

Davies Benjamin Drew
Form 4
August 31, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davies Benjamin Drew

2. Issuer Name **and** Ticker or Trading
Symbol
EXTREME NETWORKS INC
[EXTR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
6480 VIA DEL ORO
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP Chief Financial Officer

SAN JOSE, CA 95119

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Ar Underlying Se (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.4	08/29/2018	08/29/2018	A		71,800		08/31/2019 ⁽¹⁾	08/29/2025	Common Stock
Performance Shares	\$ 0	08/29/2018	08/29/2018	A		30,200		08/31/2019 ⁽²⁾	08/31/2021	Common Stock
RSU Award	\$ 0	08/29/2018	08/29/2018	A		30,200		08/31/2019 ⁽⁴⁾	08/31/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Davies Benjamin Drew 6480 VIA DEL ORO SAN JOSE, CA 95119	EVP Chief Financial Officer

Signatures

Quentin Wright, Power of Attorney 08/31/2018

__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).

- Performance Options will be earned if EXTR shares reach \$10.00 per share for 30 consecutive trading days after August 31st 2018.
- (1) Earned options vest as to 1/3 on 8/31/2019 and 1/12 each quarter thereafter, provided, however, that options earned after the one-year anniversary will vest ratably based on the time elapsed from 8/31/2018 until the hurdle date, and then quarterly thereafter. Shares will be cancelled if goal is not met by August 31st 2021.
- Performance Stock Unit will be earned if GAAP combined earnings per share meets or exceeds \$0.20 over two consecutive quarters.
- (2) Earned shares vest as to 1/3 on 8/31/2019 and 1/12 each quarter thereafter, provided, however, that shares earned after the one-year anniversary will vest ratably based on the time elapsed from 8/31/2018 until the hurdle date, and then quarterly thereafter. Shares will be cancelled if goal is not met by August 31st 2021.
- (3) This is not an applicable reportable field for this type of grant.
- (4) This time based RSU award vests as to 1/3 on 8/31/2019 and 1/12 each quarter thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.