

September 12, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

5 Rule 14a-8 Proposal
Extreme Networks, Inc. (EXTR)
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the August 21, 2020 no action request.

The photo in the first attachment shows the email transmittal of the 2017 rule 14a-8 proposal submitted to the company and published in the proxy in spite of a no action request. It was addressed to Katayoun Motiey <kmotiey@extremenetworks.com>.

The attachment line contains 18072017 which is automatically generated.

This stands for:

18 day
07 month
2017 year

The photo in the second attachment shows the email transmittal of the 2020 rule 14a-8 proposal submitted to the company.

It was also addressed to Katayoun Motiey <kmotiey@extremenetworks.com>.

The attachment line contains 22052020 which is automatically generated.

This stands for:

22 day
05 month
2020 year

Thus the 2020 proposal was submitted to the company on May 22, 2020 just like the 2017 proposal was submitted to the company on July 18, 2017.

It is against common sense to argue that "a deficiency cannot be cured" in a case where a company thinks it did not receive a proposal and it is then past the due date for proposals. There is always the chance that the company will be able to verify timely delivery if the proponent provides additional information on the delivery.

The company violated the following 14-day rule when it failed to respond to the certified mailing:

"The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your

proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response.”

Not including part of the proposal submittal, which is typically a cover letter, proposal and broker letter, is a procedural deficiency.

The company received part of a proposal submittal in the July 9, 2020 certified mailing.

If the company had received the July 9, 2020 mailing 3-weeks before the due date of May 27, 2020 could the company have remained silent?

The June 12, 2020 broker letter itself is a red flag that that the company overlooked a submitted rule 14a-8 proposal because it covers stock ownership since April 1, 2019,

The no action request puts forth the fiction that the company thought the broker letter could be for an upcoming proposal. It is impossible to submit a valid broker letter even one day before submitting a rule 14a-8 proposal.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Katayoun Motiey <kmotiey@extremenetworks.com>

You replied to this message on 7/22/17. Show Reply
This is your reply to another message. Show Original

From: [Redacted]
Date: Tuesday, July 18, 2017 at 8:32 AM
To: Katayoun Motley <investor_relations@extremenetworks.com>
Subject: Rule 14a-8 Proposal (EXTR)

Attachments: CCE18072017.pdf

Dear Ms. Motley,
Please see the attached rule 14a-8 proposal to enhance long-term shareholder value.
Sincerely,
John Chevedden

Kenneth Steiner

Ms. Katayoun Motley
Corporate Secretary
Extreme Networks, Inc. (EXTR)
145 Rio Robles
San Jose, CA 95134
PH: 408-579-2800

Dear Ms. Motley,

I purchased stock in our company because I believed our company had greater potential. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

[Redacted]
to facilitate prompt and verifiable communications. Please direct all responses to my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to [Redacted]

Sincerely, 
Kenneth Steiner
4-16-17
Date

You sent this message on 5/23/20



From: Mr. Katayoun Motley <kmotley@extremenetworks.com>
To: Linda Swan <lswan@extremenetworks.com>
Subject: Rule 14a-8 Proposal (EXTR)
Attachments: 22052020.pdf

Dear Ms. Motley,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de mla
capitalization of the company.
Sincerely,
John Chevedden

Kenneth Steiner

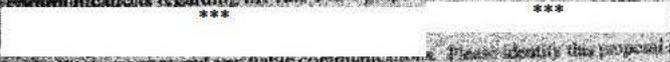


Ms. Katayoun Motley
Corporate Secretary
Extreme Networks, Inc. (EXTR)
6480 Via Dile Oro
San Jose, CA 95119
145 Rio Robles
San Jose, CA 95134
PH: 408-579-2800

Dear Ms. Motley,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder supplied emphases, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden



to facilitate prompt and verbatim communication. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is requested in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to chevedden@extremenetworks.com

5-8-20
1000

John Chevedden, Vice President, Operations and...

You sent this message
This is your
From: [Redacted]
Date: [Redacted]
To: Katayoun Motiey <kmotiey@extremenetworks.com>
Cc: Linda Swan <lswan@extremenetworks.com>
Subject: Rule 14a-8 Proposal (EXTR)
Attachments: 22052020.pdf

Dear Ms. Motiey,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de min
capitalization of the company.
Sincerely,
John Chevedden

Kenneth Steiner
[Redacted]

Ms. Katayoun Motiey
Corporate Secretary
Extreme Networks, Inc. (EXTR)
6480 Via Dle Oro
San Jose, CA 95119
145 Rio Robles
San Jose, CA 95134
PH: 408-579-2800

Dear Ms. Motiey,

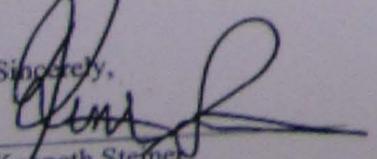
I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

[Redacted]

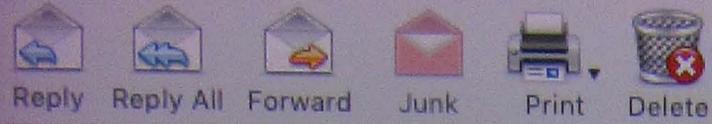
to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to [Redacted]

Sincerely,

Kenneth Steiner

5-8-20
Date

cc: Linda Swan <lswan@extremenetworks.com>



You replied to this message on 7/22/17. Show Reply
This is your reply to another message. Show Original

From: [Redacted]
Date: Tuesday, July 18, 2017 at 8:32 AM
To: Katayoun Motiey <investor_relations@extremenetworks.com>
Subject: Rule 14a-8 Proposal (EXTR)

Attachments: CCE18072017.pdf

Dear Ms. Motiey,
Please see the attached rule 14a-8 proposal to enhance long-term shareholder value.
Sincerely,
John Chevedden

Kenneth Steiner



Ms. Katayoun Motiey
Corporate Secretary
Extreme Networks, Inc. (EXTR)
145 Rio Robles
San Jose, CA 95134
PH: 408-579-2800

Dear Ms. Motiey,

I purchased stock in our company because I believed our company had greater potential. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

[Redacted] so [Redacted] N [Redacted] Board [Redacted]

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to [Redacted]

Sincerely,

Kenneth Steiner

4-16-17

Date

September 8, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

4 Rule 14a-8 Proposal
Extreme Networks, Inc. (EXTR)
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the August 21, 2020 no action request.

