CALIX, INC
Form DEF 14A
April 05, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement
o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
x Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material under §240.14a-12

CALIX, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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CALIX, INC.
1035 N. McDowell Boulevard
Petaluma, California 94954
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 18, 2016
To the Stockholders of Calix, Inc.:

The Annual Meeting of Stockholders ("Annual Meeting") of Calix, Inc. ("Calix"), will be held virtually, via live webcast at http://www.virtualshareholdermeeting.com/CALX16, on May 18, 2016, at 9:00 a.m. Pacific Daylight Time. The meeting will be online only, and will be held for the following purposes:

1. To elect two directors to the Calix Board of Directors ("Board");
2. To approve, on a non-binding, advisory basis, the compensation of our named executive officers ("NEOs");
3. To ratify the selection of KPMG LLP as Calix's independent registered public accounting firm for the fiscal year ending December 31, 2016; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The above items of business are more fully described in the Proxy Statement. Only stockholders who owned Calix common stock at the close of business on March 22, 2016 can vote at this meeting or any adjournments that take place.

We have elected to use the Internet as our primary means of providing our proxy materials to stockholders. Consequently, stockholders will not receive paper copies of our proxy materials, unless they specifically request them. We will send a Notice of Internet Availability of Proxy Materials ("Notice") on or about April 5, 2016 to our stockholders of record as of the close of business on March 22, 2016. We are also providing access to our proxy materials over the Internet beginning on or about April 5, 2016. Electronic delivery of our proxy materials will significantly reduce our printing and mailing costs, and will reduce the environmental impact of the proxy materials. The Notice contains instructions for accessing the proxy materials, including the Proxy Statement and our annual report, and provides information on how stockholders may obtain paper copies free of charge. The Notice also provides: the date and time of the virtual Annual Meeting; the matters to be acted upon at the meeting and the Board's recommendation with regard to each matter; and information on how to attend the virtual meeting and vote online.

You are cordially invited to attend the virtual Annual Meeting online, but whether or not you expect to attend, to ensure that your vote is recorded, you should vote and submit your proxy over the Internet following the voting procedures described in the Notice. In addition, you can vote and submit your proxy online, or (if you have requested and received paper copies of proxy materials) over the phone or by signing, dating and returning by mail the proxy card sent to you.

By Order of the Board of Directors
/s/ William J. Atkins
William J. Atkins
Executive Vice President, Chief Financial Officer

Petaluma, California
April 5, 2016

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PROXY STATEMENT
FOR 2016 ANNUAL MEETING OF STOCKHOLDERS

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CALIX, INC.
1035 N. McDowell Boulevard
Petaluma, California 94954
PROXY STATEMENT
FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 18, 2016

The Board of Directors of Calix, Inc. is soliciting your proxy to vote at the virtual Annual Meeting of Stockholders to be held on May 18, 2016, at 9:00 a.m. Pacific Daylight Time, and any adjournment or postponement of that meeting ("Annual Meeting"). The Annual Meeting will be held via live webcast only at www.virtualshareholdermeeting.com/CALX16.

We have elected to provide access to our proxy materials on the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials ("Notice") to our stockholders of record as of March 22, 2016 ("Record Date"), while brokers and other nominees who hold shares on behalf of beneficial owners will be sending their own similar notice. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice, or to request a printed set of the proxy materials. Instructions on how to request a printed copy by mail or email may be found in the Notice and on the website referred to in the Notice, including an option to request paper copies on an ongoing basis. On or about April 5, 2016, we are making this Proxy Statement available on the Internet and are mailing the Notice to all stockholders entitled to vote at the Annual Meeting. We intend to mail or email this Proxy Statement, together with a proxy card, to those stockholders entitled to vote at the Annual Meeting who have properly requested paper copies of such materials, within three business days of request.

The only voting securities of Calix, Inc. are shares of common stock, $0.025 par value per share ("common stock"), of which there were 47,780,776 shares outstanding as of the Record Date (excluding any treasury shares). We need the holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote, present online or represented by proxy, to hold the Annual Meeting.

In this Proxy Statement, we refer to Calix, Inc. as the "Company," "Calix," "we" or "us" and the Board of Directors as the "Board". When we refer to Calix's fiscal year, we mean the twelve-month period ending December 31 of the stated year. Our Annual Report to Stockholders, which contains consolidated financial statements for fiscal year 2015, accompanies this Proxy Statement if you have requested and received a copy of the proxy materials in the mail. Stockholders that received the Notice can access this Proxy Statement and the Annual Report to Stockholders at the website referred to in the Notice. You also may obtain a copy of our Annual Report on Form 10-K for fiscal year 2015, which was filed with the Securities and Exchange Commission ("SEC"), without charge, by writing to our Investor Relations department at the above address. Our Annual Report on Form 10-K and Proxy Statement are also available in the "SEC Filings" section of our website at http://investor-relations.calix.com/ and at the SEC's web site at www.sec.gov.

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THE PROXY PROCESS AND STOCKHOLDER VOTING
QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING
Who can vote at the Annual Meeting?
Only stockholders of record at the close of business on March 22, 2016 will be entitled to vote online at the Annual Meeting. At the close of business on the Record Date, there were 47,780,776 shares of common stock issued and outstanding and entitled to vote.
Stockholder of Record: Shares Registered in Your Name
If, on March 22, 2016, your shares were registered directly in your name with Calix's transfer agent, Computershare, Inc., then you are a stockholder of record. As a stockholder of record, you may vote online at the Annual Meeting or vote by proxy. Whether or not you plan to attend the virtual Annual Meeting, to ensure your vote is counted we urge you to vote by proxy on the Internet as instructed below, or (if you request and receive a proxy card by mail or email) over the phone or by signing, dating and returning by mail the proxy card sent to you.
Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent
If, on March 22, 2016, your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in a "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also welcome to attend the virtual Annual Meeting and to vote online.
What do I need in order to be able to attend the Annual Meeting online?
Calix will be hosting the Annual Meeting via live webcast only. Any stockholder can attend the Annual Meeting live online at www.virtualshareholdermeeting.com/CALX16. The webcast will start at 9:00 a.m. Pacific Daylight Time. Stockholders may vote and submit questions while attending the Annual Meeting online. In order to be able to participate in the online Annual Meeting, you will need the control number included on your Notice or your proxy card (if you received a printed copy of the proxy materials) if you are a stockholder of record, or included with your voting instruction card and voting instructions you received from your broker, bank or other agent if you hold your shares in a "street name." Instructions on how to participate online are also posted online at www.virtualshareholdermeeting.com/CALX16.
What am I being asked to vote on?
You are being asked to vote on:

- election of two Class III directors to hold office until our 2019 Annual Meeting of Stockholders (Proposal No. 1);
- approval on a non-binding, advisory basis of the compensation of our named executive officers, or NEOs, as disclosed in this Proxy Statement under the compensation disclosure rules of the SEC (Proposal No. 2); and
- ratification of the selection, by the audit committee of the Board, of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 (Proposal No. 3).

In addition, you are entitled to vote on any other matters that are properly brought before the Annual Meeting.
How does the Board recommend I vote on the Proposals?
The Board recommends that you vote:

- FOR each of the Class III director nominees;
- FOR approval, on a non-binding, advisory basis of the compensation of our NEOs; and
- FOR ratification of KPMG LLP as our independent registered public accounting firm.

How do I vote?
For election of directors, you may either vote "For" the two nominees or you may "Withhold" your vote for all or for any nominee you specify. For any other matter to be voted on, you may vote "For" or "Against" or abstain from voting. The procedures for voting are as follows:
Stockholder of Record: Shares Registered in Your Name
If you are a stockholder of record, you may vote in any of the following manners:

- To vote during the virtual Annual Meeting, follow the online instructions provided on the Notice of Internet Availability of Proxy Materials to login to www.virtualshareholdermeeting.com/CALX16 to cast your votes.

- To vote over the Internet prior to the Annual Meeting, follow the instructions provided on the Notice of Internet Availability of Proxy Materials.

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- To vote by phone, call the toll free number found on the proxy card you request and receive by mail or email, which you can request by following the instructions provided on the Notice of Internet Availability of Proxy Materials.
- To vote by mail, complete, sign and date the proxy card you request and receive by mail or email, and return it promptly by mail. As long as we receive your signed proxy card, or your vote by Internet or phone, by 11:59 p.m. Eastern Daylight Time on May 17, 2016, we will vote your shares as you direct.
- Whether or not you plan to attend the virtual Annual Meeting, we urge you to vote by proxy, phone or the Internet to ensure that your vote is counted. Even if you have submitted a proxy or voted by phone or the Internet before the Annual Meeting, you may still attend the virtual Annual Meeting and vote online. In such case, your previously submitted proxy or vote will be disregarded.

Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Agent

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a voting instruction card and voting instructions with these proxy materials from that organization rather than from us. Complete and mail the voting instruction card to ensure that your vote is counted. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a proxy form. You may also vote online at the virtual Annual Meeting.

Who counts the votes?

Broadridge Financial Solutions, Inc., or Broadridge, has been engaged as our independent agent to tabulate stockholder votes. If you are a stockholder of record, and you choose to vote over the Internet (either prior to or during the Annual Meeting) or by phone, Broadridge will access and tabulate your vote electronically, and if you have requested and received proxy materials via mail or email and choose to sign and mail your proxy card, your executed proxy card is returned directly to Broadridge for tabulation. As noted above, if you hold your shares through a broker, your broker (or its agent for tabulating votes of shares held in a “street name”) returns one proxy card to Broadridge on behalf of all its clients.

What is the required vote and how are votes counted?

A majority of the outstanding shares of common stock must be present or represented by proxy at the Annual Meeting in order to have a quorum. Abstentions and broker non-votes will be treated as shares present for the purpose of determining the presence of a quorum.

With respect to Proposal No. 1, the election of directors, directors will be elected by a plurality of the votes cast, which means that the two nominees receiving the highest number of “For” votes will be elected. Abstentions and broker non-votes will have no effect with regard to this proposal, because approval of a percentage of shares present or outstanding is not required for this proposal.

With respect to all other Proposals, the affirmative vote of the holders of a majority in voting power of the shares of common stock present or by proxy and entitled to vote on the proposal is required for approval. Abstentions have the same effect as a vote against these proposals. Broker non-votes will have no effect on the outcome of these proposals.

Because your vote on Proposal No. 2 is advisory, it will not be binding on the Board, the compensation committee of the Board, or Calix. However, the Board will review the voting results and take them into consideration when making future decisions about executive compensation.

Brokers who hold shares for the accounts of their clients may vote such shares either as directed by their clients or in the absence of such direction, in their own discretion if permitted by the stock exchange or other organization of which they are members. Members of the New York Stock Exchange ("NYSE") are permitted to vote their clients’ proxies in their own discretion as to certain “routine” proposals, such as the ratification of the appointment of KPMG LLP. However, where a proposal is not routine, a broker who has received no instructions from its client generally does not have discretion to vote its clients’ uninstructed shares on that proposal. When a broker indicates on a proxy that it does not have discretionary authority to vote certain shares on a particular proposal, the missing votes are referred to as “broker non-votes.” Those shares would be considered present for purpose of determining whether or not a quorum is present, but would not be considered entitled to vote on the proposal. Those shares would not be taken into account in determining the outcome of the non-routine proposal.

Under NYSE rules, Proposals No. 1 and No. 2 are non-routine matters. Because brokers cannot vote uninstructed shares on behalf of their customers for non-routine matters, it is important that stockholders vote their shares.

Broadridge will separately count “For” and “Withhold” votes with respect to Proposal No. 1, “For” and “Against” votes and abstentions, with respect to Proposal No. 2, and “For” and “Against” votes, abstentions and broker non-votes with respect to Proposal No. 3.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of March 22, 2016.

What if I return a proxy card but do not make specific choices?

If you have properly requested and received a proxy card by mail or email, and we receive a signed and dated proxy card that does not specify how your shares are to be voted, your shares will be voted “For” the election of each of the two nominees for director, and “For”

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Proposal No. 2 and No. 3. If any other matter is properly presented at the Annual Meeting, your proxy (one of the individuals named on your proxy card) will vote your shares using his best judgment.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by phone or by other means of communication. Directors, officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one Notice of Internet Availability of Materials or set of materials?

If you receive more than one Notice of Internet Availability of Materials or more than one set of materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all the shares you own, you must follow the instructions for voting on the Internet on all of the Notices of Internet Availability of Proxy Materials or proxy cards you receive via mail or email upon your request, which includes voting over the Internet, phone or by signing and returning all of the proxy cards you request and receive.

Can I change my vote after submitting my proxy or voting on the Internet or by phone?

Yes. You can revoke your proxy or prior vote at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy or prior vote in any one of three ways:

- You may submit another properly completed proxy with a later date or submit a new vote on the Internet or by phone using the same instructions followed when you submitted your prior vote.
- You may send a written notice that you are revoking your proxy to Calix’s Corporate Secretary at 1035 N. McDowell Boulevard, Petaluma, California 94954.
- You may attend the virtual 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.

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 at the virtual Annual Meeting and you are not attending the online meeting in person but have voted by proxy, your proxy (one of the individuals named on your proxy card) will vote your shares using his 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 December 6, 2016, to Calix’s Corporate Secretary at 1035 N. McDowell Boulevard, Petaluma, California 94954. If you wish to submit a proposal that is not to be included in next year’s proxy materials under the SEC’s shareholder proposal procedures or nominate a director, you must do so between January 18, 2017 and February 17, 2017; provided that if the date of the annual meeting is earlier than April 18, 2017 or later than July 17, 2017, you must give notice not later than the 90th day prior to the annual meeting date or, if later, the 10th day following the day 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.

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 in voting power of the shares of common stock issued and outstanding and entitled to vote are present online or represented by proxy at the Annual Meeting. On the Record Date, there were 47,780,776 shares outstanding and entitled to vote. Accordingly, 23,890,388 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 online 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.

