting stockholders. The surviving company is under no obligation to file any petition and has no intention of doing so. Stockholders who desire to have their shares appraised should initiate any petitions necessary for the perfection of their appraisal rights within the time periods and in the manner prescribed in Section 262 of the DGCL.



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Within 120 days after the effective time, any stockholder who, to that point in time, has complied with the provisions of Section 262 of the DGCL, may receive from the surviving company, upon written request, a statement setting forth the aggregate number of shares not voted in favor of the merger agreement and with respect to which Occam has received demands for appraisal, and the aggregate number of holders of those shares. The surviving company must mail this statement to the stockholder within the later of 10 days of receipt of the request or 10 days after expiration of the period for delivery of demands for appraisal.

If any party files a petition for appraisal in a timely manner, the Delaware Court of Chancery will determine which stockholders are entitled to appraisal rights and may require the stockholders demanding appraisal who hold certificated shares to submit their stock certificates to the court for notation of the pendency of the appraisal proceedings and any stockholder who fails to comply with this direction may be dismissed from the proceedings. The Delaware Court of Chancery will thereafter determine the fair value of the shares of Occam common stock held by dissenting stockholders, exclusive of any element of value arising from the accomplishment or expectation of the merger transaction, but together with interest, if any, to be paid on the amount determined to be fair value.

In determining the fair value, the Delaware Court of Chancery is required to take into account all relevant factors. The Delaware Supreme Court has stated that proof of value by any techniques or methods that are generally considered acceptable in the financial community and otherwise admissible in court should be considered in the appraisal proceedings. In addition, Delaware courts have decided that the statutory appraisal remedy, in cases of unfair dealing, may or may not be a dissenter's exclusive remedy. If no party files a petition for appraisal in a timely manner, then stockholders will lose the right to an appraisal, and will instead receive the merger consideration described in the merger agreement. The fair value of their shares as determined under Section 262 of the DGCL could be greater than, the same as, or less than the merger consideration. An opinion of an investment banking firm as to the fairness from a financial point of view of the consideration payable in a merger is not an opinion as to, and does not in any manner address, fair value under Section 262 of the DGCL.

The Delaware Court of Chancery will determine the costs of the appraisal proceeding and will allocate those costs to the parties as the Delaware Court of Chancery determines to be equitable under the circumstances. Upon application of a stockholder, the Delaware Court of Chancery may order all or a portion of the expenses incurred by any stockholder in connection with the appraisal proceeding, including reasonable attorneys fees and the fees and expenses of experts, to be charged pro rata against the value of all shares entitled to appraisal.

Any stockholder who has duly demanded an appraisal in compliance with Section 262 of the DGCL may not, after the effective time, vote the shares subject to the demand for any purpose or receive any dividends or other distributions on those shares, except dividends or other distributions payable to holders of record of shares as of a record date prior to the effective time.

Any stockholder may withdraw a demand for appraisal and accept the merger consideration by delivering a written withdrawal of the demand for appraisal to the surviving company, except that any attempt to withdraw made more than 60 days after the effective time will require written approval of the surviving company, and no appraisal proceeding in the Delaware Court of Chancery will be dismissed as to any stockholder without the approval of the Delaware Court of Chancery, and may be conditioned on the terms the Delaware Court of Chancery deems just. If the stockholder fails to perfect, successfully withdraws or loses the appraisal right, the stockholder's shares will be converted into the right to receive the merger consideration.

Failure to follow the steps required by Section 262 of the DGCL for perfecting appraisal rights may result in the loss of appraisal rights. In that event, you will be entitled to receive the consideration for your dissenting shares in accordance with the merger agreement. In view of the complexity of the provisions of Section 262 of the DGCL, if you are an Occam stockholder and are considering exercising your appraisal rights under the DGCL, you should consult your own legal advisor.



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### **Merger Expenses, Fees and Costs**

All fees and expenses incurred by Calix and Occam in connection with the merger transaction will be paid by the party incurring those fees or expenses, whether or not the merger transaction is complete, except that Calix and Occam will share certain expenses relating to the filing and provision of this proxy statement/prospectus and relating to the filings made under the HSR Act. Upon termination of the merger agreement under certain circumstances, Occam will be required to pay Calix a termination fee of \$5.2 million. Upon termination of the merger agreement under certain other circumstances, Calix will be required to pay Occam a termination fee of \$5.0 million or \$10.0 million. See [The Merger Agreement Termination Fees and Expenses](#) beginning on page 130.

### **Accounting Treatment**

In accordance with accounting principles generally accepted in the United States, or GAAP, Calix will account for the merger transaction using the purchase method of accounting for business combinations. Under this method of accounting, Calix will record the acquisition based on the fair value of the consideration given, which includes the market value of its shares issued in connection with the merger transaction (based on the closing price of Calix's common shares on the effective time) and the cash consideration paid in the merger transaction. Calix will allocate the purchase price to the identifiable assets acquired and liabilities assumed based on their respective fair values at the date of the completion of the merger transaction. Any excess of the value of consideration paid over the aggregate fair value of those net assets will be recorded as goodwill.

### **Material U.S. Federal Income Tax Consequences of the Merger Transaction**

The following is a summary of the material U.S. federal income tax consequences of the merger transaction to U.S. holders of Occam common stock. This discussion is based upon the Internal Revenue Code of 1986, as amended, or the Code, Treasury regulations, judicial authorities, published positions of the Internal Revenue Service, or the IRS, and other applicable authorities, all as currently in effect and all of which are subject to change or differing interpretations (possibly with retroactive effect). This discussion is limited to U.S. holders (as defined below) who hold their shares of Occam common stock as capital assets for U.S. federal income tax purposes within the meaning of Section 1221 of the Code (generally, assets held for investment). This discussion does not address the tax consequences applicable to Occam stockholders who are not U.S. holders, nor does it address all of the tax consequences that may be relevant to any particular U.S. holder or U.S. holders who are subject to special treatment under U.S. federal income tax laws, including, without limitation:

financial institutions;

insurance companies;

partnerships and other pass-through entities;

tax-exempt organizations;

certain former U.S. citizens or long-term residents;

regulated investment companies;

real estate investment trusts;

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dealers in securities or currencies;

holders who own 5% or more of the total outstanding vote or value of Occam common stock, except where specifically indicated;

holders of Occam common stock who also own, directly or constructively for U.S. federal income tax purposes, any stock of Calix (apart from any Calix common stock that such holders receive in the merger transaction in exchange for Occam common stock);

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U.S. persons whose functional currency is not the U.S. dollar;

traders in securities that elect to use a mark-to-market method of accounting;

persons that hold Occam common stock as part of a straddle, hedge, constructive sale or conversion transaction;

persons who are subject to the alternative minimum tax provisions of the Code; and

persons who acquired their shares of Occam common stock through the exercise of an employee stock option or otherwise as compensation.

If a partnership or other entity treated as a partnership for U.S. federal income tax purposes holds shares of Occam common stock, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. Partnerships holding shares of Occam common stock and partners in such partnerships should consult their tax advisors about the tax consequences of the merger transaction to them.

This discussion does not address the tax consequences of the merger transaction under state, local or foreign tax laws. This discussion also does not address the tax consequences of any transaction other than the merger transaction.

**OCCAM STOCKHOLDERS ARE URGED TO CONSULT WITH THEIR OWN TAX ADVISORS AS TO THE TAX CONSEQUENCES OF THE MERGER TRANSACTION IN THEIR PARTICULAR CIRCUMSTANCES, INCLUDING THE APPLICABILITY AND EFFECT OF U.S. FEDERAL (INCLUDING THE ALTERNATIVE MINIMUM TAX), STATE, LOCAL OR NON-U.S. AND OTHER TAX LAWS AND OF CHANGES IN THOSE LAWS.**

For purposes of this section, the term "U.S. holder" means a beneficial owner of Occam common stock who or that for U.S. federal income tax purposes is (1) an individual who is a citizen or resident of the United States, (2) a corporation, or other entity treated as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States or any of its political subdivisions, (3) an estate that is subject to U.S. federal income tax on its income regardless of its source, or (4) a trust (i) the substantial decisions of which are controlled by one or more U.S. persons and which is subject to the primary supervision of a U.S. court, or (ii) that has validly elected under applicable Treasury regulations to be treated as a U.S. person for U.S. federal income tax purposes. The obligation of Occam to complete the merger transaction is conditioned on, among other things, the receipt by Occam of a tax opinion from Wilson Sonsini Goodrich & Rosati, P.C., dated the date of the effective time, to the effect that, for U.S. federal income tax purposes, the merger transaction will qualify as a reorganization within the meaning of Section 368(a) of the Code. The merger agreement provides that Occam may not waive the receipt of the tax opinion after the Occam stockholders have adopted the merger agreement unless further stockholder approval is obtained with appropriate disclosure. This opinion will be subject to customary qualifications and assumptions, including that the merger transaction will be completed according to the terms of the merger agreement. In rendering the tax opinion, Wilson Sonsini Goodrich & Rosati, P.C. may require and rely on representations of Calix, Ocean Sub I, Ocean Sub II, Occam, and the affiliates of Calix, Ocean Sub I, Ocean Sub II, and Occam, to be delivered at the effective time. If any such assumption or representation, without regard to any knowledge qualification, is or becomes inaccurate, the U.S. federal income tax consequences of the merger transaction could be adversely affected. This tax opinion will not be binding on the IRS. Neither Calix nor Occam intends to request any ruling from the IRS as to the U.S. federal income tax consequences of the merger transaction. Consequently, no assurance can be given that the IRS will not assert, or that a court will not sustain, a position contrary to any of the tax consequences set forth below or any of the tax consequences described in the tax opinion.

