UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

April 7, 2025

Brian D. Miller
Latham & Watkins LLP

Re: Calix, Inc. (the "Company")
Incoming letter dated April 4, 2025

Dear Brian D. Miller:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Company withdraws its April 1, 2025 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

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April 1, 2025

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

Re: **Calix, Inc.**
Stockholder Proposal of John Chevedden
Securities Exchange Act of 1934 – Rule 14a-8

To the addressee set forth above:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. Calix, Inc. (the "Company") recently became aware that John Chevedden (the "Proponent") had purportedly attempted to submit a stockholder proposal (attached hereto as Exhibit A, the "Proposal") for inclusion in the proxy materials for the Company's 2025 annual meeting of stockholders (the "2025 Proxy Materials").

The Company respectfully requests confirmation that the staff of the Division of Corporation Finance (the "Staff") will not recommend enforcement action to the U.S. Securities and Exchange Commission (the "Commission") if the Company excludes the Proposal pursuant to Rule 14a-8(e) because the Proposal was not received by the Company until March 25, 2025, the day that the Company began printing its proxy statement and two days prior to filing its definitive proxy with the Commission. Said another way, the proposal was received 117 days after the Company's November 28, 2024 deadline for submitting such proposals.

By copy of this letter, we are advising the Proponent of the Company's reasons for excluding the Proposal. In accordance with Rule 14a-8(j)(2) and Staff Legal Bulletin No. 14D (Nov. 7, 2008), we are submitting electronically to the Staff:

- this letter, which sets forth our reasons for excluding the Proposal;
- the Proposal;
- the Proponent's email purporting to submit the Proposal; and
- certain correspondence received from the Proponent regarding the submission.

The Company filed its definitive proxy statement with the Commission on March 27, 2025. This letter is being sent to the Staff fewer than 80 calendar days before such date and therefore, as described below, the Company requests that the Staff waive the 80-day requirement with respect to this letter.

I. Background

A. Chronology of Events

Douglas McNitt, the General Counsel and Corporate Secretary of the Company and the person to whom Rule 14a-8 proposals are properly addressed, first became aware of the Proponent's claim that he submitted a proposal on March 24, 2025, when he received a scan of a document sent by the Proponent and received via FedEx by the Company on March 24, 2025 (the "March 24 FedEx"). The contents of the March 24 FedEx are attached hereto as Exhibit B. The document sent in the March 24 FedEx is on the Proponent's letterhead and contains excerpts from emails purportedly sent by the Proponent to email addresses ending in "calix.com." These include:

- A December 27, 2024, email to "alison.crisci@calix.com," "douglas.mcnitt@calix.com" and "shareholderproposals@sec.gov" asking if the Company waived the broker's letter requirement (the "December 27 Email").

- A December 27, 2024, out of office reply from "alison.crisci@calix.com" informing the Proponent that she was out of the office until January 6.

- A March 2, 2025, email to "alison.crisci@calix.com" and "douglas.mcnitt@calix.com" asking if the Proponent had overlooked delivery of the statement in opposition to the Proposal (the "March 2 Email").

- A March 17, 2025, email to "alison.crisci@calix.com" and "douglas.mcnitt@calix.com" identical to the March 2 Email, asking if the Proponent had overlooked delivery of the statement in opposition to the Proposal (the "March 17 Email").

- A scan or screenshot of a portion of a printout of a FedEx tracking receipt or email (it is unclear exactly what it is from the partial document that was sent) indicating that a package was delivered to San Jose, California on September 26, 2024 (the "September 26 FedEx Receipt").

Most notably, the March 24 FedEx did not include a copy of the Proposal.

Additional emails were sent by the Proponent including:

- A March 20, 2025, email to "alison.crisci@calix.com" and "douglas.mcnitt@calix.com" acknowledging that all prior attempts to contact the

Company had been unsuccessful, he would be sending the March 24 FedEx, and including a copy of the September 26 FedEx Receipt (the "March 20 Email").

- A March 20, 2025, email to "shareholderproposals@sec.gov," (the "Staff Email") copying "alison.crisci@calix.com," "zach.burger@calix.com" and "douglas.mcnitt@calix.com," stating that a proposal had been delivered, stating that he would be sending the March 24 FedEx, and including a copy of the September 26 FedEx Receipt.