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PROPOSAL NO. 1
ELECTION OF DIRECTORS

Our Amended and Restated Certificate of Incorporation provides that the Board shall be divided into three classes, with the directors in each class having a three-year term. Unless the Board determines that vacancies (including vacancies created by increases in the number of directors) shall be filled by the stockholders, and except as otherwise provided by law, vacancies on the Board may be filled only by the affirmative vote of a majority of the remaining directors. A director elected by the Board to fill a vacancy (including a vacancy created by an increase in the number of directors) shall serve for the remainder of the full term of the class of directors in which the vacancy occurred and until such director's successor is elected and qualified.

As of April 5, 2016, the date this proxy statement is made available, the Board consists of ten directors, divided into the three following classes:

- Class I directors: Michael Matthews, Thomas Pardun and Kevin DeNuccio; whose current terms will expire at the annual meeting of stockholders to be held in 2017;
- Class II directors: Christopher Bowick, Michael Flynn, Kevin Peters and Carl Russo; whose current terms will expire at the annual meeting of stockholders to be held in 2018; and
- Class III directors: Michael Everett, Adam Grosser and Don Listwin; whose current terms will expire at the annual meeting of stockholders to be held in 2016.

At each annual meeting of stockholders, the successors to directors whose terms will then expire will be elected to serve from the time of election and qualification until the third subsequent annual meeting of stockholders.

The nominating and corporate governance committee of the Board recommended, and the Board approved, Michael Everett and Don Listwin, as nominees for election to the Board at the 2016 Annual Meeting. Each of Messrs. Everett and Listwin has been nominated to serve as a Class III director, and has elected to stand for reelection. Mr. Grosser, one of our Class III directors, is not standing as a nominee for election to the Board at this Annual Meeting. Each director to be elected will hold office from the date of their election by the stockholders until the third subsequent annual meeting of stockholders or until his successor is elected and has been qualified, or until such director's earlier death, resignation or removal. In addition, the nominating and corporate governance committee has recommended, and our Board has approved, that the number of directors of our Board will automatically be reduced to nine immediately following our 2016 Annual Meeting.

Shares of common stock represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the two nominees named below. The Board expects all nominees named below to be available for election. In the event that any nominee should be unable to serve or for good cause will not serve, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management has no reason to believe that any nominee will be unable to serve. Directors are elected by a plurality of the votes cast at the meeting.

The following table sets forth, for the Class III nominees and our other current directors who will continue in office after the Annual Meeting, information with respect to their ages and position/office held with Calix as of April 5, 2016:

Name	Age	Position/Office Held With Calix	Director Since
Class III Directors whose terms expire at the 2016 Annual Meeting of Stockholders			
Michael Everett (1)	67	Director	2007
Don Listwin (2)(3)	57	Director and Chairman of the Board	2007
Class I Directors whose terms expire at the 2017 Annual Meeting of Stockholders			
Kevin DeNuccio	56	Director	2012
Michael Matthews (1)	59	Director	2010
Thomas Pardun (1)	72	Director	2011
Class II Directors for election at the 2018 Annual Meeting of Stockholders			
Christopher Bowick (2)	60	Director	2014
Michael Flynn (2)(3)	67	Director	2004
Kevin Peters (3)	52	Director	2014

Carl Russo	59	President, Chief Executive Officer and Director	1999

(1) Current member of the Audit Committee of the Board.
(2) Current member of the Compensation Committee of the Board.
(3) Current member of the Nominating and Corporate Governance Committee of the Board.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the Annual Meeting. The following includes certain information regarding our directors' individual experience, qualifications, attributes and skills that led the Board to conclude that they should serve as directors. Our objective is to assemble a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience in various areas further described below.

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Nominees for Election to a Three-Year Term Expiring at the 2019 Annual Meeting of Stockholders

Michael Everett has served on the Board since August 2007. Mr. Everett brings to Calix's board of directors his background as a lawyer as well as over 30 years of experience in senior management and financial operations at communications technology companies. From May 2007 until his retirement in December 2008, Mr. Everett served as vice president of finance at Cisco Systems, Inc. From April 2003 to May 2007, Mr. Everett was chief financial officer of WebEx Communications, Inc., a web collaboration service provider that was acquired by Cisco. From 2001 to 2003, Mr. Everett served as chief financial officer of Bivio Networks, Inc., a network appliance company. In 2001, Mr. Everett served as chief financial officer of VMware, Inc., an infrastructure software company. From February 1997 to November 2000, Mr. Everett served as executive vice president and chief financial officer of Netro Corporation. Mr. Everett served in several senior management positions at Raychem Corporation from 1987 through 1996, including senior vice president and chief financial officer from August 1988 to August 1993. Before joining Raychem Corporation, Mr. Everett served as a partner in the law firm of Heller, Ehrman, White & McAuliffe LLC. He currently serves on the board of trustees and as treasurer of the Santa Fe Chamber Music Festival, and on its endowment foundation board. Mr. Everett also formerly served on the board of directors and as chairman of the audit committee of Smart Focus, Ltd., a privately held marketing analytics company, and on the board of directors of Broncus Technologies, Inc., a privately-held medical technology company, including as chairman of the audit committee and member of the compensation committee. He also served on the board of directors of the Northern California and Northern Nevada chapter of the Alzheimer's Association, a non-profit organization, and Self-Help for the Elderly, a non-profit organization. Mr. Everett holds a Juris Doctor degree from the University of Pennsylvania Law School and a Bachelor of Arts degree in History from Dartmouth College. Mr. Everett is licensed to practice law in California and in New York and was named chief financial officer of the year by San Francisco Business Times in 2007.

Don Listwin has served on the Board since January 2007 and has served as chairman since July 2007. Mr. Listwin brings over 30 years of experience in the networking industry to Calix's board of directors. In October 2004, Mr. Listwin founded Canary Foundation, a non-profit organization devoted to the early detection of cancer, and has since then served as its chairman. From January 2008 to January 2009, Mr. Listwin served as chief executive officer of Sana Security, Inc., a security software company, which was acquired by AVG Technologies. From September 2000 to October 2004, Mr. Listwin served as chief executive officer of Openwave Systems Inc., a leader in mobile internet infrastructure software. From August 1990 to September 2000, he served in various capacities at Cisco, most recently as executive vice president. Mr. Listwin currently serves on the board of directors of Violin Memory, Inc., a publicly held data storage company. Mr. Listwin also serves on the board of directors of D-Wave Systems, Inc., PLUMgrid, Inc. and Teradici Corporation, each a privately-held company. During the past five years, Mr. Listwin formerly served on the board of directors of Isilon Systems, Inc., Openwave Systems Inc. (now known as Unwired Planet, Inc.), TIBCO Software Inc., Redback Networks, Inc. and E-Tek Dynamics Inc., each a publicly-held company. Mr. Listwin also previously served as a member of the board of scientific advisors of the National Cancer Institute. Mr. Listwin holds an honorary Doctorate of Law degree from the University of Saskatchewan and a Bachelor of Science degree in Electrical Engineering from the University of Saskatchewan.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF EACH CLASS III DIRECTOR NOMINEE NAMED ABOVE.

Directors Continuing in Office Until the 2017 Annual Meeting of Stockholders

Kevin DeNuccio has served on the Board since September 2012. Mr. DeNuccio brings to the Calix board of directors over 25 years of leadership and governance experience at communications technology companies and service providers worldwide. Since February 2014 he has served as President, Chief Executive Officer and a member of the board of directors of Violin Memory, Inc., a publicly held data storage company. Mr. DeNuccio served as Chief Executive Officer of Metaswitch Networks, a telecommunications hardware and software company, from February 2010 until June 2012. From January 2007 until the present, Mr. DeNuccio has also worked as a private equity investor, both individually and through Wild West Capital, LLC, which he co-founded in July 2012. Mr. DeNuccio served as Chief Executive Officer of Redback Networks from August 2001 until its acquisition by Ericsson in January 2007. From 1995 to 2001, he held a number of executive positions at Cisco Systems, including senior vice president of worldwide service provider operations. Prior to joining Cisco, Mr. DeNuccio was founder, president, and CEO of Bell Atlantic Network Integration, a wholly owned subsidiary of Bell Atlantic (now Verizon Communications). He has also held senior management positions at both Unisys Corporation and Wang Laboratories network integration and worldwide channel partner businesses. In addition to serving on the board of directors of Violin Memory, Inc., he currently serves on the board of directors of GroundCntrl, Inc., Juniper Networks, Inc., Northeastern University and SevOne, Inc. Mr. DeNuccio previously served on numerous public and private boards of directors including Sandisk, Metaswitch Networks, Redback, JDS Uniphase Corporation, KPMG consulting (BearingPoint), Netpliance (TippingPoint) and Salesnet.

Michael Matthews has served on the Board since December 2010. Mr. Matthews is a marketing and business strategy executive with significant exposure to the telecommunications industry and to global markets. Mr. Matthews brings to Calix’s board of directors 30 years of experience in the technology industry, and a strong background in telecommunications, software, technology and innovation. From January 2012 through September 2013, Mr. Matthews served as Chief Corporate Development Officer for the information technology company AGT International GMBH, responsible for AGT’s research and development, new business ventures, and marketing. From September 2008 to December 2011, Mr. Matthews served as Head of Strategy and Business Development at Nokia Siemens Networks, a telecommunications company, where he directed the company’s strategic planning and investments, mergers and acquisitions program and strategic alliances and partnerships. From February 2003 to January 2008, Mr. Matthews served as Chief Marketing Officer at Amdocs Inc. From September 1999 to March 2002 he served as the Executive Vice President, Sales & Marketing, at Groove Networks, a privately held software company which was acquired by Microsoft Corporation. Prior to this, he served in leadership positions across technology companies in the United States and Australia such as Platinum Technology, Inc. a database management software company which was acquired by Computer Associates, Inc., Sterling Software, a software company which was acquired by Computer Associates, Inc., and Digital Equipment Corporation, which was acquired by Compaq Computer Corporation. Mr. Matthews serves on the board of ArcherMobile, Inc. and Innovolt, Inc., both of which are privately held. He also serves as an advisor to the TMForum, a global trade association with over 900 member companies including communication service providers, digital service providers and enterprises. Mr. Matthews has a degree in Civil Engineering from the University of Queensland, Australia.

Thomas Pardun has served on the Board since February 2011. Mr. Pardun brings to Calix's board of directors his expertise as an executive in the telecommunications industry, a comprehensive knowledge of information systems and telecommunications and experience serving as a director for other public companies, including Occam Networks, Inc. Mr. Pardun served on the board of directors of Western Digital Corporation, a manufacturer of hard drives for the personal computer and home entertainment markets, from January 1993 to November 2015, including as chairman of the board from March 2007 to November 2015. He previously served as chairman of Western Digital from January 2000 to November 2001. In July 2000, Mr. Pardun retired as president of MediaOne International, Asia-Pacific (formerly US West Asia-Pacific), an owner/operator of international properties in cable television, telephone services, and wireless communications. Prior to that, he served as president and chief executive officer of US West Multimedia Communications, Inc. and held numerous other executive positions with US West. Prior to joining US West, Mr. Pardun was president of the Central Group for Sprint as well as president of Sprint's West Division. He also served as senior vice president of United Telecommunications, a predecessor company to Sprint. Mr. Pardun spent the first 19 years of his career at IBM. Mr. Pardun currently serves on the board of Finisar Corporation and MaxLinear, Inc., each a publicly-held company. Mr. Pardun formerly served on the board of directors of CalAmp Corporation from June 2006 to July 2015 and on the board of directors of Occam Networks, Inc. from September 2004 to February 2011. Mr. Pardun received a B.B.A. in economics and marketing from the University of Iowa and Management School Certificates from Harvard Business School, Stanford University, and The Tuck School of Business at Dartmouth College.

Directors Continuing in Office Until the 2018 Annual Meeting of Stockholders

Christopher Bowick has served on the Board since July 2014. Mr. Bowick brings to Calix's board of directors extensive experience in advising and managing companies in the technology and telecommunications industries. Mr. Bowick is Principal of The Bowick Group, LLC, where he provides technology, product, business, and executive-development advice and counsel to clients in the cable television and telecommunications industries. From 1998 until his retirement in 2009, Mr. Bowick held various positions at Cox Communications. Mr. Bowick joined Cox in 1998 as Vice President, Technology Development, and was named Senior Vice President of Engineering & Chief Technical Officer in 2000. Mr. Bowick retired as Chief Technology Officer of Cox Communications in June of 2009. At Cox, Mr. Bowick was responsible for strategic technology planning, day-to-day technical operations, and the development and deployment of technology solutions for the company's video, voice, high speed data and wireless products, including the development and deployment of telecommunications services, such as: circuit-switched telephone, Voice over IP, high-speed data, digital video, HDTV, video-on-demand, and interactive television. Mr. Bowick was also responsible for Network Engineering and Network Operations for Cox's nation-wide network infrastructure including its national backbone, Metropolitan Area Networks and HFC networks. Prior to joining Cox, Mr. Bowick served as Group Vice President/Technology & Chief Technical Officer for Jones Intercable, Inc., while simultaneously serving as President of Jones Futurex, a designer and manufacturer of triple DES, PC-based hardware encryption devices and also a contract manufacturer. Prior to Jones, Mr. Bowick served as Vice President of Engineering for Scientific Atlanta's Transmission Systems Business Division, and as a design engineer for Rockwell International, Collins Avionics Division. Mr. Bowick currently serves on the board of directors of ViXS Systems, Minerva Networks and ComSonics, Inc. Mr. Bowick holds an MBA from the University of Colorado (1997) and a bachelor's degree in electrical engineering from the Georgia Institute of Technology (1977).

