

A10 Networks, Inc.
Form 10-K/A
October 10, 2018

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

Form 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to

Commission file number: 001-36343

A10 NETWORKS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware **20-1446869**
(State or Other Jurisdiction of Incorporation or (I.R.S. Employer Identification No.)
Organization)

3 West Plumeria Drive, San Jose, California 95134

(Address of Principal Executive Offices, including zip code)

(408) 325-8668

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which Registered |
|---|--|
| Common Stock, \$.00001 Par Value | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 30, 2017 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$359.4 million, based upon the closing sale price of such stock on the New York Stock Exchange. For purposes of this disclosure, shares of common stock held or controlled by executive officers and directors of the registrant and by persons who hold more than 5% of the outstanding shares of common stock have been treated as shares held by affiliates. However, such treatment should not be construed as an admission that any such person is an affiliate of the registrant. The registrant has no non-voting common equity.

As of August 24, 2018, the number of outstanding shares of the registrant's common stock, par value \$0.00001 per share, was 72,707,302.

DOCUMENTS INCORPORATED BY REFERENCE

None.

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K/A is hereby filed to include Exhibit 23.1 Consent of Independent Registered Public Accounting Firm. Except as described above, no other changes have been made to the originally filed Form 10-K.

PART IV.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) All other documents and schedules have been omitted as they are not applicable to this Amendment.

2. Exhibits:

The documents listed in the Exhibit Index of this Annual Report on Form 10-K/A are incorporated by reference or are filed with this report, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

EXHIBIT INDEX

| Exhibit Number | Description | Incorporated By Reference | | | | Filed Herewith |
|-------------------|--|---------------------------|-----------------|-------------------|-------------------|----------------|
| | | Form | SEC File No. | Exhibit Number | Filing Date | |
| 3.1 | <u>Amended and Restated Certificate of Incorporation of the Registrant</u> | S-1/A | 333-194015 | 3.1 | March 10, 2014 | |
| 3.2 | <u>Amended and Restated Bylaws of the Registrant</u> | S-1/A | 333-194015 | 3.2 | March 10, 2014 | |
| 4.1 | <u>Form of common stock certificate of the Registrant</u> | S-1/A | 333-194015 | 4.1 | March 10, 2014 | |
| 4.2 | <u>Amended and Restated Investors' Rights Agreement among the Registrant and certain holders of its capital stock, amended as of October 4, 2013</u> | S-1/A | 333-194015 | 4.2 | March 10, 2014 | |
| 10.1* | <u>Form of Indemnification Agreement between the Registrant and each of its directors and executive officers</u> | S-1/A | 333-194015 | 10.1 | March 10, 2014 | |
| 10.3* | <u>2008 Stock Plan and forms of agreements thereunder</u> | 10-Q | 001-36343 | 10.2 | May 13, 2014 | |
| 10.4* | <u>Amended and Restated 2014 Equity Incentive Plan</u> | 10-Q | 001-36343 | 10.1 | August 6, 2015 | |
| 10.5* | <u>2014 Employee Stock Purchase Plan and forms of agreements thereunder</u> | S-1/A | 333-194015 | 10.5 | March 10, 2014 | |
| 10.6* | <u>Form of Stock Option Agreement pursuant to the 2008 Stock Plan</u> | 10-Q | 001-36343 | 10.2 | August 4, 2014 | |
| 10.7* | <u>Form of Stock Option Agreement- Early Exercise pursuant to the 2008 Stock Plan</u> | 10-Q | 001-36343 | 10.3 | August 4, 2014 | |
| 10.8* | <u>Form of Stock Option Agreement pursuant to the Amended and Restated 2014 Equity Incentive Plan</u> | 10-Q | 001-36343 | 10.4 | August 4, 2014 | |
| 10.9* | <u>Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated 2014 Equity Incentive Plan</u> | 10-Q | 001-36343 | 10.5 | August 4, 2014 | |
| 10.10* | <u>Offer Letter, dated July 30, 2004, by and between the Registrant and Lee Chen</u> | S-1/A | 333-194015 | 10.6 | March 10, 2014 | |
| 10.11* | <u>Offer Letter, dated November 3, 2008, by and between the Registrant and Rajkumar Jalan</u> | S-1/A | 333-194015 | 10.7 | March 10, 2014 | |
| 10.12* | <u>Offer Letter, dated January 4, 2012, by and between the Registrant and Robert Cochran</u> | S-1/A | 333-194015 | 10.9 | March 10, 2014 | |
| 10.13 | <u>Reseller Agreement, dated April 2, 2009, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.12 | February 18, 2014 | |
| 10.14 | <u>First Amendment to Reseller Agreement, dated May 19, 2011, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.13 | February 18, 2014 | |
| 10.15 | | S-1/A | 333-194015 | 10.14 | | |

