

MARKS MICHAEL E  
Form 4  
December 08, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARKS MICHAEL E

(Last) (First) (Middle)

C/O RIVERWOOD CAPITAL  
LLC, 70 WILLOW ROAD, SUITE  
100

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CALIX, INC [CALX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2010

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/06/2010		S		34,653	D \$ 15.6039 (1)	52,080	I	See Footnotes (2) (3)
Common Stock	12/07/2010		S		30,000	D \$ 15.2037 (4)	22,080	I	See Footnotes (2) (3)
Common Stock							14,786	I	See Footnotes (3) (5)
Common							2,266 (6)	D	

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKS MICHAEL E C/O RIVERWOOD CAPITAL LLC 70 WILLOW ROAD, SUITE 100 MENLO PARK, CA 94025		X		

## Signatures

/s/ Kelyn Brannon, as Attorney-in-Fact for Michael E.  
Marks

12/08/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$15.5000 to \$15.9000, inclusive. Full information on the number of shares sold at each sale price is available upon request.
- (2) Shares held by Riverwood Capital LLC.
- (3) The manager of Riverwood Capital LLC is Ironwood Management, LLC. The sole member of Ironwood Management, LLC is Michael Marks. The manager of WB Investors, LLC is Michael Marks. Mr. Marks disclaims beneficial ownership of such shares, except to the

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extent of his pecuniary interest therein.

- (4) The price reported in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$15.2000 to \$15.2600, inclusive. Full information on the number of shares sold at each sale price is available upon request.
- (5) Shares held by WB Investors, LLC.
- (6) Restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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