Michael Flynn has served on the Board since July 2004. Mr. Flynn brings to Calix's board of directors extensive experience in advising and managing companies in the technology and telecommunications industries. He also has expertise in public company corporate governance. From June 1994 until his retirement in April 2004, Mr. Flynn served in various capacities at Alltel Corporation, a telecommunications provider. His most recent position at Alltel Corporation was group president. Mr. Flynn currently serves on the board of directors of Airspan Networks Inc., a publicly-held vendor of wireless products and solutions. He is a member of the board of directors, and audit and compensation committees, of Atlantic Tel-Networks, a publicly-held, diversified telecommunications services provider, and he is owner and president of Deli Planet Inc., a privately-held company. Mr. Flynn formerly served on the board of directors and as chairman of the compensation committee of iLinc, and on the board of directors, audit committee and compensation committee of WebEx Communications, Inc., each a publicly-held company. Mr. Flynn also formerly served on the board of directors and as chairman of the compensation committee of GENBAND Inc., a privately-held company. Mr. Flynn holds a Bachelor of Science degree in Industrial Engineering from Texas A&M University.

Kevin Peters has served on the Board since October 2014. Mr. Peters brings to the Calix's board of directors a wealth of leadership experience gained over the course of a 28-year career with AT&T, one of world's largest communications companies. Mr. Peters formerly served as Executive Vice President, Global Customer Service for AT&T, Inc., from 2012 until his retirement in 2014. Mr. Peters joined AT&T in 1986, and held various functional roles, including in IT, sales, engineering, and finance, from then until 2000. Mr. Peters served as Vice President, Local Network Planning and Project Management in 2001. During his subsequent career at AT&T, Mr. Peters served in the following capacities: Senior Vice President, Network Engineering (2003-2004); Senior Vice President, Global Network Technology Program Management, AT&T Labs (2005); Senior Vice President-Enterprise Systems and Software Engineering (2006); Executive Vice President, Global Network Operations (2006-2009); and Chief Marketing Officer, Business (2010-2011). Since retiring, Kevin has provided advisory services to a number of companies, including Accenture and J&L Group. Mr. Peters currently volunteers and serves on the Board of the Yogi Berra Museum and Learning Center, and on the Advisory Board of the Howe School of Business, Stevens Institute of Technology. Mr. Peters holds an MBA with honors (Beta Gamma Sigma) from Columbia University, an M.S. degree in Telecommunications Engineering from Stevens Institute of Technology, a B.S. in Psychology from Fairfield University, and attended the Harvard University Advanced Management Program.

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Carl Russo has served as Calix's president and chief executive officer since December 2002 and as a member of the Board since December 1999. As Calix's president and chief executive officer, Mr. Russo brings expertise and knowledge regarding our business and operations to Calix's board of directors. He also brings to the Board an extensive background in the telecommunications and networking technology industries. From November 1999 to May 2002, Mr. Russo served as vice president of optical strategy and group vice president of optical networking of Cisco Systems, Inc. From April 1998 to October 1999, Mr. Russo served as president and chief executive officer of Cerent Corporation, which was acquired by Cisco. From April 1995 to April 1998, Mr. Russo served in various capacities, including as chief operating officer, at Xircom, Inc., which was acquired by Intel Corporation. Previously, Mr. Russo served as senior vice president and general manager for the hyperchannel networking group of Network Systems Corporation and as vice president and general manager of the data networking products division of AT&T Paradyne Corporation. During the past five years, Mr. Russo also served on the board of directors of Vital Network Services, Inc., a private company delivering network lifecycle services, and Xirrus, Inc., a private company providing products that enable high-performance wireless networks. Mr. Russo attended Swarthmore College and serves on its board of managers.

Executive Officers

The following is biographical information for our executive officers who were not discussed above.

Name	Age	Position(s)
William Atkins	54	Executive Vice President and Chief Financial Officer
John Colvin	52	Senior Vice President, North American Sales
Andy Lockhart	55	Senior Vice President, International Sales

William Atkins has served as Calix’s executive vice president and chief financial officer since February 10, 2014. Prior to Calix, Mr. Atkins was a senior partner at Fairfax Media Partners, LLC, a Washington DC area investment and advisory firm. From January 2007 until February 2009, Mr. Atkins served as chief financial officer of Rivada Networks International, LLC, a provider of mobile emergency communications equipment and services for the homeland security and public safety sectors. Previously, Mr. Atkins served as executive vice president and chief financial officer of Intelsat, Ltd., the world's largest fixed satellite telecommunications services operator. Before joining Intelsat, Mr. Atkins held various positions at Morgan Stanley, including head of European telecommunications corporate finance and head of European corporate finance execution. Prior to Morgan Stanley, he co-founded the telecommunications investment banking practice at S.G. Warburg. Mr. Atkins has a Bachelor of Arts degree and Master of Arts degree from Stanford University.

John Colvin has served as Calix’s senior vice president of North American sales since September 2011. Previously, Mr. Colvin served as Calix’s vice president of field operations for the Americas from March 2004 to August 2011. From November 1999 to March 2004, Mr. Colvin served in numerous leadership positions at Cisco Systems, Inc., including senior director of business development and operations director in service provider sales. From January 1999 to October 1999, Mr. Colvin served as director of national carrier sales of Cerent Corporation. Previously, Mr. Colvin served in various capacities at Alcatel S.A. for eight years, most recently as account vice president for AT&T. Before that, Mr. Colvin worked as an engineer at Rockwell International Corporation and NEC America, Inc. Mr. Colvin holds a Bachelor of Science degree in Electrical Engineering from Texas A&M University.

Andy Lockhart has served as senior vice president of international sales since April 2011, with overall responsibility for the establishment and development of Calix’s international business. Mr. Lockhart joined Calix after over twenty years at Cisco Systems, Inc., where he developed a wide range of international and cross-cultural leadership experience. Mr. Lockhart was instrumental in establishing many of Cisco’s largest international business operations, including the founding of Cisco Japan, building Cisco’s Asia Pacific partner network, establishing Cisco’s UK Sales operation, and launching Cisco’s European Service Provider organization. He also led a number of Cisco’s major international organizations, including leadership roles as vice president Cisco Japan, vice president Northern Europe, and Vice President Benelux. Mr. Lockhart holds a Master of Business Administration degree from Stanford University and a Bachelor of Electrical Engineering degree from the University of British Columbia.

Independence of the Board

The NYSE prescribes independence standards for listed companies. These standards require a majority of the Board to be independent. They also require every member of the audit committee, compensation committee and nominating and corporate governance committee of the Board to be independent. No director qualifies as independent unless the Board determines that the director has no direct or indirect material relationship with us. On an annual basis, each director and executive officer is obligated to complete a director and officer questionnaire which requires disclosure of any transactions with us in which the director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest. We also review our relationship with any entity employing a director or on which the director currently serves as a member of the board.

After review of all relevant transactions or relationships between each director, or any of his immediate family members, and Calix, its senior management and its independent registered public accounting firm, the Board has affirmatively determined that all of Calix's current directors are independent directors within the meaning of the applicable NYSE standards, except for Mr. Russo, Calix's current president and chief executive officer. All of the committees of our Board are comprised entirely of directors determined by the Board to be independent within the meaning of the NYSE standards.

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PROPOSAL NO. 2
APPROVAL ON A NON-BINDING, ADVISORY BASIS OF THE
COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS ("SAY-ON-PAY")

We are seeking an advisory vote from our stockholders to approve the compensation paid to our NEOs, as disclosed in this Proxy Statement under the compensation disclosure rules of the SEC.

The compensation committee of the Board, with assistance from external compensation consultants, has structured our executive compensation program to stress a pay-for-performance philosophy. The compensation opportunities provided to our NEOs are significantly dependent on Calix's financial performance, the performance of Calix's stock and the NEO's individual performance, which are intended to drive creation of sustainable stockholder value. The compensation committee of the Board will continue to emphasize what it believes to be responsible compensation arrangements that attract, retain, and motivate high-caliber executive officers and motivate those officers to achieve Calix's short- and long-term business strategies and objectives.

The Board has determined to hold an advisory "say on pay" vote every year. In accordance with this determination and Section 14A of the Exchange Act, you have the opportunity to vote "For" or "Against" or to "Abstain" from voting on the following non-binding resolution relating to executive compensation:

"RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to Calix's NEOs as disclosed in Calix's proxy statement for the 2016 Annual Meeting of Stockholders under the compensation disclosure rules of the SEC, including the compensation discussion and analysis, compensation tables and narrative discussion of the proxy statement."

In deciding how to vote on this proposal, we encourage you to consider Calix's executive compensation philosophy and objectives, the design principles and the elements of Calix's executive compensation program described in the compensation discussion and analysis, or CD&A, section below. As described in the CD&A, a guiding principle of our compensation philosophy is that pay should be linked to performance and that the interests of our executives and stockholders should be aligned. Our compensation program is a mix of short- and long-term components, cash and equity elements and fixed and contingent payments in proportions we believe will provide the proper incentives, reward our NEOs, help us achieve our goals and increase stockholder value. For example:

- Chief Executive Officer Compensation Aligned with Stockholder Interests. A significant portion of our CEO's compensation is performance-based and reflects a market-based compensation package. As a significant stockholder, his personal wealth has consistently been, and continued to be in 2015, tied directly to sustained stock price appreciation and performance, which provides direct alignment with stockholder interests.
- Other NEOs Compensation Substantially Tied to Performance. Our other NEOs earn a significant portion of their total compensation based upon increases in Calix's stock price and a significant portion of their cash compensation is based upon Calix's financial performance along with our compensation committee's assessment of individual performance.
- Change in Control and Severance Benefits Not Grossed Up. Calix provides limited change in control and severance benefits to provide NEOs security and remain competitive, and does not gross up any NEO taxes in connection with such change in control, severance or other compensation and benefits.

To be approved, on a non-binding and advisory basis, the compensation paid to our NEOs, as disclosed in this Proxy Statement under the compensation disclosure rules of the SEC, must receive a "For" vote from the holders of a majority in voting power of the shares of common stock which are present online or by proxy and entitled to vote on the proposal. Abstentions will have the same effect as "Against" votes for purposes of determining whether this matter has been approved. Broker non-votes will not be counted for any purpose in determining whether this matter has been approved.

While your vote on this proposal is advisory and will not be binding, we value the opinions of Calix's stockholders on executive compensation matters and will take the results of this advisory vote into consideration when making future decisions regarding Calix's executive compensation program. Unless the Board modifies its determination of the frequency of future "say on pay" advisory votes, the next "say on pay" advisory vote will be held at our 2017 annual meeting of shareholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL OF THE COMPENSATION PAID TO THE NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT UNDER THE COMPENSATION DISCLOSURE RULES OF THE SEC.

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PROPOSAL NO. 3
RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

On February 29, 2016, the audit committee of our Board completed a competitive process to review the appointment of our independent registered public accounting firm and determined not to re-engage Ernst & Young LLP ("Ernst & Young") in that role. The audit committee has selected KPMG LLP ("KPMG") as our independent registered public accounting firm for the audit of our consolidated financial statements for the fiscal year ending December 31, 2016, and is seeking ratification of such selection by our stockholders at the Annual Meeting. Representatives of KPMG are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

The audit committee's decision was made in the course of its annual review and selection of our independent registered public accounting firm, including a formal launch of a competitive bid process by the committee, pursuant to which the committee rigorously evaluated several global accounting firms. In making this decision, the audit committee carefully assessed the qualifications and relevant experience of each firm and each proposed engagement team in light of our size, complexity and business operations, as well as the strength and resources of the firm, including its national office and compliance functions.

The reports of Ernst & Young on our consolidated financial statements as of and for the fiscal years ended December 31, 2015 and 2014 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principle.

In connection with the audits of our financial statements for each of the two fiscal years ended December 31, 2015 and 2014, and in the subsequent interim period through February 29, 2016, there were no disagreements with Ernst & Young on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures which, if not resolved to the satisfaction of Ernst & Young would have caused Ernst & Young to make reference to the subject matter of the disagreements in their report.

During the fiscal years ended December 31, 2015 and 2014, and in the subsequent interim period through February 29, 2016, there were no "reportable events" as described in Item 304(a)(1)(v) of Regulation S-K.

During our two most recent fiscal years ended December 31, 2015 and 2014, and the subsequent interim period through February 29, 2016, neither we nor anyone on our behalf consulted KPMG regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, in connection with which either a written report or oral advice was provided to us that KPMG concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a disagreement or reportable event as defined in Regulation S-K, Item 304(a)(1)(iv) and Item 304(a)(1)(v), respectively.

We provided each of Ernst & Young and KPMG with a copy of our disclosures required by Item 304(a) of Regulation S-K prior to the time this proxy statement was filed.

Neither our bylaws nor other governing documents or law require stockholder ratification of our selection of KPMG as our independent registered public accounting firm. However, the audit committee of the Board is submitting the selection of KPMG to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain KPMG. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of Calix and its stockholders.

To be approved, the ratification of the selection of KPMG as our independent registered public accounting firm must receive a "For" vote from the holders of a majority in voting power of the shares of common stock which are present online or represented by proxy and entitled to vote on the proposal. Abstentions will have the same effect as an "Against" vote for purposes of determining whether this matter has been approved. Broker non-votes will not be counted for any purpose in determining whether this matter has been approved.

Principal Accountant Fees and Services

The following table provides information regarding the fees for the audit and other services provided by Ernst & Young LLP for the fiscal years ended December 31, 2015 and 2014 (in thousands). All fees described below were approved by the audit committee of the Board.

	Fiscal Year Ended December 31,	
	2015	2014
Audit Fees	$2,219	$1,683
Audit-Related Fees	—	—
Tax Fees	—	46
All Other Fees	3	—
Total Fees	$2,222	$1,729

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Audit Fees

Audit fees of Ernst & Young LLP consist of fees billed for professional services rendered for the audit of our annual consolidated financial statements for fiscal years 2015 and 2014, the audit of the effectiveness of our internal control over financial reporting, and the review of our consolidated financial statements included in our Form 10-Q quarterly reports for fiscal years 2015 and 2014, respectively. Audit fees also include services that are typically provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years.

Tax Fees

Tax fees for 2014 include fees for tax services for our U.S. and foreign tax compliance and advisory services.