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Based on and subject to the foregoing and assuming that the merger transaction qualifies as a reorganization within the meaning of Section 368(a) of the Code, the material U.S. federal income tax consequences of the merger transaction to U.S. holders of Occam common stock will be as follows:

an Occam stockholder will recognize gain (but not loss) with respect to its shares of Occam common stock in an amount equal to the lesser of (i) any gain realized with respect to such stock or (ii) the amount of cash received with respect to such stock (other than any cash received in lieu of a fractional share of Calix common stock). A holder's gain realized will equal the difference between (x) the sum of the fair market value of the Calix common stock and cash received and (y) such holder's tax basis in the Occam common stock surrendered. Any such gain recognized will be a capital gain;

an Occam stockholder's aggregate tax basis for the shares of Calix common stock received in the merger transaction (including any fractional share interest for which cash is received) will equal the stockholder's aggregate tax basis in the shares of Occam common stock surrendered upon completion of the merger transaction, increased by any gain recognized by such holder in the merger transaction (other than gain resulting from the receipt of cash in lieu of a fractional share of Calix common stock) and reduced by the amount of any cash received in the merger transaction (other than any cash received in lieu of a fractional share of Calix common stock);

an Occam stockholder's holding period for the shares of Calix common stock received in the merger transaction (including any fractional share interest for which cash is received) will include the period during which the shares of Occam common stock surrendered in the merger transaction were held; and

an Occam stockholder who receives cash in lieu of a fractional share of Calix common stock in the merger transaction will recognize capital gain or loss in an amount equal to the difference between the amount of cash received in lieu of a fractional share and the stockholder's tax basis in its Occam common stock allocable to such fractional share of Calix common stock.

An Occam stockholder who holds different blocks of Occam common stock (generally, shares of Occam common stock purchased or acquired on different dates or at different prices) should consult such stockholder's tax advisor to determine how the above rules apply to such stockholder.

Occam stockholders who owned at least 5% (by vote or value) of the total outstanding stock of Occam or Occam securities with a tax basis of \$1,000,000 or more are required to attach a statement to their tax returns for the year in which the merger is completed that contains the information listed in Treasury Regulations Section 1.368-3(b).

If the merger transaction does not qualify as a reorganization within the meaning of Section 368(a) of the Code, then a holder of Occam common stock that receives cash and Calix common stock in the merger transaction would recognize capital gain or loss equal to the difference between the fair market value of the Calix common stock and cash received and such holder's tax basis in the Occam common stock surrendered.

Capital gains or losses recognized in the merger transaction as described above will constitute long-term capital gain or loss if the Occam stockholder's holding period in the Occam common stock surrendered in the merger transaction is more than one year as of the date of the merger transaction. The deductibility of capital losses is subject to limitations.

*Dissenting Occam Stockholders.* The above discussion does not apply to Occam stockholders who properly perfect dissenters' rights. An Occam stockholder who perfects dissenters' rights with respect to such stockholder's Occam common stock will recognize capital gain or loss equal to the difference between (i) the amount of cash received in exchange for such Occam common stock and (ii) such holder's tax basis in such Occam common stock except with respect to any amounts properly treated as interest. Capital gains and losses are subject to tax in the manner set forth above.

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*Information Reporting and Backup Withholding.* Cash payments received in the merger transaction by a U.S. holder may, under certain circumstances, be subject to information reporting and backup withholding, unless the U.S. holder provides proof of an applicable exemption, furnishes its taxpayer identification number (in the case of an individual, such individual's Social Security number) and otherwise complies with all applicable requirements of the backup withholding rules. To prevent backup withholding, each U.S. holder must complete the IRS Form W-9 or a substitute Form W-9 which will be provided by the exchange agent with the transmittal letter. Amounts withheld from payments to a U.S. holder under the backup withholding rules are not additional tax and will generally be allowed as a refund or credit against the U.S. holder's U.S. federal income tax liability, provided the required information is timely furnished to the IRS by the U.S. holder.

**The foregoing discussion is for general information only and not intended to be legal or tax advice to any particular Occam stockholder. Tax matters regarding the merger transaction are very complicated, and the tax consequences of the merger transaction to any particular Occam stockholder will depend on such Occam stockholder's particular situation. Occam stockholders should consult their own tax advisors to determine the specific tax consequences of the merger transaction, including tax return reporting requirements, the applicability of U.S. federal, state, local and non-U.S. tax laws, and the effect of any proposed change in the tax laws to them.**

### **NYSE Listing of Calix Common Stock**

Calix's common shares currently trade on the New York Stock Exchange, or the NYSE, under the stock symbol CALX. It is a condition to completion of the merger transaction that the Calix common shares to be issued by Calix to Occam stockholders in connection with the merger transaction be approved for listing on the NYSE, subject to official notice of issuance. Calix has agreed to use all reasonable efforts to cause the Calix common shares issuable and required to be reserved for issuance in connection with the merger transaction, including those shares to be reserved for issuance upon the exercise or conversion of equity awards described above, to be authorized for listing on the NYSE and expects to obtain the NYSE's approval to list such shares prior to completion of the merger transaction, subject to official notice of issuance.

### **Delisting and Deregistration of Occam Common Stock**

Shares of Occam common stock currently trade on the NASDAQ Global Market under the stock symbol OCNW. Upon completion of the merger transaction, all shares of Occam common stock will cease to be listed for trading on the NASDAQ Global Market and will be deregistered under the Exchange Act.

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**THE MERGER AGREEMENT**

*The following summary describes certain material provisions of the merger agreement. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. This summary is subject to, and qualified in its entirety by reference to, the merger agreement, which is attached to this proxy statement/prospectus as Annex A. You are urged to read the merger agreement carefully and in its entirety, as it is the legal document governing the merger transaction.*

*The merger agreement summary below is included in this proxy statement/prospectus only to provide you with information regarding the terms and conditions of the merger agreement, and not to provide any other factual information regarding Occam, Calix or their respective businesses. The merger agreement contains customary representations and warranties of each of Occam, Calix, Ocean Sub I and Ocean Sub II relating to their respective businesses. The representations and warranties of each of Occam, Calix, Ocean Sub I and Ocean Sub II have been made solely for the benefit of the other party or parties and such representations and warranties should not be relied on by any other person. Accordingly, the representations and warranties and other provisions of the merger agreement should not be read alone, but instead should be read only in conjunction with the information provided elsewhere in this proxy statement/prospectus. Also, see *Where You Can Find More Information* on page 284.*

**Structure of the Merger Transaction**

Upon the terms and subject to the conditions set forth in the merger agreement, as the first step in the transaction, Ocean Sub I, a direct, wholly owned subsidiary of Calix will merge with Occam, with Occam continuing as the surviving entity. Immediately thereafter, Occam will merge with Ocean Sub II, a second direct, wholly owned subsidiary of Calix, with Ocean Sub II continuing as the surviving company. At that time, the corporate existence of Occam will cease. The first merger is referred to as the first-step merger, the second merger is referred to as the second-step merger, the first-step merger and the second-step merger are collectively referred to as the merger transaction and the effective time of the first-step merger is referred to as the effective time.

**Merger Consideration**

In the first-step merger, each share of Occam common stock, other than dissenting shares, if any, and shares owned by Calix, Occam or any of their respective subsidiaries (which will be cancelled), will be converted into the right to receive (i) 0.2925 shares of Calix common stock and (ii) \$3.8337 in cash.

If the application of the exchange ratio to all shares in respect of which a Occam stockholder would be entitled to receive would cause such stockholder to receive a fraction of a Calix common share, such stockholder will instead receive an amount of cash equal to the product of (x) the fractional share interest to which such stockholder would otherwise be entitled and (y) Calix's closing stock price on the day the merger transaction becomes effective.