The Company is fully remote with only a small number of employes regularly at its corporate headquarters. As a result, when packages are received, their contents are scanned to the recipients. Thus, Mr. McNitt received a scan of the materials in the March 24 FedEx at 6:08 pm Eastern time on Monday, March 24, 2025. As further described below, Mr. McNitt immediately began an investigation into the missing correspondence and on March 25, 2025, Mr. McNitt sent an email to the Proponent acknowledging receipt of the March 24 FedEx, informing the Proponent that the Company's proxy printing deadline was March 25 and requesting a copy of the Proposal.

Mr. Chevedden then sent an email to Mr. McNitt forwarding an email purportedly sent to "corporate.secretary@calix.com" on November 24, 2024 (attached hereto as Exhibit C, the "November 24 Email") and a scan of the Proposal. This was the first time Mr. McNitt received a copy of the Proposal.

B. Discrepancies and Observations Regarding the Proponent's Correspondence

With regard to the December 27 Email, the March 2 Email, the March 17 Email, the March 20 Email and the Staff Email, the email address, "douglas.mcnitt@calix.com" is not the proper email address for Mr. McNitt and the Proponent would have received an error message when sending emails to that address indicating that the email address was not valid. Yet he continued to use it on multiple occasions.[1]

The email address, "alison.crisci@calix.com" is a valid email address at the Company which the Proponent seems to have found on the internet. However, Ms. Crisci is not an attorney, is not employed in the legal function or the Corporate Secretary's office, and is not a proper person to whom Rule 14a-8 proposals should be addressed. Given the strange questions asked in the emails with no context, Ms. Crisci believed the messages to be spam or a phishing attempt, and thus ignored the emails. She also noted that since Mr. McNitt appeared to be copied on the emails, if they were not spam or a phishing attempt, she assumed that Mr. McNitt would respond as appropriate. Thus, the Proponent's attempt to guess Mr. McNitt's email address appears to have had unintended and adverse consequences for the Proponent.

Similarly, the email address "zach.burger@calix.com" used in the Staff Email is a valid email address at the Company which the Proponent seems to have found on the internet.

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[1] After March 26, 2024, the Company altered its system so that emails addressed to "douglas.mcnitt@calix.com" will be forwarded to Mr. McNitt's proper email address. Thus, emails to that address will no longer return an error message.

However, Mr. Burger also is not an attorney, is not employed in the legal function or the Corporate Secretary's office, and is not a proper person to whom Rule 14a-8 proposals should be addressed.

The November 24 Email raises more questions than it answers. As noted below, despite the email being shown as having been addressed to "corporate.secretary@calix.com," a valid email address at the Company, the Company can find no records that this email was ever received on the Company's servers. Of further curiosity:

- The Proposal as attached to the November 24 Email was dated October 2, 2024. However, the Proponent states that the Proposal was delivered via FedEx to the Company on September 26, 2024, *seven days before the date on the Proposal*.

- The November 24 Email is addressed, "Dear Ms. Stockard." There is no Ms. Stockard at the Company. However, Lisa Stockard is the Corporate Secretary of Equifax Inc. ("Equifax"), and Equifax did receive a similar stockholder proposal from the Proponent this year that was included in the preliminary proxy filed by Equifax on March 18, 2025.

- The Proposal as attached to the November 24 Email indicates that it was revised on November 19, 2024, but despite providing a barrage of prior emails and delivery receipts, the Proponent has provided no correspondence, email, FedEx or otherwise, indicating that he attempted to deliver a revised proposal to the Company at any time.

Also worth noting is that with the December 27 Email, the Proponent seems to have suspected that the Company had not received the Proposal. Yet, the Proponent waited 65 more days before attempting to contact the Company again via email and waited 83 more days before attempting to contact the Company again via FedEx.

C. The Company's Actions After March 24

Upon receiving the March 24 FedEx on March 24th, Mr. McNitt directed a search of the Company's mail room and email servers. The Company was able to find no record of receiving a FedEx package from the Proponent prior to the March 24 FedEx. In addition, other than the December 27 Email, there are no records on the Company's email servers of anyone having received emails from the Proponent prior to March 2, 2025. Of note, the Company could find no record of the November 24 Email on its servers.