Management highlights that it responded immediately on August 12, 2020 to an email that was sent to the same person as the 2017 and 2020 rule 14a-8 proposals and yet ignored a certified letter it signed for on July 9, 2020.

Management would have one believe that it did not have enough curiosity to contact the proponent party when it received a 2020 broker letter on July 9, 2020 from the same broker as the 2017 broker letter that supported the 2017 rule 14a-8 proposal that management published in its 2017 proxy. Attached are the 2017 and 2020 broker letters.

Management seems to be experimenting with a new back-door way to exclude a rule 14a-8 proposal without submitting a no action request and/or testing with the limits of a untimely no action request.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Katayoun Motiey <kmotiey@extremenetworks.com>

Rule 14a-8 Proposal (EXTR) blb

[Redacted] <[Redacted]>

To: Katayoun Motiey <kmotiey@extremenetworks.com>
Cc: Jessica Lennon <Jessica.Lennon@lw.com>

▼ Attachments:

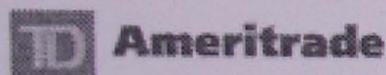
 CCE09082017.pdf

← You replied to this message on 8/25/17. [Show Reply](#)

← This is your reply to another message. [Show Original](#)

Dear Ms. Motiey,
Please see the attached broker letter.

Sincerely,
John Chevedden
cc: Kenneth Steiner



08/08/2017

Kenneth Steiner
[Redacted]

Re: Your TD Ameritrade Account Ending in [Redacted]

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter confirms that, as of the date of this letter, you have continuously held no less than 500 shares of each of the following stocks in the above referenced account since July 1, 2016:

1. Extreme Networks, Inc. (EXTR)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Tricia Elliott
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

TD Ameritrade, Inc. member FINRA/SIPC (www.finra.org, www.sipc.org). TD Ameritrade is a trademark jointly owned by



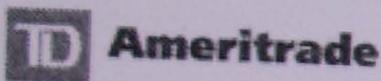
To: Katayoun Motiey <kmotiey@extremenetworks.com>
Cc: Linda Swan <lswan@extremenetworks.com>

Attachments:

15062020.pdf

You forwarded this message on 6/15/20. [Show Forward](#)
 This is your reply to another message. [Show Original](#)

Dear Ms. Motiey,
Please see the attached letter.
Sincerely,
John Chevedden
cc: Kenneth Steiner



06/12/2020

Kenneth Steiner

Re: Your TD Ameritrade Account Ending in

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter confirms that, as of the date of this letter, you have continuously held no less than 500 shares of each of the following stocks in the above referenced account since April 1, 2019:

- Extreme Networks, Inc. (EXTR)
- Cardinal Health Inc. (CAH)
- Oracle Corp. (ORCL)
- News Corp. (NWS)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Christopher Pfeifer
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

TD Ameritrade, Inc., member FINRA/SIPC (www.finra.org, www.sipc.org). TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2015 TD Ameritrade IP Company, Inc. All rights reserved. Used with permission.

September 7, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

3 Rule 14a-8 Proposal
Extreme Networks, Inc. (EXTR)
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the August 21, 2020 no action request.

At this late date management failed to provide any precedent where a rule 14a-8 proposal was excluded after management conducted absolutely no search for the respective proposal.

Management said it responded immediately on August 12, 2020 apparently without doing any search. Management even cited an instance where a company searched through incoming emails in *Ellie Mae, Inc.* (March 12, 2015) and located a rule 14a-8 proposal. Management is accustomed to communicating by email with the same proponent party in its failed *Extreme Networks, Inc.* (September 14, 2017).

It is clear that a deficiency can be cured if the deficiency is based on the company overlooking incoming communications regarding a rule 14a-8 proposal.

Management could have submitted a no action request within a week of the July 9, 2020 certified mail that it signed for.

Sincerely,


John Chevedden

cc: Kenneth Steiner

Katayoun Motiey <kmotiey@extremenetworks.com>

August 31, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

2 Rule 14a-8 Proposal
Extreme Networks, Inc. (EXTR)
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the August 21, 2020 no action request.

Attached is evidence of this email address being used over a 3-year period – before and after the May 22, 2020 submittal of the rule 14a-8 proposal:
Katy Motiey <kmotiey@extremenetworks.com>

Plus this email address was also used:

Linda Swan <lswan@extremenetworks.com>

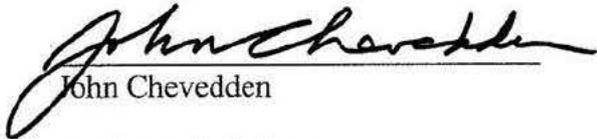
based on this message:

“I will have limited availability to email and cell phone... in the event of an emergency please contact Linda Swan at lswan@extremenetworks.com.”

The May 22, 2020 rule 14a-8 proposal submittal is illustrated in the second and third photos.

There will be an additional response.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Katayoun Motiey <kmotiey@extremenetworks.com>

----- Forwarded Message

From: <Jessica.Lennon@lw.com>

Date: Wed, 9 Aug 2017 14:33:30 +0000

To: John Chevedden <John.Chevedden@lw.com>

Cc: <TAD.FREESE@LW.com>, <John.Williams@lw.com>

Subject: RE: Rule 14a-8 Proposal (EXTR)

Mr. Chevedden,

Below please find the requested contact information for Ms. Katy Motiey:

Katy Motiey

kmotiey@extremenetworks.com <<mailto:kmotiey@extremenetworks.com>>

direct: +1.408.579.3237

Best,

Jess

Jessica L. Lennon

LATHAM & WATKINS LLP

555 Eleventh Street, NW | Suite 1000 | Washington, D.C. 20004-1304

D: +1.202.637.2113

From: C [REDACTED]

To: [Click here to add recipients](#)

Cc:

Subject: FW: Automatic reply: #2 Rule 14a-8 Proposal (EXTR)

Attachments: none



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----- Forwarded Message

From: Katy Motiey <kmotiey@extremenetworks.com>

Date: Mon, 28 Aug 2017 17:21:39 +0000

To: John Chevedden [REDACTED]

Subject: Automatic reply: #2 Rule 14a-8 Proposal (EXTR)

I will be out of the office starting Monday, August 28, 2017 and back in the office on Tuesday, September 5, 2017.