All Other Fees

Other fees for 2015 include an annual subscription to Ernst & Young LLP Global Accounting & Auditing Information Tool.

Pre-Approval Policies and Procedures

The audit committee of the Board pre-approves all audit and non-audit services provided by its independent registered public accounting firm. Our audit committee may delegate authority to one or more members of the audit committee to provide such pre-approvals, provided that such approvals are presented to the audit committee at a subsequent meeting. This policy is set forth in the charter of the audit committee and available in the “Corporate Governance” section of our website at http://investor-relations.calix.com/.

The audit committee of the Board considered whether the non-audit services rendered by Ernst & Young LLP were compatible with maintaining Ernst & Young LLP’s independence as the independent registered public accounting firm of Calix’s consolidated financial statements and concluded that they were. All of the services described above for 2015 with respect to tax fees and all other fees were pre-approved by our Audit Committee under its pre-approval policy. In 2015 and 2014, KPMG provided certain tax consulting services to our China subsidiary. The Audit Committee has concluded that these non-audit services provided by KPMG were compatible with maintaining the independence of KPMG.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING
DECEMBER 31, 2016.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table presents information as to the beneficial ownership of our common stock as of March 14, 2016 for:

- each stockholder known by us to be the beneficial owner of more than 5% of our common stock;
- each of our directors;
- each NEO as set forth in the summary compensation table below; and
- all current executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of March 14, 2016 and restricted stock units ("RSUs"), that vest within 60 days of March 14, 2016, are deemed to be outstanding and to be beneficially owned by the person holding the options or RSUs for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Percentage ownership of our common stock in the table is based on 47,845,587 shares of our common stock outstanding (exclusive of treasury shares) on March 14, 2016. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Calix, Inc., 1035 N. McDowell Boulevard, Petaluma, California 94954.

	Shares of Common Stock Beneficially Owned (1)					
Name of Beneficial Owner	Common Stock		Options Exercisable Within 60 Days	RSUs Vesting Within 60 Days	Number of Shares Beneficially Owned	Percent
5% Stockholder:						
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	3,538,369	(2)	—	—	3,538,369	7.4%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	2,858,597	(3)	—	—	2,858,597	6.0%
Alyeska Investment Group, L.P. 77 West Wacker Drive, 7th Floor Chicago, IL 60601	2,662,831	(4)	—	—	2,662,831	5.6%
Lapides Asset Management, LLC. 500 West Putnam Avenue Greenwich, CT 06830	2,602,100	(5)	—	—	2,602,100	5.4%
Non-Employee Directors:						
Don Listwin	502,778		7,500	—	510,278	1.1%
Michael Everett	74,483		10,000	—	84,483	*
Michael Flynn	74,659		12,500	—	87,159	*
Adam Grosser	46,362		16,250	—	62,612	*
Michael Matthews	44,662		12,500	—	57,162	*
Thomas Pardun	44,322		11,750	—	56,072	*
Kevin Peters	—		—	—	—	*
Kevin DeNuccio	81,557		—	—	81,557	*
Christopher Bowick	8,061		—	—	8,061	*
Named Executive Officers:						
Carl Russo	6,041,520	(6)	325,833	—	6,367,353	13.2%

William Atkins	3,758	168,750	—	172,508	*
Andy Lockhart	28,753	311,458	—	340,211	*
John Colvin	162,213	47,520	—	209,733	*
All Current Directors and Executive Officers as a Group (13 persons)	7,113,128	924,061	—	8,037,189	16.5%

* Represents beneficial ownership of less than one percent of the outstanding shares of common stock.

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(1) Shares shown in the table above include shares held in the beneficial owner's name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner's account.

(2) The information was based on a Schedule 13G/A filed with the SEC on January 26, 2016 by BlackRock, Inc. BlackRock, Inc. has sole voting over 3,384,309 shares, dispositive power over 3,538,369 shares and shared voting and dispositive power over 0 shares. The shares reported as being beneficially held by BlackRock, Inc. may be held by one or more of its subsidiaries: BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Schweiz AG, BlackRock Fund Advisors, BlackRock Institutional Trust Company, N.A., BlackRock International Limited, or BlackRock Investment Management, LLC.

(3) The information was based on a Schedule 13G filed with the SEC on February 10, 2016 by The Vanguard Group. The shares reported as being beneficially held by The Vanguard Group include 52,905 shares held by Vanguard Fiduciary Trust Company and 2,500 shares held by Vanguard Investments Australia, Ltd., both wholly-owned subsidiaries. The Vanguard Group has sole voting power over 55,405 shares, sole dispositive power over 2,805,692 shares and shared dispositive power over 52,905 shares.

(4) The information was based on a Schedule 13G filed with the SEC on February 16, 2016 by Alyeska Investment Group, L.P., Alyeska Investment Group, LLC, Aleyska Fund 2 GP, LLC and Anand Parekh. Alyeska Investment Group, L.P., Alyeska Investment Group, LLC, Aleyska Fund 2 GP, LLC and Anand Parekh have shared voting and dispositive power over 2,662,831 shares.

(5) The information was based on a Schedule 13G/A filed with the SEC on March 10, 2016 by Lapides Asset Management, LLC. Lapides Asset Management, LLC has sole voting power over 2,329,700 shares and sole dispositive power over 2,602,100 shares.

(6) Includes 2,239,188 shares held by The Crescentico Trust, Carl Russo, Trustee; 275,633 shares held by Equanimous Investments and 284,653 shares held by Calgrat Partners, L.P. The managing members of Equanimous Investments are Carl Russo and Tim Pasquinelli. The managing partner of Calgrat Partners, L.P. is Tim Pasquinelli. These individuals may be deemed to have shared voting and investment power over the shares held by Equanimous Investments and Calgrat Partners, as applicable. Each of these individuals disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein. The address of each of The Crescentico Trust, Equanimous Investments and Calgrat Partners, L.P. is 1960 The Alameda #150, San Jose, California 95126.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. We believe that during the fiscal year 2015, our directors and Section 16 officers complied with all Section 16(a) filing requirements, except as to one late Form 4 for each of our directors to report the annual equity grant for such directors following our 2015 annual meeting of stockholders. In making the above statements, we have relied upon the written representations of our directors and Section 16 officers.

CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines for Calix ("Guidelines"). A copy of the Guidelines is available in the "Corporate Governance" section of our website at http://investor-relations.calix.com/. Calix intends to disclose any future amendments to the Guidelines on this section of its website.

Code of Business Conduct and Ethics

Calix has adopted a Code of Business Conduct and Ethics, which is applicable to our directors and employees, including our principal executive officer, principal financial officer, and persons performing similar functions. A copy of the Code of Business Conduct and Ethics is available in the "Corporate Governance" section of our website at http://investor-relations.calix.com/. Calix will also post on this section of its website any amendment to the Code of Business Conduct and Ethics, as well as any waivers of the Code of Business Conduct and Ethics, which are required to be disclosed by the rules of the Securities and Exchange Commission ("SEC") or The New York Stock Exchange ("NYSE").

Leadership Structure of the Board

Under Calix's bylaws, the Board appoints Calix's officers, including the chief executive officer. The Board does not have a policy on whether the role of the chairman and chief executive officer should be separate and, if it is to be separate, whether the chairman should be selected from the non-employee directors or be an employee and if it is to be combined, whether a lead independent director should be selected. However, the Board is committed to good corporate governance practices and values independent board oversight as an essential component of strong corporate performance. For example, nine of Calix's ten directors during 2015 qualified as independent according to the rules and regulations of the NYSE. On at least an annual basis, the Board undertakes a review of the independence of each director and considers whether any director has a material relationship with Calix that could compromise his ability to exercise independent judgment in carrying out his responsibilities. As a result of this review, the Board determined on February 2, 2016 that each of Messrs. Bowick, DeNuccio, Everett, Flynn, Grosser, Listwin, Matthews, Pardun, and Peters, representing nine of Calix's ten current directors, are independent directors as defined under the listing requirements of the NYSE, constituting at least a majority of independent directors of the Board as required by the NYSE rules. In addition, Calix's corporate governance guidelines require that the directors meet in executive session without

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management directors or management present on a regularly scheduled basis, but not less than two times a year. Calix’s nominating and corporate governance committee periodically reviews and recommends to the Board the leadership structure of the Board. Currently, Calix separates the roles of chief executive officer and chairman in recognition of the differences between the two roles. The chief executive officer is responsible for setting the strategic direction for, and the day-to-day leadership and performance of, Calix, while the chairman provides guidance to the chief executive officer and management, sets the agenda for Board meetings and presides over meetings of the full Board. Mr. Russo, Calix’s chief executive officer and a director, is an employee of Calix and is therefore not “independent” under the rules of the NYSE. Mr. Listwin, Calix’s chairman, is an independent director, as defined under the rules of the NYSE. The Board believes that the current board leadership structure is best for Calix and its stockholders at this time.

Oversight of Risk Management

The Board has an active role, as a whole and also at the committee level, in overseeing management of Calix’s risks. The Board is responsible for general oversight of risks and regularly reviews information regarding Calix’s risks, including credit risks, liquidity risks and operational risks. The compensation committee of the Board is responsible for overseeing the management of risks relating to Calix’s executive compensation plans and arrangements. The audit committee of the Board is responsible for overseeing management of Calix’s risks relating to accounting matters, financial reporting and legal and regulatory compliance. The nominating and corporate governance committee of the Board is responsible for overseeing management of Calix’s risks associated with the independence of the Board and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about such risks.

Board Committees

Calix’s board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee, each of which have the composition and responsibilities described below.

Audit Committee

Currently, Calix's audit committee comprises Messrs. Everett, Matthews and Pardun, each of whom is a non-employee member of the Board. Mr. Everett is the audit committee chairman and is the audit committee financial expert, as currently defined under the SEC rules. The Board has determined that each director serving on the audit committee is independent within the meaning of the NYSE listing standards.

Calix's audit committee has been established in accordance with Section 3(a)(58)(A) of the Exchange Act. Calix’s audit committee oversees its corporate accounting and financial reporting process. Among other matters, the audit committee: evaluates the independent registered public accounting firm’s qualifications, independence and performance; determines the engagement of the independent registered public accounting firm; reviews and approves the scope of the annual audit and the audit fee; discusses with management and the independent registered public accounting firm the results of the annual audit and the review of Calix’s quarterly consolidated financial statements; approves the retention of the independent registered public accounting firm to perform any proposed permissible non-audit services; monitors the rotation of partners of the independent registered public accounting firm on Calix’s engagement team as required by law; reviews Calix’s critical accounting policies and estimates; oversees the internal audit function and annually reviews the audit committee charter and the committee’s performance. The audit committee operates under a written charter that satisfies the applicable standards of the SEC and the NYSE. A copy of the audit committee charter is available in the “Corporate Governance” section of our website at http://investor-relations.calix.com.

Compensation Committee

Currently the members of Calix's compensation committee are Messrs. Flynn, Bowick and Listwin, each of whom is a non-employee member of the Board. Mr. Flynn is the compensation committee chairman. The Board has determined that each director serving on the compensation committee is independent within the meaning of the NYSE listing standards.

Calix’s compensation committee reviews and recommends policies relating to compensation and benefits of Calix executive officers and employees. The compensation committee reviews and approves corporate goals and objectives relevant to compensation of the chief executive officer and other executive officers, evaluates the performance of these officers in light of those goals and objectives, and sets the compensation of these officers based on such evaluations. The compensation committee also administers the issuance of stock options and other awards under Calix stock plans. The compensation committee reviews and evaluates, at least annually, the performance of the compensation committee and its members, including compliance of the compensation committee with its charter. In fulfilling its responsibilities, the compensation committee may delegate any or all of its responsibilities to a subcommittee of the compensation committee, but only to the extent consistent with Calix's certificate of incorporation and bylaws, Section 162(m) of the Internal Revenue Code of 1986 (to the extent applicable), NYSE rules and other applicable law. The compensation committee operates under a written charter that satisfies the applicable standards of the SEC and the NYSE. A copy of the compensation committee charter is available in the "Corporate Governance" section of our website at http://investor-relations.calix.com.

Nominating and Corporate Governance Committee

Calix's nominating and corporate governance committee currently consists of Messrs. Listwin, Peters and Flynn, each of whom is a non-employee member of the Board. Mr. Listwin is the chairman of the nominating and corporate governance committee. The Board has

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determined that each of the directors serving on the nominating and corporate governance committee is independent within the meaning of the NYSE listing standards.

The nominating and corporate governance committee is responsible for making recommendations regarding candidates for directorships and the size and composition of the Board. In addition, the nominating and corporate governance committee is responsible for overseeing Calix's corporate governance guidelines and reporting and making recommendations concerning governance matters. The nominating and corporate governance committee operates under a written charter that satisfies the applicable standards of the SEC and the NYSE. A copy of the nominating and corporate governance committee charter is available in the "Corporate Governance" section of our website at http://investor-relations.calix.com.

Calix's nominating and corporate governance committee is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. Calix does not have a formal diversity policy, but does consider diversity to be a relevant consideration in the process of evaluating and identifying director candidates. To that end, in evaluating the suitability of individual candidates (both new candidates and current board members), the nominating and corporate governance committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, takes into account many factors, including: diversity of personal background, perspective and experience; personal and professional integrity, ethics and values; experience in corporate management, operations or finance, such as serving as an officer or former officer of a publicly-held company; experience in Calix's industry and with relevant social policy concerns; experience as a board member of another publicly-held company; academic expertise in an area of Calix's operations; diversity of business or career experience relevant to the success of Calix; and practical and mature business judgment. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas. Calix has from time to time engaged a third party executive search agency to identify, evaluate and assist in identifying potential nominees, and may engage such agencies in the future.