Attached hereto as Exhibit D is a certificate from Paul Jacobs, the Company's Senior Director of Information Technology certifying, among other things, that (i) the November 24 Email was not received by the Company's email system, (ii) there were no rules in the Company's email system that would have prevented delivery of the November 27 Email, (iii) no emails were received from the Proponent's email address by any email inbox or the quarantine, junk or SPAM inboxes of any Company email address during the period from December 28, 2024, through March 1, 2025; (iv) "douglas.mcnitt@calix.com," the email address used by the

Proponent for Mr. McNitt, is not a valid Company email address, (v) that, prior to March 26, 2025, senders of emails addressed to "douglas.mcnitt@calix.com" would have received an error message informing them that the email delivery had failed and (vi) the Company's email system recognizes the Proponent's email address and there are no rules that would interfere with the successful delivery of emails to Company employees from the Proponent's email address.

The Company's search did confirm that Ms. Crisci received the December 27 Email, the March 2 Email, the March 17 Email and the March 20 Email. However, as noted above, Ms. Crisci is not a proper person to receive stockholder proposals and, even if she was, each of the December 27 Email, March 2 Email, the March 17 Email and the March 20 Email were received well after the Company's November 28, 2024 deadline for submitting the Proposal.

Mr. McNitt emailed the Proponent on March 25, 2025, requesting a copy of the Proposal. In response, on March 25, the Proponent forwarded the November 24 Email. As noted above, this was the first time the Company received a copy of the Proposal and was the first time the Company was made aware of the November 24 Email.

Mr. McNitt, Ms. Crisci and Mr. Burger are not named in the Company's 2024 Proxy Materials as the appropriate recipient of stockholder proposals for the 2025 annual meeting of stockholders. Rather, page 5 of the 2024 Proxy Materials (attached hereto as Exhibit E) states, "To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by November 28, 2024, to Calix's Corporate Secretary at 2777 Orchard Parkway, San Jose, California 95134 or 'corporate.secretary@calix.com.'"

While the Proponent allegedly mailed the Proposal to the Company, the Company has no record of receiving the Proposal. There is similarly no record of the November 24 Email.

In the November 24 Email, the Proponent specifically requests that the Company confirm receipt of the Proposal. However, upon receiving no response from the Company, the Proponent apparently ignored the Staff's guidance to confirm that the Proposal was received. In fact, the Proponent's next email to Company was allegedly not until December 27, 2024, which is almost a month after the Company's November 28, 2024 deadline for receiving proposals pursuant to Rule 14a-8.

As stated above and supported by the Company's investigation, a proper person at the Company for receiving Rule 14a-8 proposals did not receive any correspondence regarding the Proposal until March 2025. As such, the Proposal was not received timely by the Company and therefore should be omitted pursuant to Rule 14a-8(e).

II. Basis for Exclusion

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the 2025 Proxy Materials pursuant to Rule 14a-8(e) because the Company did not receive the Proposal from the Proponent until March 25, 2025, 117 days after the deadline for submitting stockholder proposals to the Company.

A. The Proponent is unable to demonstrate that the Proposal was submitted to the Company's principal executive offices prior to the Company's deadline.

Rule 14a-8(e) (1) of the Exchange Act provides that, "[i]n order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery." Staff Legal Bulletin No. 14 (July 13, 2001) further provides that stockholders should submit a proposal "by a means that allows [the stockholder] to demonstrate the date the proposal was *received* at the company's principal executive offices" (emphasis added).

Although the Proponent sent tracking information, the Company has no record of receiving the Proposal at its corporate headquarters on September 26, 2024. Further, the tracking information is insufficient because it does not include the address to which the FedEx package was delivered, nor does it include a signature or photo evidencing who, if anyone, signed for the delivery.

