INFOBLOX INC
Form S-1
September 19, 2012
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As filed with the Securities and Exchange Commission on September 19, 2012

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

INFOBLOX INC.

(Exact name of Registrant as specified in its charter)

Delaware	***7389***	***20-0062867***
(State or other jurisdiction of incorporation or organization)	***(Primary standard industrial classification code number)***	***(I.R.S. employer identification no.)***

4750 Patrick Henry Drive

Santa Clara, CA 95054

(408) 625-4200

(Address, including zip code, and telephone number, including area code, of Registrant s principal executive offices)

Robert D. Thomas

President and Chief Executive Officer

Infoblox Inc.

4750 Patrick Henry Drive

Santa Clara, CA 95054

(408) 625-4200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

William L. Hughes, Esq.	Robert E. Horton, Esq.	Jeffrey D. Saper, Esq.
Shulamite S. White, Esq.	Infoblox Inc.	Rezwan D. Pavri, Esq.
Fenwick & West LLP	4750 Patrick Henry Drive	Wilson Sonsini Goodrich & Rosati, P.C.
801 California Street	Santa Clara, 95054	650 Page Mill Road
Mountain View, CA 94041	(408) 625-4200	Palo Alto, California 94304
(650) 988-8500		(650) 493-9300

Approximate date of commencement of proposed sale to the public: *As soon as practicable after the effective date of this Registration Statement.*

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the Securities Act), check the following box. ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨ ________

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨ ________

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨ ________

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large accelerated filer	¨	*Accelerated filer*	¨
Non-accelerated filer	x *(Do not check if a smaller reporting company)*	*Smaller reporting company*	¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	***Proposed Maximum Aggregate Offering Price***$^{(1)(2)}$	***Amount of Registration Fee***
Common stock, par value $0.0001 per share .	*$100,000,000*	*$11,460*

(1) Includes offering price of any additional shares that the underwriters have the option to purchase.
(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Issued September 19, 2012

Shares

COMMON STOCK

Certain stockholders of Infoblox, Inc. are offering all shares of common stock. We will not receive any proceeds from the sale of shares of common stock to be offered by the selling stockholders.

Our common stock is listed on the New York Stock Exchange under the symbol BLOX. On September 18, 2012, the last reported sale price of our common stock as reported on the New York Stock Exchange was $22.17 per share.

We are an emerging growth company as defined under the federal securities laws and, as such, we are subject to reduced public company reporting requirements. Investing in our common stock involves risks. See Risk Factors beginning on page 9.

PRICE $ A SHARE

	Price to Public	*Underwriting Discounts and Commissions*	*Proceeds to Selling Stockholders*
Per share	*$*	*$*	*$*
Total	*$*	*$*	*$*

Certain selling stockholders have granted the underwriters the right to purchase up to an additional shares of common stock at the public offering price less the underwriting discount.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on , 2012.

MORGAN STANLEY *GOLDMAN, SACHS & CO.*

UBS INVESTMENT BANK

PACIFIC CREST SECURITIES *JMP SECURITIES* *STEPHENS INC.*

, 2012

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You should rely only on the information contained in this prospectus or in any free writing prospectus prepared by or on behalf of us and delivered or made available to you. Neither we, nor the selling stockholders, nor any of the underwriters have authorized anyone to provide you with additional or different information. The selling stockholders are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus or a free-writing prospectus is accurate only as of its date, regardless of its time of delivery or of any sale of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

For investors outside the United States: neither we, nor the selling stockholders nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside of the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of the shares of common stock and the distribution of this prospectus outside of the United States.

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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information you should consider before investing in our common stock. You should read the entire prospectus carefully, including the sections entitled Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus, before investing in our common stock. Our fiscal year ends on July 31, and references throughout this prospectus to a given year are to our fiscal year ended on that date.

Infoblox Inc.

We are a leader in automated network control and provide an appliance-based solution that enables dynamic networks and next-generation data centers. Our solution combines real-time IP address management with the automation of key network control and network change and configuration management processes in purpose-built physical and virtual appliances. It is based on our proprietary software that is highly scalable and automates vital network functions, such as IP address management, device configuration, compliance, network discovery, policy implementation, security and monitoring. In addition, our solution leverages our real-time distributed network database to provide always-on access to network control data through a scalable, redundant and reliable architecture.

Dynamic networks enable on-demand connection and configuration of devices and applications and allow organizations to, among other things, accelerate service delivery and enhance the value of virtualization and cloud computing. To create dynamic networks, organizations need automated network control, which allows real-time network discovery and visibility, scalability, device configuration and policy implementation, and thus enables flexibility and improves the reliability of expanding networks. Our solution allows our end customers to create dynamic networks, address burgeoning growth in the number of network-connected devices and applications, manage complex networks efficiently and capture more fully the value from virtualization and cloud computing.

We sell our integrated appliance and software solution primarily through channel partners to end customers of various sizes and across a wide range of industries. Our end customers include many of the largest Forbes Global 2000 companies, including:

- ten of the top 15 aerospace and defense companies;
- 15 of the top 25 auto and truck manufacturers;
- ten of the top 20 retailers;
- five of the top ten major banks; and
- seven of the top ten telecommunications providers.

Our appliances have been sold to more than 5,900 end customers, including Adobe, Barclays, Best Buy, Boeing, Caterpillar, the Federal Aviation Administration, IBM, Johnson & Johnson, KDDI, Quest Diagnostics, Reuters, the Royal Bank of Canada, Staples, TIMPO, U.S. Customs and Border Protection and Vodafone.

We have experienced rapid growth in recent periods. Our net revenue increased from $102.2 million in 2010 to $169.2 million in 2012, representing a compounded annual growth rate of 28.7%, and our cash flows from operating activities increased from $15.3 million to $21.4 million over that same period. In 2010, we had net income of $7.0 million. In 2011 and 2012, we had net losses of $5.3 million and $8.2 million. As of July 31, 2012, we had an accumulated deficit of $108.1 million.

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Industry Background

Dynamic networks are essential to the performance of data centers and increasingly rely on the Internet Protocol, or IP. Organizations are deploying dynamic networks to enable next-generation data centers that utilize virtualization, cloud computing, software-as-a-service and high-speed networking to cost-effectively support numerous business critical operations. Organizations have upgraded the performance of their networking hardware, such as switches and routers, but generally have not upgraded their network control, which is the infrastructure and software that control the operation of the network. The importance of network control grows as networks increase in scale and complexity because of the rapid growth in the number of devices and software applications requiring network connectivity, the consumerization of Information Technology, or IT, the adoption of next-generation IP protocols and the proliferation of virtualization and cloud computing.

Factors Creating a Need for Automated Network Control

The objective of network control is to establish and maintain reliable device and application connectivity to the network by performing a number of complex functions and processes, including IP address management, device configuration, compliance, network discovery, policy implementation, security and monitoring. Historically, organizations have implemented network control using legacy approaches such as basic protocol servers, unsupported internally-developed software, spreadsheets and other manual processes involving routine, repetitive and error-prone tasks. Organizations need automated network control to create dynamic networks. This need is driven by a number of trends, including the following:

- Rapid growth in the number and types of devices that require network connections;
- Rapid growth in the number of network-connected software applications, resulting in increased frequency of requests for IP locations;
- Demand for next-generation data centers that utilize virtualization and cloud computing and the need to deliver and scale services in real-time;
- Challenges of IP version 6, or IPv6, implementation due to the complexity of this protocol and the need for it to coexist with IP version 4, or IPv4; and
- Demand for personal consumer device connectivity to the networks of organizations.

Challenges of Legacy Network Control Approaches

As the above trends lead to increased network complexity, the following challenges of legacy approaches to network control are becoming more acute:

Long Time to Value. Many organizations are seeking to reduce the time required to place IT infrastructure into service to support their business needs, in part through the use of virtualization and cloud computing. Legacy approaches to network control can be time consuming and therefore may limit an organization s ability to respond to new revenue opportunities and implement cost reduction strategies.

Limited Availability. A network may become unavailable as a result of faults, security attacks or other disruptions caused by data loss, configuration errors or lack of name recognition and inaccurate IP addresses. Legacy network control approaches were not designed to meet the availability requirements of dynamic networks and make networks more susceptible to failures, security attacks and outages.

High Total Cost of Ownership. Legacy network control approaches generally require organizations to make significant investments in experienced IT personnel capable of managing the availability and

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improving the performance of their networks. The additional complexity of IPv6 will increase the need for IT personnel because protocols will become more complicated and IT personnel will have to manage multiple IP protocols with manual processes.

Limited Performance. As more applications and devices connect to the network, they are increasingly dependent upon the performance of connection protocols. Legacy network control approaches are unable to process the increasing volume of requests for configuration change, IP addresses and domain names, thereby causing applications and devices to have inconsistent access to the network.

Limited Scalability. Legacy network control approaches generally limit scalability since they rely in part on manual processes and internally-developed software. This constrains the number of devices that can be connected to the network and limits the scalability of network capacity and functionality.

Difficult to Use. Legacy network control approaches are complex and generally require experienced IT personnel capable of using existing tools and undocumented processes to coordinate manual updates and configuration changes to a network, as well as to manage compliance standards and policies. As a result, organizations frequently must deploy their most experienced IT personnel for network control rather than for strategic business priorities.

Market Opportunity for Automated Network Control

We believe that the market opportunity for automated network control can be estimated based on the significant expenditures that organizations make deploying millions of protocol servers, application change and configuration management software, and IP address management tools, and for ongoing associated labor costs. To make the transition to next-generation data centers that rely on dynamic networks, organizations need to replace legacy approaches to network control with purpose-built automated network control solutions. We believe that the market for automated network control will grow as more end customers replace their legacy network control with automated solutions that enable dynamic networks.

Our Solution

Our appliance-based solution combines real-time IP address management with the automation of key network control and network change and configuration management processes in purpose-built physical and virtual appliances. It is based on our proprietary software that is highly scalable and automates vital network functions, such as IP address management, device configuration, compliance, network discovery, policy implementation, security and monitoring. In addition, our solution leverages our Grid technology, which utilizes our real-time distributed network database to provide always-on access to network control data through a scalable, redundant and reliable architecture. Grid enables end customers to manage network information, including millions of IP addresses, and to configure, back up, restore and upgrade thousands of appliances globally from a single point of control.

Key customer benefits of our solution include:

Rapid Time to Value. Our automated network control solution allows our end customers to operate their networks in real-time and to introduce IT infrastructure rapidly by propagating network configuration data instantly. This enables our end customers to accelerate business imperatives, including applications that may enhance revenue or decrease expenditures.

High Availability. Our solution ensures high network availability through a distributed network database that maintains system redundancy and security across multiple connected appliances and locations. This makes the network less susceptible to failures, security attacks and outages.

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Cost Effective. Our technologies automate routine, repetitive and complex network configuration operations, eliminate many error-prone tasks and manual processes and provide a single point of control. Our solution also addresses the complexity of IPv6. This allows our end customers to reduce the operational costs of configuring and maintaining the network by employing fewer and less expensive IT personnel to perform network control tasks.

High Performance. Our purpose-built physical and virtual appliances provide high performance and real-time processing of configuration change requests and connection protocols, such as the domain name system, or DNS, and the dynamic host configuration protocol, or DHCP. For example, our Trinzic 4030 hardware appliance can deliver 1.0 million DNS queries per second, which we believe is the fastest commercially-available DNS product on the market.

High Scalability. Our solution leverages our real-time, distributed network database to enable up to 12,500 of our physical and virtual appliances to operate as a single, unified system that can replicate and distribute data in real-time.

Easy to Use. Our solution offers intuitive graphical user interfaces to guide inexperienced IT personnel through complex workflows. It enables our end customers to configure, back up, restore and upgrade thousands of appliances globally from a single point of control, often with a single click. In addition, our solution enables organizations to place network hardware components into service and manage ongoing compliance reporting requirements easily by maintaining and updating device configurations and policies centrally.

Our Growth Strategy

The following are key elements of our growth strategy:

Extend Our Technology Leadership Position. We intend to leverage our leadership position and time to market advantage by continuing to define the market requirements for automated network control. We also plan to continue to invest in research and development to help our end customers achieve the full benefits of virtualization and cloud computing through network automation technology.

Strategically Expand Our Product Portfolio. Our close relationships with our end customers provide us with valuable insights into end customer needs, deployment demands and market trends, and we plan to continue to leverage this information to develop and enhance our product offerings. In addition, we expect to expand into adjacent markets through organic development, strategic technology partnerships and selective acquisitions.

Extend Our Reach and Add New End Customers. We intend to target new end customers by continuing to invest in our sales force, deepening our engagement with our current channel partners and establishing relationships with new channel partners.

Up-Sell Additional Products into Our Growing End Customer Base. We intend to continue to develop our marketing and sales capabilities to encourage the adoption of new products by our large installed base of end customers.

Expand Channel Relationships to Accelerate Adoption of Our Solution. We intend to increase the productivity of our channel partners through product education, sales training and support training. In addition, we intend to leverage and work with service providers to distribute our solution through product resale and managed service offerings.

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Risks Affecting Us

Our business is subject to numerous risks and uncertainties of which you should be aware before making an investment decision. These risks and uncertainties are discussed more fully in the section of this prospectus entitled Risk Factors and include, but are not limited to, the following:

- We have a history of losses, and we may not become profitable or maintain profitability;
- Our recent growth rates may not be indicative of our future growth, and we may not continue to grow at our recent pace or at all;
- The developing and rapidly evolving nature of our business and the markets in which we operate may make it difficult to evaluate our business;
- Our net revenue and operating results could vary significantly from period to period and be unpredictable, which could cause the market price of our common stock to decline;
- Sales of our Trinzic DDI family of products generate most of our products and licenses revenue, and if we are unable to continue to grow sales of these products, our operating results and profitability will suffer;
- The demand for our solution and corresponding sales of our products may not grow as we expect; and
- We compete in highly competitive markets, and competitive pressures from existing and new companies may adversely impact our business and operating results.

We were originally incorporated in Illinois in February 1999 and reincorporated in Delaware in May 2003. Our principal executive offices are located at 4750 Patrick Henry Drive, Santa Clara, California 95054, and our telephone number is (408) 625-4200. Our website address is www.infoblox.com. The information on, or that can be accessed through, our website is not incorporated by reference into this prospectus and should not be considered to be a part of this prospectus. Unless otherwise indicated, the terms Infoblox, we, us and our refer to Infoblox Inc., a Delaware corporation, together with its consolidated subsidiaries.

Infoblox is our registered trademark in the United States, and the Infoblox logo and all of our product names are our trademarks. Other trademarks appearing in this prospectus are the property of their respective holders.

