

CALIX, INC
Form DEF 14A
April 07, 2015
Table of Contents

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 Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- 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):

- No fee required.
- 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:

 - (5) Total fee paid:

Edgar Filing: CALIX, INC - Form DEF 14A

- o Fee paid previously with preliminary materials.
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
- o 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:

Table of Contents

CALIX, INC.

1035 N. McDowell Boulevard

Petaluma, California 94954

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 20, 2015

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/CALX15>, on May 20, 2015, 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 four 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 Ernst & Young LLP as Calix’s independent registered public accounting firm for the fiscal year ending December 31, 2015; 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 26, 2015 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 6, 2015 to our stockholders of record as of the close of business on March 26, 2015. We are also providing access to our proxy materials over the Internet beginning on or about April 6, 2015. Electronic delivery of our proxy materials will significantly reduce our printing and mailing costs, and 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

William J. Atkins

Executive Vice President, Chief Financial
Officer

Petaluma, California

April 6, 2015

Table of Contents

PROXY STATEMENT
FOR 2015 ANNUAL MEETING OF STOCKHOLDERS

TABLE OF CONTENTS

<u>IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 20, 2015</u>	<u>2</u>
<u>QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING</u>	<u>3</u>
<u>PROPOSAL NO. 1 - ELECTION OF DIRECTORS</u>	<u>6</u>
Nominees for Election to a Three-Year Term Expiring at the 2018 Annual Meeting of Stockholders	7
Directors Continuing in Office Until the 2016 Annual Meeting of Stockholders	7
<u>Directors Continuing in Office Until the 2017 Annual Meeting of Stockholders</u>	<u>8</u>
<u>Executive Officers</u>	<u>9</u>
<u>Independence of the Board</u>	<u>10</u>
<u>PROPOSAL NO. 2 - APPROVAL ON A NON-BINDING, ADVISORY BASIS OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (“SAY-ON-PAY”)</u>	<u>11</u>
<u>PROPOSAL NO. 3 - RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>12</u>
<u>Principal Accountant Fees and Services</u>	<u>12</u>
<u>Pre-Approval Policies and Procedures</u>	<u>12</u>
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	<u>14</u>
<u>CORPORATE GOVERNANCE</u>	<u>15</u>
<u>Corporate Governance Guidelines</u>	<u>15</u>
<u>Code of Business Conduct and Ethics</u>	<u>15</u>
<u>Leadership Structure of the Board</u>	<u>15</u>
<u>Oversight of Risk Management</u>	<u>15</u>
<u>Board Committees</u>	<u>16</u>
<u>Meetings of the Board, Board and Committee Member Attendance and Annual Meeting Attendance</u>	<u>17</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>17</u>
<u>Risk Assessment and Compensation Practices</u>	<u>17</u>
<u>Communications with the Board</u>	<u>18</u>
<u>DIRECTOR COMPENSATION</u>	<u>18</u>
<u>EXECUTIVE COMPENSATION</u>	<u>19</u>
<u>Compensation Discussion and Analysis</u>	<u>19</u>
<u>Summary Compensation Table for 2014, 2013 and 2012</u>	<u>27</u>
<u>Grants of Plan-Based Awards in 2014</u>	<u>28</u>
<u>Outstanding Equity Awards at December 31, 2014</u>	<u>30</u>
<u>Option Exercises and Stock Vested in 2014</u>	<u>31</u>
<u>Potential Payments Upon Termination or Change of Control</u>	<u>31</u>
<u>Limitation of Liability and Indemnification</u>	<u>32</u>
<u>EQUITY COMPENSATION PLAN INFORMATION</u>	<u>33</u>
<u>COMPENSATION COMMITTEE REPORT</u>	<u>34</u>
<u>AUDIT COMMITTEE REPORT</u>	<u>35</u>
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	<u>36</u>
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	<u>36</u>

<u>OTHER MATTERS</u>	<u>36</u>
<u>ANNUAL REPORTS</u>	<u>37</u>
<u>PROXY CARDS</u>	<u>38</u>

Table of Contents

CALIX, INC.

