

OCCAM NETWORKS INC/DE

Form 425

September 27, 2010

1

Filing Information

Filed by Calix, Inc.

Commission File No. 001-34674

Pursuant to Rule 425 Under the Securities Act of 1933

And Deemed Filed Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Occam Networks, Inc.

Commission File No. 001-33069

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

Calix to Acquire Occam Networks |
Consulting Engineer Overview Webinar

3

Welcome & Logistics

Welcome to the Calix to Acquire Occam Networks Consulting

Engineer Q&A

Webinar

Hosted by Carl Russo, Calix president and CEO

Short presentation describing the transaction, rationale, and benefits

Questions and Answers submitted by attendees (online)

Duration: 1 hour

How to ask questions

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

Webinar control panel has Q&A module

Type

questions

at

anytime

-

monitored

by

Calix

personnel

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

Presenters

may

answer

questions

during

the

presentations

if

time

allows

Any questions not answered during this session will be answered via e-mail follow-up

4

Transaction Snapshot

Deal Size:

Deal Size:

\$171 million in stock and cash

Closing Conditions:

Closing Conditions:

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

Anticipated Closing:

Anticipated Closing:

Q4 2010 or Q1 2011

Post Closing Metrics:

Post Closing Metrics:

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

Estimated Customers: 800+

Aggregate Port Shipments: 10 million+

Aggregate Subscriber Lines (Customers): 48 million+

Key Benefits Summary: Acceleration

Calix / Occam Networks combination focused on helping our customers to **SUCCEED**

Accelerating Unified Access

Complementary expertise expected to speed product **INNOVATION**

An

EXPANDED

UNIFIED

ACCESS

portfolio

Increased resources, scale, and **FOCUS ON**

ACCESS

lays foundation for

enhanced solutions development, testing, and quality

Accelerating Our Customers

A

WIDER

RANGE

OF

DEPLOYMENT

OPTIONS

expected

from

an

expanded Unified Access portfolio

CLOSER RELATIONSHIPS

with customers and partners expected through

direct and expanded sales coverage and support

Enhanced **ALIGNMENT**

with communications service provider network and

business model transformation

5

6

Key Benefits Summary: Solutions

A broader Unified Access portfolio

Greater breadth and diversity of solutions expected

Form factors, ONTs, density options

Complementary technologies and resources

Share many common hardware and software components and

attributes

facilitated integration into Unified Access

Occam's decade of experience in IP and Ethernet matched with

Calix's decade of experience in fiber access

Address access network challenges in moving to Ethernet and fiber

Enhanced voice flexibility expected

A range of solutions across TDM, SIP, H.248, and MGCP

New innovations expected

Expanded engineering, test resources, and R&D dollars solely focused and target on access innovation

7

Key Benefits Summary: Business

A focus on access

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

An enhanced direct customer engagement model

More feet on the street

Expansion of our world-class support organization and tools

Expanded Interoperability

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

Expanded resources and a clear business vision aligned with

your

network

and

business

interests

to

help

YOU

to

SUCCEED

Two Broadband Access Portfolios

OccamView

EMS

BLC 6000 Chassis:

high density

BLC 6000 Chassis:

medium, low density

ONT portfolio
8

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

10

Expanding the Unified Access Portfolio

Integrating the Occam Networks portfolio into Unified Access

Plan to make the BLC6000 part of the Unified Access portfolio

Plan to combine ONT portfolios expected to make one of the industry's
broadest ONT portfolios

Plan to integrate the B-Series into CMS

Complement CMS with valuable new tools from Occam Networks

Enhance Unified Access portfolio to support a broader set of voice protocols

Protocols supported to span across SIP, H.248, MGCP, and legacy TDM

ENHANCED

ENHANCED

FLEXIBILITY

FLEXIBILITY

and

ACCELERATED

ACCELERATED

OPPORTUNITY

OPPORTUNITY

through a broadened Unified Access portfolio

B-Series platforms to reside on the same Ethernet rings as the C- and E-Series

ONT portfolio support across all three Calix platforms B-Series, C-Series and E-Series