I will have limited availability to email and cell phone... in the event of an emergency please contact Linda Swan at lswan@extremenetworks.com.

DISCLAIMER:

This e-mail and any attachments to it may contain confidential and proprietary material and is solely for the use of the copying of this transmittal is prohibited except by or on behalf of the intended recipient. If you have received this trans and any attachments and all copies, whether electronic or printed.

----- End of Forwarded Message

Rule 14a-8 Proposal

[Redacted]

To: [Redacted]
Cc: Linda Swan <lswan@stremannetworks.com>

Attachments:
22052020.pdf

You sent this message on 5/22/20.
This is your reply to another message. Show Original

Dear Ms. Motley,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost - especially considering the substantial market capitalization of the company.
Sincerely,
John Chevedden

[Redacted]

Ms. Kathryn Motley
Corporate Secretary
Extreme Networks, Inc. (EXTN)
6400 Via Dura Drive
San Jose, CA 95119
145 East Boulder
San Jose, CA 95134
P.O. 408-579-2800

Dear Ms. Motley,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder request emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and in modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden.

[Redacted]
to facilitate group and electronic communications. Please identify the proposal as my proposal exclusively.

This letter does not constitute any rule 14a-8 proposal. The letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of this proposal promptly by email to john@stremannetworks.com


John Chevedden

5-8-20
14a

cc: Linda Swan <lswan@stremannetworks.com>

From:

To: [Click here to add recipients](#)

Cc:

Subject: FW: Rule 14a-8 Proposal (EXTR)''

Attachments: 22052020.pdf



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----- Forwarded Message

From: John Chevedden [REDACTED] ***

Date: Fri, 22 May 2020 11:11:41 -0700

To: Katayoun Motiey <kmotiey@extremenetworks.com>

Cc: Linda Swan <lswan@extremenetworks.com>

Conversation: Rule 14a-8 Proposal (EXTR)''

Subject: Rule 14a-8 Proposal (EXTR)''

Dear Ms. Motiey,

Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost - capitalization of the company.

Sincerely,

John Chevedden

----- End of Forwarded Message

To:

Cc:

Bcc:

Subject: Fwd: Rule 14a-8 proposal (EXTR)

From: John Chevedden - [REDACTED]

Image Size: Small

Message Size: 34 KB

Begin forwarded message:

From: Katy Motiey <kmotiey@extremenetworks.com>
Subject: RE: Rule 14a-8 proposal (EXTR)
Date: August 13, 2020 at 9:54:45 AM PDT
To: John Chevedden [REDACTED]
Cc: Cheryl Burton <chburton@extremenetworks.com>

Mr. Chevedden – Thank you for your email. But, as noted we did not receive a proposal from you or Mr. Steiner. We did receive the attached registered letter from TD Ameritrade in early July of this year confirming your share ownership, but again we have to date not received a shareholder proposal from you.

Can you please let us know to what address you sent the proposal? And if you have proof of delivery, we would appreciate it if you could send that to us as well.

Thanks,
 Katy

Katy Motiey
 Chief Administrative Officer / Extreme Networks
 kmotiey@extremenetworks.com
 Office / +1.408.579.3237
 Mobile / +1.650.400.1929

ExtremeNetworks.com
 Advance with Us™



Executive Assistant – Patty Jones
 pjones@extremenetworks.com
 Office / +1.408.579.3450

August 23, 2020

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

1 Rule 14a-8 Proposal
Extreme Networks, Inc. (EXTR)
Kenneth Steiner

Ladies and Gentlemen:

This is in regard to the August 21, 2020 no action request.

Management is in violation of:

“Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response.”

And thus should withdraw its no action request.

Management produced evidence that it received at least part of the proposal package on July 9, 2020. Management failed to respond within 14-days.

Management is also testing the patience of the Staff by asking the Staff to respond within 30-days which is less than the typical response time.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2020 proxy.

Sincerely,



John Chevedden

cc: Kenneth Steiner

Katayoun Motiey <kmotiey@extremenetworks.com>

FIRM / AFFILIATE OFFICES

Beijing	Moscow
Boston	Munich
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Seoul
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.
Milan	

August 21, 2020

VIA ELECTRONIC MAIL

Office of the Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: **Extreme Networks, Inc.**
Stockholder Proposal of Kenneth Steiner
Securities Exchange Act of 1934 – Rule 14a-8

Ladies and Gentlemen:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Extreme Networks, Inc., a Delaware corporation (the “Company”), received a letter (the “Letter”) from John Chevedden on behalf of Kenneth Steiner (the “Proponent”) indicating that a stockholder proposal had purportedly been submitted to the Company for inclusion in the proxy materials for the Company’s 2020 annual meeting of stockholders (the “Proxy Materials”).

The Company hereby advises the staff of the Division of Corporation Finance (the “Staff”) that it intends to exclude the purported stockholder proposal from its Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the “Commission”) if the Company excludes the purported proposal pursuant to Rule 14a-8(e) because, as of the date of this letter, the Company has not yet received a shareholder proposal from Mr. Chevedden or Mr. Steiner, and the Company’s deadline for submitting such proposals was May 27, 2020.

By copy of this letter, we are advising the Proponent of the Company’s intention to exclude the purported proposal. In accordance with Rule 14a-8(j) and Staff Legal Bulletin No. 14D, we are submitting by electronic mail: (i) this letter, which sets forth our reasons for excluding the purported proposal; and (ii) the Proponent’s correspondence submitting the Letter.