1035 N. McDowell Boulevard

Petaluma, California 94954

PROXY STATEMENT

FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 20, 2015

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 20, 2015, 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/CALX15.

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 26, 2015 (“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 6, 2015, 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 51,806,468 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. The Company’s Annual Report to Stockholders, which contains consolidated financial statements for fiscal year 2014, 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 Calix’s Annual Report on Form 10-K for fiscal year 2014 that was filed with the Securities and Exchange Commission (“SEC”), without charge, by writing to our Investor Relations department at the above address. The Company’s 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.

Table of Contents

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 26, 2015 will be entitled to vote online at the Annual Meeting. At the close of business on the Record Date, there were 51,806,468 shares of common stock issued and outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, on March 26, 2015, 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 26, 2015, 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/CALX15. 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/CALX15.

What am I being asked to vote on?

You are being asked to vote on:

- election of four Class II directors to hold office until our 2018 Annual Meeting of Stockholders (Proposal No. 1);
- approval on a non-binding, advisory basis of the compensation of Calix's 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 Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 (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 II director nominees;
- **FOR** approval, on a non-binding, advisory basis of the compensation of our NEOs; and
- **FOR** ratification of Ernst & Young LLP as our independent registered public accounting firm.

How do I vote?

For election of directors, you may either vote "For" the four 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:

-

Edgar Filing: CALIX, INC - Form DEF 14A

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/CALX15 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.

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 19, 2015, we will vote your shares as you direct.

Table of Contents

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 four 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 Ernst & Young 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 26, 2015.

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 four nominees for director, and “For” 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.

Table of Contents

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 8, 2015, 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 21, 2016 and February 20, 2016; provided that if the date of the annual meeting is earlier than April 20, 2016 or later than July 19, 2016, 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 51,806,468 shares outstanding and entitled to vote. Accordingly, 25,903,234 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.

Table of Contents

PROPOSAL NO. 1

ELECTION OF DIRECTORS

The Company's 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 6, 2015, 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 2015 Annual Meeting; 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, Christopher Bowick, Michael Flynn, Kevin Peters and Carl Russo, as nominees for election to the Board at the 2015 Annual Meeting. Each of Messrs. Bowick, Flynn, Peters and Russo has been nominated to serve as a Class II director, and has elected to stand for reelection. 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.

Shares of common stock represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the four 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 II 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 6, 2015:

Name	Age	Position/Office Held With Calix	Director Since
Class I Directors whose terms expire at the 2017 Annual Meeting of Stockholders			
Kevin DeNuccio	55	Director	2012
Michael Matthews ⁽²⁾	58	Director	2010
Thomas Pardun ⁽²⁾	71	Director	2011
Class II Directors for election at the 2015 Annual Meeting of Stockholders			
Christopher Bowick ⁽¹⁾	59	Director	2014
Michael Flynn ⁽¹⁾⁽³⁾	66	Director	2004
Kevin Peters ⁽³⁾	51	Director	2014
Carl Russo	58	President, Chief Executive Officer and Director	1999
Class III Directors whose terms expire at the 2016 Annual Meeting of Stockholders			
Michael Everett ⁽²⁾	66	Director	2007
Adam Grosser	54	Director	2009
Don Listwin ⁽¹⁾⁽³⁾	56	Director and Chairman of the Board	2007

(1) Current member of the Compensation Committee of the Board.

(2) Current member of the Audit 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.