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THE OFFERING

Common stock offered by the selling stockholders	shares
Option to purchase additional shares granted by certain of the selling stockholders	shares
Common stock to be outstanding after this offering	shares
Use of proceeds	The selling stockholders will receive all of the net proceeds from the sale of shares in this offering. We will not receive any proceeds from the sale of shares in this offering. See Use of Proceeds.
NYSE symbol	BLOX

The number of shares of our common stock to be outstanding after this offering is based upon the number of shares of our common stock outstanding as of July 31, 2012, after giving effect to the issuance of shares of our common stock to be acquired by certain selling stockholders through option exercises at the closing of this offering in order to sell those shares in this offering, and does not include:

- shares of our common stock issuable upon the exercise of stock options outstanding as of July 31, 2012, with a weighted-average exercise price of $ per share (other than shares to be sold in this offering by certain selling stockholders upon the exercise of vested stock options) and 35,550 shares of our common stock issuable upon the settlement of restricted stock units outstanding as of July 31, 2012;

- 19,922 shares of our common stock issuable upon the exercise of stock options granted after July 31, 2012, with a weighted-average exercise price of $20.36 per share and 851,725 shares of our common stock issuable upon the settlement of restricted stock units granted after July 31, 2012;

- 22,831 shares of our common stock issuable upon the exercise of warrants outstanding as of July 31, 2012, with a weighted-average exercise price of $4.05 per share; and

- 4,640,628 shares of our common stock reserved for future issuance under our 2012 Equity Incentive Plan and 1,500,000 shares of our common stock reserved for future issuance under our 2012 Employee Stock Purchase Plan; and shares that become available pursuant to provisions of each plan that automatically increase their share reserves each year, as more fully described in Executive Compensation Employee Benefit Plans.

Except as otherwise indicated, all information in this prospectus assumes:

- no exercise of outstanding options or warrants since July 31, 2012; and

- no exercise by the underwriters of their option to purchase up to an additional shares of our common stock from certain selling stockholders in this offering.

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SUMMARY CONSOLIDATED FINANCIAL DATA

The following tables summarize our consolidated financial data. We derived the summary consolidated statement of operations data for the years ended July 31, 2010, 2011 and 2012 and the summary consolidated balance sheet data as of July 31, 2012 from our audited consolidated financial statements included elsewhere in this prospectus. Our historical results are not necessarily indicative of the results to be expected in the future. You should read the following summary consolidated financial data in conjunction with the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements, related notes and other financial information included elsewhere in this prospectus.

	Year Ended July 31,		
	2010	2011	2012
	(In thousands, except per share data)		
Consolidated Statement of Operations Data:			
Net revenue:			
Products and licenses	$ 65,849	$ 80,274	$ 95,012
Services	36,319	52,561	74,234
Total net revenue	102,168	132,835	169,246
Cost of revenue[(1)]:			
Products and licenses	13,770	16,652	21,778
Services	8,183	12,187	15,342
Total cost of revenue	21,953	28,839	37,120
Gross profit	80,215	103,996	132,126
Operating expenses:			
Research and development[(1)]	18,066	29,605	36,624
Sales and marketing[(1)]	45,413	67,390	86,474
General and administrative[(1)]	8,380	10,831	15,548
Total operating expenses	71,859	107,826	138,646
Income (loss) from operations	8,356	(3,830)	(6,520)
Other expense, net	(357)	(690)	(946)
Income (loss) before provision for income taxes	7,999	(4,520)	(7,466)
Provision for income taxes	1,011	802	744
Net income (loss)	$ 6,988	$ (5,322)	$ (8,210)
Net income (loss) attributable to common stockholders[(2)]:			
Basic	$ 101	$ (5,322)	$ (8,210)
Diluted	$ 124	$ (5,322)	$ (8,210)
Net income (loss) per share attributable to common stockholders[(2)]:			
Basic	$ 0.01	$ (0.54)	$ (0.40)
Diluted	$ 0.01	$ (0.54)	$ (0.40)

Weighted-average shares used in computing net income (loss) per share attributable to common stockholders(2):			
Basic	7,768	9,933	20,563
Diluted	10,281	9,933	20,563

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(1) Results above include stock-based compensation as follows:

	Year Ended July 31, 2010	2011	2012
Stock-based compensation:			
Cost of revenue	$ 146	$ 283	$ 700
Research and development	580	1,126	2,363
Sales and marketing	1,311	2,546	5,409
General and administrative	651	1,178	2,180
Total stock-based compensation	$ 2,688	$ 5,133	$ 10,652

(2) Please see note 2 of our notes to the consolidated financial statements included elsewhere in this prospectus for an explanation of the calculations of our basic and diluted net income (loss) per share attributable to common stockholders.

	As of July 31, 2012
Consolidated Balance Sheet Data:	
Cash and cash equivalents	$ 156,613
Working capital	113,642
Total assets	242,983
Deferred revenue, net current and long-term	76,667
Total stockholders equity	142,075

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RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below before making a decision to invest in our common stock. Our business, operating results, financial condition or prospects could be materially and adversely affected by any of these risks and uncertainties. In that case, the trading price of our common stock could decline and you might lose all or part of your investment. In addition, the risks and uncertainties discussed below are not the only ones we face. Our business, operating results, financial performance or prospects could also be harmed by risks and uncertainties not currently known to us or that we currently do not believe are material. In assessing the risks and uncertainties described below, you should also refer to the other information contained in this prospectus before making a decision to invest in our common stock.

Risks Related to Our Business and Industry

We Have a History of Losses, and We May Not Become Profitable or Maintain Profitability.

Since our inception in 1999, we have incurred a net loss in each fiscal year except 2010. During 2012, we incurred a net loss of $8.2 million. As a result, we had an accumulated deficit of $108.1 million at July 31, 2012. We may not become profitable in the future or may be unable to maintain any profitability achieved if we fail to increase our net revenue and manage our expenses or if we incur unanticipated liabilities. Revenue growth may slow or revenue may decline for a number of reasons, including slowing demand for our products or services, increasing competition, the timing of revenue recognition, lengthening sales cycles, decelerating growth of, or declines in, our overall market, or our failure to capitalize on growth opportunities or to introduce new products and services. In addition, we expect that our operating expenses, including stock-based compensation, will continue to increase in all areas as we seek to grow our business and as we assume the reporting requirements and compliance obligations of a public company. Any failure by us to achieve and maintain profitability could cause the price of our common stock to decline significantly.

Our Recent Growth Rates May Not Be Indicative of Our Future Growth, and We May Not Continue to Grow at Our Recent Pace or at All.

Our continued business and revenue growth will depend, in part, on our ability to continue to sell our products to new end customers, sell additional products to our existing end customers, introduce new products or enhancements and increase our share of and compete successfully in new, growing markets, and we may fail to do so. You should not consider our recent growth rate in net revenue as indicative of our future growth.

The Developing and Rapidly Evolving Nature of Our Business and the Markets in Which We Operate May Make it Difficult to Evaluate Our Business.

We were founded in 1999 and since inception have been creating products for the developing and rapidly evolving market for automated network control. Our initial products were appliances that supported reliable connectivity to networks. We have expanded our product focus through internal development and recent acquisitions of products and technologies. Acquisitions such as our acquisition of Netcordia, Inc. in May 2010 may cause uncertainties related to their integration into our business. In addition, we may have difficulty in our business and financial planning because of the developing nature of the markets in which we operate and the evolving nature of our business. Because we depend in part on market acceptance of our products, it is difficult to evaluate trends that may affect our business and whether our expansion will be profitable. Thus, any predictions about our future revenue and expenses may not be as accurate as they would be if our business and market were more mature and stable.

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Our Net Revenue and Operating Results Could Vary Significantly from Period to Period and Be Unpredictable, Which Could Cause the Market Price of Our Common Stock to Decline.

The sale and licensing of our products generates a majority of our net revenue. The timing of sales and licensing of products can be difficult to predict and can result in significant fluctuations in our net revenue from period to period. Our operating results have fluctuated significantly in the past, and may continue to fluctuate in the future, as a result of a variety of factors, many of which are outside of our control. As a result, comparing our net revenue and operating results on a period-to-period basis may not be meaningful, and you should not rely on our past results as an indication of our future performance.

We have based our current and projected future expense levels on our operating plans and sales forecasts, and our operating costs are relatively fixed in the short term. As a result, we may not be able to reduce our costs sufficiently to compensate for an unexpected shortfall in net revenue, and even a small shortfall in net revenue could disproportionately and adversely affect our financial results for a given quarter.

It is possible that our operating results in some periods may be below market expectations. This would likely cause the market price of our common stock to decline. In addition to the other risk factors listed in this section, our operating results may be affected by a number of factors, including:

- the timing of sales of our products and services, particularly large sales;
- the inherent complexity, length and associated unpredictability of our sales cycles, including the varying budgetary cycles and purchasing priorities of our end customers;
- the timing of revenue recognition as a result of guidance under accounting principles generally accepted in the United States;
- fluctuations in demand for our products and services, including seasonal variations;
- the timing of the resale of our products sold to distributors, for which we generally recognize revenue upon reported sell-through;
- the mix of our products and services sold and distribution channels through which our products and services are sold;
- the timing and success of changes in our product offerings or those of our competitors;
- changes in our or our competitors pricing policies or sales terms;
- the amount and timing of operating expenses related to the maintenance and expansion of our business, operations and infrastructure;
- our ability to control costs, including the costs of our third-party manufacturers;

- the ability to obtain sufficient supplies of components at acceptable prices, or at all;
- the timing of costs related to the development or acquisition of technologies or businesses;
- our inability to complete or integrate efficiently any acquisitions that we may undertake;
- changes in the regulatory environment for our products domestically and internationally;
- claims of intellectual property infringement against us and any resulting temporary or permanent injunction prohibiting us from selling our products or requirement to pay damages or expenses associated with any of those claims; and
- general economic conditions in our domestic and international markets.

Further, end customer buying patterns and sales cycles can vary significantly from quarter to quarter and are not subject to an established pattern over the course of a quarter. Accordingly, at the beginning of a quarter, we have limited visibility into the level of sales that will be made in that quarter. If expected net revenue at the end of any quarter is reduced or delayed for any reason, including, among other things, the failure of anticipated purchase orders to materialize, our inability to deliver products prior to quarter-end to fulfill purchase orders received near the end of the quarter, our failure to manage inventory properly in a way to meet demand, or our inability to release new products on schedule, our net revenue and operating results for that quarter could be materially and adversely affected.

As a result of the foregoing factors, our operating results in one or more future periods may fail to meet or exceed our projections or the expectations of securities analysts or investors. In that event, the trading price of our common stock would likely decline.

Sales of Our Trinzic DDI Family of Products Generate Most of Our Products and Licenses Revenue, and if We Are Unable to Continue to Grow Sales of These Products, Our Operating Results and Profitability Will Suffer.

Historically, we have derived substantially all of our products and licenses revenue from sales of products in our Trinzic DDI family and their predecessors, and we expect to continue to derive a significant majority of our products and licenses revenue from sales of our Trinzic DDI family of products for the foreseeable future. A decline in the price of these products and related services, whether due to competition or otherwise, or our inability to increase sales of these products, would harm our business and operating results more seriously than it would if we derived significant revenue from a variety of product lines and services. Our future financial performance will also depend upon successfully developing and selling enhanced versions of our Trinzic DDI family of products. If we fail to deliver product enhancements, new releases or new products that end customers want, it will be more difficult for us to succeed. In addition, our strategy depends upon our products being able to solve critical network management problems for our end customers. If our Trinzic DDI family of products is unable to solve these problems for our end customers or if we are unable to sustain the high levels of innovation in our Trinzic DDI product feature set needed to maintain leadership in what will continue to be a competitive market environment, our business and results of operations will be harmed.

The Demand for Our Automated Network Control Solution and Related Services May Not Grow as We Expect.

The demand for automated network control depends upon the increasing size and complexity of networks, which may be driven by the rapid growth of new network-connected devices and applications, the adoption of IPv6 and the proliferation of virtualization and cloud computing. The market for automated network control products has increased in recent years as organizations have deployed more devices and applications on their networks and increased the number of virtual machines in use. Our business plan assumes that the demand for automated network control will increase based on the foregoing factors. Ultimately, however, the factors driving demand for automated network control may not develop as quickly as we anticipate, or at all, and the growth of our business and results of operations may be adversely affected.

If We Are Unable to Attract New End Customers or to Sell Additional Products to Our Existing End Customers, Our Revenue Growth Will be Adversely Affected and Our Net Revenue Could Decrease.

To increase our net revenue, we must continually add new end customers and sell additional products to existing end customers. In recent periods, we have been adding personnel and other resources to our sales function as we focus on growing our business, entering new markets and increasing our market share, and we expect to incur significant additional expenses in expanding our sales and development personnel and our international operations in order to achieve revenue growth. In addition, we expect our sales and marketing expenses to increase in absolute dollars as we expand our sales and marketing efforts worldwide and expand our marketing programs and relationships with current and future channel partners and end customers. The return on these and future investments may be lower, or may be realized more slowly, than we expect. If we do not achieve the benefits anticipated from our investments, or if the achievement of these benefits is delayed, our growth rates will decline and our operating results would likely be adversely affected.

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If We are Unable to Introduce New Products Successfully and to Make Enhancements to Existing Products, Our Growth Rates Would Likely Decline and Our Business, Results of Operations and Competitive Position Could Suffer.

We invest substantial amounts of time and resources in researching and developing new products and enhancing existing products by incorporating additional features, improving functionality and adding other improvements to meet end customers rapidly evolving demands in our highly competitive industry. For example, in March 2012, we introduced a new series of appliances with greater price/performance and other advantages but lower gross margins compared to our prior generation of appliances, the A appliance series. We also invest in the acquisition of products that expand our offerings and help us enter into new growing markets, as we did when we expanded our product line and automation capabilities through our May 2010 acquisition of Netcordia. We often make these investments without being certain that they will result in products or enhancements that the market will accept or that they will expand our share of those markets. The sizes of the markets currently addressed by our products are not certain, and our ability to grow our business in the future may depend upon our ability to introduce new products or enhance and improve our existing products for those markets or entry into new markets. Our growth would likely be adversely affected if we fail to introduce these new products or enhancements, fail to manage successfully the transition to new products from the products they are replacing or do not invest our development efforts in appropriate products or enhancements for significant new markets, or if these new products or enhancements do not attain market acceptance.

Our new products or enhancements could fail to attain sufficient market acceptance for many reasons, including:

- the timeliness of the introduction and delivery of our products or enhancements;
- our failure or inability to predict changes in our industry or end customers demands or to design products or enhancements that meet end customers increasing demands;
- defects, errors or failures in any of our products or enhancements;
- the inability of our products and enhancements to interoperate effectively with products from other vendors or to operate successfully in the networks of prospective end customers;
- negative publicity about the performance or effectiveness of our products or enhancements;
- reluctance of end customers to purchase products that incorporate elements of open source software;
- failure of our channel partners to market, support or distribute our products or enhancements effectively; and
- changes in government or industry standards and criteria.

Our products or enhancements may have limited value to us if they fail to achieve market acceptance, and there can be no assurance that our sales efforts will be effective or that we will realize a positive return on any of these investments, even if the resultant products or enhancements achieve market acceptance.