The policy of the nominating and corporate governance committee is to consider properly submitted director candidates recommended by stockholders. For a stockholder to make any nomination for election to the Board at an annual meeting, the stockholder must provide notice to Calix, which must be received at Calix's principal executive offices not less than 90 days and not more than 120 days prior to the one-year anniversary of the preceding year's annual meeting; provided, that if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, the stockholder's notice must be delivered not later than 90 days prior to the date of the annual meeting or, if later, the 10th day following the date on which public disclosure of the date of such annual meeting is made. Further updates and supplements to such notice may be required at the times and in the forms required under our bylaws. As set forth in our bylaws, submissions must include the name and address of the proposed nominee, information regarding the proposed nominee that is required to be disclosed in a proxy statement or other filings in a contested election under Section 14(a) of the Exchange Act, information regarding the proposed nominee's indirect and direct interests in shares of Calix's common stock, and a completed and signed questionnaire, representation and agreement of the proposed nominee. Our bylaws also specify further requirements as to the form and content of a stockholder's notice. We recommend that any stockholder wishing to make a nomination for director review a copy of our bylaws, as amended and restated to date, which is available, without charge, from our Corporate Secretary, at 1035 N. McDowell Boulevard, Petaluma California 94954. The presiding officer at the applicable annual meeting may, if the facts warrant, determine that a nomination was not properly made in accordance with the foregoing, in which case the defective nomination may be disregarded.

Each of our nominees for director was elected to the Board at our 2013 Annual Meeting of Stockholders and was recommended to the Board by the nominating and corporate governance committee based on the committee's evaluation as set forth above.

Meetings of the Board, Board and Committee Member Attendance and Annual Meeting Attendance

Our Board met seven times during fiscal year 2015. The audit committee of the Board met eight times, the compensation committee of the Board met six times and the nominating and corporate governance committee of the

Board met four times during fiscal year 2015. During 2015, each continuing Board member and nominee attended 75% or more of the aggregate of the meetings of the Board and of the committees on which he served.

We encourage our directors to attend our annual meetings of stockholders. All of our directors attended our 2015 annual meeting of stockholders on May 20, 2015.

Compensation Committee Interlocks and Insider Participation

Each of Messrs. Flynn and Listwin served on Calix's compensation committee for the entirety of 2015. Mr. Bowick replaced Mr. DeNuccio as a member of the compensation committee on January 27, 2015. None of the members of Calix's compensation committee is or was at any time during 2015 an officer or employee of Calix, was formerly an officer of Calix, or has engaged in certain related transactions with Calix, as required to be disclosed by SEC regulations. None of Calix's executive officers currently serves or in the past year has served as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving on Calix's Board or compensation committee.

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Risk Assessment and Compensation Practices

Calix’s management assessed, with input from outside consultants, and discussed with the compensation committee Calix’s compensation policies and practices for its employees as they relate to risk management. Based upon this assessment, Calix believes that any risks arising from such policies and practices are not reasonably likely to have a material adverse effect on Calix in the future.

Calix’s employees’ base salaries are fixed in amount and thus Calix does not believe that they encourage excessive risk-taking. While performance-based cash bonuses and sales commissions focus on achievement of short-term or annual goals, which may encourage the taking of short-term risks at the expense of long-term results, Calix believes that its internal controls help mitigate this risk and Calix’s performance-based cash bonuses and sales commissions are limited, representing a small portion of the total compensation opportunities available to most employees. Calix also believes that its performance-based cash bonuses and sales commissions appropriately balance risk and the desire to focus employees on specific short-term goals important to our success, and do not encourage unnecessary or excessive risk taking.

A significant proportion of the compensation provided to Calix employees, is in the form of long-term equity-based incentives that are important to help further align Calix’s employees’ interests with those of its stockholders. Calix does not believe that these equity-based incentives encourage unnecessary or excessive risk taking because their ultimate value is tied to Calix’s stock price.

The statements regarding the risks arising from Calix’s compensation policies and practices contain forward-looking statements that involve substantial risks and uncertainties. Calix has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that Calix believes may affect its financial condition, results of operations, business strategy and financial needs.

Communications with the Board

All interested parties may communicate with the Board or any specified individual directors. Such correspondence should be sent to the attention of Calix's Corporate Secretary, at 1035 N. McDowell Boulevard, Petaluma, California 94954. Calix's Corporate Secretary will forward the communication to the Board members.

DIRECTOR COMPENSATION

Cash Compensation

Members of the Board who are employees of Calix do not receive any additional compensation for their services as directors. Under Calix's Non-Employee Director Cash Compensation Policy, directors who were not employed by Calix or one of our affiliates received the following cash retainers for their service on the Board (including service on committees of the Board) during 2015:

	Amount
Base Retainer	$40,000
Board and Committee Chair Service Premiums (in addition to Base Retainer)	
Board Chair	40,000
Audit Committee Chair	35,000
Compensation Committee Chair	20,000
Nominating & Corporate Governance Committee Chair	10,000
Non-Chair Committee Service Premiums (in addition to Base Retainer)	
Audit Committee	10,000
Compensation Committee	7,500
Nominating & Corporate Governance Committee	5,000

Equity Compensation

Under our Non-Employee Director Equity Compensation Policy, as last amended in April 2014, non-employee directors will automatically be granted RSUs valued at $200,000 (based on the per share closing price of our common stock on the date such director commences service) upon their election or appointment to the Board. The initial grants vest as to one-third of the RSUs on each anniversary of the date of grant, subject to continued service to Calix through each applicable vesting date, such that 100% of the RSUs will be vested on the third anniversary of the date of grant.

Each director who is a non-employee director immediately following each annual meeting of stockholders (provided that such director has served as a director for at least six months prior to such date) will also automatically be granted RSUs valued at $120,000 (based on the per share closing price of our common stock on the date of such annual meeting of stockholders). The annual grants vest as to 100% of the RSUs on the day immediately prior to the date of the next annual meeting of stockholders following the date of grant, subject to continued service to Calix through the applicable vesting date.

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Members of the Board who are Calix employees and who subsequently terminate employment with Calix and remain on the Board are not eligible for initial grants of RSUs but are eligible, after termination of employment with Calix, for annual grants of RSUs.

All options, RSUs and other equity awards held by a non-employee director, regardless of when granted, automatically accelerate in the event of a change in control of Calix.

Other Arrangements

We reimburse non-employee directors for travel, lodging and other expenses incurred in connection with their attendance at Board and committee meetings.

Director Compensation Table

The following table sets forth information regarding compensation earned by our non-employee directors during the year ended December 31, 2015.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	Total ($)
Don Listwin	$97,500	$119,997	$217,497
Michael Everett	75,374	119,997	195,371
Michael Flynn	65,000	119,997	184,997
Adam Grosser	40,000	119,997	159,997
Thomas Pardun	50,000	119,997	169,997
Michael Matthews	50,000	119,997	169,997
Kevin DeNuccio	40,560	119,997	160,557
Christopher Bowick	46,940	119,997	166,937
Kevin Peters	44,626	119,997	164,623

(1) Amounts reflect the grant date fair value of RSUs granted in 2015 calculated in accordance with ASC Topic 718 for share-based payment transactions and exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of the assumptions used in the valuations of the RSUs, see Note 8 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015. We value RSUs at the closing market price of our common stock on the date of grant.

As of December 31, 2015, outstanding options and RSUs held by our non-employee directors were as follows:

Name	Stock Options Outstanding (#)	Restricted Stock Units That Have Not Vested (#)
Don Listwin	7,500	15,404
Michael Everett	10,000	15,404
Michael Flynn	12,500	15,404
Adam Grosser	16,250	15,404
Thomas Pardun	14,185	15,404
Michael Matthews	12,500	15,404
Kevin DeNuccio	—	15,404
Christopher Bowick	—	31,526
Kevin Peters	—	30,607

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

Our compensation and benefits programs reflect our philosophy of paying all of our employees, including our named executive officers ("NEOs"), in ways that support two primary objectives:

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- attract, reward and retain exceptional talent in the markets in which we operate
- identify and reward outstanding performance that reflects Calix principles and values and aligns with long-term shareholder value creation

To help us achieve these objectives, a significant portion of our NEO's compensation is at risk with significant upside potential for strong performance, as well as downside exposure for underperformance. NEOs with greater responsibilities and the ability to directly impact our company's goals and long-term results bear a greater proportion of the risk if these goals and results are not achieved.

The following discussion describes and analyzes our compensation objectives and policies, as well as the material components of our compensation program for our NEOs during 2015. Our NEOs for 2015 were:

- Carl Russo, President and Chief Executive Officer
- William Atkins, Executive Vice President and Chief Financial Officer
- John Colvin, Senior Vice President, North American Sales
- Andy Lockhart, Senior Vice President, International Sales

Compensation Philosophy and Process

We strive to find the best talent, resources and infrastructure to serve our customers and strategically expand our product portfolio. Our goal is to attract and retain highly qualified executives to manage and oversee each of our business functions. We seek out individuals who we believe will be able to contribute to our business and our vision of future success, culture, principles and values, and who will promote the long-term interests and growth of our company. Our compensation philosophy is intended to promote a team-oriented approach to performance as a portion of each NEO's incentive compensation is based on achievement against the same performance objectives as our broad-based incentive plan. In 2015, all employees were provided with the same health, welfare and retirement benefits as the executives.

Our compensation programs aim to achieve the following:

- foster a goal-oriented, highly talented leadership team with a clear understanding of business objectives and shared corporate principles and values
- allocate our resources effectively in the development and selling of market-leading technology and products
- control costs in our business to maximize our efficiency
- ensure that the elements of compensation provided to our employees and executives are balanced, individually and in combination, and do not encourage excessive risk-taking
- reflect the competitive environment of our industry and our changing business needs
- enable us to attract, retain and drive a world-class leadership team
- maintain pay parity and fair compensation practices across our organization

In furtherance of these goals, our compensation programs are designed to:

- be market competitive by targeting compensation at approximately the 50th percentile of our peer group
- emphasize pay for performance
- share risks and rewards with our stockholders
- align the interests of our employees and executives with those of our stockholders
- reflect our principles and values

Our compensation program in 2015 consisted of the following components:

- base salary
- potential cash bonuses
- sales commissions (for sales employees only)
- equity-based incentives
- health, welfare and retirement benefits

In July 2015, our Compensation Committee conducted a review of our executive compensation program with its independent compensation consultants from Radford Consulting (“Radford”), including a review of our pay philosophy, compensation mix, short and long-term incentive plan structures, equity plan risk assessment and severance policy, and concluded that our executive compensation program was consistent with market practice. In reaching this conclusion, the Compensation Committee, in consultation with Radford, also reviewed best practices guidelines issued by proxy advisory firms.

Stockholder Advisory Vote on Executive Compensation

We hold an advisory, non-binding stockholder vote on executive compensation every year. At our 2015 Annual Meeting of Stockholders, our stockholders voted to approve the compensation of our NEOs, with approval of over 93.8% of the votes cast. The

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Compensation Committee reviewed these voting results along with the results in the last two years, noting the strong level of our stockholders' support for our NEO's compensation. The Committee also reviewed our compensation programs with Radford and management, including consideration of best practices guidelines issued by proxy advisory firms. Following review, the Compensation Committee determined not to implement any additional changes to our executive compensation programs in 2015. The Compensation Committee regularly reviews executive compensation programs, in conjunction with Radford, and makes changes it determines are appropriate, including the change in December 2014 to utilize performance-based equity incentive awards that vest over a longer term as discussed in the Equity-Based Incentives section below. The Compensation Committee intends to continue to take into consideration the outcome of our stockholders' future advisory “say on pay” votes when making future compensation decisions for the NEOs.

Role of Our Compensation Committee

Our Compensation Committee approves and interprets our executive compensation and benefit plans and policies. The Compensation Committee is appointed by the Board and consists entirely of directors who are outside directors for purposes of Section 162(m) of the Internal Revenue Code and non-employee directors for purposes of Rule 16b-3 of the Exchange Act. In 2015, our Compensation Committee determined the compensation for all of our NEOs. Our Chief Executive Officer evaluates each other NEO's individual performance and contributions to our Company for each fiscal year and reports his recommendations regarding each element of the other NEOs' compensation to the Compensation Committee. Our Chief Executive Officer does not participate in any formal discussion with the Compensation Committee regarding decisions on his own compensation and he recuses himself from meetings when his compensation is being discussed.

Competitive Market Review

The market for experienced management is highly competitive in our industry. We strive to attract and retain highly qualified executives to manage each of our business functions. In doing so, we draw upon a pool of talent that is highly sought after by both large and established broadband communications equipment companies in our geographic area and by other competitive companies in development or early stage phases. Established organizations in our industry seek to recruit top talent from emerging companies in the sector just as smaller organizations look to attract and retain the best talent from the industry as a whole. We also compete for key talent on the basis of: our vision of future success; our culture and values; the cohesiveness and productivity of our teams; and the excellence of our technical and management staff. The competition for technical and non-technical skills is aggressive across the sector and we expect it to remain high for the foreseeable future. Our Compensation Committee targets our NEO's total compensation at the 50th percentile of our peer group of companies.

Our Compensation Committee determines compensation for our NEOs, in large part based upon our financial resources, as well as competitive market data. In setting executive compensation for 2015, our Compensation Committee conducted a review of our NEOs’ compensation, as well as the mix of elements used to compensate our NEOs, and compared that information with data provided by Radford, as discussed below.

Our 2015 peer group criteria consists of competitor companies within the telecommunications industry with revenues between $200 million and $1 billion and market capitalizations between $200 million and $2 billion. Our 2015 peer group was set by the Compensation Committee based on recommendations from Radford, consideration of ISS and Glass Lewis peer group criteria, and discussion with management. Although Brocade, Ciena and Riverbed are above $1 billion in revenue, the Committee determined to retain these companies in our 2015 peer group because their market capitalization remain within range for our peer group. Our 2015 peer group consisted of the following companies:

- ADTRAN, Inc.
- Aruba Networks
- Brocade Communications Systems, Inc.
- Ciena Corporation
- Digi International Inc.
- Emulex Corporation
- Extreme Networks
- InterDigital, Inc.
- Ixia
- NetScout Systems, Inc.
- Oplink Communications, Inc.
- QLogic Corporation
- Riverbed Technology, Inc.
- Ruckus Wireless, Inc.