**Treatment of Occam Options and Other Equity-Based Awards**

*Stock Options and Restricted Stock Units.* Immediately prior to the effective time, (a) each outstanding Occam stock option or restricted stock unit as of immediately prior to the effective time which was or shall become vested as of the effective time with a per share exercise price that is less than (i) \$3.8337 plus (ii) 0.2925 multiplied by the average volume weighted average trading price of Calix common stock during the five consecutive trading days ending on the trading day that is one day before the effective time, such amount being referred to as the cash-out consideration, (b) certain additional Occam options or restricted stock units that may be included, depending on the number of shares of Calix common stock issuable pursuant to the merger agreement and (c), unless determined otherwise by Calix, any Occam options or restricted stock units held by

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persons who are not Occam employees or consultants immediately prior to the effective time will be automatically cancelled and extinguished and the vested portion thereof will be automatically converted into the right to receive the cash-out consideration for the aggregate number of shares of Occam common stock that were issuable upon the exercise of such stock options or restricted stock units, less any applicable per share exercise price. If additional equity awards are cancelled in accordance with (b) above, equity awards with the highest exercise price will be cashed-out first, and for these purposes a restricted stock unit is treated as having a \$0 exercise price.

Unvested portions of each outstanding Occam stock option or restricted stock unit held by employees who continue to be employed by Calix or its subsidiaries after the effective time that are not cancelled as described above will be, at the effective time, automatically converted into options or restricted stock units, as the case may be, for Calix common stock, subject to adjustments in accordance with the compensatory award exchange ratio, and will otherwise be subject to the terms and conditions of such award prior to the completion of the first-step merger, including vesting and exercisability.

*Restricted Stock.* Immediately prior to the effective time, the restrictions on each restricted stock award held by a non-employee director will lapse and the underlying Occam common stock will be treated in the merger in the same manner as other shares of Occam common stock.

## **Representations and Warranties**

The merger agreement contains representations and warranties by Occam, subject in some cases to specified exceptions and qualifications, relating to a number of matters, including the following:

the incorporation, valid existence, good standing, qualification to do business, corporate powers and authorization of Occam and its subsidiaries;

the certificate of incorporation, bylaws, stock records and certain corporate records and minutes of Occam and its subsidiaries;

the corporate authority to enter into and perform its obligations under, and enforceability and approval of, the merger agreement;

required governmental authorization, consents and approvals;

the absence of conflicts with, or violations of, organizational documents, contracts and applicable laws, or the creation of a material lien on Occam's assets, in each case, as a result of the merger transaction;

capitalization of Occam and its subsidiaries;

reports, financial statements and other documents filed by Occam with the SEC and certain internal controls and procedures;

the absence of certain changes, actions or events since June 30, 2010, including those that have a material adverse effect, result in any material damage, destruction or casualty loss affecting Occam's business or would violate Occam's operating covenants in the merger agreement;

no undisclosed liabilities;

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matters with respect to Occam's material contracts;

investigations respecting, and compliance with, applicable laws, including the United States Export Administration Act, the Arms Export Control Act and the Foreign Corrupt Practices Act of 1977, as amended since January 1, 2008;

the absence of investigations and legal proceedings (pending or threatened) since January 1, 2010, and the absence of orders to which Occam is subject or which restrict the ability of Occam to conduct its business;



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valid leasehold interest in, and the absence of certain liens, notices, condemnation action or special assessment with respect to, real property parcels leased by Occam and its subsidiaries;

marketable title to, or leasehold interest in, certain properties and assets, and developments that could detract from the value, or affect the marketability, of the property, including defects, maintenance, adequacy and certain liens;

intellectual property matters;

insurance matters;

possession of material licenses and permits since January 1, 2008 and the absence of any notice regarding failure to comply with any permits since January 1, 2010;

tax matters;

employees and employee benefit plans including compliance with the terms of, and applicable laws affecting, benefit plans and the effect of the merger transaction thereon;

environmental matters;

the absence of affiliate transactions;

dealings with suppliers and communications or indications regarding the continued relationship with supplier after the merger transaction;

absence of brokers, except for Jefferies, retained or entitled to any fee in connection with the transaction contemplated by the merger agreement;

receipt of an opinion from Jefferies, Occam's financial advisor in connection with the merger transaction;

actions by the Occam board to ensure the inapplicability of DGCL Section 203 to the merger agreement and the merger transaction; and

accuracy of information supplied by Occam for inclusion in this proxy statement/prospectus and the registration statement on Form S-4 of which it forms a part.

The merger agreement contains representations and warranties by Calix, Ocean Sub I and Ocean Sub II, subject in some cases to specified exceptions and qualifications, relating to a number of matters, including the following:

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the incorporation (or organization), valid existence, good standing, qualification to do business, powers and authorizations of Calix, Ocean Sub I and Ocean Sub II;

the corporate authority to enter into and perform its obligations under, and enforceability of, the merger agreement of Calix, Ocean Sub I and Ocean Sub II;

required governmental authorization, consents and approvals of Calix, Ocean Sub I and Ocean Sub II;

the absence of conflicts with, or violations of, applicable laws, organizational documents and contracts of Calix, Ocean Sub I and Ocean Sub II, in each case, as a result of the merger transaction;

capitalization of Calix, Ocean Sub I and Ocean Sub II;

the status of Calix, Ocean Sub I and Ocean Sub II as interested stockholders of Occam during the last three years;

reports, financial statements and other documents filed by Calix with the SEC and certain internal controls and procedures;

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the absence of certain changes, actions or events since June 26, 2010, including those that have a material adverse effect, amendments to organizational documents, certain actions relating to securities or changes in accounting methods or practices;

no undisclosed liabilities;

matters with respect to Calix's material contracts;

investigations respecting, and compliance with, applicable laws since January 1, 2008;

the absence of investigations and legal proceedings (pending or threatened) since January 1, 2008, and of orders that materially restrict the ability of Calix to conduct its business as of the date of the merger agreement;

intellectual property matters;

possession of licenses and permits necessary to conduct the business of Calix and its subsidiaries and the absence of certain notices regarding permits;

employees, employee benefit plans and material compliance with applicable laws;

the absence of non-disclosed affiliate transactions;

absence of brokers, except for Morgan Stanley & Co. Incorporated, retained or entitled to any fee in connection with the transaction contemplated by the merger agreement;

Calix's financial capability to meet its obligations under the merger agreement; and

the accuracy of information supplied by Calix for inclusion in this proxy statement/prospectus and the registration statement on Form S-4 of which it forms a part.

Many of the representations and warranties of Occam and Calix are qualified by a material adverse effect standard. For the purposes of the merger agreement, material adverse effect, with respect to both parties, is defined to mean any event, change, development or state of facts that is, or would reasonably be expected to be, materially adverse to the business, assets, liabilities, operations or financial condition of the party and its subsidiaries, taken as a whole.

However, no event, change, development or state of facts resulting from, or arising out of, the following shall constitute, either alone or in combination, a material adverse effect with respect to either Occam or Calix:

(i)

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general economic conditions in the United States economy or any other country (or changes in such conditions), general conditions in the industries in which either party or its subsidiaries conduct business (or any changes in such conditions) or general conditions in the securities or financial markets in the United States or any other country (or changes in such conditions);

- (ii) any change in GAAP or any change in laws applicable to the operation of the business of either party or its subsidiaries;
- (iii) any decline in the market price, or change in trading volume, of the capital stock of either party or any failure to meet internal or published projections, forecasts or revenue or earning predictions for any period; provided that the underlying causes of such decline, change or failure, may be considered in determining whether there has been a material adverse effect);
- (iv) political conditions (or changes in such conditions) in the United States or any other country in which either party or its subsidiaries conduct business or acts of war, sabotage or terrorism (including any escalation or general worsening of any such acts of war, sabotage or terrorism) in the United States or any other country in which either party or its subsidiaries conduct business;
- (v) earthquakes, hurricanes, tsunamis, tornadoes, floods, mudslides, wild fires or other natural disasters, weather conditions and other force majeure events in the United States or any other country in which either party or its subsidiaries conduct business;

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(vi) the announcement of the merger agreement or the pendency of the transactions contemplated hereby, including the loss of employees, customers or suppliers, provided that this shall not preclude any contractual consequences that arise under the terms of any existing contract to which Calix or Occam is a party solely as a result of the execution of the merger agreement or consummation of the merger transaction from being considered in determining whether there has been a material adverse effect; or

(vii) any actions taken or failure to take action which either party has approved, consented to or requested in writing.

Any event, change, development or state of facts described in (i), (ii), (iv) or (v) above may be taken into account when determining whether a material adverse effect has occurred or would reasonably be expected to occur if the event, change, development or state of facts has or would reasonably be expected to have a disproportionate impact on either party or its subsidiaries, taken as a whole, as compared to other companies that conduct business in the countries and in the industries in which either party or its subsidiaries conduct business.

**Conduct of Business Pending the Merger**

***Occam***

Occam has agreed in the merger agreement that, until the effective time, Occam will conduct its business in the ordinary course consistent with past practice and use its commercially reasonable efforts to (i) preserve substantially intact its present business organization, (ii) keep available the services of Occam's officers and key employees, and (iii) maintain substantially intact its relationships with its customers and suppliers and others having material business relationships with them.