I. BACKGROUND

On July 9, 2020, the Company received, by certified mail, an envelope from Mr. Chevedden postmarked July 6, 2020, enclosing the Letter, dated June 12, 2020. The Letter was originally sent by TD Ameritrade to the Proponent, confirming the Proponent’s proof of share ownership of the Company’s common stock. The Letter’s only mention of the purported

proposal was a handwritten notation indicating that the Letter “[g]oes with 2020 Rule 14a-8 Proposal.” The Letter did not actually include a proposal or supporting statement or any information regarding the proposal that was allegedly submitted to the Company. For instance, the Letter did not specify the topic of the purported proposal, when the purported proposal was allegedly sent to the Company, or the method in which the purported proposal was allegedly submitted by the Proponent. A copy of the Letter is attached hereto as Exhibit A.

On August 12, 2020, at 9:28 pm, Mr. Chevedden sent an email to the Company inquiring about the management’s opposition statement to the purported proposal. The Company immediately responded notifying Mr. Chevedden that the Company had not received a proposal from Mr. Chevedden or the Proponent. At 9:51 pm, Mr. Chevedden emailed the Staff, copying the Company, accusing that the Company “pretends it did not receive [] the 14a-8 proposal forwarded to the company on May 22, 2020.” This was the first time the Company was notified by either Mr. Chevedden or the Proponent that they had allegedly already attempted to submit the purported proposal.

On August 14, 2020, Mr. Chevedden sent another email to the Staff, indicating that the Company failed to make a timely response to the Letter submitted on July 9, 2020. The Company’s response again confirmed that the Company had not yet received a proposal or evidence that such a proposal was sent, and that the Letter, without the proposal, did not warrant a response. Copies of the email correspondence are attached hereto as Exhibit B.

Neither Mr. Chevedden nor the Proponent followed the guidance issued by the Staff in Staff Legal Bulletin No. 14 and Staff Legal Bulletin No. 14C, which urges a proponent to submit a proposal by means that ensures the ability to determine when the proposal was received by the company, placing the burden on proponents to ensure proper submission and receipt of proposals. Instead, Mr. Chevedden sent the Letter via certified mail to the Company without enclosing a stockholder proposal or supporting statement with the Letter. Prior to receipt of the Letter, the Company had no indication or notice that a stockholder proposal was going to be, or had been, submitted on behalf of the Proponent. Thus, the stockholder proposal referenced in the Letter was not timely received by the Company at its principal executive offices, as required by the Company’s 2019 proxy statement.

As clearly set forth in its 2019 proxy statement, the Company’s deadline for receiving stockholder proposals for inclusion in its Proxy Materials was May 27, 2020. The Company did not receive any correspondence relating to a Rule 14a-8 stockholder proposal from Mr. Chevedden or the Proponent prior to the May 27, 2020 deadline. Further, as of the date hereof, the Company has not received the stockholder proposal referenced in the Letter via email, facsimile or otherwise.

II. BASIS FOR EXCLUSION

The Company respectfully requests that the Staff concur with its view that the purported proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive a proposal from the Proponent at its principal executive offices before the deadline for submitting stockholder proposals to the Company.

A. The Proponent Failed to Follow Staff Guidance for Submission of a Proposal

Staff Legal Bulletin No. 14 emphasizes that “[t]o avoid exclusion on the basis of untimeliness, a shareholder should submit his or her proposal well in advance of the deadline....” The Staff has further stated that the proposal must be received at the company’s principal executive offices, explaining that “[s]hareholders can find this address in the company’s proxy statement. If a shareholder sends a proposal to any other location, even if it is to an agent of the company or to another company location, this would not satisfy the requirement.”

More recently, the Staff issued Staff Legal Bulletin No. 14C, which provides specific guidance for stockholders submitting proposals via facsimile, which the Company believes can reasonably be applied to other means of submission. This guidance provides that if a stockholder intends to submit a proposal by facsimile, the proponent “should ensure that he or she has obtained the correct facsimile number for making such submissions.” The Staff encourages stockholders to contact the company to obtain the correct facsimile number for submitting proposals because if “the facsimile number is incorrect, the shareholder proponent’s proposal may be subject to exclusion on the basis that the shareholder proponent failed to submit the proposal or response in a timely manner.”

Neither Mr. Chevedden nor the Proponent followed the Staff guidance set forth above. In fact, to date, the Company has no knowledge regarding the method Mr. Chevedden allegedly used to submit the purported proposal to the Company on May 22, 2020, as Mr. Chevedden alleges, because Mr. Chevedden has not provided any proof to the Company of the alleged proposal submission. Consistent with the guidance in Staff Legal Bulletin No. 14C, the Proponent should have contacted the Company to obtain the appropriate means of submission prior to submission of the purported proposal and should have ensured that the purported proposal was properly submitted and received by the Company. Because of Mr. Chevedden’s and the Proponent’s failure to follow the Staff guidance as issued in Staff Legal Bulletin 14C, the purported proposal was not timely submitted and may be properly excluded from the Proxy Materials.

B. The Staff Has Previously Concurred in the Exclusion of a Stockholder Proposal Where the Correspondence From the Proponent Failed to Contain the Text of the Proposal

The Staff has also clearly indicated that a company may exclude a proposal from its proxy materials if it receives mere notice of a proposal prior to its deadline, but does not receive the actual proposal. In *IBP, inc.*, IBP received a facsimile from a proponent with a cover page indicating that a proposal was being submitted, but no proposal or supporting statement was actually included in the facsimile. After IBP’s deadline for submission of proposals, IBP received a written copy of the actual proposal. IBP argued that it should be able to exclude both the purported proposal sent via facsimile and the proposal received by mail because neither was received prior to its proposal deadline. The Staff concurred in the exclusion of the proposals under Rule 14a-8(e)(2), noting that “[t]he company first received an entire proposal after its... deadline.” *IBP, inc.* (avail. Jan. 19, 2000).

Similarly, in *Duke Energy Corp.* (2001) and *Duke Energy Corp.* (2004), the Staff concurred in the exclusion of purported stockholder proposals where the company never actually received the supposed proposals. In *Duke Energy* (2001), Duke received a letter by facsimile indicating that a proponent was submitting a stockholder proposal. The letter stated that the proposal was “enclosed” and stated the topic it related to; however, the letter did not include the referenced proposal. *Duke Energy Corp.* (avail. Feb. 9, 2001). In *Duke Energy* (2004), Duke Energy again received a letter by U.S. mail indicating that a proponent was submitting a proposal; however, the U.S. mail letter again did not include the referenced proposal or any other enclosure or attachment. *Duke Energy Corp.* (avail. Feb. 19, 2004). In both cases, the Staff noted that “although the company received notice of the proponent’s intent to submit a proposal, the company did not receive the actual proposal” and permitted exclusion of the purported proposals under Rule 14a-8(e)(2).