- Harmonic Inc.
- Infinera Corporation
- ShoreTel, Inc.
- Sonus Networks, Inc.

Calix's revenues and market cap were between the 20^{th} and 30^{th} percentiles of our 2015 peer group. Total target cash compensation for the NEOs was at the 50^{th} percentile of our 2015 peer group, when looking at the group in the aggregate. Our NEOs did not receive any equity-based incentive compensation in 2015 due to grants received in December 2014 as discussed below. We determine our approximate position relative to the appropriate market benchmark by comparing our practices and levels: by target annual cash compensation, which includes base salary, target annual incentive opportunity; and by total direct compensation, which includes target cash compensation and equity compensation.

During 2015, the Compensation Committee continued to engage Radford as its independent executive compensation consultant. Radford was hired directly by our Compensation Committee and works with management only at our Compensation Committee's direction to interpret results, make recommendations and assist in setting compensation levels for our executive officers. After review and consultation with Radford, the Compensation Committee determined that Radford is independent and that there is no conflict of interest resulting from retaining Radford currently or during 2015.

Weighting of Elements in our Compensation Program

The use and weight of each compensation element is based on a subjective determination by the Compensation Committee of the importance of each element in meeting our overall corporate objectives for each year and taking into consideration assessments of our compensation program, including an assessment of compensation program risk, conducted by Radford for the Committee. We put a significant amount of each NEO's total potential compensation, including compensation derived from the vesting of outstanding RSUs, “at risk” based on the performance of our company.

Chief Executive Officer Compensation

In January of 2012, the Compensation Committee determined to adjust Mr. Russo's cash compensation to reflect market practices, our internal compensation practices for other NEOs and to be competitive relative to our peer group companies. In 2012, Mr. Russo's base salary was increased to $500,000 per year and he was given a performance bonus target equal to 100% of his annual base salary. In 2015, Mr. Russo’s base salary and performance bonus target were the same as 2012, and Mr. Russo’s 2015 total target direct compensation is at the 25th percentile of our peer group of companies. In addition, Mr. Russo was not granted any equity awards during 2015.

Base Salary

Base salary reflects the experience, skills, knowledge and responsibilities of each NEO, as well as competitive market conditions. Our Compensation Committee, in consultation with Radford, has determined that base salaries should be targeted at the 50th percentile of our peer group of companies.

The table below sets forth the 2015 base salary set for each NEO by our Compensation Committee.

Name of Executive Officer	2015 Base Salary (1)	Percentile Position as compared to the 2015 Peer Group
Carl Russo	$500,000	At the 50th percentile
William Atkins	313,500	Between 25th and 50th percentile
Andy Lockhart (2)	286,255	Above 75th percentile
John Colvin	280,908	Above 75th percentile

(1) Prior to March 29, 2015, Messrs. Atkins, Lockhart and Colvin had annual base salaries of $300,000, $280,642 and $275,400, respectively.

(2) Mr. Lockhart salary is set in British pounds. Base salary amounts disclosed for Mr. Lockhart were converted to US dollars using an average exchange ratio for 2015 of £1 to US$ 1.52855.

The base salaries of our NEOs are reviewed on an annual basis, and our Compensation Committee intends to make adjustments to reflect performance-based factors as well as competitive conditions.

Cash Incentive Compensation

During 2015, we maintained a cash incentive plan in which our NEOs participated. In connection with the cash incentive plan, our Compensation Committee establishes target bonus opportunities for each of our NEOs. In addition, given their roles leading our sales organizations, Messrs. Colvin and Lockhart participate in our Global Incentive Compensation Plan, which provide for sales-based incentive compensation in the form of sales commissions and similar incentive payments. In establishing the target sales-based incentive plan opportunities and plan structure for Messrs. Colvin and Lockhart, the Compensation Committee consults with Radford to align the plan to standard market practices. Sales-based incentive compensation is paid monthly based upon achievement of target criteria.

Even though our Compensation Committee has established target bonus opportunities for each of the NEOs, once our corporate performance goals are achieved and the cash incentive compensation pool is funded, our Compensation Committee retains discretion to adjust cash incentive compensation paid to each individual up or down based upon assessment of individual performance by the Committee, including upon consultation with Mr. Russo (except as to Mr. Russo’s compensation).

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After its review of cash incentive compensation levels at our peer group of companies and, other than with respect to his own compensation, based upon our chief executive officer's recommendation, our Compensation Committee established our NEO's 2015 target cash incentive compensation opportunities as follows:

Named Executive Officer	Target Cash Incentive Plan Opportunity	Target Cash Incentive Plan Opportunity as a Percentage of Base Salary	Target Sales-Based Incentive Plan Opportunity	Total Target Cash Incentive Compensation Opportunity
Carl Russo	$500,000	100%	$ —	$500,000
William Atkins	156,750	50%	—	156,750
Andy Lockhart (1)	89,229	32%	147,696	236,925
John Colvin (2)	85,000	31%	145,000	230,000

(1) Target sales-based incentive for Mr. Lockhart represents approximately 52% of his base salary, which aligns his total cash compensation opportunity between the 25th and 50th percentile at our peer group of companies for similar executives. Amounts for Mr. Lockhart are set in British pounds and were converted to US dollars using an average exchange ratio for 2015 of £1 to US$ 1.52855.

(2) Target sales-based incentive for Mr. Colvin is approximately 52% of his base salary, which aligns his total cash compensation opportunity between the 50th and 75th percentile at our peer group of companies for similar executives.

The cash incentive plan provides for a cash incentive compensation pool to be funded based upon the achievement of both revenue and non-GAAP net income (loss) goals on a quarterly basis. Both goals must be met or exceeded in order for the cash incentive compensation plan to fund, although the Compensation Committee retains discretion over whether or not the plan is funded quarter over quarter. Non-GAAP net income (loss), for the purposes of the cash incentive plan, is calculated as net income on a GAAP basis less non-cash stock-based compensation, amortization of certain acquisition-related intangible assets, and non-recurring acquisition-related costs.

These performance metrics were selected because the Compensation Committee believes that revenue-oriented targets continue to be a key measure of superior operational performance at this stage of our development. The non-GAAP net income (loss) component mitigates risks of revenue generation activities at the expense of achieving budgeted profitability. The Compensation Committee believes that the use of these targets incentivizes long-term shareholder value.

Our Board of Directors establishes targets for our quarterly corporate goals based on a financial budgets and information prepared by management. In general, in order for the cash incentive compensation pool to be funded, both the revenue and non-GAAP net income (loss) targets need to be achieved for that particular quarter.

Based on our achievement against the cash incentive plan quarterly targets for 2015, our NEOs achieved 75% of the total targeted cash incentive plan payout for fiscal year 2015. The table below sets forth the targets for each of the corporate performance goals (in thousands) and our achievement of the goals for each quarter of 2015.

Fiscal Quarter	Target		Achievement		Cash Incentive Plan as a Percent of Target
	Revenue	Non-GAAP Net Income (Loss) (2)	Revenue	Non-GAAP Net Income (Loss) (2)	
First quarter (1)	$91,000	$(2,200)	$91,038	$(3,438)	100.00%
Second quarter	98,000	(152)	99,129	3,254	100.00%
Third quarter	112,008	6,272	112,297	8,258	100.00%
Fourth quarter	120,000	2,857	104,999	(1,669)	—%

(1) Although we did not achieve our non-GAAP net income (loss) target for the first quarter of 2015, our Compensation Committee exercised discretion to allow the funding of the first quarter cash incentive pool for employees, including Messrs. Colvin and Lockhart, but excluding Messrs. Russo and Atkins. As a result, Messrs. Colvin and Lockhart received a cash incentive plan payout for the first quarter of 2015 at 100% of target.

(2) Reconciliation of these non-GAAP amounts to GAAP is provided in Appendix A.

Mr. Russo provides input to the Compensation Committee in connection with the determination of individual performance for NEOs other than himself. As noted above, the Committee exercised its discretion with respect to the first quarter cash incentive plan payout for Messrs. Colvin and Lockhart. In exercising this discretion, the Committee considered the individual contributions by Messrs. Colvin and Lockhart in achievement of the revenue target for the first quarter.

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The table below sets forth the total cash incentive compensation, including sales-based incentive compensation, paid to each NEO for 2015.

Named Executive Officer	Total Target Cash Incentive Compensation Opportunity	Payouts Under Cash Incentive Plan	Payouts Under Sales-Based Incentive Plan	Total Payouts of Cash Incentive Compensation
Carl Russo	$500,000	$250,000	$—	$250,000
William Atkins	156,750	78,375	—	78,375
Andy Lockhart (1)	236,925	66,922	113,449	180,371
John Colvin (2)	230,000	63,750	149,086	212,836

(1) Mr. Lockhart is responsible for international sales and had quotas to drive revenue growth that our Compensation Committee determined would be challenging and require above average effort to achieve. Mr. Lockhart achieved at 76.8% of target for sales-based incentive compensation. Amounts for Mr. Lockhart are set in British pounds and were converted to US dollars using an average exchange ratio for 2015 of £1 to US$ 1.52855.

(2) Mr. Colvin is responsible for North American sales and had quotas to drive revenue growth that our Compensation Committee determined would be challenging and require above average effort to achieve. Mr. Colvin achieved at 102.8% of target for sales-based incentive compensation.

Our NEOs participate in a similar executive incentive plans for fiscal 2016.

Discretionary Bonuses

Our Compensation Committee may also choose to award discretionary bonuses from time to time. In January 2015, our Compensation Committee approved a one-time discretionary payment of $105,889 to Mr. Lockhart related to an agreed minimum bonus for a previous year.

Equity-Based Incentives

We believe that strong long-term corporate performance is achieved with a corporate culture that encourages long-term performance by our NEOs through the use of stock-based awards. Our equity incentive plans have been established to provide our NEOs with stock-based incentives to align their interests with the interests of our stockholders.

Our equity incentive plans have enabled our NEOs to acquire equity or equity-linked interests in Calix. The Compensation Committee grants equity awards to key executives (including our NEOs) so that they have the opportunity to participate in the long-term appreciation of our stock value, while reducing or eliminating the economic benefit of such awards in the event we do not perform well. Additionally, our equity awards provide an important retention tool for our NEOs, as they are typically subject to vesting over an extended period of time.

Historically, we have provided annual grants of stock-based awards to our NEOs under our 2010 Equity Incentive Award Plan. Currently, most key employees, including our NEOs, receive a new hire RSU or stock option grant subject to a four-year vesting period. Prior to July 2015, RSU grants generally vest as to 25% after the first twelve months of service and in equal annual installments thereafter with a full vest in four years, subject to continued service through each vesting date; stock options grants generally vest with 25% vesting after the first twelve months of service and the remainder vesting ratably each month thereafter over the next three years. Beginning July 2015, RSU grants vest as to 25% after the first twelve months of service and in equal quarterly installments thereafter with a full vest in four years, subject to continued service through each vesting date. Subsequent RSU or stock option grants may be granted at the discretion of the Compensation Committee, in recognition of a promotion or extraordinary performance, or as refresh grants to continue to incentivize future performance.

The size and terms of the initial option or RSU grant made to each new NEO upon joining Calix is primarily based on competitive conditions applicable to the NEO's specific position and the value of unvested equity the executive is leaving at his or her prior company. In addition, we consider the number of shares of our common stock underlying options and RSUs granted to other executives in comparable positions within our company.

We utilize awards under our 2010 Equity Incentive Award Plan to provide for long-term incentive awards. In recent years, we added performance-based equity awards, including awards of performance-based equity incentive awards that are based on our total stockholder return, or TSR, performance relative to peer group TSR performance. Since 2012 we have granted performance-based equity awards to our NEOs under this TSR program. We believe that our TSR equity incentive awards serve to retain key executives, facilitate executive stock ownership, and align executive performance with short- and long-term shareholder interests through the relative performance of our stock against our financial peer group.

We also expect that the annual award of TSR equity incentive awards drive our NEOs to sustain maximum stock price performance against our financial peer group. None of the performance shares granted under our TSR equity incentive award program will vest if Calix's TSR is below the 30th percentile of our financial peer group for two-year and three-year measurement periods. In addition, the performance shares may vest at up to 200% of the target shares if Calix's TSR is above the 90th percentile of our financial peer group. Where Calix's TSR is negative, the maximum payout of performance shares will be limited to 100% of target, even if Calix's TSR is above that of our financial peer group. We believe these criteria align our equity awards with long-term stockholder interests. The size of awards under our TSR program is determined in consultation with Radford and targeted at the values provided by our peer group companies for similarly situated executives.

The performance share units granted in February 2013 under our TSR program vest based on the relative TSR of our common stock over a three-year performance period beginning January 1, 2013 and ending December 31, 2015, with the first tranche consisting of two-thirds of the target shares vesting based on a measurement period of January 1, 2013 through December 31, 2014 and the second tranche consisting of one-third of the target shares vesting based on a measurement period of January 1, 2013 through December 31, 2015. The second tranche of this grant was achieved at 75% of target shares, which were released in February 2016 upon certification of performance by our Compensation Committee. The performance share units granted in January 2014 under our TSR program vest based on the relative TSR of our common stock over a three-year performance period beginning January 1, 2014 and ending December 31, 2016, with the first tranche consisting of two-thirds of the target shares vesting based on a measurement period of January 1, 2014 through December 31, 2015 and the second tranche consisting of one-third of the target shares vesting based on a measurement period of January 1, 2014 through December 31, 2016. Our relative TSR during the applicable measurement period for the first tranche of the 2014 grant was below the 30^{th} percentile and, in accordance with the terms of our TSR program, none of the target shares were achieved or released, and the associated performance stock units were canceled in February 2016 upon certification of performance by our Compensation Committee.