In prior no-action letters requested under similar circumstances, the Staff has consistently permitted exclusion where proponents have not been able to produce evidence that the company actually received the proposal prior to the deadline. For instance, in *Amphenol Corp.* (avail. Apr. 15, 2016), the proponent claimed to have submitted a proposal via USPS prior to the company's deadline for proposal submissions. While the proponent submitted tracking information, the company never received the proposal, and the tracking information did not include the company's address. *See also Hess Corp*. (avail. Mar. 19, 2012); *PetSmart Inc*. (avail. Apr. 27, 2010); *Lear Corp*. (avail. Mar. 11, 2009); *DTE Energy Co*. (avail. Mar. 24, 2008); *Unocal Corp*. (avail. Mar. 18, 1996); and *Eastman Kodak Co*. (avail. Feb. 19, 1992). The Company's situation is analogous to that of the companies in the precedent cited above in that the Proposal was allegedly sent by means which did not automatically provide conclusive proof of receipt at the Company's principal executive offices, and the Proponent has not provided documentation or otherwise proven that the Company actually received the Proposal prior to the November 28, 2024 deadline.

B. The Proponent is unable to demonstrate that the Proposal was submitted to the Company by email prior to the Company's deadline.

In Staff Legal Bulletin No. 14M (Feb. 12, 2025), the Staff issued guidance on the growing use of emails as a means of submitting stockholder proposals. The Staff cautions on the use of emails and states that "[e]mail delivery confirmations and company server logs may not be sufficient to prove receipt of emails as they only serve to prove that emails were sent." It also acknowledges that "incorrect email addresses can prevent an email from being delivered to the appropriate recipient." The Staff therefore encourages senders to seek a reply from the recipient acknowledging receipt. If a receipt is not provided, the Staff encourages companies and proponents to reach out using another method of communication or emailing another contact, if available. The Staff specifically notes that it does not consider screenshots or photos of emails on the sender's device to be proof of delivery to the recipient.

The Proponent did not follow the Staff's guidance set forth above. Despite not receiving a response to his December 27 Email, the Proponent failed to try to contact the Company via physical delivery until March 24, 2025, one day before the Company's proxy printing deadline and 116 days after the deadline for submission of stockholder proposals for the 2025 annual meeting.

Consistent with the guidance in Staff Legal Bulletin No. 14M, when the Proponent elected to use email, it was his responsibility to confirm that the email was received. When no confirmation of receipt was received following his attempted submission of the Proposal, it was similarly the Proponent's responsibility to follow up and use another method or email another known and valid email address. When the Proponent did eventually follow up, it was well past the Company's November 28, 2024 deadline, he used an incorrect email address and the correspondence was otherwise not addressed to the correct employees.

C. The Staff Has Previously Concurred in the Exclusion of a Stockholder Proposal When the Proposal Was Submitted to the Incorrect Email Address

In *American Airlines Group Inc*. (avail. Apr. 19, 2024), the company argued that it had not received a proposal prior to the deadline because the proponent submitted the proposal via email to former company employees. The Staff agreed, granting the company no-action relief under Rule 14a-8(e). Similarly, in *Discover Financial Services* (avail. Mar. 20, 2020), the proponent submitted the proposal via email to two company employees who no longer worked for the company and to an email address that did not belong to the company. The Staff agreed, granting the company no-action relief under Rule 14a-8(e). Similarly, in *Sprint Corp*. (avail. Apr. 3, 2018), the company argued that it had not received the proposal prior to its deadline as set forth in its proxy statement because the proponent submitted the proposal via email to a company employee who no longer worked for the company and to an employee who was not an attorney. The Staff agreed, granting the company no-action relief under Rule 14a-8(e). In *Ellie Mae Inc*. (avail. Mar 12, 2015), the Staff granted no-action under Rule 14a-8(e) and concurred with the exclusion of a proposal sent prior to the submission deadline to the email addresses of the company's former corporate secretary and the company's investor relations department, as well as to a facsimile number that was not in the company's principal executive offices. And in *Alcoa, Inc*. (avail. Jan. 12, 2009), the Staff granted no-action under Rule 14a-8(e) where the company's secretary did not receive the proposal until after the deadline for submitting proposals because the proponent submitted a stockholder proposal by email to the company's investor relations department and by facsimile to a number that was not in the company's principal executive offices.