The Staff has recently reaffirmed the position it has taken in *IBP, inc.*, *Duke Energy Corp.* (2001) and *Duke Energy Corp.* (2004). In *Teladoc Health, Inc.*, Teladoc received a letter by facsimile prior to its Rule 14a-8 deadline indicating that the proponents intended to submit a proposal for inclusion in the company’s proxy materials, but the letter did not actually include a proposal or supporting statement. Instead, the facsimile was accompanied with a second page, which consistent of an error message. The proponents’ letter indicated that the proposal was to be submitted via email as well, but an email including the proposal was never received by anyone at Teladoc. The Staff agreed with Teladoc that the letter did not constitute a timely submission and granted no-action relief under Rule 14a-8(e)(2). *Teladoc Health, Inc.* (avail. Mar. 20, 2020).

Similar to all four examples discussed above, in this instance Mr. Chevedden merely alerted the Company on July 9, 2020, after the Company’s Rule 14a-8 submission deadline, of his intent to submit a proposal on behalf of the Proponent, but he did not deliver an actual proposal or supporting statement prior to the Company’s deadline or at all. Since an intent to submit a proposal is not the same as an actual, timely submission of a proposal, and because the notice of intent was untimely itself, no proposal was submitted to the Company before its deadline. Therefore, just as in the examples above, the Proponent’s purported proposal should also be omitted as untimely.

C. The Staff Has Previously Concurred in the Exclusion of a Stockholder Proposal When the Company was Notified of the Proposal After the Submission Deadline

Even in cases where a proposal was submitted to a company prior to the stockholder deadline, but the company did not actually learn about the proposal until after the deadline, the Staff has concurred with the exclusion of such proposals as untimely. For instance, in *Discover Financial Services*, 54 days after the company’s stockholder proposal deadline, Discover received by certified mail a letter confirming the proponent’s ownership of shares in the company. This letter was the first indication to the company that the proponent had attempted to submit a stockholder proposal. Discover investigated and learned that the proponent had submitted a proposal via email prior to the deadline; however, the email never reached the correct department due to the proponent’s error. *Discover Financial Services* (avail. Mar. 20,

2020). Similarly, in *Ellie Mae, Inc.*, 27 days after the deadline for submission of stockholder proposals, Ellie Mae received a proof of ownership letter from the proponent, which was the first notice it received that a stockholder attempted to submit a proposal. Only then was the company able to search through a former employee's emails and locate the proposal. *Ellie Mae, Inc.* (avail. Mar. 12, 2015). In both cases, the Staff concluded that the companies had not received the proposals before the deadline for stockholder proposals and permitted exclusion of such proposals as untimely under Rule 14a-8(e)(2).

Similar to the two above examples, the Company was only alerted to the possible submission of the purported proposal long after the submission would be deemed timely. The Letter, containing the Proponent's proof of ownership of Company common stock, was received on July 9, 2020, 43 days past the Company's May 27, 2020 stockholder proposal deadline. The Company did not receive any further correspondence from Mr. Chevedden or the Proponent until the August 12, 2020 email exchange with Mr. Chevedden, when the Company became aware of the Proponent's alleged attempt to submit a proposal. Unlike the above precedents, in this case, the Company never received a proposal or any evidence that either Mr. Chevedden or the Proponent ever actually submitted a proposal. Because the Letter alerting the Company to a possible submission of the purported proposal was received after the stockholder proposal deadline, and because the purported proposal was not received at the Company's principal executive offices prior to the deadline for submitting stockholder proposals, the purported proposal may be properly excluded from the Proxy Materials pursuant to Rule 14a-8(e)(2).

D. The Staff Has Strictly Construed the Rule 14a-8 Deadline

Under Rule 14a-8(e)(1), a stockholder proposal submitted with respect to a company's regularly scheduled annual meeting must be received at the company's principal executive offices by the deadline set forth in the prior year's proxy statement. Pursuant to Rule 14a-8(e)(2), the deadline is calculated as not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting.

The deadline for submission of stockholder proposals for the Company's 2020 annual meeting of stockholders pursuant to Rule 14a-8 was set forth on page 79 of the Company's proxy statement dated as of September 24, 2019 (attached hereto as Exhibit C), and filed with the SEC on September 23, 2019. As shown on page 79, the proxy statement clearly stated that such proposals must be received "at our principal executive offices, addressed to the Corporate Secretary, no later than May 27, 2020."

The May 27, 2020 deadline was calculated in accordance with Rule 14a-8(e)(2), as it is 120 days before September 24, 2020, the date of the Company's proxy statement released to shareholders in connection with the 2019 annual meeting of stockholders. Rule 14a-8(e)(2) provides that the 120 calendar day deadline does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting. That is not applicable here, as the Company intends to hold its 2020 annual meeting of stockholders on or about November 5, 2020, which is within 30 days of November 7, 2020, the anniversary of the 2019 annual meeting of stockholders.

Rule 14a-8(f) permits a company to exclude a stockholder proposal that does not comply with the rule's procedural requirements, including if a proponent "fail[s] to submit a proposal by the company's properly determined deadline." The Company did not receive a stockholder proposal from the Proponent at its principal executive offices prior to the May 27, 2020 deadline, and the May 27 deadline was properly calculated. Accordingly, the purported stockholder proposal was not timely submitted.

The Staff has on numerous occasions strictly construed the Rule 14a-8 deadline, permitting companies to exclude from proxy materials those stockholder proposals received at companies' principal executive offices after the submission deadline. *See, e.g., Applied Materials, Inc.* (avail. Nov. 20, 2014) (concurring with the exclusion of a proposal received one day after the submission deadline); *BioMarin Pharmaceutical Inc.* (avail. Mar. 14, 2014) (concurring with the exclusion of a proposal received five days after the submission deadline); *PepsiCo, Inc.* (avail. Jan. 3, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); and *General Electric Company* (avail. Jan. 24, 2013) (concurring with the exclusion of a proposal received one day after the submission deadline).