Our end customers expect timely introduction of new products and enhancements to respond to new feature requests. Since developing new products or new versions of, or add-ons to, our existing products is complex, the timetable for their commercial release is difficult to predict and may vary from historical experience, which could result in delays in their introduction from anticipated or announced release dates. We may not offer updates as rapidly as our end customers require or expect. If we do not respond to the rapidly changing needs of our end customers by developing and introducing on a timely basis new and effective products, features, upgrades and services that can respond adequately to their needs, our competitive position, business and growth prospects will be harmed.

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We Compete in Rapidly Evolving Markets, and Our Failure to Respond Quickly and Effectively to Changing Market Requirements Could Cause Our Business and Key Operating Metrics to Decline.

The automated network control market is characterized by rapidly changing technology, changing customer needs, evolving industry standards and frequent introductions of new products and services. For example, in order to be competitive, our solution must be capable of operating with and managing an ever increasing array of network devices and an increasingly complex network environment. In some cases, the ability of our solution to interoperate with and manage third-party devices may require licenses from the device manufacturers or other third parties, and we may not be able to obtain necessary licenses on acceptable terms or at all. In addition, our solution must be compatible with industry standards for networks. As new networking devices are introduced and standards in the networking market evolve, we may be required to modify our products and services to make them compatible with these new devices and standards. Likewise, if our competitors introduce new products and services that compete with ours, we may be required to reposition our product and service offerings or to introduce new products and services in response to that competitive pressure. We may not be successful in modifying our current products or introducing new ones in a timely or appropriately responsive manner, or at all. If we fail to address these shifts in the competitive landscape successfully, our business and operating results could be materially harmed.

Our Sales Cycles Can Be Long and Unpredictable, and Our Sales Efforts Require Considerable Time and Expense. As a Result, Our Sales and Revenue Are Difficult to Predict and May Vary Substantially from Period to Period, Which May Cause Our Operating Results to Fluctuate Significantly.

The timing of our sales and revenue recognition is difficult to predict because of the length and unpredictability of our products sales cycles. A sales cycle is the period between initial contact with a prospective end customer and any sale of our products. End customer orders often involve the purchase of multiple products. These orders are complex and difficult to complete because prospective end customers generally consider a number of factors over an extended period of time before committing to purchase automated network control products, such as the solution we sell. End customers often view the purchase of our products as a significant and strategic decision and require considerable time to evaluate, test and qualify our products prior to making a purchase decision and placing an order. The length of time that end customers devote to their evaluation, contract negotiation and budgeting processes varies significantly. The length of our products sales cycles typically ranges from three to twelve months but can be more than eighteen months. During the sales cycle, we expend significant time and money on sales and marketing activities and make investments in evaluation equipment, all of which lower our operating margins, particularly if no sale occurs. Even if an end customer makes a decision to purchase our products, there are many factors affecting the timing of our recognition of revenue, which makes our revenue difficult to forecast. For example, there may be unexpected delays in an end customer s internal procurement processes, particularly for some of our larger end customers for which our products represent a very small percentage of their total procurement activity. There are many other factors specific to end customers that contribute to the timing of their purchases and the variability of our revenue recognition, including the strategic importance of a particular project to an end customer, budgetary constraints and changes in their personnel. Even after an end customer makes a purchase, there may in some cases be circumstances or terms relating to the purchase that delay our ability to recognize revenue from that purchase. In addition, the significance and timing of our product enhancements, and the introduction of new products by our competitors, may also affect end customers purchases. For all of these reasons, it is difficult to predict whether a sale will be completed, the particular fiscal period in which a sale will be completed or the period in which revenue from a sale will be recognized. If our sales cycles lengthen, our net revenue could be lower than expected, which would have an adverse impact on our operating results and could cause our stock price to decline.

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We Compete in Highly Competitive Markets, and Competitive Pressures from Existing and New Companies May Adversely Impact Our Business and Operating Results.

The markets in which we compete are highly competitive. We expect competition to intensify in the future as existing competitors and new market entrants introduce new products into our markets. This competition could result in increased pricing pressure, reduced profit margins, increased sales and marketing expenses and our failure to increase, or the loss of, market share, any of which would likely seriously harm our business, operating results and financial condition. If we do not keep pace with product and technology advances and otherwise keep our product offerings competitive, there could be a material and adverse effect on our competitive position, revenue and prospects for growth.

We compete with large technology integrators, such as BMC Software, Inc., EMC Corporation, Hewlett-Packard Company and International Business Machines Corporation, telecommunication equipment providers, such as Alcatel-Lucent and BT Group plc, and specialized technology providers, such as BlueCat Networks, Inc., EfficientIP SAS and Nominum, Inc. We also seek to replace network control tools and processes in which end customers have made significant investments. These tools and processes may have been purchased or internally-developed based on open source software or other technology, and end customers may be reluctant to adopt a new solution that replaces or changes their existing tools and processes.

Many of our competitors are substantially larger and have greater financial, technical, research and development, sales and marketing, manufacturing, distribution and other resources and greater name recognition. We could also face competition from new market entrants, some of which might be our current technology partners. Many of our existing and potential competitors enjoy substantial competitive advantages, such as:

- longer operating histories;
- the capacity to leverage their sales efforts and marketing expenditures across a broader portfolio of products;
- broader distribution and established relationships with channel partners;
- access to larger end customer bases;
- greater end customer support;
- greater resources to make acquisitions;
- larger intellectual property portfolios;
- the ability to bundle competitive offerings with other products and services;
- less stringent accounting requirements, resulting in greater flexibility in pricing and terms; and

lower labor and development costs.

As a result, increased competition could result in fewer end customer orders, price reductions, reduced operating margins and loss of market share. Our competitors also may be able to provide end customers with capabilities or benefits different from or greater than those we can provide in areas such as technical qualifications or geographic presence, or to provide end customers a broader range of products, services and prices. In addition, large competitors may have more extensive relationships within existing and potential end customers that provide them with an advantage in competing for business with those end customers. Our ability to compete will depend upon our ability to provide a better solution than our competitors at a competitive price. We may be required to make substantial additional investments in research, development, marketing and sales in order to respond to competition, and there is no assurance that these investments will achieve any returns for us or that we will be able to compete successfully in the future.

We also expect increased competition if our market continues to expand. Conditions in our market could change rapidly and significantly as a result of technological advancements or other factors. In addition, current or potential competitors may be acquired by third parties that have greater resources available. As a result of these acquisitions, our current or potential competitors might take advantage of the greater resources of the larger organization to compete more vigorously or broadly with us. In addition, continued industry consolidation might adversely impact end customers perceptions of the viability of smaller and even medium-sized networking companies and, consequently, end customers willingness to purchase from those companies.

Adverse Economic Conditions May Adversely Impact Our Business.

Our business depends on the overall demand for IT and on the economic health of our current and prospective end customers. In addition, the purchase of our products is often discretionary and may involve a significant commitment of capital and other resources. The recent financial recession resulted in a significant weakening of the economy in the United States and Europe and of the global economy, more limited availability of credit, a reduction in business confidence and activity, deficit-driven austerity measures that continue to impact governments and educational institutions, and other difficulties that may affect one or more of the industries to which we sell our products and services. If economic conditions in the United States, Europe and other key markets for our products continue to remain uncertain or deteriorate further, many end customers may delay or reduce their IT spending. This could result in reductions in sales of our products and services, longer sales cycles, slower adoption of new technologies and increased price competition. Any of these events would likely harm our business, operating results and financial condition. In addition, there can be no assurance that IT spending levels will increase following any recovery.

We Base Our Inventory Purchasing Decisions on Our Forecasts of End Customer Demand, and if Our Forecasts Are Inaccurate, Our Operating Results Could Be Materially Harmed.

We place orders with our third-party manufacturers based on our forecasts of our end customers requirements and forecasts provided by our channel partners. These forecasts are based on multiple assumptions, each of which might cause our estimates to be inaccurate, affecting our ability to provide products to our customers. When demand for our products increases significantly, we may not be able to meet it on a timely basis, and we may need to expend a significant amount of time working with our customers to allocate limited supply and maintain positive customer relations, or we may incur additional costs to rush the manufacture and delivery of additional products. If we or our channel partners underestimate end customer demand, we may forego revenue opportunities, lose market share and damage our end customer relationships. Conversely, if we overestimate end customer demand, we may maintain more finished goods or raw materials inventory than we are able to sell when we expect to or at all. If our channel partners overestimate end customer demand, our channel partners may accumulate excess inventory, which could cause a reduction of purchases from us in future quarters. As a result, we could have excess or obsolete inventory, resulting in a decline in its value, which would increase our cost of revenue and reduce our liquidity. Our failure to manage inventory accurately relative to demand would adversely affect our operating results.

We Rely on Our Channel Partners, Including Distributors, Integrators, Managed Service Providers and Value-Added Resellers. A Decrease in Their Sales of Our Products Would Materially and Adversely Affect Our Operating Results.

In 2011 and 2012, a significant majority of our net revenue was generated from sales through our channel partners, including third-party distributors, integrators, managed service providers and value-added resellers, or VARs, that market or sell networking equipment, software and other products and services to end customers. We expect these channel partners to continue to have a similar impact on our net revenue for the foreseeable future, as we invest in and expand our channel relationships, particularly those with large managed service providers. Accordingly, our future growth will depend in part on our channel partners ability to market and sell our products and services.In general, our contracts with our channel partners do not contain minimum purchase commitments and allow them to exercise significant discretion regarding the promotion of our products and services, meaning our channel partners could cease to sell our products and services, choose to market, sell and

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support products and services that are competitive with ours or choose to devote more resources to the marketing, sales and support of those competitive products. As a result, our net revenue would decrease if our competitors were effective in providing incentives to existing and potential channel partners to favor their products over ours or to prevent or reduce sales of our products. Our net revenue might also be negatively affected by our failure to hire and retain sufficient qualified sales personnel internally since our channel partners depend on significant support from our internal sales personnel. Even if our channel partners actively and effectively promote our products and services, there can be no assurance that their efforts will result in growth of our net revenue. In addition, to the extent we fail to attract, train and maintain a sufficient number of high-quality channel partners, our business, operating results and financial condition could be materially and adversely affected. Recruiting and retaining qualified channel partners, particularly large managed service providers, is difficult. Training new channel partners regarding our technology and products requires significant time and resources, and it may take several months or more to achieve significant sales from new channel partners. We may also change our channel distribution model in one or more regions, such as by adding a distribution tier to our sales channel in North America to support our VARs, which change might not improve our channel partners effectiveness and could result in decreases to our gross margins and declining profitability. In order to develop and expand our distribution channels, we must continue to scale and improve our processes and procedures that support these channels, including investment in systems and training, and those processes and procedures may become increasingly complex and difficult to manage.

By relying on channel partners, we may in some cases have little contact with the end customers of our products, thereby making it more difficult for us to ensure proper delivery, installation and support of our products, service ongoing end customer requirements and respond to evolving end customer needs. In addition, our use of channel partners could subject us to lawsuits, potential liability and reputational harm if, for example, a sales channel partner misrepresents the functionality of our products or services to end customers or violates laws or our corporate policies. If we fail to manage our channel partners effectively, our business would be seriously harmed.

We Are Exposed to the Credit Risk of Our Channel Partners and End Customers, Which Could Result in Material Losses and Negatively Impact Our Operating Results.

Most of our sales are on an open credit basis, with typical payment terms of 30 days. Because of local customs or conditions, payment terms may be longer in some circumstances and markets. If any of the channel partners or end customers responsible for a significant portion of our net revenue becomes insolvent or suffers a deterioration in its financial or business condition and is unable to pay for our products, our results of operations could be harmed.

Our Business Depends on End Customers Renewing Their Maintenance and Support Contracts. Any Decline in Maintenance Renewals Could Harm Our Future Operating Results.

We typically sell our products with maintenance and support as part of the initial purchase, and a substantial portion of our annual net revenue comes from renewals of maintenance and support contracts. Our end customers have no obligation to renew their maintenance and support contracts after the expiration of the initial period, and they may elect not to renew their maintenance and support contracts, to renew their maintenance and support contracts at lower prices through alternative channel partners or to reduce the product quantity under their maintenance and support contracts, thereby reducing our future net revenue from maintenance and support contracts. If our end customers do not renew their maintenance and support contracts or if they renew them on terms that are less favorable to us, our net revenue may decline and our business will suffer.

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Our Ability to Sell Our Products Is Highly Dependent on the Quality of Our Support and Services Offerings, and Our Failure to Offer High-Quality Support and Services Could Have a Material and Adverse Effect on Our Business and Results of Operations.

Once our products are deployed within our end customers networks, our end customers depend on our support organization and our channel partners to resolve any issues relating to our products. High-quality support is critical for the successful marketing and sale of our products. If we or our channel partners do not assist our end customers in deploying our products effectively, succeed in helping our customers resolve post-deployment issues quickly, or provide ongoing support, it could adversely affect our ability to sell our products to existing end customers and could harm our reputation with potential end customers. In addition, as we expand our operations internationally, our support organization will face additional challenges, including those associated with delivering support, training and documentation in languages other than English. Our failure or the failure of our channel partners to maintain high-quality support and services could have a material and adverse effect on our business and operating results.

Claims by Others that We Infringe Their Intellectual Property Rights Could Harm Our Business.

Our industry is characterized by vigorous pursuit and protection of intellectual property rights, which has resulted in protracted and expensive litigation for many companies. Third parties may assert claims of misappropriation of trade secrets or infringement of intellectual property rights against us or against our end customers or channel partners for which we may be liable. Until December 2011, we were involved in litigation of this kind with BlueCat Networks, Inc. and BlueCat Networks (USA), Inc. (or collectively BlueCat), one of our competitors. While we have settled this dispute and the parties have agreed, among other things, not to commence patent litigation for at least a five-year period, there can be no assurance that future litigation will not be initiated by the parties prior to the end of that period.

As our business expands, the number of products and competitors in our markets increases and product overlaps occur, infringement claims may increase in number and significance. Intellectual property lawsuits are subject to inherent uncertainties due to the complexity of the technical issues involved, and we cannot be certain that we will be successful in defending ourselves against intellectual property claims. In addition, we currently have a more limited portfolio of issued patents than our major competitors, and therefore may not be able to utilize our intellectual property portfolio effectively to assert defenses or counterclaims in response to patent infringement claims or litigation brought against us by third parties. Further, litigation may involve patent holding companies or other adverse patent owners that have no relevant product revenue and against which our potential patents may provide little or no deterrence. In addition, many potential litigants have the capability to dedicate substantially greater resources than we can to enforce their intellectual property rights and to defend claims that may be brought against them. Furthermore, a successful claimant could secure a judgment that requires us to pay substantial damages or prevents us from distributing products or performing certain services. We could also be required to seek a license for the use of that intellectual property, which might not be available on commercially acceptable terms or at all. Alternatively, we might be required to develop non-infringing technology, which could require significant effort and expense and might ultimately not be successful.

Failure to Protect Our Intellectual Property Rights Could Adversely Affect Our Business.

Our success depends, in part, on our ability to protect proprietary methods and technologies that we develop under patent and other intellectual property laws of the United States and foreign jurisdictions so that we can prevent others from using our inventions and proprietary information. If we fail to protect our intellectual property rights adequately, our competitors might gain access to our technology and our business might be harmed. In addition, we might incur significant expenses in defending our intellectual property rights, as we did in our settled patent lawsuits with BlueCat. Any of our patents, copyrights, trademarks or other intellectual property rights could be challenged by others or invalidated through administrative process or litigation.