Occam has further agreed that, until the effective time, and with certain exceptions and except with Calix's prior written consent (which is not to be unreasonably withheld, conditioned or delayed) Occam will not, and will not permit each of its subsidiaries to, take any of the following actions:

amend its governing or organizational documents;

declare, set aside or pay any dividends or other distribution of capital stock, or redeem, repurchase or otherwise acquire any securities of Occam or any of its subsidiaries, except in connection with Occam stock options, restricted stock units or other equity-based compensation awards in the ordinary course of business consistent with past practice;

issue, deliver or sell, or so authorize, any of their equity securities, however Occam may (i) issue shares upon the exercise of certain options, the vesting of certain restricted stock units and certain grants to newly hired employees issued in the ordinary course of business up to an aggregate of 50,000 shares of Occam common stock; and (ii) amend the terms of an equity security to provide for acceleration of vesting as a result of the merger transaction or a termination of employment related to the merger transaction;

incur significant capital expenditures;

acquire (i) any organization or any assets, properties, interest or business, except operating assets in the ordinary course of business; or (ii) the securities of a third party;

make any material sale, lease, license or other disposition of assets or properties, other than pursuant to certain exceptions, existing contracts or in the ordinary course of business;

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make certain loans, advances or capital contributions to any other person or organization;

make any payments to any Occam director, officer, employee or stockholder owning more than 5% of Occam's common stock (or any associates or immediate family members of each) except pursuant to existing contracts that are disclosed with the SEC or payments to Occam employees in the ordinary course of business;

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create, incur or assume any indebtedness, other than debt related to bonds incurred in the ordinary course of business consistent with past practice;

enter into any contract that materially restricts Occam from engaging or competing in any business or enter into, modify or terminate any material contract or otherwise modify any of Occam's rights, claims or benefits thereunder outside of the ordinary course of business consistent with past practice;

other than pursuant to a plan or agreement otherwise disclosed to Calix or as required by law, (i) grant or increase any change-in-control, severance or termination pay to any director, officer, advisor, consultant or employee of Occam, (ii) enter into, amend or increase benefits payable under any agreements with directors or officers, advisors, consultants or employees of Occam, (iii) establish, adopt, amend, or increase compensation or benefits under any collective bargaining plan or any other benefit plan or arrangement payable to any director, officer advisor, consultant or employees of Occam (other than ordinary course increases of compensation or benefits consistent with past practice), or (iv) terminate any key employee except for cause;

change methods of accounting or accounting practices;

commence, settle, or offer to settle, any significant legal proceeding or any legal proceeding that relates to the transactions contemplated by the merger agreement;

make or change any material tax election or settle any material tax liability; enter into any agreement relating to any material tax; surrender or forfeit any right to a material tax refund; or consent to any extension or waiver of a statute of limitations period applicable to any material tax claim or assessment; and

agree, resolve or commit to take any of the above actions.

**Reasonable Best Efforts of Occam to Obtain the Required Stockholder Vote**

Subject to the terms and conditions set forth in the merger agreement, Occam has agreed to take all action necessary under applicable law to give notice of and hold a meeting of Occam's stockholders to vote on the adoption of the merger agreement, where such meeting would be held as promptly as practicable after the date the registration statement on Form S-4 (of which this proxy statement/prospectus forms a part) is declared effective. Occam may (and will if requested by Calix) adjourn the stockholders' meeting one time for up to ten business days if Occam has not received proxies representing a sufficient number of shares to conduct business at the meeting, if Occam is required to adjourn the meeting by applicable law or if the Occam board or an authorized committee determines in good faith that it is necessary or appropriate to postpone or adjourn the meeting.

**Agreement to use Reasonable Best Efforts With Respect to Certain Matters**

Subject to the terms and conditions set forth in the merger agreement, each of Calix and Occam has agreed to, and to cause its subsidiaries to, use all reasonable best efforts to, among other things:

take or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to consummate the first-step merger as soon as practicable;

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within 15 business days after the date of the merger agreement, make all necessary filings and registrations with governmental authorities in connection with the merger agreement and the consummation of the transactions contemplated therein;

work together in a mutual, cooperative manner on all strategic and tactical aspects in connection with any filing or submission, provided that Calix shall be entitled, after consultation with Occam, to make all strategic and tactical decisions as to the manner in which to obtain from any governmental authority under any antitrust law any actions or non-actions, consents or approvals required to be obtained by Calix or Occam in connection with the consummation of the transaction; and



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keep the other party reasonably informed of any communication received from, or given by such party to the FTC, the DOJ or any other governmental entity and of any communication received or given in connection with any proceeding by a private party, in each case regarding any of the transactions contemplated by the merger agreement.

Neither Calix nor Occam is obligated to agree to any divestiture or operational restriction or enter into a voting trust or proxy arrangement with respect to the assets of each of their businesses, or contest, defend or appeal any proceedings brought by a governmental authority seeking to restrain or prohibit the consummation of the merger transaction or seeking to compel such a divestiture or operational restrictions.

Occam has also agreed to take all necessary actions to call, give notices of, convene and hold the special meeting for the purpose of obtaining stockholder adoption of the merger agreement. Occam is required to hold the special meeting (irrespective of whether its board has changed its recommendation of the merger transaction) unless Occam terminates the merger agreement in connection with entering into a superior proposal (as defined in the merger agreement and described in further detail in the section titled *No Solicitation of Offers by Occam* *Exceptions to Non-Solicitation Obligations* ).

## **Other Covenants and Agreements**

### ***Access to Information***

Occam has agreed to provide and cause each of its subsidiaries to provide to Calix reasonable access to Occam's offices, properties, books and records, furnish Calix with such financial and operating data for Occam and its subsidiaries as Calix may reasonably request and instruct its employees, counsel and financial advisors to cooperate with Calix in its investigation of Occam and its subsidiaries. Occam may, however, restrict access to any such information if required by applicable law, if, in Occam's good faith opinion after consultation with outside legal counsel, access to such information would result in the loss of legal privilege or if access to a contract would violate or cause a default under or give a third party a right to terminate such contract, in each case, so long as Occam and its subsidiaries use commercially reasonable efforts to communicate the information to Calix without violating such law, privilege or contract.

### ***Notices of Certain Events***

From the date of the merger agreement until the effective time, Occam has agreed to provide notice to Calix of the occurrence of the following events:

any material written notice or communication from a governmental authority indicating that a permit is revoked or about to be revoked;

any actions, suits, claims, investigations or proceedings commenced against Occam or its subsidiaries that would reasonably be expected to have a material adverse effect on Occam;

any inaccuracy in or breach of any of the representations and warranties given by Occam and its subsidiaries in the merger agreement; and

any actions, suits, claims, investigations or proceedings commenced against Occam or its subsidiaries relating to the merger agreement or related transactions.

From the date of the merger agreement until the effective time, Calix has agreed to provide notice to Occam of the occurrence of the following events:

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any actions, suits, claims, investigations or proceedings commenced against Calix or its subsidiaries that would reasonably be expected to have a material adverse effect on Calix;

any inaccuracy in or breach of any of the representations and warranties given by Calix and its subsidiaries in the merger agreement;  
and

any actions, suits, claims, investigations or proceedings commenced against Occam or its subsidiaries relating to the merger agreement or related transactions.

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***Tax Matters***

Calix, Occam, Ocean Sub I and Ocean Sub I have agreed to use commercially reasonable efforts to cause the first-step merger and second-step merger, taken together, to qualify as a reorganization within the meaning of Section 368(a) of the Code and they agreed to adopt the merger agreement as a plan of reorganization within the meaning of Treasury Regulation Section 1.368-2(g).

***Employee Benefits***

Calix has agreed to, for any stock options or restricted stock units that it will assume upon the consummation of the merger transaction, file with the SEC, within 10 business days after the effective time, a registration statement on Form S-8 with respect to the shares of Calix common stock issuable upon exercise of the assumed awards.

Occam has also agreed to take such action as may be necessary to establish a New Exercise Date with respect to Occam's employee stock purchase plan, or ESPP, on the last day of the payroll period ending at least 10 business days prior to the effective time and Occam will terminate the ESPP as of the date of the effective time, contingent upon the occurrence of the effective time.

Calix has agreed, for at least one-year following the effective time, to maintain total cash compensation opportunities (including base pay and target bonus opportunities) for the benefit of Occam employees who continue to be employed by Calix, that are no less favorable, in the aggregate, than the total cash compensation opportunities provided to such employees immediately prior to the effective time. Additionally, from and after the effective time Calix will either continue Occam employee benefit plans or permit employees who continue to be employed by Calix and their eligible dependents to participate in the employee benefit plans, programs and policies of Calix on terms no less favorable in the aggregate than those provided to similarly situated employees of Calix. Calix will also give Occam salaried employees full service credit for purposes of eligibility, level of benefits, vesting and other appropriate benefits, excluding benefit accruals, under any employee benefit plan provided by Calix for the benefit of these employees, to the same extent service was recognized by Occam immediately prior to the effective time.

No later than five business days prior to the effective time, the Occam board will adopt resolutions terminating Occam's 401(k) plans.