Here, consistent with the precedent cited above, the Proponent sent the Proposal to incorrect email addresses. The Proponent emailed three employees, none of which were named in the 2024 Proxy Materials. Only Mr. McNitt works in the Company's legal department, but as previously stated, the Proponent used an incorrect email address for him. As a result, the Proposal was not received at the Company's principal executive offices before the deadline for the submission of stockholder proposals. Therefore, as in the precedent cited above, the Proposal may be properly excluded from the 2025 Proxy Materials.

III. 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 2025 annual meeting of stockholders pursuant to Rule 14a-8 was set forth on page 5 of the Company's 2024 Proxy Materials, filed with the SEC and mailed to stockholders on March 28, 2024. As shown on page 5, the 2024 Proxy Materials clearly stated that such proposals must be received "by November 28, 2024."

The November 28, 2024 deadline was calculated in accordance with Rule 14a-8(e)(2), as it is 120 days before March 28, 2025, the anniversary of the release date of the Company's 2024 Proxy Materials. 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 2025 annual meeting of stockholders on or about May 8, 2025, which is within 30 days of May 9, 2025, the anniversary of the 2024 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 the Proposal until March 25, 2025, which is 117 days, or almost four months past the November 28, 2024 deadline. Thus, Proposal was not timely submitted by the Proponent and therefore, the Proposal may be properly excluded from the 2025 Proxy Materials.

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); *General Electric Co.* (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 notice of the deficiency within the 14-day notice period or 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 Proposal may properly be properly excluded from the 2025 Proxy Materials because it was not properly submitted to the Company's principal executive offices within the time frame required under Rule 14a-8(e).

IV. Request for Waiver under Rule 14a-8(j)(1)

The Company further 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.

As explained above, the Company only became aware of the Proposal on March 24, 2025, and only received the Proposal on March 25, 2025. Accordingly, we believe the Company has ample "good cause" for its inability to meet the 80-day requirement, and we respectfully request that the Staff waive the 80-day requirement with respect to this letter.

V. Conclusion

Based upon the foregoing analysis, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission for excluding the Proposal from the Company's 2025 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. 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.

Very truly yours,

Brian D. Miller
Of LATHAM & WATKINS LLP

Enclosures:

cc: John Chevedden
Doug McNitt, Calix, Inc.
Kathleen Wells, Latham & Watkins LLP

Exhibit A

JOHN CHEVEDDEN

REDACTED REDACTED

Mr. Douglas W. McNitt
Corporate Secretary
Calix, Inc. (CALX)
2777 Orchard Parkway
San Jose, CA 95134
PH: 408 514 3000

REVISED 19 NOV 2024

Dear Mr. McNitt,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to REDACTED
it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,

John Chevedden

October 2, 2024
Date

[CALX: Rule 14a-8 Proposal, October 2, 2024, Revised November 19, 2024]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Support Simple Majority Vote

Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. The supermajority voting requirements of Calix have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy and Macy's. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice.

This proposal topic, as a shareholder proposal, received 98%-support at the 2023 annual meetings of American Airlines and The Carlyle Group. This proposal topic also received 98% support each at Domino's Pizza, FMC Corporation, ConocoPhillips, Masco Corporation and Power Integrations in 2024.

The overwhelming shareholder support for this proposal topic at hundreds of major companies raises the question of why Calix has not initiated this proposal topic on its own. It also raises the question that Calix may be overlooking other areas of corporate governess improvement that could easily be adopted to increase shareholder value at virtually no cost.

Please vote yes:
Support Simple Majority Vote – Proposal 4
[The line above – *Is* for publication.]
[Please assign the correct proposal number in the 2 places above.]

Notes:
"Proposal 4" stands in for the final proposal number that management will assign.
The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company's 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email | REDACTED

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.