In December 2014, we granted 100,000 shares of performance-based options to each of our NEOs, except for our CEO. Vesting of these performance-based options is contingent upon our achievement of certain corporate financial goals, with attainment of shares at 0%, 50%, 75% or 100% of target shares depending on the level of achievement against the performance goals, as determined by our Compensation Committee. If performance goals are met, the shares vest over a four-year period, with 25% vesting on January 4, 2016, and the remaining shares vesting in increments of 1/48 monthly thereafter. We have elected not to disclose the specifics around the financial goals due to the sensitivity of the information for competitive reasons. These performance-based options were granted in lieu of a 2015 annual refresh of equity awards for executives. As such, no executive equity awards were granted to NEOs in 2015. The size of these grants were determined to provide an appropriate level of performance incentive and executive-retention impact over the four-year period, consistent with other plans seen in our peer group companies. Following the close of our fiscal year 2015, the Compensation Committee determined that the financial goals for these performance-based options were not met and, accordingly, the shares did not vest and the awards were canceled.

Our Compensation Committee also reviews the equity burn rate annually to ensure it is aligned with peer/industry practices. The executive long-term incentive compensation was at-risk, as it was provided in stock options where executives only realize value if Calix's stock price appreciates and in performance shares tied to Calix's stock price performance against other industry companies.

Termination-Based and Change in Control-Based Compensation

Our Compensation Committee provides change in control-based compensation in order to provide security to our NEOs in the event of a change in control of our company and to encourage continued retention through any change in control. Our Compensation Committee previously adopted the Calix, Inc. Executive Change in Control and Severance Plan or CICSP, which provides standardized change in control and severance benefits to our NEOs. Under the CICSP, in the event an eligible NEO's employment with us is terminated by us without cause or by the NEO for good cause, he or she is eligible to receive (i) cash severance payments of twelve months' base salary and target bonus (in the case of Messrs. Russo and Atkins) and six months' base salary and target bonus (in the case of Messrs. Lockhart and Colvin), to be paid in a cash lump sum, and (ii) the continuation of health benefits, paid by Calix, for twelve months (in the case of Messrs. Russo and Atkins) or six months (in the case of Messrs. Lockhart and Colvin) following termination. In addition, upon such a termination, any equity awards held by our NEOs would be accelerated with respect to that number of shares that otherwise would have vested had the NEO's employment continued for such twelve month (in the case of Messrs. Russo and Atkins) or six month (in the case of Messrs. Lockhart and Colvin) period, provided, that if the applicable termination or resignation takes place within 60 days prior to or twelve months after a change in control, the vesting of all equity awards held by the NEO would be fully accelerated. The CICSP also provides for the payment of a pro-rated annual cash bonus for the year of termination to be paid at the same time as bonuses are paid to other executives, subject to the achievement of applicable performance goals. Our NEOs must execute, and not revoke during any applicable revocation period, a general release of claims against us in order to be eligible for any severance benefits.

Benefits

We provide the following benefits, as applicable to all employees, including our NEOs:

- medical, dental and vision insurance
- life insurance, accidental death and dismemberment and business travel and accident insurance
- employee assistance program
- health and dependent care flexible spending accounts
- transportation flexible spending accounts
- employee stock purchase plan (ESPP)
- short- and long-term disability
- 401(k) plan
- pension plan for employees in the United Kingdom and certain other countries outside of the US, including Mr. Lockhart
- health club membership reimbursement

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Perquisites

Our NEOs were not eligible for any further perquisites in 2015.

Policy Prohibiting Speculative Transactions and Pledging

In accordance with our insider trading policy, we do not permit any officer, director or employee, and their respective family members, to directly or indirectly participate in certain trading activities related to our common stock that are considered aggressive or speculative in nature, including the purchase of put or call options, or the writing of such options. In addition, we do not permit officers and directors to pledge our common stock as collateral.

Tax and Accounting Considerations

Section 162(m) of the Internal Revenue Code

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for compensation in excess of $1 million paid to our Chief Executive Officer and the three other most highly compensated NEOs (excluding our Chief Financial Officer) employed at the end of the year. While the Board and our Compensation Committee generally consider the financial accounting and tax implications of their executive compensation decisions, neither element has been a material consideration in the compensation awarded to our NEOs historically. To maintain flexibility in compensating executive officers in a manner designed to promote corporate goals, the Compensation Committee will not limit amounts paid to those that qualify for tax deductibility.

Section 280G of the Internal Revenue Code

Section 280G of the Internal Revenue Code disallows a tax deduction for "excess parachute payments" and Section 4999 of the Code imposes a 20% excise tax on any person who receives excess parachute payments. Our NEOs are not eligible to receive any tax gross-up payments in the event any payments made or that may be made to them become subject to this excise tax. The Compensation Committee will take into account the implications of Section 280G in determining potential payments to be made to our executives in connection with a change in control. Nevertheless, to the extent that certain payments upon a change in control are classified as excess parachute payments, such payments may not be deductible under Section 280G.

Section 409A of the Internal Revenue Code

Section 409A of the Internal Revenue Code, which governs the form and timing of payment of deferred compensation, imposes a 20% tax and an interest penalty on the recipient of deferred compensation that is subject to but does not comply with Section 409A. As a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our NEOs, so that they are either exempt from, or satisfy the requirements of, Section 409A of the Code. The Compensation Committee will take into account the implications of Section 409A in determining the form and timing of compensation awarded to our executives and will strive to structure any nonqualified deferred compensation plans or arrangements to be exempt from or to comply with the requirements of Section 409A.

Accounting for Stock-Based Compensation

We follow Financial Accounting Standards Board Accounting Standards Codification Topic 718, or ASC Topic 718, for our stock-based compensation awards. ASC Topic 718 requires companies to calculate the grant date "fair value" of their stock-based awards using a variety of assumptions. ASC Topic 718 also requires companies to recognize the compensation cost of their stock-based awards in their income statements over the period that an employee is required to render service in exchange for the award. Grants of stock options, restricted stock, RSUs and other stock-based awards under our equity incentive award plans will be accounted for under ASC Topic 718. Our Compensation Committee will regularly consider the accounting implications of significant compensation decisions, especially in connection with decisions that relate to our equity incentive award plans and programs. As accounting standards change, we may revise certain programs to appropriately align accounting expenses of our equity awards with our overall executive compensation philosophy and objectives.

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Summary Compensation Table

The following table sets forth all of the compensation awarded to, earned by or paid to our NEOs during 2015, 2014, and 2013.

Name and Principal Position	Year	Salary ($)	Bonus ($) (1)	Stock Awards ($) (2)	Option Awards ($) (3)	Non-Equity Incentive Plan Compen-sation ($) (4)	All Other Compen-sation ($) (5)	Total ($)
Carl Russo	2015	500,000	—	—	—	250,000	—	750,000
President and Chief	2014	500,000	—	543,774	516,648	288,033	1,250	1,849,705
Executive Officer	2013	500,000	—	1,124,333	962,040	175,427	—	2,761,800
William Atkins	2015	310,125	—	—	—	78,375	29,989	418,489
Executive Vice President and Chief Financial Officer	2014	253,846	20,000	—	1,877,260	67,038	140,078	2,358,222
Andy Lockhart (6)	2015	284,851	105,889	—	—	180,371	53,777	624,888
Senior Vice President,	2014	301,017	—	39,984	560,804	140,256	37,832	1,079,893
International Sales	2013	281,466	—	112,433	96,204	114,787	35,652	640,542
John Colvin	2015	279,531	—	—	—	212,836	—	492,367
Senior Vice President,	2014	273,842	—	65,274	586,803	167,906	4,104	1,097,929
North American Sales	2013	270,000	—	172,333	128,986	144,278	—	715,597

(1) Amount reported for Mr. Atkins represents a one-time sign-on bonus. Amount reported for Mr. Lockhart represents a one-time discretionary payment related to an agreed minimum bonus for a previous year that was approved by our Compensation Committee in January 2015. Amount disclosed for Mr. Lockhart is set in British pounds and was converted to US dollars using an average exchange ratio for 2015 of £1 to US$ 1.52855.

(2) Amounts reported represent the aggregate grant date fair value, calculated in accordance with ASC Topic 718 for share-based payment transactions and exclude the impact of estimated forfeitures related to service-based vesting conditions. We value RSUs at the closing market price of our common stock on the date of grant. Grant date fair value of performance share units were calculated assuming 100% performance and are not adjusted for subsequent changes in our stock performance or the level of ultimate vesting as our performance share unit awards are market condition based only. For a discussion of the assumptions used in the valuations of the performance share units, see Note 8 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

(3) Amounts reported represent the aggregate grant date fair value for stock options, calculated in accordance with ASC Topic 718 and exclude the impact of estimated forfeitures related to service-based vesting conditions. The grant date fair value of performance-based options were calculated assuming 100% performance and are not adjusted for subsequent changes in our stock performance or the level of ultimate vesting. For a discussion of the assumptions used in the valuations of the stock options, see Note 8 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

(4) For Messrs. Russo and Atkins, amounts reported for 2015 represent bonus earned under our cash incentive plan and is based on company performance as described above under “Cash Incentive Compensation”. For Messrs. Lockhart and Colvin, amounts reported for 2015 represent bonus earned under our cash incentive plan and amounts earned for sales-based compensation under our Global Incentive Compensation Plan. Amounts for Mr. Lockhart consist of $66,922 in bonus and $113,449 in sales-based compensation. Amounts for Mr. Colvin consist of $63,750 in bonus and $149,086 in sales-based incentive payments earned during 2015.

(5) Amounts reported in 2015 represent (i) contributions of $17,091 we made for Mr. Lockhart to the Scottish Widows Pension Plan, which is a tax-qualified defined contribution plan in which Calix employees in the United Kingdom

participate, (ii) Mr. Lockhart's car allowance of $18,343, (iii) Mr. Atkins's relocation related costs of $23,629 and (iv) contributions of $6,360 we made for Mr. Atkins pursuant to our 401(k) Plan. Amount reported for Mr. Lockhart also includes a reimbursement of $18,343 made in 2015 for car allowance related to a previous year. Amounts reported in 2014 mainly include contributions we made pursuant to our 401(k) Plan, except for Mr. Atkins, for whom amounts also include relocation related costs of $134,196.

(6) All amounts shown for Mr. Lockhart were paid in British pounds and were converted to US dollars using the average exchange ratio of £1 to US$ 1.52855 for 2015, £1 to US$ 1.6476 for 2014, and £1 to US$ 1.5637 for 2013.

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Grants of Plan-Based Awards in 2015

The following table lists grants of plan-based awards to our NEOs in 2015 and their related fair value.

Name	Grant Date	Estimated Possible Future Payouts Under Non-Equity Incentive Plan Awards Target ($) (3)		Estimated Possible Future Payouts Under Equity Incentive Plan Awards (3) Thres-hold (#)	Target (#)	Maxi-mum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#) (4)	All Other Option Awards: Number of Securities Underlying Options (#) (4)	Exercise or Base Price of Option Awards ($/Sh) (4)	Grant Date Fair Value of Option and Stock Awards ($) (4)
Carl Russo	3/23/2015	500,000	(1)	—	—	—	—	—	—	—
William Atkins	3/23/2015	156,750	(1)	—	—	—	—	—	—	—
Andy Lockhart (4)	3/23/2015	89,229	(1)	—	—	—	—	—	—	—
	1/27/2015	147,696	(2)	—	—	—	—	—	—	—
John Colvin	3/23/2015	85,000	(1)	—	—	—	—	—	—	—
	1/27/2015	145,000	(2)	—	—	—	—	—	—	—

(1) These amounts represent possible bonus payable if business performance goals are achieved and individual performance is at target level under our 2015 cash incentive plan, which does not provide for threshold or maximum levels. Actual payouts for these plan-based awards are disclosed above under “Cash Incentive Compensation.”

(2) These amounts represent possible sales-based incentives payouts under our Global Incentive Compensation Plan that does not provide for threshold or maximum levels.

(3) Amounts shown for Mr. Lockhart were paid in British pounds and were converted to US dollars using the average exchange ratio of £1 to US$ 1.52855.

(4) In December 2014, we granted 100,000 shares of performance-based options to each of our NEOs, except for our CEO. These performance-based options were granted in lieu of a 2015 annual refresh of equity awards for NEOs. As such, no equity awards were granted to NEOs in 2015.

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Outstanding Equity Awards at December 31, 2015

The following table lists all outstanding equity awards held by our NEOs as of December 31, 2015.

	Option Awards							Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)		Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested as of December 31, 2013 ($) (7)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	
Carl Russo	1/28/2014	57,500	62,500	(1)		8.18	1/28/2024				
	2/21/2013	141,666	58,334	(1)		8.41	2/21/2023				
	2/24/2011	100,000	—	(1)		19.75	2/24/2021				
	1/28/2014									45,333	(
	1/28/2014									22,667	(
	2/21/2013									33,333	(
William Atkins	12/19/2014				100,000.00 (3)						
	3/25/2014	137,500	162,500	(2)		8.61	3/25/2024				
Andy Lockhart	12/19/2014				100,000.00 (3)						
	1/28/2014	4,791	5,209	(1)		8.18	1/28/2024				
	2/21/2013	14,166	5,834	(1)		8.41	2/21/2023				
	2/23/2012	38,333	1,667	(1)		10.71	2/23/2022				
	5/16/2011	250,000	—			21.99	5/16/2021				
	1/28/2014									3,333	(
	1/28/2014									1,667	(
	2/21/2013									3,333	(
John Colvin	12/19/2014				100,000.00 (3)						
	7/22/2014	2,125	3,875	(1)		8.43	7/22/2024				
	1/28/2014	4,791	5,209	(1)		8.18	1/28/2024				
	7/23/2013	3,020	1,980	(1)		11.98	7/23/2023				
	2/21/2013	14,166	5,834	(1)		8.41	2/21/2023				
	2/23/2012	19,166	834	(1)		10.71	2/23/2022				
	1/28/2014									3,333	(
	1/28/2014									1,667	(
	2/21/2013									3,333	(

7/22/2014	2,250	(4) 17,708
7/23/2013	2,500	(4) 19,675

(1) This option grant vests on a monthly basis over a four-year period from the grant date, subject to the executive's continued service through the applicable vesting date.