Calix and Occam also agreed that the provisions described in this Employee Benefits section were included for the sole benefit of Calix and Occam and their affiliates and do not create any rights in any other person or beneficiary thereof. These provisions will also not be construed to establish, amend or modify any employee benefit plan, program, agreement or arrangement of Calix or Occam or any of their affiliates or require any of them to continue or amend any particular benefit plan after the consummation of the merger transaction.

***Indemnification and Insurance***

Calix and Ocean Sub I have agreed that all rights to indemnification under any contracts existing as of the effective time between the Occam and its subsidiaries and any of their respective current or former directors and officers and any person who becomes a director or officer of the Company or any of its Subsidiaries prior to the effective time, whom we refer to herein as the indemnified persons, shall survive the merger transaction and shall continue in full force and effect in accordance with their terms following the effective time. Calix will cause the surviving company and its subsidiaries to honor and fulfill any obligations under such indemnification contracts with the indemnified persons. In addition, for six years after the effective time, the surviving company and its subsidiaries will cause the certificate of incorporation and bylaws (and other similar organizational documents) of the surviving company and its subsidiaries to contain provisions with respect to indemnification, exculpation and the advancement of expenses, covering acts and omissions of directors and officers (and any other employees

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or agents who otherwise would be entitled to similar benefits thereunder pursuant to the terms thereof in effect on the date hereof), in each case in their respective capacities as such, occurring at or prior to the effective time, to the fullest extent permitted by law.

Calix will cause individuals serving as officers and directors of Occam or its subsidiaries immediately prior to the effective time, and any other person who is covered by Occam's current directors' and officers' liability insurance policy, to be covered with respect to actions or omissions occurring prior to the effective time for a period of six (6) years from the effective time by a tail insurance policy with policy limits, terms and conditions at least as favorable as those in Occam's existing policy as in effect on the date of the merger agreement. In no event will Calix be required to expend annually in the aggregate an amount in excess of two hundred fifty percent (250%) of the annual premiums currently paid by Occam for such insurance.

### **No Solicitation of Offers by Occam**

Pursuant to the merger agreement, the Occam board is required to recommend that Occam's stockholders adopt the merger agreement at the special meeting in accordance with the applicable provisions of DGCL. Moreover, except as described in the merger agreement and as set forth below under the headings "Exceptions to Non-Solicitation Obligations" and "Ability to Accept a Superior Proposal or Effect a Change in Recommendation," neither the Occam board nor any committee thereof is permitted to withdraw, modify or qualify the board of directors' recommendation in any manner adverse to Calix or adopt any resolution doing so. Any of the actions referred to in the preceding sentence is referred to as a change in recommendation. However, notwithstanding the foregoing, the Occam board will not be prohibited from disclosing to Occam stockholders a position contemplated by Rule 14e-2(a) of the Exchange Act or to comply with the provisions of Rule 14d-9 of the Exchange Act if Occam notifies Calix at least one business day prior to making such disclosure, and such communications are accompanied with a statement by the Occam board that either reaffirms the board recommendation in connection with such statement or disclosure or, if the disclosure of the information constitutes a change in recommendation, such change in recommendation is made in accordance with the other terms and conditions of the merger agreement.

### ***Non-Solicitation Obligations***

Subject to certain exceptions summarized below and set forth in the merger agreement, Occam has agreed that it will not, and that it will cause its subsidiaries not to, and each of them will direct each of their directors, officers and employees not to, directly or indirectly:

solicit, initiate, seek or knowingly encourage or facilitate any acquisition proposal (as defined below in this section) or any inquiries, expression of interest, proposal or offer that constitutes an acquisition proposal;

enter into, participate in, maintain or continue discussions or negotiations relating to any acquisition proposal with any third person other than Calix;

furnish to any third person other than Calix any non-public information that Occam believes or should reasonably know would be used for the purposes of formulating any inquiry, expression of interest proposal or offer relating to an acquisition proposal;

accept any acquisition proposal or enter into any agreement providing for the consummation of any transaction contemplated by or otherwise relating to an acquisition proposal; or

submit any acquisition proposal or any related matter to a vote of the stockholders of Occam.

The merger agreement also provides that Occam will, and will cause its subsidiaries and Occam's representatives to, immediately cease and cause to be terminated any and all existing activities, discussions or negotiations with any persons conducted on or prior to the signing of the merger agreement regarding any acquisition proposal (and request the prompt return or destruction of any confidential information previously

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furnished). Occam is further obligated to notify Calix promptly upon the receipt of any acquisition proposal or of any request for information that could reasonably be expected to lead to an acquisition proposal and the material terms thereof, to keep Calix informed of the status and details of any such acquisition proposal and to provide a copy of each material written communication and a summary of each material oral communication transmitted on behalf of the interested third parties. Occam has also agreed that it will notify Calix orally and in writing if Occam determines to begin providing information or to engage in discussions concerning an acquisition proposal. The foregoing limitations on Occam's ability to solicit offers are referred to as its non-solicitation obligations.

### ***Exceptions to Non-Solicitation Obligations***

If, however, prior to the adoption of the merger agreement by Occam's stockholders, Occam receives from a third person a bona fide written acquisition proposal that did not result from a breach of its non-solicitation obligations under the merger agreement, then Occam may, to the extent that the Occam board determines in good faith (after consultation with its financial advisors and outside counsel) that the acquisition proposal is or is reasonably likely to be a superior proposal (as defined below) and taking such action would be required by its fiduciary duties, furnish information with respect to Occam and its subsidiaries to the person making the acquisition proposal and participate in discussions or negotiations with the person making such acquisition proposal regarding such acquisition proposal. However, Occam must not, and must not allow any of its subsidiaries or its or their directors, officers or employees, disclose any information to such person without first entering into a confidentiality agreement regarding the use and disclosure of all nonpublic information furnished to such person, and Occam must promptly provide to Calix or its representatives any information provided to such other person which was not previously provided to Calix.

For the purposes of this discussion, an acquisition proposal means any inquiry, expression of interest, proposal or offer from a third party relating to any transaction or series of transactions involving (i) the sale, lease, exchange, transfer, license, disposition or acquisition from Occam or its subsidiaries of any business or assets that account for 15% or more of the assets of Occam and its subsidiaries, taken as a whole (either as measured by the fair market value thereof or by revenues on a consolidated basis attributable thereto), (ii) any merger, consolidation, amalgamation, share exchange, business combination, recapitalization or other similar transaction in which any of Occam or its subsidiaries is a constituent corporation and which would result in a third party acquiring record or beneficial ownership of securities representing more than 15% of any class of voting securities of any resulting parent company of Occam or its parent company (if Occam is a surviving corporation) or resulting company or its parent company (if Occam is not a surviving corporation), (iii) any issuance of securities, acquisition of securities, tender offer, exchange offer or other similar transaction (y) in which a person or group (as defined in the Exchange Act and the rules promulgated thereunder) of persons directly or indirectly acquires beneficial or record ownership of securities representing more than 15% of the outstanding securities of any class of voting securities of any of Occam or its subsidiaries, or (z) in which any of Occam or its subsidiaries issues securities representing more than 15% of the outstanding securities of any class of voting securities of any of Occam or its subsidiaries to any person or group of persons or (iv) any liquidation or dissolution of any of Occam or its subsidiaries.

For the purposes of this discussion, a superior proposal means any *bona fide* written acquisition proposal (with all references to 15% in the definition of acquisition proposal being treated as references to 50.1% for these purposes) that did not result from or arise in connection with a breach of the merger agreement by Occam and that the Occam board determines in good faith, after consultation with its financial advisors and outside counsel, is reasonably capable of being consummated, and if consummated would be more favorable to Occam's stockholders (in their capacity as such) from a financial point of view than the merger transaction, taking into account all financial, regulatory, legal and other aspects of such acquisition proposal and any adjustment to the terms and conditions of the merger agreement in response to such acquisition proposal that have been delivered to Occam by Calix in writing during the applicable notice period, that Calix has irrevocably committed to in writing and that are binding on Calix.

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***Ability to Accept a Superior Proposal or Effect a Change in Recommendation***

In addition, the restrictions on Occam's ability to effect a change in recommendation and/or accept a superior proposal are subject to the following exceptions:

Prior to the adoption of the merger agreement by Occam's stockholders the Occam board may make a change of recommendation and/or terminate the merger agreement in response to a bona fide acquisition proposal if (i) it reasonably determines in good faith (after consultation with its financial advisors and outside counsel) that such acquisition proposal is a superior proposal; (ii) it determines in good faith (after consultation with its outside counsel) that in light of such superior proposal, taking such action is required by its fiduciary duties; (iii) Occam complies with the procedures described below; and (iv) Occam is simultaneously entering into an agreement for the superior proposal.

Prior to the adoption of the merger agreement by Occam's stockholders the Occam board may make a change in recommendation in response to an intervening event (as defined below) if the Occam board determines in good faith (after consultation with outside counsel) that taking such action is required by its fiduciary duties and Occam complies with the provisions and other procedures described below.