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We could be required to spend significant resources to monitor and protect our intellectual property rights. In this regard, we have in the past initiated and may in the future initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. Any litigation, whether or not resolved in our favor, could result in significant expense to us and divert the efforts of our management and technical personnel, which might adversely affect our business, operating results and financial condition.

Indemnity Provisions in Various Agreements Potentially Expose Us to Substantial Liability for Intellectual Property Infringement and Other Losses.

Our agreements with customers and commercial partners include indemnification provisions, under which we agree to indemnify them for losses suffered or incurred as a result of claims of intellectual property infringement and, in some cases, for damages caused by us to property or persons or other third-party claims. The term of these indemnity provisions is generally perpetual after execution of the corresponding product sale agreement. Large indemnity payments could harm our business, operating results and financial condition.

We Rely on a Sole Source Third-Party Manufacturer for Substantially All of Our Products and Depend on It for the Supply and Quality of Our Products.

We outsource the manufacturing of substantially all of our products to Flextronics Telecom Systems, Ltd., an affiliate of Flextronics International Ltd. These arrangements subject us to the risk that the manufacturer does not provide our customers with the quality and performance that they expect or that the manufacturer does not provide us with an adequate supply of products. Our orders typically represent a relatively small percentage of the overall orders received by this manufacturer from its customers. As a result, fulfilling our orders may not be considered a priority in the event our manufacturer is constrained in its ability to fulfill all of its customer obligations in a timely manner. We must also accurately predict the number of products that we will require. If we overestimate our requirements, we may incur liabilities for excess inventory, which could negatively affect our gross margins. Conversely, if we underestimate our requirements, our manufacturer and suppliers may have inadequate supplies of the materials and components required to produce our products. In addition, we acquire some of our other products and components from sole-source suppliers. This could result in an interruption of the manufacturing of our products, delays in shipments and deferral or loss of revenue. Quality or performance failures of our products or changes in our manufacturers financial or business condition could disrupt our ability to supply quality products to our customers and thereby have a material and adverse effect on our business and operating results.

Some of the Components and Technologies Used in Our Products are Purchased and Licensed from a Single Source or a Limited Number of Sources. The Loss of Any of These Suppliers Might Cause Us to Incur Additional Transition Costs, Result in Delays in the Manufacturing and Delivery of Our Products, or Cause Us to Carry Excess or Obsolete Inventory and Could Require Us to Redesign Our Products.

Although supplies of our components are generally available from a variety of sources, we currently depend on a single source or a limited number of sources for most components included in our products. For example, the chipsets and motherboards that we use in the products manufactured by Flextronics are currently available only from a limited number of sources, and neither we nor, to our knowledge, this manufacturer have entered into supply agreements with these sources. We have also entered into license agreements with some of our suppliers for technologies that are used in our products.

As there are no other sources for identical components and technologies, if we lost any of these suppliers, we might not be able to sell our products for a significant period of time, and we could incur significant costs to redesign our hardware and software to incorporate components or technologies from alternative sources or to

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qualify alternative suppliers. Our reliance on a single source or a limited number of suppliers involves a number of additional risks, including risks related to:

- supplier capacity constraints;
- price increases;
- timely delivery;
- component quality; and
- natural disasters.

In addition, for certain components for which there are multiple sources, we are subject to potential price increases and limited availability as a result of market demand for these components. In the past, unexpected demand for computer and network products has caused worldwide shortages of certain electronic parts. If similar shortages occur in the future, our business would be adversely affected. For example, the supplier of a key component included in some of our products was affected by flooding in Thailand in our last fiscal year, which has resulted in a sustained and substantial price increase for this component. We carry very little inventory of our products, and we and our manufacturer rely on our suppliers to deliver necessary components in a timely manner. We and our manufacturer rely on purchase orders rather than long-term contracts with these suppliers, and as a result we or our manufacturer might not be able to secure sufficient components, even if they were available, at reasonable prices or of acceptable quality to build products in a timely manner and, therefore, might not be able to meet customer demands for our products, which would have a material and adverse effect on our business, operating results and financial condition.

We Rely on the Availability of Third-Party Licenses and, in the Future, if These Licenses are Available to Us Only on Less Favorable Terms or Not Available at All, Our Business and Operating Results Would be Harmed.

Our products include software and other technology licensed from third parties. It may be necessary in the future to renew licenses relating to various aspects of these products or to seek additional licenses for existing or new products. There can be no assurance that the necessary licenses would be available on acceptable terms or at all. The inability to obtain certain licenses or other rights or to obtain those licenses or rights on favorable terms, or the need to engage in litigation regarding these matters, could result in delays in product releases until such time, if ever, as equivalent technology could be identified, licensed or developed and integrated into our products and might have a material adverse effect on our business, operating results and financial condition.

Our International Sales and Operations Subject Us to Additional Risks that May Materially and Adversely Affect Our Business and Operating Results.

During 2010, 2011 and 2012, 41.0%, 41.5% and 40.6% of our net revenue were derived from customers outside of the United States. During 2012, we experienced relatively slower growth in Europe, Middle East and Africa as compared to other geographies, and there can be no assurance that this trend will change in the foreseeable future. Sales to these end customers have typically been denominated in U.S. dollars. Fluctuations in currency exchange rates could cause our products to become relatively more expensive to end customers in a particular country, leading to a reduction in sales or profitability in that country. We are also exposed to movements in foreign currency exchange rates relating to operating expenses associated with our operations and personnel outside the United States. We have research and development personnel in Canada and France, engage contractors in Belarus, India and Thailand, and have testing and support personnel in India, and we expect to expand our offshore development efforts. In addition, we have sales and support personnel in numerous countries worldwide. We expect to continue to hire personnel in additional countries. Our international operations subject us to a variety of risks, including:

- the difficulty of managing and staffing international offices and the increased travel, infrastructure and legal compliance costs associated with numerous international locations;

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- reduced demand for technology products outside the United States;
- difficulties in enforcing contracts and collecting accounts receivable, and longer payment cycles, especially in emerging markets;
- tariffs and trade barriers, export regulations and other regulatory or contractual limitations on our ability to sell or develop our products in certain foreign markets;
- increased exposure to currency exchange rate risk;
- heightened exposure to political instability, war and terrorism;
- added legal compliance obligations and complexity;
- reduced protection for intellectual property rights in some countries;
- multiple conflicting tax laws and regulations;
- the need to localize our products for international end customers; and
- the increased cost of terminating employees in some countries.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and manage effectively these and other risks associated with our international operations. Our failure to manage any of these risks successfully could harm our international operations and reduce our international sales, adversely affecting our business, operating results and financial condition. For example, fluctuations in the U.S. dollar compared to foreign currencies have significantly affected the cost of our Canadian, Indian and European operations in recent periods, as compared to the corresponding periods in the prior year.

Our Use of and Reliance on Research and Development Resources in Foreign Countries May Expose Us to Unanticipated Costs or Events.

We have significant research and development centers in Canada and France and have significant numbers of contractors in Belarus, India and Thailand. There can be no assurance that our reliance upon research and development resources in foreign countries will enable us to achieve meaningful cost reductions or greater resource efficiency. Further, our research and development efforts and other operations in foreign countries involve significant risks, including:

- difficulty hiring and retaining appropriate engineering personnel because of intense competition for engineers and resulting wage inflation;

- difficulties regarding the transfer of knowledge related to our technology and resulting exposure to misappropriation of intellectual property or information that is proprietary to us, our end customers and other third parties;

- heightened exposure to change in the economic, security and political conditions in developing countries;

- fluctuations in currency exchange rates and difficulties of regulatory compliance in foreign countries; and

- interruptions to our operations in India or Thailand as a result of typhoons, floods and other natural catastrophic events, as well as man-made problems such as power disruptions or terrorism.

Difficulties resulting from the factors above and other risks related to our operations in foreign countries could expose us to increased expense, impair our development efforts and harm our competitive position.

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If We Fail to Manage Future Growth Effectively, Our Business Would Be Harmed.

We operate in emerging markets and have experienced, and may continue to experience, significant expansion of our operations. This growth has placed, and any future growth would continue to place, a strain on our employees, management systems and other resources. Managing our growth will require significant expenditures and allocation of valuable management resources. Further international expansion may be required for our continued business growth, and managing any international expansion would require additional resources and controls. If we fail to achieve the necessary level of efficiency in our organization as it grows, our business, operating results and financial condition would be harmed.

If We Are Unable to Hire, Retain and Motivate Qualified Personnel, Our Business Would Suffer.

Our future success depends, in part, on our ability to attract and retain highly skilled personnel. The loss of the services of any of our key personnel, the inability to attract and retain additional qualified personnel or delays in hiring required personnel, particularly in engineering and sales, could seriously harm our business, financial condition and results of operations. Any of our employees may terminate their employment at any time. Competition for highly skilled personnel is frequently intense, especially in the San Francisco Bay Area, where we have a substantial presence and need for highly skilled personnel. In addition, a large portion of our employee base is substantially vested in significant stock options, and their ability to exercise those options and sell their stock might result in a higher than normal turnover rate. Also, to the extent we hire personnel from competitors, we may be subject to allegations that they have been improperly solicited or divulged proprietary or other confidential information to us.

We Are Dependent on the Continued Services and Performance of Our Senior Management and Other Key Employees, the Loss of Any of Whom Could Adversely Affect Our Business, Operating Results and Financial Condition.

Our future performance depends on the continued services and continuing contributions of our senior management and other key employees to execute on our business plan, and to identify and pursue new opportunities and product innovations. The loss of the services of senior management or other key employees could significantly delay or prevent the achievement of our development and strategic objectives and could adversely affect our business, financial condition and results of operations.

We Expect Our Gross Margin to Vary over Time, and Our Current Level of Gross Margin May Not Be Sustainable.

Our level of gross margin may not be sustainable and may be adversely affected by numerous factors, including:

- increased price competition;
- changes in end customer or product and service mix;
- increased inbound shipping charges;

our inability to maintain or reduce the amount we pay our third-party manufacturers;

increases in material or labor costs;

increased costs of licensing third-party technologies that are used in our products;

carrying costs of excess inventory, inventory holding charges and obsolescence charges that may be passed through to us by our third-party manufacturers;

changes in our distribution channels or our arrangements with our distributors and VARs;

increased warranty and repair costs; and

the introduction of new appliance models, which may have lower margins than our existing products.

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In this regard, in March 2012, we introduced new, higher performance appliances, which are comprised of more expensive components. We expect the introduction of these new appliances will result in lower gross margins for the foreseeable future and thus impact our operating results.

Seasonality May Cause Fluctuations in Our Net Revenue and Operating Results.

We operate on a July 31 fiscal year-end and believe that there are significant seasonal factors which may cause the second and fourth quarters of our fiscal year to have greater product revenue than our first and third fiscal quarters. We believe that this seasonality results from a number of factors, including:

- end customer procurement, budget and deployment cycles in the government and education sectors, which potentially result in stronger order flow in our second fiscal quarter;

- one or more of our larger end customers with a December 31 fiscal year-end choosing to spend remaining budgets before their year-end, which potentially results in a positive impact on our product revenue in the second quarter of our fiscal year;

- the timing of our annual training for the entire sales force in our first fiscal quarter, which, combined with the strong fourth fiscal sales, can potentially cause our first fiscal quarter to be seasonally weak; and

- seasonal reductions in business activity during August in the United States, Europe and certain other regions, which have a negative impact on our first quarter revenue.

Our rapid historical growth may have reduced the impact of seasonal or cyclical factors that might have influenced our business to date. As our increasing size causes our growth rate to slow, seasonal or cyclical variations in our operations may become more pronounced over time and may materially affect our results of operations.

If We Are Not Able to Maintain and Enhance Our Brand and Reputation, Our Business and Operating Results May Be Harmed in Tangible or Intangible Ways.

We believe that maintaining and enhancing our brand and reputation are critical to our relationships with, and our ability to attract, new end customers, technology partners and employees. The successful promotion of our brand will depend largely upon our ability to continue to develop, offer and maintain high-quality products and services, our marketing and public relations efforts, and our ability to differentiate our products and services successfully from those of our competitors. Our brand promotion activities could involve significant expenditures and may not be successful and may not yield increased revenue. In addition, extension of our brand to products and uses different from our traditional products and services may dilute our brand, particularly if we fail to maintain the quality of products and services in these new areas. If we do not successfully maintain and enhance our brand and reputation, our growth rate may decline, we may have reduced pricing power relative to competitors with stronger brands or reputations, and we could lose end customers or technology partners, all of which would harm our business, operating results and financial condition.

In addition, from time to time independent industry analysts may provide reviews of our products and services, as well as those of our competitors, and perception of our products in the marketplace may be significantly influenced by these reviews. We have no control over what these industry analysts report, and because industry analysts may influence current and potential end customers, our brand could be harmed if industry analysts do not provide positive reviews of our products or identify them as market leaders.

If Our Products Contain Undetected Software or Hardware Errors, We Could Incur Significant Unexpected Expenses and Lost Sales and Revenue and We Could Be Subject to Product Liability Claims.

Products such as ours frequently contain undetected software or hardware errors, many of which are identified only when our products are first introduced or as new versions are released. We have experienced errors in the past in connection with our products. We expect that errors will be found from time to time in new or enhanced products after commencement of commercial shipments. Since our products contain components that we purchase from third parties, we also expect our products to contain latent defects and errors from time to time related to those third-party components. These problems may cause us to incur significant warranty and repair costs, process management costs, and costs associated with remanufacturing our inventory. In addition, regardless of the party at fault, errors of these kinds divert the attention of our engineering personnel from our product development efforts, damage our reputation and the reputation of our products, cause significant customer relations problems and can result in product liability claims. The occurrence of these problems could result in the delay or loss of market acceptance of our products and could adversely impact our business, operating results and financial condition.

Our Business Is Subject to the Risks of Warranty Claims, Product Returns, Product Liability and Product Defects.

Real or perceived errors, failures or bugs in our products could result in claims by customers for losses that they sustain. If customers make these types of claims, we may be required, or may choose, for customer relations or other reasons, to expend additional resources in order to help correct the problem. Liability provisions in our standard terms and conditions of sale, and those of our resellers and distributors, may not be enforceable under some circumstances or may not fully or effectively protect us from customer claims and related liabilities and costs, including indemnification obligations under our agreements with resellers and distributors. The sale and support of our products also entail the risk of product liability claims. We maintain insurance to protect against certain types of claims associated with the use of our products, but our insurance coverage may not adequately cover any such claims. In addition, even claims that ultimately are unsuccessful could result in expenditures of funds in connection with litigation and divert management s time and other resources.

We Depend on the U.S. Government for a Portion of Our Sales, Which Are Facilitated through Resellers on Which We Also Depend for These Sales. Any Reductions in Sales to the U.S. Government, as a Result of the Loss of Reseller Relationships or Any Other Reason, Could Harm Our Growth.

