

GROSSER ADAM

Form 4

July 21, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GROSSER ADAM

(Last) (First) (Middle)

C/O CALIX, INC, 1035 N.
MCDOWELL BLVD.

(Street)

PETALUMA, CA 94954

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CALIX, INC [CALX]

3. Date of Earliest Transaction
(Month/Day/Year)
07/19/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/19/2011		A	2,833 ⁽¹⁾	A \$ 0 7,366 ⁽²⁾	D	
Common Stock	10/25/2010		J ⁽³⁾	62,524	D \$ 0 0	I	See Note ⁽⁴⁾
Common Stock	10/25/2010		J ⁽³⁾	2,880,916	D \$ 0 0	I	See Note ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.67	07/19/2011		A	6,250	<u>(6)</u>		07/19/2021		Common Stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GROSSER ADAM C/O CALIX, INC 1035 N. MCDOWELL BLVD. PETALUMA, CA 94954	X

Signatures

/s/ Michael Ashby as Attorney-in-Fact for Adam
Grosser

07/21/2011

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted Stock Units ("RSUs"). The Reporting Person is entitled to receive one (1) share of Common Stock for each one (1) RSU upon vesting. 100% of the RSUs will vest on the one (1) year anniversary following July 19, 2011.

(2) Includes 5,855 RSUs.

Effective as of October 25, 2010, the Reporting Person separated from Foundation Capital and as of that date no longer had or shared any voting or dispositive authority over the shares of Common Stock held by Foundation Capital V Principals Fund, LLC and Foundation Capital V, L.P. Therefore, effective as of October 25, 2010, the Reporting Person ceased to have beneficial ownership of such shares.

(4) Shares are held by Foundation Capital V Principals Fund, LLC. Prior to October 25, 2010, the Reporting Person was a managing member of Foundation Capital Management Co. V, LLC, which is the sole general partner of Foundation Capital V Principals Fund, LLC.

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- (5) Shares are held by Foundation Capital V, L.P. Prior to October 25, 2010, the Reporting Person was a managing member of Foundation Capital Management Co. V, LLC, which is the sole general partner of Foundation Capital V, L.P.

- 1/12th of the shares subject to the option will vest and become exercisable in twelve (12) successive and equal monthly installments after
- (6) July 19, 2011 ("the Vesting Commencement Date"), such that 100% for the shares subject to the option will be fully vested and exercisable on the first anniversary of the Vesting Commencement Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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