Prior to the Occam board making a change in recommendation or terminating the merger agreement to enter into an agreement with respect to a superior proposal, Occam must:

provide Calix with four business days' prior written notice advising Calix that it is prepared to take such action;

with respect to an acquisition proposal that the Occam board deems a superior proposal, make available to Calix all information concerning its business, properties or assets made available to the third party making the superior proposal and provide Calix with the specific terms and conditions of such superior proposal, the identity of the person making such proposal and a copy of the proposed transaction agreements with the person making such superior proposal;

with respect to a change in recommendation in response to an intervening event, provide Calix with a description of such intervening event and the reason for effecting a change in recommendation; and

negotiate with Calix in good faith during the four business day window to make adjustments in the merger agreement such that such acquisition proposal would no longer constitute a superior proposal or the intervening event would no longer necessitate a change in recommendation, as applicable.

In the event of any material revisions to the superior proposal, Occam must deliver a new written notice to Calix and again comply with the procedures described above for an additional two business days.

If, after the four business day (or additional two business days in the event of a material revision to a superior proposal) window has expired, the Occam board has determined that the acquisition proposal still constitutes a superior proposal, or the intervening event still necessitates a change in recommendation, as applicable, then the Occam board may proceed to change or modify its recommendation of the merger transaction or, solely in the case of the existence of a superior proposal, terminate the merger agreement and simultaneously enter into an agreement with respect to such superior proposal, provided that Occam pays the termination fee described below under Termination Fees and Expenses.

For the purposes of this discussion, the term intervening event means the development of facts, events or circumstances since the date of the merger agreement that were not foreseen or reasonably foreseeable to Occam as of the signing of the merger agreement that would require the Occam board to take action to comply with its fiduciary duties.



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### **Conditions to the Merger**

*Conditions to Each Party's Obligations:* The obligations of Calix, Occam and Ocean Sub I to consummate the first-step merger are subject to the satisfaction of the following conditions:

adoption of the merger agreement by an affirmative vote of the holders of a majority of the issued and outstanding shares of Occam common stock entitled to vote;

the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Act, or the HSR Act, and any other applicable antitrust laws in the United States and the receipt of any required clearances, consents, approvals, orders and authorizations required by any antitrust laws in the United States;

the absence of any temporary restraining order, preliminary or permanent injunction, or any other order, decree, law or prohibition preventing the consummation of the merger transaction, in each case, issued or enacted by any governmental authority of a competent jurisdiction in the United States; and

declaration of effectiveness of the registration statement on Form S-4 (of which this proxy statement/prospectus forms a part) under the Securities Act and the absence of any stop order or proceeding seeking a stop order affecting the registration statement. Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

*Conditions to the Obligations of Calix, Ocean Sub I and Ocean Sub II:* The obligations of Calix, Ocean Sub I and Ocean Sub II to consummate the first-step merger are subject to the satisfaction, at or prior to the effective time, of the following conditions:

the representations and warranties of Occam relating to organization and qualification, corporate authorization, capitalization, delivery of Jefferies' opinion and the applicability of DGCL Section 203, shall be accurate in all material respects as of the effective time as if made on such date, in each case, (i) except for representations and warranties that speak as of a particular date (provided that Occam's capitalization representation may be inaccurate by up to one percent of the fully-diluted shares of Occam); and (ii) without giving effect to any material adverse effect or other qualifications contained in the representations and warranties;

all other representations and warranties of Occam shall be accurate in all respects as of the effective time as if made on such date (except for representations and warranties that speak as of a particular date, which shall be accurate as of such date) except, in each case, where the failure to be so accurate has not given, and would not reasonably be expected to give, effect to any material adverse effect or other qualifications contained in the representations and warranties;

Occam must have complied in all material respects with its obligations and covenants required under the merger agreement at, or prior to, the effective time;

the absence of any continuing material adverse effect concerning the business, assets, liabilities, operations or financial condition of Occam and its subsidiaries since the date of the agreement;



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Occam's delivery to Calix of (i) an executed closing certificate; and (ii) written resignations of all the Occam directors and officers, which, in each case, shall be in full force and effect; and

the absence of any proceeding (pending or threatened) that (i) challenges or seeks to prohibit the merger transaction, (ii) would limit Calix's ability to exercise full ownership rights with respect to Occam, (iii) would materially and adversely affect Calix's ability to own the assets or operate the business of Occam or (iv) seeks to compel any party to dispose of or hold separate any material assets as a result of the transaction.

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*Conditions to Occam's Obligations:* The obligations of Occam to consummate the first-step merger are subject to the satisfaction of the following conditions:

the representations and warranties of Calix, Ocean Sub I and Ocean Sub II, relating to organization, qualification and capitalization shall be accurate in all material respects as of the effective time as if made on such date, in each case, (i) except for representations and warranties that speak as of a particular date (provided that Calix's capitalization representation may be inaccurate by up to one percent of the fully-diluted shares of Calix); and (ii) without giving effect to any material adverse effect or other qualifications contained in the representations and warranties;

all other representations and warranties of Calix, Ocean Sub I and Ocean Sub II shall be accurate in all respects as of the effective time as if made on such date (except for representations and warranties that speak as of a particular date, which shall be accurate as of such date) except, in each case, where the failure to be so accurate has not given, and would not reasonably be expected to give, effect to a material adverse effect or other qualifications contained in the representations and warranties;

Calix, Ocean Sub I and Ocean Sub II must have complied in all material respects with the obligations and covenants required by each entity under the merger agreement at, or prior to, the effective time;

the absence of any continuing material adverse effect concerning the business, assets, liabilities, operations or financial condition of Calix and its subsidiaries since the date of the agreement;

Occam must have received an executed closing certificate from Calix;

Occam must have received the written opinion of Wilson Sonsini Goodrich & Rosati, P.C. to the effect that, for U.S. federal income tax purposes, the merger transaction will qualify as a reorganization within the meaning of Section 368(a) of the Code; and

the Calix common shares deliverable to Occam stockholders in connection with the merger transaction shall have been authorized for listing on the NYSE, upon official notice of issuance.

### **Effective Time**

Under the terms of the merger agreement, the closing of the merger transaction will occur on a date to be specified by the parties, which in no event may be later than the second business day following the satisfaction or waiver of the conditions to closing. Unless a later date is agreed upon in writing by the parties, the merger transaction will be effective at the time the certificate of merger is filed with the Secretary of State of the State of Delaware in connection with the first-step merger or such later time as agreed to by Calix and Occam and specified in the certificate of merger.

### **Termination of the Merger Agreement**

The merger agreement may be terminated, and the first-step merger may be abandoned, at any time prior to the completion of the merger transaction (whether before or after Occam stockholder approval has been obtained):

by mutual written agreement of Calix and Occam;

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by either Calix or Occam if the merger transaction has not been consummated on or before March 15, 2011 (provided that this right to terminate is not available to a party whose breach of the merger agreement resulted in the failure to consummate the merger transaction by March 15, 2011);

by mutual agreement of Calix and Occam, if the merger transaction has not been consummated by December 15, 2010 and if Calix and Occam make a mutual good faith determination that certain conditions relating to antitrust approval are not likely to be satisfied on or before March 15, 2011;

by either Calix or Occam if any final, non-appealable order, injunction or decree of a governmental entity of a competent jurisdiction in the United States permanently prohibits the merger transaction

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(provided that this right to terminate is not available to a party whose breach of the merger agreement caused the issuance of such order, injunction or decree); and

by either Calix or Occam if Occam stockholders do not adopt the merger agreement at the Occam stockholder meeting (provided that this right to terminate is not available to a party whose breach of the merger agreement resulted in the failure to obtain Occam stockholder approval).

Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

Calix may terminate the merger agreement:

If, prior to the adoption of the merger agreement by Occam stockholders, (i) the Occam board withdraws, modifies or qualifies in a manner adverse to Calix the recommendation of the Occam board in this proxy statement/prospectus that the Occam stockholders adopt the merger agreement, (ii) with respect to any acquisition proposal, (A) the Occam board fails to publicly reaffirm its recommendation within ten business days after the request of Calix to do so following the public announcement of such acquisition proposal, (B) the Occam board approves, endorses or publicly recommends to the Occam stockholders any such acquisition proposal or (C) Occam enters into any letter of intent or agreement (other than a confidentiality agreement as contemplated under the merger agreement) for such acquisition proposal, (iii) a tender or exchange offer for Occam securities is commenced and Occam fails to notify its stockholders in writing within ten business days after commencement that Occam recommends rejecting such offer, or (iv) Occam intentionally and materially breaches its obligations with respect to non-solicitation of offers described in The Merger Agreement No Solicitation of Offers by Occam.

if any of Occam's representations and warranties are inaccurate or if Occam has breached any of its covenants or obligations (in each case, if such breach not cured within 30 days written notice thereof), such that the applicable conditions to Calix's obligations to close would not be satisfied (provided that Calix, Ocean Sub I or Ocean Sub II are not then in material breach of the merger agreement);

Occam may terminate the merger agreement:

if, prior to Occam stockholder approval, the Occam board changes its recommendation in respect of a superior proposal and simultaneously enters into an acquisition agreement with respect to such proposal; or

if any of Calix's representations and warranties are inaccurate or if Calix has breached any of its covenants or obligations (in each case, if such breach is not cured within 30 days written notice thereof), such that the applicable conditions to Occam's obligations to close would not be satisfied (provided that Occam is not then in material breach of the merger agreement).

