

F5 NETWORKS INC
Form DEFA14A
February 26, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934**

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

F5 NETWORKS, INC.

(Name of Registrant as Specified in Its Charter)

N/A

(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:
- ☐ 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 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:

On February 26, 2009, F5 Networks, Inc. issued the following press release.

FOR IMMEDIATE RELEASE

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F5 Networks Announces Proxy Advisory Firms Approval of Shareholder Proposals

SEATTLE, WA February 26, 2009 F5 Networks, Inc. (NASDAQ: FFIV) today announced that two leading independent proxy advisory services firms, RiskMetrics Group, Inc. and PROXY Governance, Inc. have recommended that F5's shareholders vote FOR each of the proposals in the company's 2009 Proxy Statement. Proposal 1 asks shareholders to elect one Class I director, Karl Guelich, unanimously nominated by the company's Board of Directors. Proposals 2 and 3 ask shareholders to approve amendments to the company's 2005 Equity Incentive Plan as amended and the 1999 Employee Stock Purchase Plan, respectively. Proposal 4 asks the shareholders to ratify the selection of PricewaterhouseCoopers LLP as the company's independent auditor for fiscal year 2009.

As previously announced, F5's annual meeting of shareholders will be held on March 12, 2009 at 11 a.m. Pacific time, at the company's headquarters in Seattle, Washington.

About F5 Networks

F5 Networks is the global leader in Application Delivery Networking. F5 provides solutions that make applications secure, fast, and available for everyone. By adding intelligence and manageability into the network to offload applications and optimize the data storage layer, F5 extends the power of intelligent networking to all levels of application delivery. F5's extensible architecture optimizes applications, delivers application reliability, and protects the application and network. Enterprise organizations, service providers and Web 2.0 content providers worldwide trust F5 to keep their applications running. The company is headquartered in Seattle, Washington with offices worldwide. For more information, go to www.f5.com. F5's Proxy Statement and 2008 Annual Report to Shareholders are available online at www.proxyvote.com and www.f5.com/about/investor-relations/corporate-governance.