Rule 14a-8(f) states that "[a] company need not provide [the proponent with] such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline." Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company is not required to provide the Proponent with the 14-day notice and an opportunity to cure under Rule 14a-8(f) in order to exclude the purported proposal under Rule 14a-8(e).

The Company therefore requests that the Staff concur that the purported proposal may properly be excluded from the Proxy Materials because it has not been properly submitted to the Company's principal executive offices at all, let alone within the time frame required under Rule 14a-8(e).

III. REQUEST FOR WAIVER UNDER RULE 14A-8(J)(1)

The Company further respectfully requests that the Staff waive the 80-day filing requirement set forth in Rule 14a-8(j) for good cause. Rule 14a-8(j)(1) requires that, if a company "intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission." However, Rule 14a-8(j)(1) allows the Staff, in its discretion, to permit a company to make its submission later than 80 days before the filing of its definitive proxy statement if the company demonstrates good cause for missing the deadline. The Company intends to file the definitive Proxy Statement with the Commission on or about September 22, 2020, which is less than 80 calendar days from the date that the Staff will receive this letter.

As explained above, the Company did not become aware of the possibility of a stockholder proposal until July 9, 2020, and did not receive confirmation from Mr. Chevedden or the Proponent of their attempt to submit the purported proposal until August 12, 2020, which is

41 calendar days prior to the date the Company intends to file its definitive Proxy Materials with the Commission. To date, the Company has yet to receive a proposal from Mr. Chevedden or the Proponent. As such, it was impossible for the Company to comply with the 80-day requirement because the Company was not made aware of the purported proposal until after the 80 calendar day deadline.

The Staff has previously granted waivers of Rule 14a-8(j)(1) under similar circumstances and has found “good cause” to waive the 80 calendar day requirement in Rule 14a-8(j) where the untimely submission of a proposal prevented a company from satisfying the 80 calendar day provision. See, e.g., Staff Legal Bulletin No. 14B (Sept. 15, 2004) (indicating that the “most common basis for the company’s showing of good cause is that the proposal was not submitted timely and the company did not receive the proposal until after the 80-day deadline had passed”); *salesforce.com, inc.* (avail. Mar. 24, 2017) (waiving the 80-day requirement when the proposal was received by the company fewer than 80 days before the company intended to file its definitive proxy materials); *TD Ameritrade Holding Corporation* (avail. Dec. 14, 2016) (waiving the 80-day requirement because the tardy submission of the proposal made it impossible for the company to comply with the 80-day rule); *CUI Global, Inc.* (Aug. 26, 2015) (waiving the 80-day requirement when the proposal was received by the company fewer than 80 days before the company intended to file its definitive proxy materials); and *Caesars Entertainment Corp.* (Mar. 20, 2015) (granting a waiver of the 80-day requirement where the company received the shareholder proposal 77 days prior to the date that the company intended to file its definitive proxy materials). Accordingly, the Company believes that the failure of the Proponent to timely submit or notify the Company of the purported proposal constitutes good cause for the Company’s inability to meet the 80-day requirement, and respectfully requests that the Staff waive the 80-day requirement with respect to this letter.

IV. CONCLUSION

It is not clear that the Company is even required to submit a request to the Staff to exclude the purported stockholder proposal since, as of the date hereof, there is no stockholder proposal to include in the Company’s Proxy Materials or to exclude as being submitted after the deadline. Nevertheless, based upon the foregoing analysis, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if it excludes what purports to be a stockholder proposal from the Company’s Proxy Materials pursuant to Rule 14a-8(e) because such proposal was not received at the Company’s principal executive offices before the deadline for submitting stockholder proposals.

* * * *

LATHAM & WATKINS LLP

If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response they may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned to discuss any questions you may have regarding this matter.

Very truly yours,



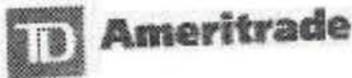
Brian D. Miller
Of LATHAM & WATKINS LLP

Enclosures

cc: Kenneth Steiner
John Chevedden
Katy Motiey, Chief Administrative Officer, Extreme Networks, Inc.
Tad J. Freese, Latham & Watkins LLP

Exhibit A

Certified Mail from John Chevedden Received on July 9, 2020



EXTR
 Post-it® Fax Note 7671 Date 7-6-20 # of pages 1

To Katayona Moticy	From Jana Chevelden
Co./Dept.	Co.
Phone #	Phone # ***
Fax #	Fax #

Does with 2020 Rule 17a-8 Proposal

06/12/2020

Kenneth Steiner

Re: Your TD Ameritrade Account Ending in ***

Dear Kenneth Steiner,

Thank you for allowing me to assist you today. As you requested, this letter confirms that, as of the date of this letter, you have continuously held no less than 500 shares of each of the following stocks in the above referenced account since April 1, 2019:

- Extreme Networks, Inc. (EXTR)
- Cardinal Health Inc. (CAH)
- Oracle Corp. (ORCL)
- News Corp. (NWS)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