**Termination Fees and Expenses**

Occam has agreed to pay Calix a termination fee of \$5,200,000 if the merger agreement is terminated under any of the following circumstances:

(i) the merger transaction has not been consummated because Occam stockholders do not adopt the merger agreement at the Occam stockholder meeting; and (ii) at or prior to the Occam stockholder meeting to vote on the merger transaction, an acquisition proposal involving a third party is publicly announced or becomes publicly known and has not been withdrawn; and (iii) within twelve months following the termination of the merger agreement pursuant to (i) above, Occam enters into a definitive agreement to effect an acquisition of Occam and such transaction is subsequently consummated;

if the merger agreement (i) is terminated (A) by mutual agreement of Calix and Occam between December 15, 2010 and March 15, 2011 or (B) by either Calix or Occam after March 15, 2011, in each case,



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as a result of the antitrust conditions not being likely to be satisfied or not being met by March 15, 2011 and (ii) at or prior to such termination an acquisition proposal involving a third party is publicly announced or becomes publicly known and such acquisition proposal has not been withdrawn and (iii) within six months following such termination Occam enters into a definitive agreement to effect an acquisition of Occam with such third party and such transaction is subsequently consummated;

by Calix because certain triggering events relating to other acquisition proposals occur prior to the adoption of the merger agreement by Occam stockholders; or

by Occam, prior to Occam stockholder adoption of the merger agreement, because the Occam board recommends to its stockholders a superior proposal and is entering into an agreement with respect to such superior proposal.

Calix has agreed to pay Occam a termination fee of \$5,000,000 if the merger agreement is terminated:

by the mutual agreement of Occam and Calix because the merger transaction has not been consummated by December 15, 2010 based on a good faith determination that certain conditions relating to antitrust approval are not likely to be satisfied on or before March 15, 2011, and if on such date, all of the merger transaction closing conditions, other than those relating to antitrust approval, are reasonably capable of being satisfied.

Calix has agreed to pay Occam a termination fee of \$10,000,000 if the merger agreement is terminated:

by either Occam or Calix because the merger transaction has not been consummated on or before March 15, 2011, and if on such date all of the merger transaction closing conditions have been satisfied or waived other than conditions that, by their nature, can only to be satisfied at the effective time or those relating to antitrust approval.

Calix and Occam were granted early termination of the waiting period under the HSR Act effective November 16, 2010.

**Amendment and Waiver**

The parties may amend the merger agreement at any time before completion of the merger transaction. All amendments to the merger agreement must be in writing and signed by Calix, Ocean Sub I, Ocean Sub II and Occam, and in the case of a waiver, signed by each party against whom the waiver is to be effective. After adoption of the merger agreement by Occam's stockholders, no amendment or waiver may be made which requires further approval by Occam's stockholders, unless Occam obtains that further approval.

**Exclusive Jurisdiction**

Under the merger agreement, the parties have submitted to the exclusive jurisdiction of the Delaware courts for disputes among the parties.

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**AGREEMENTS ENTERED INTO IN CONNECTION WITH THE MERGER AGREEMENT**

**Support Agreement**

As a condition and inducement to Calix's willingness to enter into the merger agreement, Calix, Ocean Sub I and Ocean Sub II have entered into an agreement, which we refer to as the support agreement, with each of the beneficial owners of Occam's common stock listed on the table below. The following is a summary of the terms of the support agreement only and may not contain all of the information that is important to you. A copy of the support agreement is attached to this proxy statement/prospectus as Annex D and is incorporated by reference herein.

According to the terms of the support agreement, each party other than Calix has agreed to vote (or to cause the holder of record of such shares to so vote), and has granted Calix an irrevocable proxy to vote such party's beneficially owned shares, (i) in favor of the adoption of the merger agreement, (ii) against any acquisition proposal, and (iii) against any amendment to Occam's certificate of incorporation or bylaws that is intended, or could reasonably be expected to, impede, interfere with, delay, postpone or adversely affect the merger transaction. Furthermore, each party other than Calix has agreed not to exercise any of such party's appraisal rights that may arise in connection with the merger transaction, and, if applicable to such party, has also agreed not to, and to cause any of its affiliates to not, exercise or seek to exercise any of their rights under the Fourth Amended and Restated Investors' Rights Agreement, dated as of January 7, 2005, by and among Occam and certain investors listed therein.

Subject to certain exceptions described in the support agreement, each party other than Calix, Ocean Sub I and Ocean Sub II has agreed not to sell, pledge, encumber, grant options with respect to, transfer or dispose of the shares of Occam common stock beneficially owned by such party or to enter into any agreement related to any of the foregoing transfers or dispositions, in each case to anyone other than Calix. Subject to certain exceptions described in the support agreement, each such party has also agreed not to reduce such party's beneficial ownership of the shares set forth in the table below.

Subject to certain exceptions described in the support agreement, each party other than Calix has made representations and warranties to Calix regarding, among other things, such party's power and authority to enter into the support agreement and deliver the proxy, such party's unencumbered beneficial ownership of the shares of Occam common stock subject to the support agreement, and such party's full voting power and full power of disposition with respect to such shares of common stock.

The support agreement will terminate at the earlier to occur of (i) the valid termination of the merger agreement pursuant to its terms or (ii) the effective time.

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As of November 30, 2010, the stockholders listed below who are party to the support agreement together owned 5,722,034 shares of Occam common stock, or approximately 27% of the voting power of Occam common stock. In addition, such stockholders hold Occam equity-based awards to purchase an additional 1,346,813 shares of Occam common stock.

	Number of Shares of Common Stock	Number of Shares of Common Stock Issuable Upon Exercise of Outstanding Options	Number of Shares of Common Stock Issuable Upon Settlement of Outstanding RSUs
<b>Parties to the Support Agreements</b>			
Robert L. Howard-Anderson <sup>(1)</sup>	58,208	387,105	20,002
Jeanne Seeley	28,808	165,000	28,335
Mark Rumer <sup>(2)</sup>	110,356	183,614	10,000
David C. Mason	17,167	188,313	10,000
Russell J. Sharer	27,150	199,781	10,000
Greg Dion	16,046	182,000	10,000
Steven M. Krausz <sup>(3)</sup>	3,172,497	1,000	0
Robert B. Abbott <sup>(4)</sup>	2,062,640	1,250	0
Robert E. Bylin	52,978	16,875	0
Thomas E. Pardun	64,228	5,625	0
A.J. Bert Moyer	52,978	0	0
Brian Strom	58,978	16,250	0
<b>TOTAL</b>	<b>5,722,034</b>	<b>1,346,813</b>	<b>88,337</b>

(1) Includes 2,698 ESPP shares purchased on August 16, 2010.

(2) Includes 1,038 ESPP shares purchased on August 16, 2010.

(3) Includes 3,110,893 shares held directly by US Venture Partners VII, L.P. (USVP VII), USVP Entrepreneur Partners VII-A, L.P. ( EP VII-A ), USVP Entrepreneur Partners VII-B, L.P. ( EP VII-B ), and 2180 Associates Fund VII, L.P. ( 2180 VII ). Presidio Management Group VII, LLC ( PMG VII ), the general partner of USVP VII, EP VII-A, EP VII-B and 2180 VII, and Irwin Federman, Steven M. Krausz, Jonathan D. Root, Philip M. Young, Winston Fu and David Liddle the managing members of PMG VII, may be deemed to share voting and dispositive power over the shares held by USVP VII, EP VII-A, EP VII-B and 2180 VII. Such persons and entities disclaim beneficial ownership of shares held by USVP V, V Int 1, 2180 V and EP V except to the extent of any pecuniary interest therein. Information to the number of shares held by U.S. Venture Partners is based on the Form 13D/A filed with the SEC on November 1, 2010. Also includes 23,392, 17,241 and 12,345 of Occam s restricted stock granted to Mr. Krausz on November 29, 2007, December 10, 2008 and November 18, 2009, respectively, in his capacity as Occam s non-employee director. Also includes 8,626 shares held by Krausz Family Limited Partnership.

(4) Includes (i) 5,518 shares of Common Stock held by NEC; (ii) 1,909,493 shares of Common Stock held by NVP VIII; (iii) 94,651 shares of Common Stock held by NVP-E VIII; and (iv) 52,978 of restricted stock granted to Mr. Abbott in his capacity as non-employee director. George J. Still and Promod Haque are managing partners of Itasca NEC LLC, the managing member of NEC, and may be deemed have indirect beneficial ownership of the shares held by NEC. Messrs. Still and Haque are also managing partners of Itasca VC Partners VIII, the general partner of NVP VIII and NVP-E VIII and may be deemed to have beneficial ownership of the shares held by NVP VIII and NVP-E VIII. Messrs. Haque and Still disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein. Mr. Abbott is a non-managing member of Itasca NEC LLC and non-managing partner of Itasca VC Partners VIII, has no voting or dispositive power with respect to the shares held by NEC, NVP VIII or NVP-E VIII, and disclaims all beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.



