SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Washington, D.C. 2054

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Weening Michael				2. Issuer Name and Tic <u>CALIX, INC</u> [(g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
weening M	<u>icnaei</u>		<u> </u>		/ J		X	Director	10% C	Owner			
(Last)	(First)	3. Date of Earliest Tran 02/08/2024	saction	(Mont	h/Day/Year)	X	Officer (give title below)	Other below	(specify)				
C/O CALIX, I	NC.		02/00/2021						Presider	nt & CEO			
2777 ORCHA	RD PARKWAY		4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)							X	Form filed by One Reporting Person					
SAN JOSE	CA	95134							Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		Rule 10b5-1(c) Transaction Indication									
				Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.									
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Date			2. Transaction Date (Month/Day/Ye	Execution Date,	3. Transa Code (8)		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock 08/14/20				3	Р	V	341(1)	A	\$34.9775(2)	14,685	D		
	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. Transa Code (8)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I	ive ies ed	6. Date Exerci Expiration Dat (Month/Day/Ye	te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	3, 4 and (A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Stock Option (right to buy)	\$51.55	02/08/2024		A		54,500		02/08/2024 ⁽³⁾	02/09/2033	Common Stock	54,500	\$0	54,500	D	

Explanation of Responses:

1. The reporting person is voluntarily reporting the acquisition of shares of the issuer's common stock pursuant to the Calix, Inc. Amended and Restated Employee Stock Purchase Plan ("ESPP") for the ESPP purchase period of February 15, 2022 through August 14, 2023. This transaction is exempt under Rule 16b-3(c).

2. In accordance with the ESPP, these shares were purchased based on 85% of the closing price of the issuer's common stock on August 14, 2023, the last trading day of the purchase period.

3. On February 9, 2023, the reporting person was awarded a performance-based nonqualified stock option grant covering 100,000 shares of common stock. On February 8, 2024, the Compensation Committee of Calix, Inc. determined that the performance criteria governing 54.5% of the grant had been achieved, resulting in a nonqualified stock option award of 54,500 shares of common stock for the reporting person. The nonqualified stock option award shall vest: (i) as to 25% of the shares of common stock subject to the stock option award, on February 8, 2024; and (ii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024; and (iii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024; and (iii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024; and (iii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024; and (iii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024; and (iii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024; and (iii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024; and (iii) as to the remaining 75% of the shares of common stock subject to the stock option award, on February 8, 2024.

Remarks:

/s/ Tom Gemetti as Attorney-in-02/12/2024

Fact for Michael Weening

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.