A significant portion of our sales is made to certain departments of the U.S. government. Nearly all of these sales are made through resellers. Any factors that cause a decline in government expenditures generally or government IT expenditures in particular could cause our net revenue to grow less rapidly or even to decline. The timing of fulfillment under government contracts can also be uncertain. In addition, since in most cases we are unable to fulfill orders from the U.S. government directly, the loss of key reseller relationships could adversely affect our ability to fulfill certain orders from the government until we are able to find and qualify a suitable alternative. This, in turn, would cause revenue to be delayed and could cause sales to be lost.

Our Net Revenue May Decline as a Result of Reductions in Public Funding of Educational Institutions.

We regard sales to universities, colleges and other educational institutions as an important source of net revenue. Many of these institutions receive funding from local tax revenues and from state and federal governments through a variety of programs. Federal, state or local funding of public education may be reduced for a variety of reasons, including budget-driven austerity measures, legislative changes or fluctuations in tax revenues because of changing economic conditions. If funding of public education declines for these or any other reason, our sales to educational institutions might be negatively impacted. Any reduction in spending on IT systems by educational institutions would likely materially and adversely affect our business and results of operations.

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We Are an Emerging Growth Company, and Any Decision on Our Part to Comply Only with Certain Reduced Disclosure Requirements Applicable to Emerging Growth Companies Could Make Our Common Stock Less Attractive to Investors.

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act enacted in April 2012, and, for as long as we continue to be an emerging growth company, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act of 2002, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. To date, we have chosen to avail ourselves of emerging growth company status for all purposes other than the adoption of accounting standards and auditor attestation requirements. We could remain an emerging growth company for up to five years, although, if the market value of our common stock that is held by non-affiliates exceeds $700 million as of any January 31 before the end of that five-year period, we would cease to be an emerging growth company as of the following July 31. We cannot predict if investors will find our common stock less attractive if we choose to rely on these exemptions. If some investors find our common stock less attractive as a result of any choices to reduce future disclosure, there may be a less active trading market for our common stock and our stock price may be more volatile.

Under the Jumpstart Our Business Startups Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have irrevocably elected not to avail ourselves of this exemption from new or revised accounting standards and, therefore, we will be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

We Incur Increased Costs and Demands upon Management as a Result of Complying with the Laws and Regulations Affecting Public Companies, Which Could Harm Our Operating Results.

As a public company and particularly after we cease to be an emerging growth company, we will incur significant legal, accounting and other expenses that we did not incur as a private company. In addition, the Sarbanes-Oxley Act and rules subsequently implemented by the SEC and the New York Stock Exchange, or NYSE, impose various requirements on public companies, including requiring changes in corporate governance practices. Our management and other personnel will need to devote a substantial amount of time to these compliance initiatives. Moreover, these rules and regulations have increased and will continue to increase our legal, accounting and financial compliance costs and have made and will continue to make some activities more time-consuming and costly. For example, we expect these rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or to incur substantial costs to maintain the same or similar coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors or our board committees or as executive officers.

Beginning with the year ending July 31, 2013, the Sarbanes-Oxley Act will require, among other things, that we assess the effectiveness of our internal control over financial reporting annually and the effectiveness of our disclosure controls and procedures quarterly. In particular, we will need to perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on, and our independent registered public accounting firm potentially to attest to, the effectiveness of our internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act. Our compliance with all applicable provisions of Section 404 will require that we incur substantial accounting expense and expend significant management time on compliance-related issues as we implement additional corporate governance practices and comply with reporting requirements. Moreover, if we are not able to comply with the requirements

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of Section 404 applicable to us in a timely manner, or if we or our independent registered public accounting firm identifies deficiencies in our internal control over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline and we could be subject to sanctions or investigations by the NYSE, the SEC or other regulatory authorities, which would require additional financial and management resources.

Furthermore, investor perceptions of our company may suffer if deficiencies are found, and this could cause a decline in the market price of our stock. Irrespective of compliance with Section 404, any failure of our internal controls could have a material adverse effect on our stated results of operations and harm our reputation. If we are unable to implement these changes effectively or efficiently, it could harm our operations, financial reporting or financial results and could result in an adverse opinion on internal control from our independent registered public accounting firm.

Acquisitions and Investments Could Result in Operating Difficulties, Dilution and Other Harmful Consequences.

We expect to continue to evaluate and enter into discussions regarding potential strategic transactions. These transactions could be material to our financial condition and results of operations. The process of integrating Netcordia, the Solsoft technology and other acquired businesses and technology has created unforeseen operating difficulties and expenditures as would the integration of any future acquisitions. The areas where we face risks include:

- implementation or remediation of controls, procedures and policies at the acquired company;
- diversion of management time and focus from operating our business to addressing acquisition integration challenges;
- coordination of product, engineering and sales and marketing functions;
- transition of the acquired company s operations, users and end customers onto our existing platforms;
- retention of employees from the acquired company;
- cultural challenges associated with integrating employees from the acquired company into our organization;
- integration of the acquired company s accounting, management information, human resources and other administrative systems;
- liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities and other known and unknown liabilities;
- litigation or other claims in connection with the acquired company, including claims from terminated employees, end customers, former stockholders or other third parties;

- in the case of foreign acquisitions, the need to integrate operations across different cultures and languages and to address the particular economic, currency, political and regulatory risks associated with specific countries;

- diversion of engineering resources away from development of our core products; and

- failure to continue to develop the acquired technology successfully.

Our failure to address these risks or other problems encountered in connection with our past or future acquisitions and investments could cause us to fail to realize the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities and harm our business generally. Future acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses or the write-off of goodwill, any of which could harm our financial condition. Also, the anticipated benefits of any acquisitions may not materialize.

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We Rely on Third Parties for the Fulfillment of Our End Customer Orders and Replacements, and the Failure of These Third Parties to Perform Could Have an Adverse Effect upon Our Reputation and Our Ability to Distribute Our Products, Which Could Cause a Material Reduction in Our Net Revenue.

We rely on our third-party manufacturers to build and inventory sufficient quantities of our products to fulfill end customer orders, and we also use third parties to transport our products, hold our inventory in local depots in foreign countries and fulfill our end customer replacement requirements. If our third-party agents fail to perform, our ability to deliver our products and to generate revenue would be adversely affected. The failure of our third-party manufacturers and other third-party logistics providers to deliver products in a timely manner could lead to the dissatisfaction of our channel partners and end customers and damage our reputation, which might cause our channel partners or end customers to cancel existing agreements with us and to stop transacting business with us. In addition, this reliance on our third-party manufacturers and third-party logistics providers may impact the timing of our revenue recognition if our providers fail to deliver orders during the prescribed time period. In the event we were unexpectedly forced to change providers, we could experience short-term disruptions in our delivery and fulfillment process that could adversely affect our business.

Our Use of Open Source Software Could Impose Limitations on Our Ability to Commercialize Our Products.

Our products contain software modules licensed for use from third-party authors under open source licenses, including the GNU Public License, the GNU Lesser Public License and the Apache License. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works that we create based upon the type of open source software we use. If we combine our proprietary software with open source software in a certain manner, we could, under certain of the open source licenses, be required to release the source code of our proprietary software to the public. This could allow our competitors to create similar products with lower development effort and time and ultimately could result in a loss of product sales for us.

The terms of many open source licenses have not been interpreted by U.S. courts, and there is a risk that these licenses could be construed in a manner that could impose unanticipated conditions or restrictions on our ability to commercialize our products. In such event, we could be required to seek licenses from third parties in order to continue offering our products and to re-engineer our products or to discontinue the sale of our products in the event re-engineering cannot be accomplished on a timely basis, any of which could materially and adversely affect our business and operating results.

Confidentiality Agreements With Employees and Others May Not Adequately Prevent Disclosure of Our Trade Secrets and Other Proprietary Information.

In order to protect our proprietary technology, processes and methods, we rely in part on confidentiality agreements with our technology partners, employees, consultants, advisors and others. These agreements may not effectively prevent disclosure of our confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of our confidential information. In addition, others may independently discover our trade secrets and proprietary information, and in these cases we would not be able to assert any trade secret rights against those parties. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect our competitive business position.

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Our Reported Financial Results May be Adversely Affected by Changes in Accounting Principles Applicable to us.

Generally accepted accounting principles in the United States are subject to interpretation by the Financial Accounting Standards Board, or FASB, the SEC, and other bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results and could affect the reporting of transactions completed before the announcement of a change. Any difficulties in the implementation of new or changed accounting standards could cause us to fail to meet our financial reporting obligations, which could result in regulatory discipline. In addition, the SEC has announced a multi-year plan that could ultimately lead to the use of International Financial Reporting Standards by U.S. issuers in their SEC filings. Any such change could have a significant effect on our reported financial results.

If Our Estimates Relating to Our Critical Accounting Policies Are Based on Assumptions or Judgments that Change or Prove to Be Incorrect, Our Operating Results Could Fall Below Expectations of Securities Analysts and Investors, Resulting in a Decline in Our Stock Price.

The preparation of financial statements in conformity with generally accepted accounting principles requires our management to make estimates, assumptions and judgments that affect the amounts reported in our consolidated financial statements and accompanying notes. We base our estimates on historical experience and on various other assumptions, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. If our assumptions change or if actual circumstances differ from those in our assumptions, our operating results may be adversely affected, which could cause our operating results to fall below market expectations and our stock price to decline. Significant estimates, assumptions and judgments used in preparing our consolidated financial statements include those related to revenue recognition, determination of fair value of stock-based awards, valuation of goodwill and intangible assets acquired, impairment of goodwill and other intangible assets, amortization of intangible assets, contingencies and litigation, accounting for income taxes, including the valuation reserve on deferred tax assets and uncertain tax positions, allowances for doubtful accounts and sales returns and valuation of inventory.

Our Ability to Use Net Operating Losses to Offset Future Taxable Income May Be Subject to Certain Limitations.

In general, under Section 382 of the U.S. Internal Revenue Code of 1986, or the Code, a corporation that undergoes an ownership change is subject to limitations on its ability to utilize its pre-change net operating losses, or NOLs, to offset future taxable income. Our existing NOLs may be subject to limitations arising from previous ownership changes and, if we undergo an ownership change in connection with this offering or otherwise in the future, our ability to utilize our NOLs could be further limited by Section 382 of the Code. Future changes in our stock ownership, many of which are outside of our control, could result in an ownership change under Section 382 of the Code. Our net operating losses could also be impaired under state law. As a result, we might not be able to utilize a material portion of our NOLs.

Our Future Capital Needs Are Uncertain, and We May Need to Raise Additional Funds in the Future.

We believe that our existing cash and cash equivalents will be sufficient to meet our anticipated cash requirements for at least the next 12 months. We may, however, need to raise substantial additional capital to:

- fund our operations;

continue our research and development;

commercialize new products; or

acquire companies, in-licensed products or intellectual property.

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Our future funding requirements will depend on many factors, including:

- market acceptance of our products and services;
- the cost of our research and development activities;
- the cost of defending, in litigation or otherwise, claims that we infringe third-party patents or violate other intellectual property rights;
- the cost and timing of establishing additional sales, marketing and distribution capabilities;
- the cost and timing of establishing additional technical support capabilities;
- the effect of competing technological and market developments; and
- the market for different types of funding and overall economic conditions.

If We Require Additional Funds in the Future, Those Funds May Not be Available on Acceptable Terms, or at All.

We may require additional funds in the future, and we may not be able to obtain those funds on acceptable terms, or at all. If we raise additional funds by issuing equity securities, our stockholders may experience dilution. Debt financing, if available, may involve covenants restricting our operations or our ability to incur additional debt. Any debt or additional equity financing that we raise may contain terms that are not favorable to us or our stockholders. If we do not have, or are not able to obtain, sufficient funds, we may have to delay development or commercialization of our products or license to third parties the rights to commercialize products or technologies that we would otherwise seek to commercialize. If we raise additional funds through collaboration and licensing arrangements with third parties, it may be necessary to relinquish some rights to our technologies or our products, or to grant licenses on terms that are not favorable to us. If we are unable to raise adequate funds, we may have to liquidate some or all of our assets, or delay, reduce the scope of or eliminate some or all of our development programs. We also may have to reduce marketing, customer support or other resources devoted to our products or cease operations. Any of these actions could harm our operating results.

Changes in Our Provision for Income Taxes or Adverse Outcomes Resulting from Examination of Our Income Tax Returns Could Adversely Affect Our Results.

Our provision for income taxes is subject to volatility and could be adversely affected by the following:

- changes in the valuation of our deferred tax assets;

- foreign or domestic income tax assessments and any related tax interest or penalties;
- expiration of, or lapses in, the research and development tax credit laws;
- tax effects of nondeductible compensation;
- adjustments to the pricing of intercompany transactions and transfers of intellectual property or other assets;
- changes in accounting principles; or
- changes in tax laws and regulations, including changes in taxation of the services provided by our foreign subsidiaries.

Significant judgment is required to determine the recognition and measurement attributes prescribed in the accounting guidance for uncertainty in income taxes. The accounting guidance for uncertainty in income taxes applies to all income tax positions, including the potential recovery of previously paid taxes, that if settled unfavorably could adversely impact our provision for income taxes or additional paid-in capital. In addition, we are subject to the examination of our income tax returns by the U.S. Internal Revenue Service and other tax

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authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. The outcomes from these examinations might have a material and adverse effect on our operating results and financial condition.

Our Business is Subject to the Risks of Earthquakes, Fire, Floods and Other Natural Catastrophic Events, and to Interruption by Man-Made Problems Such as Power Disruptions or Terrorism.

Our corporate headquarters is located in the San Francisco Bay Area, a region known for seismic activity. We also have significant testing and support facilities in India, a region known for typhoons, floods and other natural disasters. A significant natural disaster, such as an earthquake, fire or a flood, occurring at our headquarters, at one of our other facilities or where a channel partner or supplier is located could have a material adverse impact on our business, operating results and financial condition. In addition, natural disasters and acts of terrorism could cause disruptions in our or our customers businesses, national economies or the world economy as a whole. We also rely on IT systems to communicate among our workforce located worldwide and, in particular, our research and development activities that are coordinated between our corporate headquarters in the San Francisco Bay Area and our operations in other states and countries. Any disruption to our internal communications, whether caused by a natural disaster or by man-made problems, such as power disruptions or terrorism, could delay our research and development efforts. To the extent that these disruptions result in delays or cancellations of customer orders or delays in our research and development efforts or the deployment of our products, our business and operating results would be materially and adversely affected.

System Security Risks, Data Protection Breaches, Cyber-attacks and Systems Integration Issues Could Disrupt Our Internal Operations, and Any Such Disruption Could Reduce Our Expected Revenue, Increase Our Expenses, Damage Our Reputation and Adversely Affect Our Stock Price.

Experienced computer programmers and hackers may be able to penetrate our network security and misappropriate or compromise our confidential and proprietary information, create system disruptions or cause shutdowns. Computer programmers and hackers also may be able to develop and deploy viruses, worms, and other malicious software programs that attack our products or otherwise exploit any security vulnerabilities of our products. The costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant, and our efforts to address these problems may not be successful and could result in interruptions and delays that could impede our sales, manufacturing, distribution or other critical functions.