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**PROPOSAL TWO ADJOURNMENT OR POSTPONEMENT OF SPECIAL MEETING**

**Approval of Adjournment or Postponement of the Special Meeting of Occam Stockholders**

If Occam fails to receive a sufficient number of votes to approve the terms of the merger, Occam may propose to adjourn or postpone Occam's special meeting, whether or not a quorum is present, until a later time for the purpose of soliciting additional proxies to approve the terms of the merger. Occam currently does not intend to propose adjournment or postponement at Occam's special meeting if there are sufficient votes to adopt the merger agreement. If approval of the proposal to adjourn or postpone Occam's special meeting for the purpose of soliciting additional proxies is submitted to Occam's stockholders for approval, such approval requires the affirmative vote of a majority of the votes cast at Occam's special meeting by the holders of shares of Occam common stock present or represented by proxy and entitled to vote thereon.

***Board Recommendation***

**The Occam board unanimously recommends that the Occam stockholders vote FOR the proposal to adjourn or postpone Occam's special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the proposal regarding the adoption of the merger agreement.**

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**INFORMATION ABOUT THE COMPANIES**

**Calix, Inc.**

Calix is a leading provider in North America of broadband communications access systems and software for copper- and fiber- based network architectures that enable communications service providers, or CSPs, to connect to their residential and business subscribers. Calix develops and sells carrier-class hardware and software products, referred to as the Unified Access portfolio, designed to enhance and transform CSP access networks to meet the changing demands of subscribers rapidly and cost-effectively. The Unified Access portfolio consists of Calix's two core platforms, the C-Series multiservice, multiprotocol access platform, or C-Series platform, and the E-Series Ethernet service access platforms and nodes, or E-Series platforms and nodes, along with complementary P-Series optical network terminals, or ONTs, and the Calix Management System, or CMS, network management software. Calix also offers installation, training, post-sales software support and extended warranty services.

Calix's shares are listed on the NYSE and trade under the symbol CALX. Calix's principal executive offices are located at 1035 N. McDowell Blvd, Petaluma, California 94954 and its telephone number is (707) 766-3000. As of September 25, 2010, Calix employed approximately 463 people.

**Ocean Sub I, Inc.**

Ocean Sub I, Inc., or Ocean Sub I, is a wholly owned subsidiary of Calix. Ocean Sub I has not carried on any activities to date, other than activities incidental to its formation or undertaken in connection with the transactions contemplated by the merger transaction. Ocean Sub I's principal executive offices are located at 1035 N. McDowell Blvd, Petaluma, California 94954 and its telephone number is (707) 766-3000.

**Ocean Sub II, LLC**

Ocean Sub II, LLC, or Ocean Sub II, is a wholly owned subsidiary of Calix. Ocean Sub II has not carried on any activities to date, other than activities incidental to its formation or undertaken in connection with the transactions contemplated by the merger transaction. Ocean Sub II's principal executive offices are located at 1035 N. McDowell Blvd, Petaluma, California 94954 and its telephone number is (707) 766-3000.

**Occam Networks, Inc.**

Occam develops markets and supports innovative broadband access products designed to enable telecom service providers to offer bundled voice, video and high speed internet, or Triple Play, services over both copper and fiber optic networks. Occam's core product line is the Broadband Loop Carrier, or BLC, an integrated hardware and software platform that uses Internet Protocol, or IP, and Ethernet technologies to increase the capacity of local access networks, enabling the delivery of advanced Triple Play services. Occam also offers a family of ONTs for fiber optic networks, remote terminal cabinets and professional services.

Occam's common stock is listed on the NASDAQ and trades under the symbol OCNW. Occam's principal executive offices are located at 6868 Cortona Drive, Santa Barbara, California 93117, and its telephone number is (805) 692-2900.

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**CALIX BUSINESS**

**Overview**

Calix is a leading provider in North America of broadband communications access systems and software for copper- and fiber- based network architectures that enable communications service providers, or CSPs, to connect to their residential and business subscribers. Calix enables CSPs to provide a wide range of revenue-generating services, from basic voice and data to advanced broadband services, over legacy and next-generation access networks. Calix focuses solely on CSP access networks, the portion of the network which governs available bandwidth and determines the range and quality of services that can be offered to subscribers. Calix develops and sells carrier-class hardware and software products, which is referred to as the Unified Access portfolio, that are designed to enhance and transform CSP access networks to meet the changing demands of subscribers rapidly and cost-effectively.

Calix's Unified Access portfolio consists of two core platforms, the C7 multiservice, multiprotocol access platform, or C-Series platform, and the E-Series Ethernet service access platforms and nodes, or E-Series platforms and nodes, along with complementary P-Series optical network terminals, or ONTs, and the Calix Management System, or CMS, network management software. Calix's broad and comprehensive portfolio serves the CSP network from the central office to the subscriber premises and enables CSPs to deliver both basic voice and data and advanced broadband services over legacy and next-generation access networks. These packet-based platforms enable CSPs to rapidly introduce new revenue-generating services, while minimizing the capital and operational costs of CSP networks. The Unified Access portfolio allows CSPs to evolve their networks and service delivery capabilities at a pace that balances their financial, competitive and technology needs.

Calix believes that the rapid growth of Internet and data traffic, introduction of bandwidth-intensive advanced broadband services, such as high-speed Internet, Internet protocol television, or IPTV, mobile broadband, high-definition video and online gaming, and the increasingly competitive market for residential and business subscribers are driving CSPs to invest in and upgrade their access networks. Calix also believes that CSPs will gradually transform their access networks to deliver these advanced broadband services over fiber-based networks, thereby preparing networks for continued bandwidth growth, the introduction of new services and more cost-effective operations. During this time, CSPs will increasingly deploy new fiber-based network infrastructure to enable this transition while continuing to support basic voice and data services over legacy networks. Calix's portfolio is designed to enable this evolution of the access network efficiently and flexibly.

Calix markets its access systems and software to CSPs in North America, the Caribbean and Latin America through its direct sales force. As of September 25, 2010, Calix has shipped over seven million ports of its Unified Access portfolio to more than 600 North American and international customers, whose networks serve over 40 million subscriber lines in total. Calix's customers include 14 of the 20 largest U.S. Incumbent Local Exchange Carriers, or ILECs. In addition, Calix has over 260 commercial video customers and have enabled over 450 customers to deploy gigabit passive optical network, or GPON, Active Ethernet and point-to-point Ethernet fiber access networks.

**Industry Background**

CSPs compete in a rapidly changing market to deliver a range of voice, data and video services to their residential and business subscribers. CSPs include wireline and wireless service providers, cable multiple system operators, or MSOs, and municipalities. The rise in Internet-enabled communications has created an environment in which CSPs are competing to deliver voice, data and video offerings to their subscribers across fixed and mobile networks. Residential and business subscribers now have the opportunity to purchase an array of services such as basic voice and data as well as advanced broadband services such as high-speed Internet, IPTV, mobile broadband, high-definition video and online gaming from a variety of CSPs. The rapid growth in new services is generating increased network traffic. For example, Cisco Systems, Inc. estimates that global IP traffic will grow

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at a compound annual growth rate of 40% from approximately 10,000 petabytes per month in 2008 to approximately 56,000 petabytes per month in 2013. Calix believes that increased network traffic will be largely driven by video, which is expected to account for over 90% of global consumer traffic by 2013. CSPs are also broadening their offerings of bandwidth-intensive advanced broadband services, while maintaining support for their widely utilized basic voice and data services. CSPs are being driven to evolve their access networks to enable cost-effective delivery of a broad range of services demanded by their subscribers. According to estimates by Infonetics Research, CSPs will increase their aggregate spending on broadband aggregation equipment, fiber-based access equipment, cable aggregation equipment, mobile backhaul equipment and carrier Ethernet equipment in North America from \$7.6 billion in 2009 to \$11.2 billion in 2013 and worldwide from \$35.9 billion in 2009 to \$54.7 billion in 2013.

With strong subscriber demand for low latency and bandwidth-intensive applications, CSPs are seeking to offer new services, realize new revenue streams, build out new infrastructure and differentiate themselves from their competitors. CSPs typically compete on their cost to acquire and retain subscribers, the quality of their service offerings and the cost to deploy and operate their networks. In the past, CSPs offered different solutions delivered over distinct networks designed for specific services and were generally not in direct competition. For example, traditional wireline service providers provided voice services whereas cable MSOs delivered cable television services. Currently, CSPs are increasingly offering services that leverage Internet protocol, or IP, thereby enabling CSPs of all types to offer a comprehensive bundle of IP-based voice, dat