

CAVIUM NETWORKS, INC.

Form 8-K

December 24, 2008

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT**
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): December 19, 2008
CAVIUM NETWORKS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

001-33435
(Commission
File Number)

77-0558625
(I.R.S. Employer
Identification Number)

805 East Middlefield Road, Mountain View, California
(Address of Principal Executive Offices)

94043
(Zip Code)

(650) 623-7000

Registrant's Telephone Number, Including Area Code

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

Item 2.01. Completion of Acquisition or Disposition of Assets

Item 3.02 Unregistered Sales of Equity Securities

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-99.1

Table of Contents

Item 2.01. Completion of Acquisition or Disposition of Assets.

On December 23, 2008, pursuant to the Agreement and Plan of Merger and Reorganization, dated November 19, 2008, by and among Cavium Networks, Inc. (the Company or Cavium), WWC Acquisition Corporation, a California corporation and wholly owned subsidiary of Cavium (Merger Sub I), WWC I, LLC, a Delaware limited liability company and wholly owned subsidiary of Cavium (Merger Sub II) and, together with the Company and Merger Sub I, the Purchasers) and W&W Communications, Inc., a California corporation (W&W) (the Merger Agreement), Cavium completed the merger of Merger Sub I with and into W&W and W&W became a wholly-owned subsidiary of Cavium (the Merger). The Purchasers paid approximately \$19.3 million in total consideration, including approximately \$380,000 in cash that was placed in escrow for a limited period after closing in order to indemnify the Purchasers for certain matters, including breaches of representations and warranties and covenants made by W&W in the Merger Agreement. A mix of cash and shares of common stock of the Company, which collectively have an aggregate value of approximately \$7.8 million, were issued in exchange for all outstanding securities held by W&W security holders. Approximately \$11.5 million of the consideration will be used to retire certain liabilities of W&W.

The foregoing description of the acquisition contained in this Item 2.01 does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which was filed as Exhibit 10.26 to the Company's current report on Form 8-K filed on November 20, 2008.

Item 3.02 Unregistered Sales of Equity Securities.

Reference is made to Item 2.01. In connection with the closing of the Merger the Company issued 338,280 shares of its common stock in exchange for certain interests in W&W, including 33,819 shares of common stock to be placed in escrow for a limited period after closing in order to indemnify the Purchasers for certain matters, including breaches of representations and warranties and covenants made by W&W in the Merger Agreement. The shares of common stock were offered and sold in reliance on exemption from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Item 8.01. Other Events.

On December 24, 2008, the Company issued a press release announcing the completion of the acquisition. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The financial statements required by this Item, with respect to the acquisition described in Item 2.01 herein, will be filed as soon as practicable, and in any event not later than 71 days after the date on which this Current Report on Form 8-K was required to be filed pursuant to Item 2.01.

(b) Pro Forma Financial Information

The pro forma financial information required by this Item, with respect to the acquisition described in Item 2.01 herein, will be filed as soon as practicable, and in any event not later than 71 days after the date on which this Current Report on Form 8-K was required to be filed pursuant to Item 2.01.

(d) Exhibits

Exhibit No.	Description
10.26	Agreement and Plan of Merger and Reorganization by and between Cavium Networks, Inc., WWC Acquisition Corporation, WWC I, LLC, and W&W Communications, Inc., dated November 19, 2008. (1)
99.1	Press Release entitled Cavium Networks Completes Acquisition of W&W Communications, dated December 24, 2008.

(1)

Filed as
Exhibit 10.26 to
the Registrant's
report on
Form 8-K
(No. 001-33435),
filed with the
SEC on
November 20,
2008, and
incorporated
herein by
reference.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CAVIUM NETWORKS, INC.

Date: December 24, 2008

By: /s/ Arthur D. Chadwick
Arthur Chadwick
*Vice President of Finance and
Administration and Chief Financial
Officer*

3

Table of Contents

EXHIBIT INDEX

Exhibit No. Description

10.26 Agreement and Plan of Merger and Reorganization by and between Cavium Networks, Inc., WWC Acquisition Corporation, WWC I, LLC, and W&W Communications, Inc., dated November 19, 2008.
(1)

99.1 Press Release entitled Cavium Networks Completes Acquisition of W&W Communications, dated December 24, 2008.

(1) Filed as
Exhibit 10.26 to
the Registrant's
report on
Form 8-K
(No. 001-33435),
filed with the
SEC on
November 20,
2008, and
incorporated
herein by
reference.