We manage and store various proprietary information and sensitive or confidential data relating to our business in the cloud. Breaches of our security measures or the accidental loss, inadvertent disclosure or unapproved dissemination of proprietary information or sensitive or confidential data about us, including the potential loss or disclosure of that information or data as a result of fraud, trickery or other forms of deception, could expose us to a risk of loss or misuse of this information, result in litigation and potential liability for us, damage our brand and reputation or otherwise harm our business. In addition, the cost and operational consequences of implementing further data protection measures could be significant.

Portions of our IT infrastructure also may experience interruptions, delays or cessations of service or produce errors in connection with systems integration or migration work that takes place from time to time. We may not be successful in implementing new systems and transitioning data, which could cause business disruptions and be more expensive, time consuming, disruptive and resource-intensive. Any disruptions could adversely impact our ability to fulfill orders and interrupt other processes. Delayed sales, lower margins or lost customers resulting from these disruptions have adversely affected us in the past, and in the future could adversely affect our financial results, stock price and reputation.

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Risks Related to Ownership of Our Common Stock

Our Actual Operating Results May Differ Significantly from Our Guidance.

From time to time, we have released, and may continue to release guidance in our quarterly earnings releases, quarterly earnings conference call, or otherwise, regarding our future performance that represents our management s estimates as of the date of release. This guidance, which includes forward-looking statements, has been and will be based on projections prepared by our management. These projections are not prepared with a view toward compliance with published guidelines of the American Institute of Certified Public Accountants, and neither our registered public accountants nor any other independent expert or outside party compiles or examines the projections. Accordingly, no such person expresses any opinion or any other form of assurance with respect to the projections.

Projections are based upon a number of assumptions and estimates that, while presented with numerical specificity, are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and are based upon specific assumptions with respect to future business decisions, some of which will change. We intend to state possible outcomes as high and low ranges which are intended to provide a sensitivity analysis as variables are changed but are not intended to imply that actual results could not fall outside of the suggested ranges. The principal reason that we release guidance is to provide a basis for our management to discuss our business outlook with analysts and investors. We do not accept any responsibility for any projections or reports published by any such persons.

Guidance is necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying the guidance furnished by us will not materialize or will vary significantly from actual results. Accordingly, our guidance is only an estimate of what management believes is realizable as of the date of release. Actual results will vary from our guidance and the variations may be material. In light of the foregoing, investors are urged not to rely upon our guidance in making an investment decision regarding our common stock.

Any failure to successfully implement our operating strategy or the occurrence of any of the events or circumstances set forth in this Risk Factors section in this prospectus could result in the actual operating results being different from our guidance, and the differences may be adverse and material.

The Price of Our Common Stock May be Volatile, and You Could Lose All or Part of Your Investment.

In the recent past, the stock market, including technology stocks in particular, have experienced high levels of volatility. The trading price of our common stock may fluctuate substantially. The trading price of our common stock will depend on a number of factors, including those described in this Risk Factors section, many of which are beyond our control and may not be related to our operating performance. These fluctuations could cause you to lose all or part of your investment in our common stock since you might be unable to sell your shares at or above the price you paid in this offering. Factors that could cause fluctuations in the trading price of our common stock include the following:

- price and volume fluctuations in the overall stock market from time to time;
- volatility in the market prices and trading volumes of high technology stocks;

changes in operating performance and stock market valuations of other technology companies generally, or those in our industry in particular;

sales of shares of our common stock by us or our stockholders;

failure of securities analysts to maintain coverage of us, changes in financial estimates by any securities analysts who follow our company, or our failure to meet these estimates or the expectations of investors;

the financial projections we may provide to the public, any changes in those projections or our failure to meet those projections;

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announcements by us or our competitors of new products or new or terminated significant contracts, commercial relationships or capital commitments;

the public s reaction to our press releases, other public announcements and filings with the SEC;

rumors and market speculation involving us or other companies in our industry;

actual or anticipated changes in our results of operations or fluctuations in our operating results;

actual or anticipated developments in our business or our competitors businesses or the competitive landscape generally;

litigation involving us, our industry or both or investigations by regulators into our operations or those of our competitors;

developments or disputes concerning our intellectual property or other proprietary rights;

announced or completed acquisitions of businesses or technologies by us or our competitors;

new laws or regulations or new interpretations of existing laws or regulations applicable to our business;

changes in accounting standards, policies, guidelines, interpretations or principles;

any major change in our management;

general economic conditions and slow or negative growth of our markets; and

other events or factors, including those resulting from war, incidents of terrorism or responses to these events.

In addition, the stock market in general, and the market for technology companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of those companies. Broad market and industry factors may seriously affect the market price of our common stock, regardless of our actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market prices of a particular companies securities, securities class action litigations have often been instituted against these companies. Litigation of this type, if instituted against us, could result in substantial costs and a diversion of our management s attention and resources.

If Securities or Industry Analysts Issue an Adverse or Misleading Opinion Regarding Our Stock or Do Not Publish Research or Reports about Our Business, Our Stock Price and Trading Volume Could Decline.

The trading market for our common stock will rely in part on the research and reports that equity research and other analysts publish about us and our business. We do not control these analysts or the content and opinions included in their reports. The price of our common stock could decline if one or more analysts were to downgrade our common stock or if they were to issue other unfavorable commentary or cease publishing reports about us or our business. If one or more analysts were to cease coverage of our company, we could lose visibility in the market, which in turn could cause our stock price to decline. Further, analysts may elect not to provide research coverage of our common stock, and lack of research coverage would likely adversely affect the market price of our common stock.

Concentration of Ownership among Our Existing Directors, Executive Officers and Principal Stockholders May Prevent New Investors from Influencing Significant Corporate Decisions.

Assuming the underwriters option to purchase additional shares is not exercised, based upon beneficial ownership as of July 31, 2012, our current directors, executive officers, holders of more than 5% of our common stock and their respective affiliates will, in the aggregate, beneficially own approximately % of our outstanding common stock following this offering. These stockholders will be able to exercise a controlling influence over matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, and will have significant influence over our management and policies for the foreseeable future. Some of these persons or entities may have interests that are different from yours. For example, these stockholders may support proposals and actions with which you may disagree or which are not in your interests. The concentration of ownership could delay or prevent a change in control of our company or otherwise discourage a potential acquirer from attempting to obtain control of our company, which in turn could reduce the price of our common stock. In addition, these stockholders, some of which have representatives sitting on our board of directors, could use their voting control to maintain our existing management and directors in office, delay or prevent changes of control of our company, or support or reject other management and board of director proposals that are subject to stockholder approval, such as amendments to our employee stock plans and approvals of significant financing transactions.

Our Stock Price Could Decline as a Result of the Large Number of Outstanding Shares of Our Common Stock Eligible for Future Sale.

Our stock price could decline as a result of substantial sales of our common stock. In particular, prices could decline if a large number of shares of our common stock become available for sale or the perception in the market is that holders of a large number of shares, including our directors, executive officers, employees and significant stockholders, intend to sell their shares. After this offering, we will have outstanding shares of our common stock, based on the number of shares outstanding as of July 31, 2012, assuming no exercise of outstanding options or warrants after July 31, 2012, other than shares to be sold in this offering by certain selling stockholders upon the exercise of vested stock options. Excluding shares of our common stock for which we have a right of repurchase with respect to unvested shares and subject to the provisions of Rule 144 or Rule 701 promulgated under the Securities Act of 1933, as amended, or the Securities Act, based on an assumed offering date of July 31, 2012, shares of our common stock will be available for sale in the public market as follows:

- shares sold in this offering and our initial public offering will be immediately available for sale in the public market;

- shares will be eligible for sale in the public market on October 17, 2012, upon the expiration of lock-up and/or market standoff agreements entered into prior to our initial public offering;

- shares subject to transfer restrictions under our insider trading policy will be eligible for sale in the public market on the third trading day following our earnings release for the quarter ended October 31, 2012, including shares held by our affiliates; and

- shares will be eligible for sale in the public market upon the expiration of lock-up agreements entered into in connection with this offering as described below.

An additional shares will be eligible for sale in the public market on or from time to time after October 17, 2012 upon the lapse of our right of repurchase with respect to any unvested shares, including shares that are subject to trading restrictions under lock-up agreements entered into in connection with this offering as described below.

Immediately following this offering, after giving effect to the sale of shares by certain selling stockholders with registration rights, the holders of shares of our common stock and certain warrantholders will be entitled to rights with respect to the registration of these shares under the Securities Act. See Description of Capital Stock Registration Rights. If we register the resale of their shares following the expiration of lock-up and market standoff agreements described in Underwriters, these stockholders could sell those shares in the public market without being subject to the volume and other restrictions of Rules 144 and 701.

We have registered shares of our common stock that have been issued or reserved for future issuance under our stock incentive plans. Of these shares, shares will be eligible for sale upon the exercise of vested options after the expiration of the lock-up and standoff agreements. In addition, the shares

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subject to outstanding warrants to purchase 22,831 shares of our common stock could be eligible for sale immediately upon completion of this offering, depending upon the manner in which it is exercised.

Sales of substantial amounts of our common stock in the public market following this offering, or even the perception that these sales could occur, could cause the trading price of our common stock to decline. These sales could also make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem appropriate.

We Do Not Intend to Pay Dividends for the Foreseeable Future.

We have never declared or paid any cash dividends on our capital stock. We intend to retain any earnings to finance the operation and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. As a result, you will likely receive a return on your investment in our common stock only if the market price of our common stock increases.

Our Charter Documents and Delaware Law Could Discourage, Delay or Prevent a Takeover that Stockholders Consider Favorable and Could Also Reduce the Market Price of Our Stock.

Our restated certificate of incorporation and our restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it more difficult for stockholders to nominate directors for election to our board of directors and take other corporate actions. These provisions, among other things:

- provide for non-cumulative voting in the election of directors;
- provide for a classified board of directors;
- authorize our board of directors, without stockholder approval, to issue preferred stock with terms determined by our board of directors and to issue additional shares of our common stock;
- provide that only our board of directors may set the number of directors constituting our board of directors or fill vacant directorships;
- provide that stockholders may remove directors only for cause;
- prohibit stockholder action by written consent and limit who may call a special meeting of stockholders; and
- require advance notification of stockholder nominations for election to our board of directors and of stockholder proposals.

These and other provisions in our restated certificate of incorporation and our restated bylaws, as well as provisions under Delaware law, could discourage potential takeover attempts, reduce the price that investors might be willing to pay in the future for shares of our common stock and result in the trading price of our common stock being lower than it otherwise would be. See Description of Capital Stock Preferred Stock and Description of Capital Stock Anti-Takeover Provisions.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the federal securities laws, which statements involve substantial risks and uncertainties. Forward-looking statements generally relate to future events or to our future financial or operating performance. You can generally identify forward-looking statements because they contain words such as may, might, will, should, expects, plans, anticipates, intend, target, projects, contemplates, believes, estimates, predicts, potential or continue or the negative of these terms or other s expressions that concern our expectations, strategy, plans or intentions. We have based these forward-looking statements primarily on our current expectations and projections about future events and trends that we believe may affect our business, financial condition, results of operations and prospects. The outcome of the events described in these forward-looking statements is subject to risks, uncertainties and other factors described in the section entitled Risk Factors and elsewhere in this prospectus. Accordingly, you should not rely upon forward-looking statements as predictions of future events. We cannot assure you that the results, events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results, events or circumstances could differ materially from those projected in the forward-looking statements. Forward-looking statements contained in this prospectus include, but are not limited to, statements about:

- our expectations regarding our results of operations and financial condition;
- anticipated trends and challenges in our business and in the markets in which we operate;
- our anticipated strategies for growth and sources of new revenue;
- the impact of seasonality on our business;
- our current and future products and enhancements and plans to promote them;
- our ability to anticipate market needs and develop new and enhanced products and services to meet those needs;
- maintaining and expanding our end customer base and our relationships with our channel partners;
- our ability to compete in our rapidly evolving markets and innovation by our competitors;
- our reliance on third-party manufacturers;
- the evolution of technology affecting our products, services and markets;
- our ability to retain and hire necessary employees and to staff our operations appropriately;
- management compensation and the methodology for its determination;

- our ability to find future acquisition opportunities on favorable terms or at all and to manage any acquisitions;
- our liquidity and working capital requirements;
- our need to obtain additional funding and our ability to obtain future funding on acceptable terms;
- our ability to stay abreast of new or modified laws and regulations that currently apply or become applicable to our business both in the United States and internationally;
- the estimates and estimate methodologies used in preparing our consolidated financial statements and determining option exercise prices; and
- the future trading prices of our common stock and the impact of securities analysts reports on these prices.

The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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USE OF PROCEEDS

The selling stockholders are selling all of the shares of common stock being sold in this offering, including any shares sold upon the exercise of the underwriters option to purchase additional shares in this offering. Accordingly, we will not receive any proceeds from the sale of shares of common stock in this offering. The principal purposes of this offering are to facilitate an orderly distribution of our shares by selling stockholders and increase our public float.

MARKET PRICE OF COMMON STOCK

Our common stock has been listed on the NYSE under the symbol BLOX since April 20, 2012. Prior to that date, there was no public trading market for our common stock. Our IPO was priced at $16.00 per share on April 19, 2012. The following table sets forth for the periods indicated the high and low closing sale price per share of our common stock as reported on the NYSE:

	Low	High
Fiscal Year ended July 31, 2012		
Third Quarter (beginning April 20, 2012)	$ 20.10	$ 21.30
Fourth Quarter	$ 17.48	$ 22.93
Fiscal Year ending July 31, 2013		
First Quarter (through September 18, 2012)	$ 20.00	$ 23.39

On September 18, 2012, the last reported sale price of our common stock on the NYSE was $22.17 per share. As of August 31, 2012, there were approximately 504 holders of record of our common stock. As many of our shares of common stock are held by brokers and other institutions on behalf of shareholders, we are unable to estimate the total number of beneficial holders of our common stock represented by these record holders.

DIVIDEND POLICY

We have never declared or paid any cash dividends on our capital stock. We currently intend to retain any future earnings and do not expect to pay any cash dividends on our common stock for the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors and will be dependent on a number of factors, including our earnings, capital requirements and overall financial condition.

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CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and capitalization as of July 31, 2012. You should read this table together with our consolidated financial statements and related notes, Selected Consolidated Financial Data and Management s Discussion and Analysis of Financial Condition and Results of Operations, each included elsewhere in this prospectus.