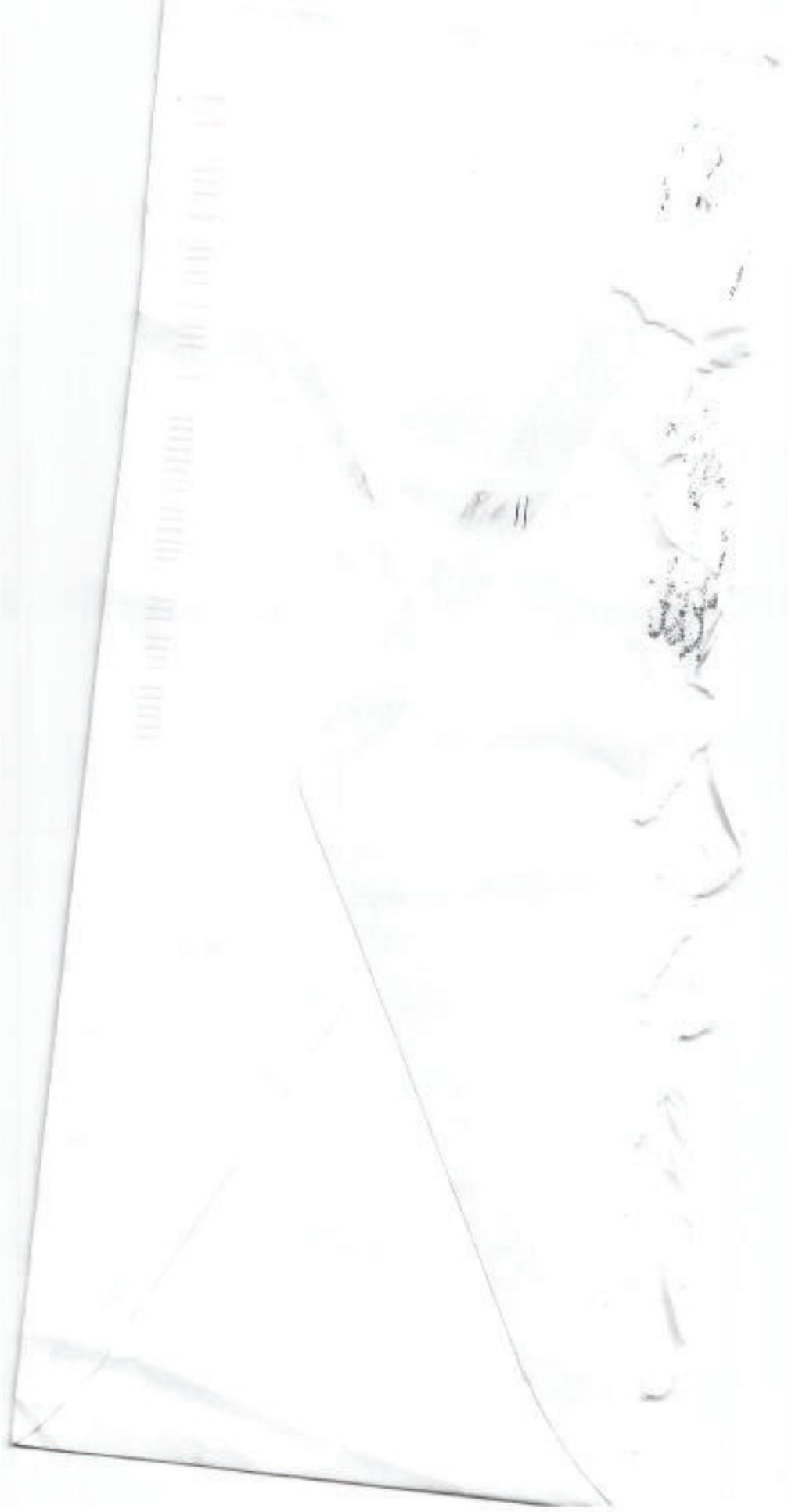
Sincerely,

Christopher Pfeifer
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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Ms. Katayoun Motiey
Headquarters
Extreme Networks, Inc.
6480 Via Dle Oro
San Jose, CA 95119



95119-120680



July 9, 2020

Dear J Chevedden:

The following is in response to your request for proof of delivery on your item with the tracking number:

Item Details

Status: Delivered, Left with Individual
Status Date / Time: July 9, 2020, 2:13 pm
Location: SAN JOSE, CA 95119
Postal Product: First-Class Mail®
Extra Services: Certified Mail™
 Return Receipt Electronic

Shipment Details

Weight: 1.0oz

Recipient Signature

Signature of Recipient: *LD*
95119 C 19
 Address of Recipient: 6480 VIA DEL ORO SAN JOSE,
 CA 95119

Note: Scanned image may reflect a different destination address due to Intended Recipient's delivery instructions on file.

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Sincerely,
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 Washington, D.C. 20260-0004

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<input type="checkbox"/> Certified Mail Restricted Delivery	\$0.00
<input type="checkbox"/> Adult Signature Required	\$0.00
<input type="checkbox"/> Adult Signature Restricted Delivery	\$0.00

Postage \$0.55

Total Postage and Fees \$5.80

Sent To *Ms. Kathryn Motey*

Street and Apt. No., or PO Box No. *Headquarters*
Extreme Networks, Inc.
 City, State, ZIP+4® *6480 Via Del Oro*
San Jose, CA 95119

PS Form 3800, April 2015 Edition (7500-02-000-9000) See Reverse for Instructions



Product	Qty	Unit Price	Price
First-Class Mail® Letter	1	\$0.55	\$0.55
Certified USPS Certified Mail #			\$3.55
Return Receipt (elec)			\$1.70
Total:			\$5.80
Cash			\$6.00
Change			(\$0.20)

Exhibit B

Email Correspondence between John Chevedden and the Company

From: Katy Motiey <kmotiey@extremenetworks.com>

Sent: Wednesday, August 12, 2020 9:35 PM

To: John Chevedden

Cc: Cheryl Burton; Brian Pavia

Subject: Re: Rule 14a-8 proposal (EXTR)

Mr. Chevedden - we have not received anything from you or Mr. Steiner. Did you send something through the US Mail?

Thanks for clarifying.
Katy

Katy Motiey
Chief Administrative Officer
Extreme Networks, Inc.

From: John Chevedden

Sent: Wednesday, August 12, 2020 9:28 PM

To: Katy Motiey

Cc: Inactive-Linda Swan

Subject: Rule 14a-8 proposal (EXTR)

External Email: Use caution in opening links or attachments.

Dear Ms. Motiey,

Will the 30-day advance copy of the rule 14a-8 proposal management position statement be forwarded next week?

John Chevedden

cc: Kenneth Steiner

From: John Chevedden ***
Sent: Wednesday, August 12, 2020 9:51 PM
To: Office of Chief Counsel
Cc: Katy Motiey; Inactive-Linda Swan
Subject: Rule 14a-8 proposal forwarded on May 22, 2020 (EXTRA)

External Email: Use caution in opening links or attachments.