(2) This option grant vests over a four-year period from the grant date with a one-year cliff and monthly thereafter, subject to the executive's continued service through the applicable vesting date.

(3) This performance-based option grant vests over a four-year period based on achievement of certain corporate financial goals for 2015. If such performance goals are met, then the option vests as to 25% on January 4, 2016 with the remaining options vesting in increments of 1/48 monthly thereafter as described above under "Equity-Based Incentives". The target corporate financial goals were not achieved and, accordingly, the options did not vest and the awards were canceled.

(4) Represents grants of RSUs that vest in equal annual installments over a four-year period measured from the grant date, subject to the executive's continued service through the applicable vesting date.

(5) Represents grants of performance stock units under our TSR program with a two-year measurement period from January 1, 2014 to December 31, 2015 as described above under "Equity-Based Incentives". None of the target shares was achieved, and the performance stock units were canceled in February 2016 upon certification of performance by our Compensation Committee.

(6) Represents grants of performance stock units under our TSR program with a three-year measurement period from January 1, 2014 to December 31, 2016 for the 2014 grants and January 1, 2013 to December 31, 2015 for the 2013 grants as described above under

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"Equity-Based Incentives". The 2013 grant was achieved at 75% of target shares, which were released in February 2016 upon certification of performance by our Compensation Committee.

(7) Amounts calculated using a per share fair market value as of December 31, 2015 of $7.87, which was the closing market price of our common stock on that date.

Option Exercises and Stock Vested in 2015

The following table shows information regarding the vesting of RSU awards for each of the NEOs during the year ended December 31, 2015. None of our NEOs exercised stock options during 2015.

Name	Stock Awards Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) (1)
Carl Russo	66,667	565,336
William Atkins	—	—
Andy Lockhart	10,000	84,800
John Colvin	17,833	141,154

(1) Based on the closing trading price of the vested shares on the vesting date.

Potential Payments Upon Termination or Change of Control

Each of our NEOs is entitled to severance upon a termination without cause or a resignation for good reason under our CICSP. See the section above entitled "Termination-Based and Change-in-Control-Based Compensation" for more information regarding the benefits provided under our CICSP.

The table below sets forth the estimated payments and benefits that would be provided to each of our NEOs upon a termination of employment without cause or resignation for good reason apart from or in connection with a change in control if our NEO's employment had terminated on December 31, 2015 or a change in control was consummated on December 31, 2015, as applicable, taking into account the named executive's compensation as of that date.

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Executive Benefits and Payments upon Termination	Involuntary Termination for Reasons Other Than Cause, Death or Disability, or Voluntary Termination for Good Reason: 60 Days Prior to or 12 Months Following a Change in Control ($)	Not in Connection With a Change in Control ($)
Carl Russo		
Cash severance - 12 months of base salary	$500,000	$500,000
Cash severance - 12 months of target bonus	500,000	500,000
Value of accelerated vesting of equity awards (1)	196,748	196,748
Company-paid health care premiums - 12 months	7,765	7,765
Total	$1,204,513	$1,204,513
William Atkins		
Cash severance - 12 months of base salary	$313,500	$313,500
Cash severance - 12 months of target bonus	156,750	156,750
Value of accelerated vesting of equity awards (1)	—	—
Company-paid health care premiums - 12 months	13,652	13,652
Total	$483,902	$483,902
Andy Lockhart		
Cash severance - 6 months of base salary	$138,824	$138,824
Cash severance - 6 months of target bonus	43,273	43,273
Value of accelerated vesting of equity awards (1)	19,667	19,667
Company-paid health care premiums - 6 months	9,544	9,544
Total	$211,308	$211,308
John Colvin		
Cash severance - 6 months of base salary	$140,454	$140,454
Cash severance - 6 months of target bonus	42,500	42,500
Value of accelerated vesting of equity awards (1)	57,050	19,667
Company-paid health care premiums - 6 months	4,601	4,601
Total	$244,605	$207,222

(1) Value of accelerated vesting of equity awards amounts were calculated based on a closing market price of $7.87 per share at December 31, 2015. Value associated with stock option grants for which the strike price is higher than the closing market price of $7.87 per share is reflected as zero.

Limitation of Liability and Indemnification

Calix’s amended and restated certificate of incorporation contains provisions that limit the liability of Calix’s directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, Calix’s directors will not be personally liable to Calix or Calix’s stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for:

- any breach of the director’s duty of loyalty to Calix or Calix’s stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which the director derived an improper personal benefit.

Calix’s amended and restated certificate of incorporation and amended and restated bylaws provide that Calix is required to indemnify Calix’s directors and officers, in each case to the fullest extent permitted by Delaware law. Calix’s amended and restated bylaws also provide that Calix is obligated to advance expenses incurred by a director or officer in advance of the final disposition of any action or proceeding, and permit Calix to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in that capacity regardless of whether Calix would otherwise be permitted to indemnify him or her under the provisions of Delaware law. Calix has entered into and expects to continue to enter into agreements to indemnify Calix's directors, executive officers and other employees as determined by the Board. With specified exceptions, these agreements provide for indemnification for related expenses including, among other things, attorneys' fees, judgments, fines and settlement amounts incurred by any of these individuals in any action or

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proceeding. Calix believes that these bylaw provisions and indemnification agreements are necessary to attract and retain qualified persons as directors and officers. Calix also maintains directors' and officers' liability insurance.
The limitation of liability and indemnification provisions in Calix's amended and restated certificate of incorporation and amended and restated bylaws may discourage stockholders from bringing a lawsuit against Calix's directors and officers for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against Calix's directors and officers, even though an action, if successful, might benefit Calix and other stockholders. Further, a stockholder's investment may be adversely affected to the extent that Calix pays the costs of settlement and damage awards against directors and officers as required by these indemnification provisions. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to Calix's directors, officers and controlling persons under the above provisions, or otherwise, Calix has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. At present, there is no pending litigation or proceeding involving any of Calix's directors, officers or employees for which indemnification is sought, and Calix is not aware of any threatened litigation that may result in claims for indemnification.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides certain information as of December 31, 2015, with respect to all of our equity compensation plans in effect on that date.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options and Restricted Stock Units (a)		Weighted-Average Exercise Price of Outstanding Options (b)		Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a)) (c)	
Equity Compensation Plans Approved by Stockholders (1)	5,307,823	(2)	$11.81	(3)	3,877,999	(4)
Equity Compensation Plans Not Approved by Stockholders	—		—		—	
Total	5,307,823		$11.81		3,877,999	

(1) Includes our 2002 Stock Plan, 2010 Equity Incentive Award Plan, and Employee Stock Purchase Plan. Also includes 129,860 stock options assumed through our acquisitions of Optical Solutions, Inc. in 2006 and Occam Networks in 2011.

(2) Includes 2,468,714 shares of common stock subject to RSUs that will entitle each holder the issuance of one share of common stock for each unit, 183,998 shares of common stock subject to performance restricted stock units, and 2,655,111 shares of common stock subject to stock options.

(3) The weighted-average exercise price of outstanding options excludes RSUs and performance shares, which do not have an exercise price.

(4) Includes 1,129,139 shares available for future issuance under the 2010 Employee Stock Purchase Plan. The 2010 Equity Incentive Award Plan contains an "evergreen" provision under which the number of shares of common stock reserved for issuance under the plan will be increased on the first day of each fiscal year through 2020, equal to the least of (A) 666,666 shares, (B) 2% of the shares of stock outstanding (on an as converted basis) on the last day of the immediately preceding fiscal year and (C) such smaller number of shares of stock as determined by our board

of directors.

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COMPENSATION COMMITTEE REPORT

The information contained in this report shall not be deemed to be "soliciting material," to be "filed" with the SEC or be subject to Regulation 14A or Regulation 14C (other than as provided in Item 407 of Regulation S-K) or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed to be incorporated by reference in future filings with the SEC except to the extent that Calix specifically incorporates it by reference into a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee of the Board recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Compensation Committee
Michael Flynn, Chairman
Don Listwin
Christopher Bowick

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AUDIT COMMITTEE REPORT

The information contained in this report shall not be deemed to be “soliciting material,” to be “filed” with the SEC or be subject to Regulation 14A or Regulation 14C (other than as provided in Item 407 of Regulation S-K) or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed to be incorporated by reference in future filings with the SEC except to the extent that Calix specifically incorporates it by reference into a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Audit Committee has reviewed and discussed with Calix management and Ernst & Young LLP the audited consolidated financial statements of Calix contained in the Calix Annual Report on Form 10-K for the year ended December 31, 2015. The Audit Committee has also discussed with Ernst & Young LLP the matters required to be discussed by SAS No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received the written disclosures and the letter from Ernst & Young LLP required by the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with Ernst & Young LLP its independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in Calix's Annual Report on Form 10-K for its year ended December 31, 2015 for filing with the Securities and Exchange Commission.

Audit Committee
Michael Everett, Chairman
Michael Matthews
Thomas Pardun

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Calix's Board and Audit Committee have adopted a written related person transaction policy that sets forth the policies and procedures for the review and approval or ratification of related person transactions that may be deemed "related person transactions" under the rules of the SEC. This policy covers any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which Calix was or is to be a participant, the amount involved exceeds $120,000 and a related person had or will have a direct or indirect material interest, including, without limitation, purchases of goods or services by or from the related person or entities in which the related person has a material interest, indebtedness, guarantees of indebtedness or employment by Calix of a related person. For purposes of the policy, a "related person" is a director, officer, or greater than 5% beneficial owner of Calix's stock and their immediate family members.

Calix recognizes that related person transactions can present potential or actual conflicts of interest or create the appearance of a conflict of interest. Management presents to the audit committee of the Board each proposed related person transaction, including all relevant facts and circumstances, and the audit committee of the Board reviews the relevant facts and circumstances of each related person transaction, including if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party and the extent of the related person's interest in the transaction, takes into account the conflicts of interest and corporate opportunity provisions of Calix's code of business conduct and ethics, and either approves or disapproves the related person transaction. Any related person transaction may be consummated and shall continue only if the Audit Committee has approved or ratified such transaction in accordance with the guidelines set forth in the policy. No director may participate in approval of a related person transaction for which he or she is a related person. As required under rules issued by the SEC, transactions that are determined to be directly or indirectly material to Calix or a related person are or will be disclosed in Calix's proxy statements.

During fiscal year 2015, Calix has not participated in any transactions, nor are there any currently proposed transactions in which Calix will participate, where the amount involved exceeds, or would exceed, $120,000, and in which any related person had or will have a direct or indirect material interest.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for Notices of Internet Availability of Proxy Materials, proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single Notice of Internet Availability of Proxy Materials, or proxy statement and annual report, as applicable, addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are Calix stockholders will be "householding" our proxy materials. A single Notice of Internet Availability of Proxy Materials may be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you notify your broker or Calix that you no longer wish to participate in "householding."

If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Notice of Internet Availability of Proxy Materials, you may (1) notify your broker, (2) direct your written request to: Investor Relations, Calix, Inc., 1035 N. McDowell Boulevard, Petaluma, California 94954 or (3) contact our Investor Relations department by telephone at (415) 445-3232. Stockholders who currently receive multiple copies of the Notice of Internet Availability of Proxy Materials at their address and would like to request "householding" of their communications should contact their broker. In addition, Calix will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the Notice of Internet Availability of Proxy Materials to a stockholder at a shared address to which a single copy of the documents was delivered.

OTHER MATTERS

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the proxy card to vote on such matters in accordance with their best judgment.

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ANNUAL REPORTS

The fiscal year 2015 Annual Report to Stockholders, including our 2015 Annual Report on Form 10-K (which is not a part of our proxy soliciting materials), will be mailed with this Proxy Statement to those stockholders that request and receive a copy of the proxy materials in the mail. Stockholders that received the Notice of Internet Availability of Proxy Materials can access this Proxy Statement and our fiscal year 2015 Annual Report at http://www.proxyvote.com.

We have filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 with the SEC. It is available free of charge in the "SEC Filings" section of our website at http://investor-relations.calix.com/ or at the SEC's website at www.sec.gov. Upon written request by a Calix stockholder, we will mail without charge a copy of our Annual Report on Form 10-K, including the financial statements and financial statement schedules, but excluding exhibits to the Annual Report on Form 10-K. Exhibits to the Annual Report on Form 10-K are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibit. All requests should be directed to Investor Relations, Calix, Inc., 1035 N. McDowell Boulevard, Petaluma, California 94954.

By Order of the Board of Directors
/s/ William J. Atkins
William J. Atkins
Executive Vice President, Chief Financial Officer

April 5, 2016

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Appendix A

Calix, Inc.
Reconciliation of non-GAAP Measures to GAAP
(In thousands, except gross margin)
(Unaudited)

	Three Months Ended				Year Ended
	March 28, 2015	June 27, 2015	September 26, 2015	December 31, 2015	December 31, 2015
GAAP net income (loss)	$(11,930)	$(5,779)	$922	$(9,546)	$(26,333)
Adjustments to reconcile GAAP net income (loss) to non-GAAP net income (loss):					
Stock-based compensation	3,662	4,341	2,590	3,212	13,805
Amortization of intangible assets	4,640	4,640	4,640	4,641	18,561
Acquisition-related costs	190	52	106	24	372
Non-GAAP net income (loss)	$(3,438)	$3,254	$8,258	$(1,669)	$6,405

	Year Ended December 31, 2015
GAAP gross margin	46.7 %
Adjustments to reconcile GAAP gross margin to non-GAAP gross margin:	
Stock-based compensation	0.2 %
Amortization of intangible assets	2.1 %
Acquisition-related costs	— %
Non-GAAP gross margin	49.0 %

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CALIX, INC.
1035 N. MCDOWELL BLVD.
PETALUMA, CA 94954

VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com
Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/CALX16
You may attend the Meeting via the Internet and vote during the Meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Mailed proxy cards must be received by 11:59 P.M. Eastern Time the day before the meeting date.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M67651-P48713

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com.

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