	As of July 31, 2012 (In thousands, except share and per share data)
Cash and cash equivalents	$ 156,613
Stockholders equity:	
Convertible preferred stock, $0.0001 par value per share: 5,000,000 shares authorized, no shares issued or outstanding	
Common stock, $0.0001 par value per share: 150,000,000 shares authorized; 45,737,770 shares issued and outstanding	5
Additional paid-in capital	250,206
Accumulated deficit	(108,136)
Total stockholders equity	142,075
Total capitalization	$ 142,075

The number of shares of common stock issued and outstanding in the table above does not include the following shares:

11,847,046 shares of our common stock issuable upon the exercise of stock options outstanding as of July 31, 2012, with a weighted-average exercise price of $6.16 per share and 35,550 shares of our common stock issuable upon the settlement of restricted stock units outstanding as of July 31, 2012;

19,922 shares of our common stock issuable upon the exercise of stock options granted after July 31, 2012, with a weighted-average exercise price of $20.36 per share and 851,725 shares of our common stock issuable upon the settlement of restricted stock units granted after July 31, 2012;

22,831 shares of our common stock issuable upon the exercise of warrants outstanding as of July 31, 2012, with a weighted-average exercise price of $4.05 per share; and

4,640,628 shares of our common stock reserved for future issuance under our 2012 Equity Incentive Plan and 1,500,000 shares of our common stock reserved for future issuance under our 2012 Employee Stock Purchase Plan; and shares that become available pursuant to provisions of each plan that automatically increase their share reserves each year, as more fully described in Executive Compensation Employee Benefit Plans.

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SELECTED CONSOLIDATED FINANCIAL DATA

We derived the selected consolidated statement of operations data for the years ended July 31, 2010, 2011 and 2012 and the selected consolidated balance sheet data as of July 31, 2011 and 2012 from our audited consolidated financial statements included elsewhere in this prospectus. We derived the selected consolidated statement of operations data for the years ended July 31, 2008 and 2009 and the selected consolidated balance sheet data as of July 31, 2008, 2009 and 2010 from our audited consolidated financial statements which are not included in this prospectus. Our historical results are not necessarily indicative of the results to be expected in the future. You should read the following selected consolidated financial data in conjunction with the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements, related notes and other financial information included elsewhere in this prospectus. The selected consolidated financial data in this section is not intended to replace the consolidated financial statements and is qualified in its entirety by the consolidated financial statements, related notes and other financial information included elsewhere in this prospectus.

	Year Ended July 31,				
	2008	2009	2010	2011	2012
	(In thousands, except per share data)				
Consolidated Statement of Operations Data:					
Net revenue:					
Products and licenses	$ 38,518	$ 35,358	$ 65,849	$ 80,274	$ 95,012
Services	17,508	26,355	36,319	52,561	74,234
Total net revenue	56,026	61,713	102,168	132,835	169,246
Cost of revenue[1]:					
Products and licenses[2]	9,929	9,036	13,770	16,652	21,778
Services	5,291	6,120	8,183	12,187	15,342
Total cost of revenue	15,220	15,156	21,953	28,839	37,120
Gross profit	40,806	46,557	80,215	103,996	132,126
Operating expenses:					
Research and development[1]	14,373	15,396	18,066	29,605	36,624
Sales and marketing[1][2]	31,190	34,685	45,413	67,390	86,474
General and administrative[1]	5,890	6,553	8,380	10,831	15,548
Total operating expenses	51,453	56,634	71,859	107,826	138,646
Income (loss) from operations	(10,647)	(10,077)	8,356	(3,830)	(6,520)
Other income (expense), net	151	(63)	(357)	(690)	(946)
Income (loss) before provision for income taxes	(10,496)	(10,140)	7,999	(4,520)	(7,466)
Provision for income taxes	168	276	1,011	802	744
Net income (loss)	$ (10,664)	$ (10,416)	$ 6,988	$ (5,322)	$ (8,210)
Net income (loss) attributable to common stockholders[3]:					
Basic	$ (10,664)	$ (10,416)	$ 101	$ (5,322)	$ (8,210)
Diluted	$ (10,664)	$ (10,416)	$ 124	$ (5,322)	$ (8,210)
Net income (loss) per share attributable to common stockholders[3]:					
Basic	$ (1.76)	$ (1.50)	$ 0.01	$ (0.54)	$ (0.40)

Diluted	$ (1.76)	$ (1.50)	$ 0.01	$ (0.54)	$ (0.40)
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders[3]:					
Basic	6,044	6,966	7,768	9,933	20,563
Diluted	6,044	6,966	10,281	9,933	20,563

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(1) Results above include stock-based compensation as follows:

	Year Ended July 31,				
	2008	2009	2010	2011	2012
			(In thousands)		
Stock-based compensation:					
Cost of revenue	$ 63	$ 102	$ 146	$ 283	$ 700
Research and development	305	440	580	1,126	2,363
Sales and marketing	503	606	1,311	2,546	5,409
General and administrative	266	312	651	1,178	2,180
Total stock-based compensation	$ 1,137	$ 1,460	$ 2,688	$ 5,133	$ 10,652

(2) Results above include intangible asset amortization expense as follows:

	Year Ended July 31,				
	2008	2009	2010	2011	2012
			(In thousands)		
Intangible asset amortization expense:					
Cost of products and licenses revenue	$ 286	$ 286	$ 440	$ 1,059	$ 1,302
Sales and marketing	7	7	553	2,243	1,560
Total intangible asset amortization expense	$ 293	$ 293	$ 993	$ 3,302	$ 2,862

(3) Please see note 2 of our notes to the consolidated financial statements included elsewhere in this prospectus for an explanation of the calculations of our basic and diluted net income (loss) per share attributable to common stockholders.

	As of July 31,				
	2008	2009	2010	2011	2012
			(In thousands)		
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 11,132	$ 12,248	$ 27,390	$ 42,207	$ 156,613
Working capital (deficit)	(5,571)	(11,872)	4,158	9,256	113,642
Total assets	26,791	26,365	91,204	120,017	242,983
Deferred revenue, net current and long-term	25,426	35,017	42,749	61,999	76,667
Convertible preferred stock	77,916	77,916	107,506	107,506	
Total stockholders equity (deficit)	(85,838)	(94,355)	(69,999)	(69,032)	142,075

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Selected Consolidated Financial Data and our consolidated financial statements and related notes included elsewhere in this prospectus. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those forward-looking statements. Our fiscal year ends on July 31, and references throughout this prospectus to a given year are to our fiscal year ended on that date. Factors that could cause or contribute to those differences include, but are not limited to, those identified below and those discussed above in the section entitled Risk Factors.

Overview

We are a leader in automated network control and provide an appliance-based solution that enables dynamic networks and next-generation data centers. Our solution combines real-time IP address management with the automation of key network control and network change and configuration management processes in purpose-built physical and virtual appliances. It is based on our proprietary software that is highly scalable and automates vital network functions, such as IP address management, device configuration, compliance, network discovery, policy implementation, security and monitoring. Our solution enables our end customers to create dynamic networks, address burgeoning growth in the number of network-connected devices and applications, manage complex networks efficiently and capture more fully the value from virtualization and cloud computing. Our physical appliances are built by third-party manufacturers and primarily utilize readily available components. Our virtual appliances are designed to approximate their physical counterparts in functionality, scalability and performance and currently operate in VMware virtual environments and are integrated within certain Cisco and Riverbed products.

We were founded in 1999 and, since that time, have expended more than $205.0 million in creating a solution that combines real-time IP address management with the automation of key network control and network change and configuration management processes. In 2001, after two years of research and development, we launched an integrated DNS and DHCP appliance. In 2005, we introduced, across all of our products, our proprietary Grid technology, which utilizes our real-time distributed network database to provide always-on access to network control data through a scalable, redundant and reliable architecture. One year later, we introduced real-time IP address management across all of our products to enhance further our network control offerings. In May 2010, we acquired Netcordia, Inc., an early stage company, whose network change and configuration management products and technologies we integrated with our product offerings to provide an integrated automated network control solution. This solution enables dynamic networks that are scalable and efficient, and require less administration. It includes a broad suite of purpose-built physical and virtual appliances and integrated, proprietary software that provides a range of scaling and performance capabilities. In March 2012, we launched our Trinzic series of appliances and experienced strong demand for these appliances. In future quarters, we expect our product sales mix to consist primarily of these higher-cost appliances and, therefore, our total gross margin to decline as compared to 2012. Our physical appliances are built by third-party manufacturers and primarily utilize readily available components. Our virtual appliances are designed to approximate their physical counterparts in functionality, scalability and performance and currently operate in VMware virtual environments and are integrated within certain Cisco and Riverbed products.

We derive revenue from sales and licensing of our products and sales of our services. We generate products and licenses revenue primarily from sales of perpetual licenses to our software installed on our physical and virtual appliances. We generate services revenue primarily from sales of maintenance and support and, to a lesser extent, from sales of training and consulting services. End customers typically purchase maintenance and support in conjunction with purchases of our products, and generally renew their maintenance and support contracts upon expiration. Maintenance and support provide a significant source of recurring revenue for us. In 2010, 2011 and 2012, services revenue was 35.5%, 39.6% and 43.9% of our net revenue in the respective years. We measure

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renewal rates for our maintenance and support contracts on a cumulative basis by dividing the cumulative dollar value of amounts invoiced for renewal of contracts expiring in a given period by the aggregate dollar value of all contracts expiring in that period. Our cumulative renewal rate for each of our fiscal years 2010 and 2011, was approximately 90%. Our cumulative renewal rate to date for 2012 was approximately 83% as of July 31, 2012 and we expect customary trailing renewals to increase that rate to historical levels. The cumulative renewal rate of maintenance and support contracts by our existing end customers has remained relatively stable. As our end customer base grows, we expect our revenue generated from maintenance and support services to increase; however, we expect the renewal rate of maintenance and support contracts by existing end customers to remain relatively level.

We sell our products and services to enterprises and government entities primarily through our channel partners, including distributors, systems integrators, managed service providers and value-added resellers in the United States and internationally. We also have a field sales force that sells our solution directly to certain end customers, and typically works closely with our channel partners in all phases of initial sales of our products and services.

We have more than 5,900 end customers worldwide. Our sales are in three geographic regions: Americas, Europe, Middle East and Africa (EMEA), and Asia Pacific (APAC). We have experienced rapid growth in recent periods, particularly in the Americas. During 2011, 62.3% of our net revenue was generated from the Americas, 26.5% from EMEA, and 11.2% from APAC. During 2012, 64.2% of our net revenue was generated from the Americas, 24.0% from EMEA, and 11.8% from APAC. Our net revenue increased from $102.2 million in 2010 to $169.2 million in 2012, representing a compounded annual growth rate of 28.7%, and our cash flows from operating activities increased from $15.3 million to $21.4 million over that same period. In 2010, we had net income of $7.0 million. In 2011 and 2012, we had net losses of $5.3 million and $8.2 million. As of July 31, 2012, we had an accumulated deficit of $108.1 million.

Factors Affecting Our Financial Performance

Increasing Complexity of Networks

We believe that the increasing complexity of networks is straining legacy approaches to network control. Networks are becoming more complex for a variety of reasons, including increasing numbers of connected devices and applications, expanding use of technologies, such as virtualization and cloud computing, and adoption of IPv6. We believe that automated network control solutions will continue to replace legacy approaches to network control as organizations pursue business imperatives that increasingly rely on dynamic networks. Our business and operating results will be significantly affected by the speed with which organizations implement technologies requiring dynamic networks and transition to automated network control.

Adding New End Customers

We believe that the automated network control market is underpenetrated. We intend to target new end customers by continuing to invest in our field sales force, extending our relationships with channel partners and leveraging managed service providers. Our business and operating results will depend on our ability to add new end customers continually.

Up-Selling to Growing End Customer Base

We expect that a substantial portion of our future sales will be follow-on sales to existing end customers. One of our sales strategies is to target end customers with initial deployments of our solution so that they can begin to experience the operational and economic benefits of that solution, thereby building internal support for expanded future deployments. Our business and operating results will depend on our ability to sell additional products to our growing base of end customers.

Selling Robust Configurations

Our operating results have been, and we believe will continue to be, affected by our ability to sell more complex and higher-performance configurations of our product solutions, which generally result in higher value per product sold. In the recent past, we have been able to increase our revenue, in part, because we have been able to sell higher-priced solutions to our end customers. Our ability to sustain our revenue growth will depend, in part, upon our continued sales of more robust configurations of our product solutions, and quarterly operating results can be significantly impacted by the mix of product solution configurations sold during the period.

Leveraging Channel Partners

We expect to continue to derive a substantial majority of our sales through our channel partners. Our channel partners will play a significant role in our growth as they develop new end customers and expand our sales to existing end customers. We plan to continue to invest in our network of channel partners to empower them to reach new end customers more effectively, increase sales to existing end customers and provide services and support effectively. We believe that increasing channel leverage will extend and improve our engagement with end customers, while reducing our sales and support costs as a percentage of net revenue. Our business and operating results will be materially affected by our success in leveraging our channel partners.

Investing for Growth

We believe that the market for automated network control is still in its infancy, and our intention is to continue to invest for long-term growth. We expect to continue to expand our field sales force, our channel and technology partnerships and our programs to market our solutions. In addition, we expect to continue to invest in research and development and selective acquisitions in order to expand the capabilities of our solutions. We expect that our operating results will be impacted by the timing and size of these investments and that we will continue to incur net losses over the next few quarters.

Key Metrics of Our Business

We monitor a variety of key financial metrics to help us evaluate growth trends, establish budgets, measure the effectiveness of our sales and marketing efforts and assess operational efficiencies. These key financial metrics include the following:

	Year Ended July 31,		
	2010	2011	2012
	(Dollars in thousands)		
Net revenue	$ 102,168	$ 132,835	$ 169,246
Deferred revenue, net (end of year)	$ 42,749	$ 61,999	$ 76,667
Increase in deferred revenue, net	$ 7,732	$ 19,250	$ 14,668
Gross margin	78.5%	78.3%	78.1%
Income (loss) from operations	$ 8,356	$ (3,830)	$ (6,520)
Operating margin	8.2%	(2.9)%	(3.9)%
Net cash provided by operating activities	$ 15,283	$ 21,502	$ 21,384

Net Revenue. We monitor our net revenue to assess the acceptance of our products by our end customers and our growth in the markets we serve. We discuss our net revenue further below under Results of Operations.

Deferred Revenue, Net. Our deferred revenue, net consists of amounts that have been invoiced but that have not yet been recognized as revenue, less the related cost of revenue. The majority of our deferred revenue balance consists of the unamortized portion of services revenue from maintenance and support contracts. We also generally defer revenue on sales of products to a distributor until that distributor reports to us that it has sold the product to an end customer. We monitor our deferred revenue balance because it represents a significant portion of the revenue that we will recognize in future periods. We also assess the change in our deferred revenue balance, which taken together with net revenue is an indication of sales activity in a given period.

Gross Margin. We monitor our gross margin to assess the impact on our current and forecasted financial results of any changes to the pricing and mix of products that we are selling to our end customers. We discuss our gross margin further below under Results of Operations.

Income (Loss) From Operations and Operating Margin. We monitor our income (loss) from operations and operating margin to assess how effectively we are conducting our operations as well as controlling our operating expenses, which are primarily driven by headcount. We discuss our operating expenses further below under Results of Operations.