Exhibit B

Mr. Douglas W. McNitt <douglas.mcnitt@calix.com>
Corporate Secretary
Calix, Inc. (CALX)
2777 Orchard Parkway
San Jose, CA 95134
PH: 408 514 3000
cc: Alison Crisci <Alison.Crisci@calix.com>

From: John Chevedden REDACTED
Subject: CALX
Date: March 17, 2025 at 11:11:36 AM PDT
To: Alison Crisci <Alison.Crisci@calix.com>, "Douglas W. McNitt" <douglas.mcnitt@calix.com>

Did I overlook the 30-day advance copy of the rule 14a-8 opposition statement.
John Chevedden

From: Alison Crisci <Alison.Crisci@calix.com>
Subject: Automatic reply: CALX
Date: December 27, 2024 at 2:51:30 PM PST
To: John Chevedden REDACTED

Hello,
Thank you for reaching out. I am out of the office until January 6 and will respond to your message as soon as possible upon my return.
Best regards,
Alison

Alison Crisci
Sr. Communications Manager
REDACTED
Connect on LinkedIn

From: John Chevedden REDACTED

Subject: CALX
Date: March 2, 2025 at 8:10:16 AM PST
To: Alison Crisci <Alison.Crisci@calix.com>, "Douglas W. McNitt" <douglas.mcnitt@calix.com>

Did I overlook the 30-day advance copy of the rule 14a-8 opposition statement.
John Chevedden

From: John Chevedden REDACTED
Subject: CALX
Date: December 27, 2024 at 2:51:22 PM PST
To: "Douglas W. McNitt" <douglas.mcnitt@calix.com>, alison.crisci@calix.com, corporate.secretary@calix.com

Mr. McNitt,
Does CALX waive the broker letter for the rule 2025 rule 14a-8 proposal delivered on Sept 26, 2024 by FedEx.
John Chevedden

FedEx.

September 26, 2024

Dear Customer,

The following is the proof-of-delivery for tracking number: [redacted]PII

Delivery Information:

Status:	Delivered	Delivered To:	Shipping/Receiving
Signed for by:	K.KEVIN	Delivery Location:	
Service type:	FedEx 2Day		
Special Handling:	Deliver Weekday		SAN JOSE, CA,
		Delivery date:	Sep 26, 2024 10:30

Shipping Information:

Tracking number:	[redacted]PII	Ship Date:	Sep 24, 2024
		Weight:	0.5 LB/0.23 KG

Recipient:
SAN JOSE, CA, US,

Shipper:
[redacted]PII

Exhibit C

From: John Chevedden REDACTED
Date: Tuesday, March 25, 2025 at 1:33 PM
To: Doug McNitt <doug.mcnitt@calix.com>
Subject: Fwd: Rule 14a-8 Proposal (CALX) REVISED

[External Email]

Begin forwarded message:

From: John Chevedden REDACTED
Subject: Rule 14a-8 Proposal (CALX) REVISED
Date: November 24, 2024 at 5:26:41 PM PST
To: corporate.secretary@calix.com

Rule 14a-8 Proposal (CALX) REVISED

Dear Ms. Stockard ,
Please see the attached rule 14a-8 proposal.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after
10-days of the proposal submittal date at noon PT.
Please arrange in advance in a separate email message regarding a meeting if needed.
John Chevedden

Exhibit D

Certificate of the Senior Director IT Operations

I, Paul Jacobs, am the Senior Director IT Operations of Calix, Inc. ("Calix"). In response to the request for an investigation of emails from sender John Chevedden (email address, REDACTED) (the "Proponent's Email Address") to Calix employees, below are key findings from our technology team regarding a search of our email logs.

1. Specifically with regard to an email (the "November 24 Email") with the subject, "Rule 14a-8 Proposal (CALX) REVISED" that was purportedly sent on November 24, 2024, to "corporate.secretary@calix.com" via email by the Proponent's Email Address:

    a. There were no emails found in the email inbox or the quarantine, junk or SPAM inboxes of any Calix email address from the Proponent's Email Address with the heading "Rule 14a-8 Proposal (CALX) REVISED" or any other subject line sent on November 24, 2024.

    b. There was no finding of any Calix corporate rules in our email gateway that would have prevented delivery of the November 24 Email.

    c. No emails were received from the Proponent's Email Address by any email inbox or the quarantine, junk or SPAM inboxes of any Calix email address during the period from December 28, 2024, through March 1, 2025.

2. The email address "douglas.mcnitt@calix.com" was not a valid Calix email address and, prior to March 26, 2025, senders of emails addressed to "douglas.mcnitt@calix.com" would have received an error message informing them that their message to "douglas.mcnitt@calix.com" had failed and could not be delivered because "douglas.mcnitt" wasn't found at "calix.com." After March 26, 2025, Calix altered its system so that emails addressed to "douglas.mcnitt@calix.com" will be forwarded to Mr. McNitt's proper email address.