A single, broad, and mature management system across the Unified Access portfolio

EXA Powered Access Network
Routed Core Network
100GE / 40GE / DWDM Rings
Unified Access Management
Service Delivery and Assurance
Fiber:
MEF Services

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

10GE
NxGE
GE
SIP
H.248
MGCP
TDM
RF
RFOG
11

12
2010 User Group Conference
Register now
November
6
-
9

-
just
before
TelcoTV
Saturday 9/6: Golf
Sunday 9/7: Training / Reception
Monday 9/8: Keynotes / Breakouts
Product introductions
Advanced broadband devices/services
Future of voice: Genband/Metaswitch
Special event: La Reve
Tuesday 9/8: Keynotes / Breakouts
Unified Access vision
National Broadband Plan
Giveaways / Prizes
This year we're in Las Vegas, Nevada...
Visit the Calix website to register:
<http://usergroup.calix.com/2010/>
th
th

13

Add 1

Information: Where to Find It

Calix will file a Registration Statement on Form S-4 containing a proxy statement/prospectus and other documents concerning the proposed acquisition with the Securities and Exchange Commission (the SEC). Investors are urged to read the proxy

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

14

Participants in the Acquisition of
Occam Networks

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

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

persons

who may, under the rules of the SEC, be deemed participants in the solicitation of proxies in connection with the proposed merger, and a description of their direct and indirect interests in the proposed merger, which may differ from the interests of Calix stockholders or Occam Networks stockholders generally will be set forth in the proxy statement/prospectus when it is filed with the SEC.

15

Forward-Looking Statements

This document contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section

21E of the Securities Exchange Act of 1934. These statements can be

identified by the words, "believes,"

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

and other similar words. These statements are based on management's current expectations, estimates, forecasts, projections and beliefs and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

The
forward-looking
statements
contained
in
this
document
include
statements
about

the timing of closing the acquisition, future financial and operating results; benefits of the acquisition; financial advantages; the ability to integrate the companies; the ability to expand the Unified Access portfolio, the ability to accelerate access innovation; the ability to integrate platforms and products to accelerate opportunities for customers and broaden the Calix Unified Access portfolio; plans to increase sales and support coverage; ability to enhance solutions development, testing and quality; the ability to increase the range of deployment options, create closer relationships with customers and partners and enhance alignment with communication service provider networks and business model transformations; the ability to expand resources, testing and investments; the ability to enhance the customer engagement model and expand interoperability; and other statements regarding the proposed acquisition. These statements are not guarantees of future performance, involve risks, uncertainties and assumptions that are difficult to predict, and are based upon assumptions as to future events that may not prove accurate.

Therefore, actual outcomes and results may differ materially from what is expressed herein. For example, if Occam Networks does not receive required stockholder approval or the parties fail to satisfy other

conditions to closing, the transaction may not be consummated. In any forward-looking statement in which Calix or Occam Networks expresses an expectation or belief as to future results, such expectation or belief

is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement

or
expectation
or
belief
will
result

or
be
achieved
or

accomplished. The following factors, among others, could cause actual results to differ materially from those described in the forward-looking statements: failure of the Occam Networks stockholders to approve the proposed acquisition; the challenges and costs of closing, integrating, restructuring and achieving anticipated synergies; the ability to retain key employees; and other economic, business, competitive, and/or regulatory factors affecting the businesses of Calix and Occam Networks generally, including those set forth in the filings of Calix with the Securities and Exchange Commission, especially in the Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections of Calix's prospectus filed with the SEC on March 24, 2010 and its quarterly reports on Form 10-Q, Occam Networks' annual reports on Form 10-K and quarterly reports on Form 10-Q, each of Calix's and Occam Networks' current reports on Form 8-K and other SEC filings. These forward-looking statements speak only as of the date hereof. Calix and Occam Networks are under no obligation to (and expressly disclaim any such obligation to) update or alter their forward-looking statements whether as a result of new information, future events, or otherwise.