

NETGEAR, INC  
Form 8-K  
July 23, 2015

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):  
July 23, 2015

NETGEAR, INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

000-50350  
(Commission  
File Number)

77-0419172  
(I.R.S. Employer  
Identification Number)

350 East Plumeria Drive  
San Jose, CA 95134  
(Address, including zip code, of principal executive offices)

(408) 907-8000  
(Registrant's telephone number, including area code)

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))

Item 2.02 Results of Operations and Financial Condition.

On July 23, 2015, NETGEAR, Inc. (the “Company”) issued a press release announcing its financial results for its second fiscal quarter ended June 28, 2015, the text of which is furnished herewith as Exhibit 99.1.

The information furnished pursuant to this Item 2.02 and the exhibit to this Current Report are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that Section. The information furnished pursuant to this Item 2.02 and the exhibit to this Current Report shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On July 23, 2015, in the same press release attached as Exhibit 99.1, the Company announced that its board of directors authorized a program to repurchase up to 3,000,000 shares of the Company’s common stock.

The stock repurchase authorization does not have an expiration date, and the pace of repurchase activity will depend on factors such as levels of cash generation from operations, cash requirements for acquisitions, current stock price and other factors. Under the program, the Company may repurchase shares from time to time on the open market. The Company will finance the repurchase program with available cash on hand. The stock repurchase program may be modified or discontinued at any time.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description                         |
|----------------|-------------------------------------|
| 99.1           | Press Release, dated July 23, 2015. |

---

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.

Dated: July 23, 2015

NETGEAR, INC.

By: /s/ Christine M. Gorjanc  
Christine M. Gorjanc  
Chief Financial Officer

---

EXHIBIT INDEX

| Exhibit Number | Description                        |
|----------------|------------------------------------|
| 99.1           | Press Release, dated July 23, 2015 |