3. Calix's email system recognizes the Proponent's Email Address and there are no rules that would interfere with the successful delivery of emails to Calix employees from the Proponent's Email Address.

Certified as accurate, this 31st day of March, 2025.

DocuSigned by:

D86BF0E001D24DC...

Name: Paul Jacobs
Title: Senior Director IT Operations

Exhibit E

- You may send a written notice that you are revoking your proxy to Calix's Corporate Secretary at Calix, Inc., 2777 Orchard Parkway, San Jose, California 95134, or corporate.secretary@calix.com.
- You may join the Annual Meeting and vote online. Simply logging into the Annual Meeting will not, by itself, revoke your proxy or prior vote.

If your shares are held by your broker, bank or other agent, you should follow the instructions provided by them, or you may join the Annual Meeting and vote online.

How will voting on any business not described in this Proxy Statement be conducted?

We are not aware of any business to be considered at the Annual Meeting other than the items described in this Proxy Statement. If any other matter is properly presented for vote at the Annual Meeting and you are not attending the meeting in person but have voted by proxy, the individuals named as proxy holder on your proxy card will vote your shares as they may determine in their best judgment.

When are stockholder proposals due for next year's Annual Meeting?

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by November 28, 2024, to Calix's Corporate Secretary at 2777 Orchard Parkway, San Jose, California 95134 or corporate.secretary@calix.com. If you wish to submit a proposal that is not to be included in next year's proxy materials under the SEC's stockholder proposal procedures or nominate a director, you must do so between January 9, 2025 and February 8, 2025; provided that if the date of the annual meeting is earlier than April 9, 2025 or later than July 8, 2025, you must give notice not later than the 90th day prior to the annual meeting date or, if later, the 10th day following the date on which public disclosure of the annual meeting date is first made. You are also advised to review our bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations. We intend to file a proxy statement and WHITE proxy card with the SEC in connection with our solicitation of proxies for our 2024 annual meeting. Stockholders may obtain our proxy statement (and any amendments and supplements thereto) and other documents as and when filed by Calix with the SEC without charge from the SEC's website at: www.sec.gov.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if the holders of a majority of the shares of common stock issued and outstanding and entitled to vote are present or represented by proxy at the Annual Meeting. On the Record Date, there were 65,401,260 shares outstanding and entitled to vote. Accordingly, 32,700,630 shares must be represented by stockholders present at the Annual Meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum if you submit a valid proxy vote or vote online at the Annual Meeting. Abstentions and broker non-votes also will be counted towards the quorum requirement. If there is no quorum, either the chairperson of the Annual Meeting or a majority in voting power of the stockholders entitled to vote at the Annual Meeting, present or represented by proxy, may adjourn the Annual Meeting to another time or place.

How can I find out the results of the voting at the Annual Meeting?

Voting results will be announced by the filing of a Current Report on Form 8-K within four business days after the Annual Meeting. If final voting results are unavailable at that time, we will file an amended Current Report on Form 8-K within four business days of the day the final results are available.

April 1, 2025

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

 # 1 Rule 14a-8 Proposal
Calix, Inc. (CALX)
Simple Majoriy Vote
John Chevedden
Regarding April 1, 2025 No Action Request
703146

Ladies and Gentlemen:

Attached is September 24, 2024 rule 14a-8 proposal submitted to CALX and the September 26, 2024 FedEx delivery confirmation. Also included is the FedEx receipt that shows the rule 14a-8 proposal was addressed to Mr. Douglas McNitt.

CALX has implicitly confirmed that K. Kevin is authorized to sign for such delivery.

Also included is the broker letter which was obtained soon after the proposal was submitted.

I will probably make an additional response to this no action request.

Sincerely,

John Chevedden

cc: Doug McNitt

[CALX: Rule 14a-8 Proposal, September 24, 2024]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy and Macy's. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. This proposal topic also received overwhelming 98%-support at the 2023 annual meetings of American Airlines (AAL) and The Carlyle Group (CG).