Ladies and Gentlemen,

The company is trying to dodge a rule 14a-8 proposal without filing a no action request.

Today the company pretends that it did not receive the receive the 14a-8 proposal forwarded to the company on May 22, 2020.

Belatedly the company is not acting in good faith because it failed to reply to the certified mail received by the company on July 9, 2020 in regard to the same proposal.

Sincerely,

John Chevedden

cc: Katayoun Motiey
Corporate Secretary
Extreme Networks, Inc. (EXTR)
6480 Via Dle Oro
San Jose, CA 95119
PH: 408-579-2800
Linda Swan <lswan@extremenetworks.com>

From: Katy Motiey <kmotiey@extremenetworks.com>
Sent: Friday, August 14, 2020 8:30 AM
To: John Chevedden *** ; Office of Chief Counsel <shareholderproposals@SEC.GOV>
Cc: Cheryl Burton <chburton@extremenetworks.com>; Freese, Tad (Bay Area) <TAD.FREESE@LW.com>
Subject: RE: Rule 14a-8 proposal forwarded on May 22, 2020 (EXTR)

Mr. Chevedden – Thank you for the note. What we received in July did not call for or require a response. We still have not received your proposal nor have we received any evidence that you sent it.

Please provide.

Thank you.
Katy

Katy Motiey
Chief Administrative Officer / Extreme Networks
kmotiey@extremenetworks.com
Office / +1.408.579.3237
Mobile / +1.650.400.1929

ExtremeNetworks.com
Advance with Us™



Executive Assistant – Patty Jones
pjones@extremenetworks.com
Office / +1 408 579 3450

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From: John Chevedden ***
Sent: Friday, August 14, 2020 6:07 AM
To: Office of Chief Counsel <shareholderproposals@SEC.GOV>
Cc: Katy Motiey <kmotiey@extremenetworks.com>; Inactive-Linda Swan <lswan@extremenetworks.com>
Subject: Rule 14a-8 proposal forwarded on May 22, 2020 (EXTR)

External Email: Use caution in opening links or attachments.

Ladies and Gentlemen,
Management only yesterday acknowledged that they received my July 9, 2020 certified mail in regard to the 2020 rule 14a-8 proposal.

However management did not give a reason for failing to make a timely response.

Sincerely,
John Chevedden

cc: Katayoun Motiey
Corporate Secretary
Extreme Networks, Inc. (EXTR)
6480 Via Dle Oro
San Jose, CA 95119
PH: 408-579-2800
Linda Swan <lswan@extremenetworks.com>

statements be included in the Company's Annual Report on Form 10-K for the year ended June 30, 2019, for filing with the SEC. The Audit Committee and the Board have also recommended ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2020.

AUDIT COMMITTEE

Raj Khanna, Chairman
Edward H. Kennedy
Kathleen M. Holmgren

The foregoing Audit Committee Report shall not be deemed to be filed or incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates such information by reference.

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STOCKHOLDER PROPOSALS TO BE PRESENTED AT NEXT ANNUAL MEETING

Stockholder proposals may be included in our proxy statement for an annual meeting so long as they are provided to us on a timely basis and satisfy the other conditions set forth in SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2020 Annual Meeting, we must receive the proposal at our principal executive offices, addressed to the Corporate Secretary, no later than May 27, 2020. Stockholder proposals not intended to be included in our proxy materials may be brought before an Annual Meeting so long as they are provided to us on a timely basis and satisfy the other conditions set forth in the rules of the SEC and under our bylaws. Under our bylaws, in order for a stockholder proposal to be properly brought before the 2020 Annual Meeting, the proposal must be timely and be received at our principal executive offices, addressed to the Corporate Secretary, not earlier than July 10, 2020 and not later than August 9, 2020, which, respectively, are 120 days and 90 days prior to the one-year anniversary of the 2019 Annual Meeting. In the event that the date of the 2020 Annual Meeting is more than 30 days earlier or later than such anniversary date, notice by the stockholder to be timely must be received not later than the close of business on the later of the 90th day prior to the 2020 Annual Meeting or the 10th day following the date on which public announcement of the date of such meeting is first made. Under our bylaws, in order for a stockholder director nomination to be properly brought before the 2020 Annual Meeting, the nomination must be timely and be received at our principal executive offices, addressed to the Corporate Secretary, not earlier than April 27, 2020 and not later than May 27, 2019, which, respectively, are 150 days and 120 days prior to the one-year anniversary of the date that the Company's proxy statement was released to stockholders in connection with the 2019 Annual Meeting. In the event that the date of the 2020 Annual Meeting is more than 30 days earlier or later than such anniversary date, the nomination by the stockholder to be timely must be received not later than the close of business on the 10th day following the date on which public announcement of the date of such meeting is first made. Stockholder proposals should be sent to our Corporate Secretary at the Company's corporate headquarters.

If a stockholder proposal is brought before the 2020 Annual Meeting, our management proxy holders will be authorized by our proxy form to vote for or against the proposal, in their discretion, in several circumstances, including if we provide information in the proxy statement for the meeting (a) regarding the nature of the matter and (b) advising stockholders how management intends to exercise its discretion to vote on the matter.

TRANSACTION OF OTHER BUSINESS

As of the date of this Proxy Statement, we know of no business that will be conducted at the 2019 Annual Meeting, other than as described in this Proxy Statement. If any other matter is properly brought before the 2019 Annual Meeting, or any adjournment or postponement of the 2019 Annual Meeting, the persons named in the accompanying form of proxy intend to vote the proxy on such matters in their discretion.

DELIVERY TO STOCKHOLDERS SHARING THE SAME LAST NAME AND ADDRESS

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding Extreme Networks stock, but who share the same address, we have adopted a procedure approved by the SEC called "householding." Under this procedure, certain stockholders of record who have the same address and last name, and who do not participate in electronic delivery of proxy materials, will receive only one copy of our Notice of Internet Availability of Proxy Materials and, as applicable, any additional proxy materials that are delivered until such time as one or more of these stockholders notifies us that they want to receive separate copies. This procedure reduces duplicate mailings and saves printing costs and postage fees, as well as natural resources. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

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