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|-------|--|-------|------------|-------|-------------------|
| | <u>Second Amendment to Reseller Agreement, dated April 1, 2011, by and between the Registrant and NEC Corporation</u> | | | | February 18, 2014 |
| 10.16 | <u>Third Amendment to Reseller Agreement, dated April 1, 2011, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.15 | February 18, 2014 |
| 10.17 | <u>Fourth Amendment to Reseller Agreement, dated October 3, 2011, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.16 | February 18, 2014 |
| 10.18 | <u>Fifth Amendment to Reseller Agreement, dated April 2, 2012, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.17 | February 18, 2014 |
| 10.19 | <u>Sixth Amendment to Reseller Agreement, dated November 29, 2012, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.18 | February 18, 2014 |
| 10.20 | <u>Seventh Amendment to Reseller Agreement, dated April 9, 2013, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.19 | February 18, 2014 |
| 10.21 | <u>Eighth Amendment to Reseller Agreement, dated October 22, 2013, by and between the Registrant and NEC Corporation</u> | S-1/A | 333-194015 | 10.20 | February 18, 2014 |

| Exhibit Number | Description | Incorporated By Reference | | | Filed Herewith | |
|----------------|---|---------------------------|--------------|----------------|-------------------|-------------|
| | | Form | SEC File No. | Exhibit Number | | Filing Date |
| 10.22 | <u>Ninth Amendment to Reseller Agreement, executed on April 22, 2014, by and between the Registrant and NEC Corporation</u> | 10-Q | 001-36343 | 10.1 | August 4, 2014 | |
| 10.23 | <u>Manufacturing Services Agreement, dated December 8, 2006, by and between the Registrant and Lanner Electronics (USA)</u> | S-1/A | 333-194015 | 10.21 | February 18, 2014 | |
| 10.24 | <u>Amendment No. 1 to Manufacturing Services Agreement, dated June 27, 2013, by and between the Registrant and Lanner Electronics (USA)</u> | S-1/A | 333-194015 | 10.22 | February 18, 2014 | |
| 10.25 | <u>Contract Manufacturer Agreement, dated July 1, 2008, by and between the Registrant and AEWIN Technologies, Inc.</u> | S-1/A | 333-194015 | 10.23 | February 18, 2014 | |
| 10.26 | <u>Amendment No. 1 to Contract Manufacturer Agreement, dated July 1, 2008, by and between the Registrant and AEWIN Technologies, Inc.</u> | 10-K | 001-36343 | 10.31 | March 11, 2015 | |
| 10.27* | <u>Form of Change in Control and Severance Agreement</u> | S-1/A | 333-194015 | 10.25 | March 10, 2014 | |
| 10.28* | <u>Executive Incentive Compensation Plan</u> | 10-K | 001-6343 | 10.32 | March 1, 2016 | |
| 10.29 | <u>Loan and Security Agreement, dated as of November 1, 2016, between A10 Networks, Inc. and Silicon Valley Bank</u> | 10-Q | 001-36343 | 10.1 | November 3, 2016 | |
| 10.30* | <u>Transition Letter, dated March 29, 2017, by and between the Registrant and Greg Straughn</u> | 10-Q | 001-36343 | 10.1 | May 5, 2017 | |
| 10.31* | <u>Offer Letter, dated May 14, 2017, by and between the Registrant and Tom Constantino</u> | 10-Q | 001-36343 | 10.1 | August 3, 2017 | |
| 10.32* | <u>Transition Agreement, dated November 6, 2017, by and between the Registrant and Rey Smets +</u> | | | | | |
| 10.33* | <u>Offer Letter, dated December 15, 2017, by and between the Registrant and Christopher White +</u> | | | | | |
| 21.1 | <u>List of subsidiaries of the Registrant</u> | | | | | |
| 23.1 | <u>Consent of Independent Registered Public Accounting Firm</u> | | | | | X |
| 31.1 | <u>Certification of Chief Executive Officer pursuant to Section 302 of the</u> | | | | | X |

| | | |
|---------|---|---|
| | <u>Sarbanes-Oxley Act</u> | |
| 31.2 | <u>Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act</u> | X |
| 32.1** | <u>Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act</u> + | |
| 32.2** | <u>Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act</u> + | |
| 101.INS | XBRL Instance Document. + | |
| 101.SCH | XBRL Taxonomy Extension Schema Document. + | |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. + | |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. + | |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document. + | |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. + | |

* Indicates a management contract or compensatory plan.

** The certifications attached as Exhibit 32.1 and 32.2 that accompany this Annual Report on Form 10-K are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of A10 Networks, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

+ These exhibits were previously included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on August 29, 2018.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

A10 NETWORKS, INC.

Date: October 10, 2018

By: /s/ Lee Chen
Lee Chen
Chief Executive Officer and President
(Principal Executive Officer)