The overwhelming shareholder support for this proposal topic at hundreds of major companies raises the question of why Calix has not initiated this proposal topic on its own. It also raises the question that Calix may be overlooking other areas of corporate governess improvement that could easily be adopted to improve shareholder value at virtually no cost.

This proposal will also make it less difficult to adopt the important reform of annual election of each Calix director. This is important because Calix executive pay was rejected by 20% of Calix shares at the 2024 annual meeting when a 5% rejection is often the norm at well performing companies. With annual election of each director Calix shareholders are guaranteed a vote on the Chair of the Executive Pay Committee each year.

Please vote yes:
Simple Majority Vote – Proposal 4
[The above line – *Is* for publication.]

FedEx

September 26, 2024

Dear Customer,

The following is the proof-of-delivery for tracking number: PII

Delivery Information:

Status:	Delivered	**Delivered To:**	Shipping/Receiving
Signed for by:	K.KEVIN	**Delivery Location:**	
Service type:	FedEx 2Day		
Special Handling:	Deliver Weekday		SAN JOSE, CA,
		Delivery date:	Sep 26, 2024 10:30

Shipping Information:

Tracking number:	PII	**Ship Date:**	Sep 24, 2024
		Weight:	0.5 LB/0.23 KG

Recipient:

SAN JOSE, CA, US.

Shipper:

PII

FedEx Office

5201 W Rosecrans Ave
Hawthorne, CA 90250
310.297.6850

September 24, 2024 2:07 PM
Receipt #: HHRKK00600276

FedEx Express $9.7
FedEx 2Day
778800365324

Recipient Address
MR DOUGLAS MCNITT CORP SEC
CALIX INC
2777 ORCHARD PKWY
SAN JOSE, CA 95134-2008, US
000-000-0000
Scheduled Delivery Date: 09/26/2024
Pricing Option: One Rate
Package Information: FedEx Envelope
Additional Services:
FEDEX_ONE_RATE
Package Weight: .05 lb (S)
Declared Value: $100

FedEx Express $9.75
FedEx 2Day
PII

Recipient Address

Personal Investing

P.O. Box 770001
Cincinnati, OH 45277-0045

Fidelity INVESTMENTS

JOHN R CHEVEDDEN

PII

October 03, 2024

Dear JOHN R CHEVEDDEN:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least September 15, 2021:

Security	Symbol	Quantity
Avis Budget Group, Inc.	CAR	30.000
HubSpot, Inc.	HUBS	5.000
Albemarle Corporation	ALB	30.000
CACI International Inc.	CACI	10.000 (1)
Markel Group Inc.	MKL	2.000
Celanese Corporation	CE	35.000
Calix, Inc.	CALX	100.000 (2)

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-6666. Thank you for choosing Fidelity Investments.

Sincerely,

Tori Howell

Tori Howell
Brokerage Operations

Our File: W465559-03OCT24

555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004-1304
Tel: +1.202.637.2200 Fax: +1.202.637.2201
www.lw.com

LATHAM & WATKINS LLP

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Hong Kong	Singapore
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London	Tokyo
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April 4, 2025

VIA ONLINE SUBMISSION FORM

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

Re: **Calix, Inc. Stockholder Proposal Submitted by John Chevedden**

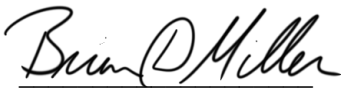
To the addressee set forth above:

On April 1, 2025, we submitted a letter on behalf of Calix, Inc. (the "***Company***") requesting that the staff of the Division of Corporation Finance (the "***Staff***") concur that the Company could exclude a stockholder proposal and supporting statement (the "***Proposal***") received from John Chevedden (the "***Proponent***") from the Company's proxy statement for its 2025 Annual Meeting of Stockholders.

The Company hereby informs the Staff that the Company is withdrawing its no-action request of April 1, 2025 relating to the Proposal.

Please contact the undersigned at (202) 637-2332 or by email at brian.miller@lw.com to discuss any questions you may have regarding this matter.

Very truly yours,



Brian D. Miller
of LATHAM & WATKINS LLP

cc: John Chevedden
Doug McNitt, Calix, Inc.
Kathleen Wells, Latham & Watkins LLP