6

Table of Contents

Nominees for Election to a Three-Year Term Expiring at the 2018 Annual Meeting of Stockholders

Christopher Bowick has served on the Board since July 2014. Mr. Bowick brings to the 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 Futorex, 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 Boards of Directors of ViXS Systems and Minerva Networks. 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. During the past five years, Mr. Flynn formerly served on the board of directors of iLinc, a publicly-held company, and GENBAND Inc., a privately-held company. Mr. Flynn served on the audit committee and the compensation committee of WebEx Communications, Inc., and was chairman of the compensation committee of iLinc and GENBAND Inc. 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, e.g. 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). 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 (1996), an M.S. degree in Telecommunications Engineering from Stevens Institute of Technology (1989), a B.S. in Psychology from Fairfield University (1986), and attended the Harvard University Advanced Management Program (2001).

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 the company's 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. Mr. Russo serves on the board of directors of Vital Network Services, Inc., a private company delivering network lifecycle services. During the past five years, Mr. Russo also served on the board of directors of the Alliance for Telecommunications Industry Solutions, a telecommunications standards organization, 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.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH CLASS II DIRECTOR NOMINEE NAMED ABOVE.

Directors Continuing in Office Until the 2016 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

Table of Contents

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. During the past five years, Mr. Everett served on the board of directors of Smart Focus, Ltd., a privately held marketing analytics company, including as chairman of the audit committee. He also currently serves on the Board of Trustees of the Santa Fe Chamber Music Festival, and on its endowment foundation board. Mr. Everett also formerly served 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.

Adam Grosser has served on the Board since May 2009. Mr. Grosser brings to the Calix board of directors extensive experience in advising technology startup companies as well as counseling boards of directors and senior management regarding corporate governance, compliance and business operations. Since February 2011, he has served as a managing director and group head of Silver Lake Kraftwerk, a division of global private investment firm Silver Lake, which focuses on investments in growth companies in the energy and resources sectors. From September 2000 until October 2010, Mr. Grosser served as a general partner of Foundation Capital, a venture capital firm. From August 1996 to August 1999, he was president of the subscriber networks division at Excite@Home. From December 1993 to January 1996, Mr. Grosser served as co-founder, president and chief executive officer of Catapult Entertainment, Inc. From August 1984 to November 1993, Mr. Grosser served in engineering and management capacities at Apple Computer, Lucasfilm Ltd. and Sony Corporation of America. During the past five years, Mr. Grosser formerly served on the boards of directors of Control4 Corporation, Conviva, Inc., GridIron Systems Inc., Numerate, Inc., Sentient Energy, Inc., SiBEAM, Inc. and Silver Spring Networks, Inc., each a privately held company, as well as EnerNOC, Inc., Rohati Systems, Inc., which was acquired by Cisco, and Naverus, Inc., which was acquired by GE Aviation. Mr. Grosser holds a Master of Science degree in Engineering, a Master of Business Administration degree and a Bachelor of Science degree in Design Engineering from Stanford University.

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 Clustrix Inc., D-Wave Systems, Inc., Genologics Life Sciences Software Inc., Joyent, 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 is 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.

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 GroundCntl, 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

Table of Contents

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 has served as chairman of the board of directors of Western Digital Corporation, a manufacturer of hard drives for the personal computer and home entertainment markets, since March 2007. He previously served as chairman of Western Digital from January 2000 to November 2001, and he has served as a director of Western Digital since January 1993. 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 served on the board of directors of Occam Networks, Inc. from September 2004 to February 2011. In addition to Western Digital Corporation, Mr. Pardun serves on the boards of CalAmp Corporation, Finisar Corporation and MaxLinear, Inc., each a publicly-held company. 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.

Executive Officers

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

Name	Age	Position(s)
William Atkins	53	Executive Vice President and Chief Financial Officer
Michel Langlois	53	Senior Vice President, Systems Products
Mehdi Bradaran	57	Senior Vice President, Product Operations
John Colvin	51	Senior Vice President, North American Sales
Andy Lockhart	54	Senior Vice President, International Sales
Kevin Pope	57	Senior Vice President, Systems Software Development

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.

Michel Langlois has served as Calix's senior vice president of systems products since July 2014. Mr. Langlois has more than 25 years of experience in networking technologies, large-scale software development, and engineering management. Before joining Calix, Mr. Langlois was Senior Vice President Junos software at Juniper Networks, Inc. Prior to Juniper, Mr. Langlois served as Senior Vice President-Network Software and System Technology Group (NSSTG) responsible for the IOS software/platform at Cisco Systems, Inc. Mr. Langlois has a BSEE from the Université de Sherbrooke in Quebec, Canada.

Mehdi Bradaran has served as Calix's senior vice president of product operations since July 2014. He has been with Calix since 1999 in a series of roles, including vice president of systems hardware development. Mr. Bradaran has over 30 years of development and operations experience in the aerospace and telecommunications industries. Prior to joining Calix, Mr. Bradaran held management positions at DSC/Alcatel and led engineering teams in hardware development and system integration of next generation digital loop carriers. Mr. Bradaran has also held various development and management positions at Lear Astronics and PowerTec. He holds a BSEE from Utah State University and an MSEE from West Coast 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

Table of Contents

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.

Kevin Pope served as Calix's senior vice president of systems software development since December 2012 until February 27, 2015. From January 2009 until December 2012, Mr. Pope served as Calix's senior vice president of product development. From September 2005 to January 2009, Mr. Pope served as vice president of engineering of Hammerhead Systems, Inc., a metro Ethernet aggregation switching equipment company. In September 1999, Mr. Pope founded Mahi Networks, Inc., a core network integrated time division multiplexing/data switching equipment company, and served as its vice president of engineering until September 2005. From June 1988 to September 1999, Mr. Pope served as vice president of development engineering of Applied Digital Access, Inc. Mr. Pope holds a Master of Business Administration degree from San Diego State University, a Master of Science degree in Electrical Engineering and Computer Science from the University of California, Berkeley and a Bachelor of Science degree in Electrical Engineering from the University of Minnesota.

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.

Table of Contents

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 2015 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 and 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 2014, 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 on the compensation committee of the Board, the Board or Calix, the compensation committee of the Board values 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 2016 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.

Table of Contents

PROPOSAL NO. 3

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of our Board has engaged Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015, and is seeking ratification of such selection by our stockholders at the Annual Meeting. Ernst & Young LLP has audited our financial statements since the fiscal year ended December 31, 2000. Representatives of Ernst & Young LLP 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.

Neither our bylaws nor other governing documents or law require stockholder ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm. However, the audit committee of the Board is submitting the selection of Ernst & Young LLP 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 Ernst & Young LLP. 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 Ernst & Young LLP 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, 2014 and 2013 (in thousands). All fees described below were approved by the audit committee of the Board.

	Fiscal Year Ended December 31,	
	2014	2013
Audit Fees	\$1,683	\$1,418
Audit-Related Fees	—	—
Tax Fees	46	125
All Other Fees	—	255
Total Fees	\$1,729	\$1,798

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 2014 and 2013, 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 2014 and 2013, respectively. Audit fees also include services that are normally 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 and 2013 include fees for tax services for our U.S. and foreign tax compliance and advisory services.

All Other Fees

Other fees for 2013 include primarily fees for advisory service to assess the Company's intellectual property security and management.

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 2014 with respect to tax fees and all other fees were pre-approved by our Audit Committee under its pre-approval policy.

Table of Contents

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.

13

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table presents information as to the beneficial ownership of our common stock as of February 28, 2015 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 February 28, 2015 and restricted stock units, or RSUs, that vest within 60 days of February 28, 2015, 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 51,805,177 shares of our common stock issued and outstanding on February 28, 2015. 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.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned (1)				Percent
	Common Stock	Options Exercisable Within 60 Days	RSUs Vesting Within 60 Days	Number of Shares Beneficially Owned	
5% Stockholder:					
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	3,602,362	(2) —	—	3,602,362	7.0%
Lapides Asset Management, LLC. 500 West Putnam Avenue Greenwich, CT 06830	2,604,600	(3) —	—	2,604,600	5.0%
Non-Employee Directors:					