Net Cash Provided By Operating Activities. We monitor cash flow provided by operations as a measure of our overall business performance. Our cash provided by operating activities is driven primarily by sales of our products and licenses and, to a lesser extent, by up-front payments from end customers under maintenance and support contracts. Our primary uses of cash in operating activities are for personnel-related expenditures, costs of acquiring the hardware for our appliances, marketing and promotional expenses and costs related to our facilities. Monitoring cash provided by operating activities enables us to analyze our financial performance without the effects of certain non-cash items such as depreciation and amortization and stock-based compensation, thereby allowing us to better understand and manage the cash needs of our business. We discuss the components of cash provided by operating activities further below under Liquidity and Capital Resources.

Summary of Acquisitions

We have undertaken a number of strategic acquisitions to broaden our technology portfolio and expand our product offerings. In May 2010, we acquired Netcordia, Inc., in exchange for our capital stock and warrants to purchase our capital stock, together valued at $43.5 million. In addition, since 2007 we have made three other acquisitions of technology or patents for an aggregate amount of $4.6 million in cash and stock.

The intangible assets acquired in these transactions are being amortized over their estimated useful lives, resulting in intangible asset amortization expense of $1.0 million in 2010, $3.3 million in 2011 and $2.9 million in 2012. We expect that, as a result of these acquisitions, we will continue to have significant intangible asset amortization expense in future periods. Also, as a result of these acquisitions, we have recorded goodwill of $32.7 million on our balance sheet. If some or all of the value of this goodwill becomes impaired in the future, we would be required to record the diminution in value of goodwill as an expense in our consolidated statement of operations. In addition, the convertible preferred stock warrants issued in connection with the Netcordia acquisition were classified as a liability on our consolidated balance sheets and, as such, were re-measured to fair value at each balance sheet date, with the corresponding gain or loss from the adjustment recorded in other expense, net. Concurrent with the closing of the IPO in April 2012, all outstanding convertible preferred stock warrants converted into common stock warrants, of which 22,831 were unexercised as of July 31, 2012. As such, the fair value of convertible preferred stock warrants liability of $0.8 million was reclassified to additional paid in capital in the third quarter of 2012.

Non-GAAP Financial Measures

To supplement our consolidated financial statements presented in accordance with GAAP, we consider certain financial measures that are not prepared in accordance with GAAP, including non-GAAP gross profit and gross margin, non-GAAP income from operations and operating margin and non-GAAP net income and non-GAAP diluted net income per share. These non-GAAP financial measures are not based on any standardized methodology prescribed by GAAP and are not necessarily comparable to similar measures presented by other companies.

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Our non-GAAP financial measures are described as follows:

Non-GAAP gross profit and gross margin. Non-GAAP gross profit is gross profit as reported on our consolidated statements of operations, excluding the impact of stock-based compensation and intangible asset amortization expense. Non-GAAP gross margin is non-GAAP gross profit divided by net revenue.

Non-GAAP income from operations and operating margin. Non-GAAP income from operations is income (loss) from operations as reported on our consolidated statements of operations, excluding the impact of stock-based compensation and intangible asset amortization expense. Non-GAAP operating margin is non-GAAP operating income divided by net revenue.

Non-GAAP net income and earnings per share (EPS). Non-GAAP net income is net income (loss) as reported on our consolidated statements of operations, excluding the impact of stock-based compensation and intangible asset amortization expense. Non-GAAP EPS is non-GAAP net income divided by non-GAAP diluted weighted average shares outstanding. Non-GAAP diluted weighted average shares outstanding was computed to give effect to the conversion of all outstanding convertible preferred stock including the exercise of related preferred stock warrants and the exercise of certain common stock warrants which occurred upon the closing of our IPO on April 25, 2012, as if conversion or exercise had occurred at the beginning of the period of issuance.

The following table reconciles GAAP gross profit and margin and GAAP income (loss) from operations and operating margin as reported on our consolidated statements of operations to non-GAAP gross profit and margin and non-GAAP income from operations and operating margin.

	Year Ended July 31, 2010	2011 (Dollars in thousands)	2012
Gross Profit Reconciliation:			
GAAP gross profit	$ 80,215	$ 103,996	$ 132,126
Stock-based compensation	146	283	700
Intangible asset amortization expense	440	1,059	1,302
Non-GAAP gross profit	$ 80,801	$ 105,338	$ 134,128
Gross Margin Reconciliation:			
GAAP gross margin	78.5%	78.3%	78.1%
Stock-based compensation	0.2	0.2	0.4
Intangible asset amortization expense	0.4	0.8	0.8
Non-GAAP gross margin	79.1%	79.3%	79.3%
Income from Operations Reconciliation:			
GAAP income (loss) from operations	$ 8,356	$ (3,830)	$ (6,520)
Stock-based compensation	2,688	5,133	10,652
Amortization of intangible assets	993	3,302	2,862
Non-GAAP income from operations	$ 12,037	$ 4,605	$ 6,994
Operating Margin Reconciliation:			
GAAP operating margin	8.2%	(2.9)%	(3.9)%

Stock based compensation	2.6	3.9	6.3
Intangible asset amortization expense	1.0	2.5	1.7
Non-GAAP operating margin	11.8%	3.5%	4.1%

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The following table reconciles GAAP net income (loss) and weighted-average shares outstanding used in calculating GAAP net income (loss) per share to non-GAAP net income and weighted-average shares outstanding used in calculating non-GAAP diluted EPS.

	Year Ended July 31,		
	2010	2011	2012
	(In thousands, except per share amounts)		
Net Income Reconciliation:			
GAAP net income (loss)	$ 6,988	$ (5,322)	$ (8,210)
Stock-based compensation	2,688	5,133	10,652
Intangible asset amortization expense	993	3,302	2,862
Non-GAAP net income	$ 10,669	$ 3,113	$ 5,304
Non-GAAP EPS	$ 0.31	$ 0.07	$ 0.12
Shares used in Calculating non-GAAP Diluted Net Income per Share Reconciliation:			
Weighted-average shares outstanding used in calculating GAAP diluted net income per share	7,768	9,933	20,563
Additional dilutive securities for non-GAAP income	2,430	4,431	5,176
Conversion of convertible preferred stock and other upon IPO	23,984	27,201	19,837
Weighted-average shares outstanding used in calculating non-GAAP EPS	34,182	41,565	45,576

We use these non-GAAP financial measures internally in analyzing our financial results and believe they are useful to investors, as a supplement to GAAP measures, in evaluating our ongoing operational performance and enhancing an overall understanding of our past financial performance, as they help illustrate underlying trends in our business that could otherwise be masked by the effect of the expenses that we exclude in these non-GAAP financial measures. Furthermore, we use these measures to establish budgets and operational goals for managing our business and evaluating our performance. We also believe that these non-GAAP financial measures provide an additional tool for investors to use in comparing our recurring core business operating results over multiple periods with other companies in our industry, many of which present similar non-GAAP financial measures to investors.

These non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. There are a number of limitations related to the use of these non-GAAP financial measures rather than the nearest GAAP equivalent of these financial measures. First, these non-GAAP financial measures exclude certain recurring, non-cash charges such as stock-based compensation and intangible asset amortization expense. Stock-based compensation has been, and will continue to be for the foreseeable future, a significant recurring expense in our business and is an important part of our employees compensation that affects their performance. Second, the expenses that we exclude in our calculation of these non-GAAP financial measures may differ from the expenses, if any, that our peer companies may exclude when they report their results of operations. We compensate for these limitations by providing the nearest GAAP equivalents of these non-GAAP financial measures and describing these GAAP equivalents under Results of Operations below.

Basis of Presentation

Net Revenue

We derive our net revenue from sales and licensing of our products and sales of our services. Our net revenue is comprised of the following:

Products and Licenses Revenue. We generate products and licenses revenue primarily from sales of perpetual licenses to our software installed on our physical appliances and on virtualized appliances for third-party platforms. As a percentage of net revenue, we expect our products and licenses revenue may vary from quarter to quarter based on, among other things, the timing of orders and delivery of products, seasonal and cyclical factors and the impact of significant transactions with unique terms and conditions that may require deferral of revenue. In addition, a significant portion of our product sales is to distributors where revenue recognition is generally determined upon their sell-through to resellers or, if there is no reseller, end customers.

Services Revenue. We generate services revenue from sales of maintenance and support, training and consulting. We generate maintenance and support revenue from sales of technical support services contracts, which are bundled with sales of appliances and add-on software modules, and subsequent renewals of those contracts. We offer maintenance and support services under renewable, fee-based contracts, which include 24-hour technical support, hardware repair and replacement parts, bug fixes, patches and unspecified upgrades on a when-and-if-available basis. We recognize maintenance and support revenue over the duration of the contract; as a result, the impact on services revenue will lag any shift in products and licenses revenue. Training revenue consists of fees that we earn from training end customers and channel partners on the use of our products. Consulting revenue consists of fees that we earn related to installation, implementation, data migration and other services we provide to our end customers in conjunction with the deployment of our products. In absolute dollars, we expect our services revenue to increase as we renew existing maintenance and support contracts and expand our end customer base.

Cost of Revenue

Our cost of revenue is comprised of the following:

Cost of Products and Licenses Revenue. Cost of products and licenses revenue is comprised primarily of the cost of third-party hardware manufacturing services. Our cost of products and licenses revenue also includes personnel costs, intangible asset amortization expense, shipping costs, an allocated portion of facility and IT costs, warranty expenses and royalty fees. Cost of products and licenses revenue as a percentage of net revenue has been and will continue to be affected by a variety of factors, including the sales prices of our products, manufacturing costs, the mix of products sold and any excess inventory write-offs. We believe our cost of products and licenses revenue as a percentage of net revenue for the coming quarters will increase compared to that incurred in prior years as a result of the March 2012 introduction of new, higher performance appliances, which are comprised of more expensive components. We expect the introduction of these new appliances will result in lower gross margins for the foreseeable future and thus impact our operating results.

Cost of Services Revenue. Cost of services revenue is comprised primarily of personnel costs for our technical support, training and consulting teams. Cost of services revenue also includes the costs of refurbished inventory used to provide hardware replacements to end customers under maintenance and support contracts and an allocated portion of facility and IT costs. We expect cost of services revenue to increase in absolute dollars as we increase our headcount in order to support our growing end customer base. Generally, services revenue has lower margins than products and licenses revenue; thus, expansion of our services organization could reduce our overall gross margin if our products and licenses revenue were not to increase commensurately.

Operating Expenses

Our operating expenses consist of research and development, sales and marketing and general and administrative expenses. The largest component of our operating expenses is personnel costs. Personnel costs consist of wages, benefits, bonuses, and, with respect to sales and marketing expenses, sales commissions. Personnel costs also include stock-based compensation and travel expenses. We expect personnel costs to continue to increase in absolute dollars as we hire new employees to continue to grow our business and due to the increase in stock-based compensation as a result of the adoption of our employee stock purchase plan (ESPP) late in the third quarter of 2012. We also expect our operating expenses to increase in absolute dollars due to our corporate headquarters relocation, which will take place in second quarter of 2013.

Research and Development Expenses. Our research and development efforts are focused on maintaining and developing additional functionality for our existing products and on new product development. A majority of our research and development expenses are comprised of personnel costs, with the remainder being third-party engineering and development support costs, an allocated portion of facility and IT costs and depreciation. We expense research and development costs as incurred. We expect our research and development expenses to increase in absolute dollars as we continue to enhance our existing products and develop new products.

Sales and Marketing Expenses. Sales and marketing expenses are the largest component of our operating expenses and consist primarily of personnel costs, including commissions and travel expenses. Sales and marketing expenses also include costs related to marketing and promotional activities, with the remainder being an allocated portion of facility and IT costs and depreciation and intangible asset amortization expense. We expect our sales and marketing expenses to increase in absolute dollars as we expand our sales and marketing efforts worldwide and expand our marketing programs and relationships with current and future channel partners and end customers.

General and Administrative Expenses. General and administrative expenses consist primarily of personnel costs and, to a lesser extent, professional fees, an allocated portion of facility and IT costs and depreciation. General and administrative personnel costs include those for our executive, finance, IT, human resources and legal functions. Our professional fees consist primarily of accounting, external legal and IT and other consulting costs. We expect our general and administrative expenses to increase in absolute dollars to support our growing infrastructure needs and as we assume the reporting requirements and compliance obligations of a public company.

Other Expense, Net

Other expense, net is comprised of the following items:

Interest Income, Net. Interest income, net consists primarily of interest income earned on our cash and cash equivalents balances. Interest income varies each reporting period based on our average cash and cash equivalents balances during the period and market interest rates.

Other Expense, Net. Other expense, net consists primarily of foreign currency exchange gains and losses and fair value adjustments related to warrants to purchase our convertible preferred stock. Our foreign currency exchange gains and losses relate to transactions and asset and liability balances denominated in currencies other than the U.S. dollar. We expect our foreign currency gains and losses to continue to fluctuate in the future due to changes in foreign currency exchange rates.

Our convertible preferred stock warrants were classified as a liability on our 2011 consolidated balance sheet and, as such, were re-measured to fair value at the balance sheet date, with the corresponding loss from the adjustment recorded in other expense, net. Concurrent with the closing of our IPO in April 2012, all outstanding convertible preferred stock warrants automatically converted to common stock warrants. At that time, the fair value of our convertible preferred stock warrant liability ($0.8 million) was reclassified to additional paid-in capital.

Provision for Income Taxes

We operate in a number of tax jurisdictions and are subject to taxes in each country or jurisdiction in which we conduct business. Earnings from our non-U.S. activities are subject to local country income tax and may be subject to U.S. income tax. Our tax expense to date is primarily comprised of current state taxes and foreign income taxes.

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We recognize deferred tax assets and liabilities for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts using enacted tax rates in effect for the year in which we expect the differences to reverse. We record a valuation allowance to reduce the deferred tax assets to the amount that we are more-likely-than-not to realize.

Our effective tax rate includes the impact of certain undistributed foreign earnings for which we have not provided U.S. taxes because we plan to reinvest those earnings indefinitely outside the United States.

Results of Operations

The following tables provide consolidated statements of operations data in dollars and as a percentage of our net revenue. We have derived the data for our years ended July 31, 2010, 2011 and 2012 from our audited consolidated financial statements and related notes included elsewhere in this prospectus.

	Year Ended July 31,		
	2010	2011	2012
	(In thousands)		
Consolidated Statements of Operations Data:			
Net revenue:			
Products and licenses	$ 65,849	$ 80,274	$ 95,012
Services	36,319	52,561	74,234
Total net revenue	102,168	132,835	169,246
Cost of revenue[1]:			
Products and licenses[1]	13,770	16,652	21,778
Services	8,183	12,187	15,342
Total cost of revenue	21,953	28,839	37,120
Gross profit	80,215	103,996	132,126
Operating expenses:			
Research and development[1]	18,066	29,605	36,624
Sales and marketing[1][2]	45,413	67,390	86,474
General and administrative[1]	8,380	10,831	15,548
Total operating expenses	71,859	107,826	138,646
Income (loss) from operations	8,356	(3,830)	(6,520)
Other expense, net	(357)	(690)	(946)
Income (loss) before provision for income taxes	7,999	(4,520)	(7,466)
Provision for income taxes	1,011	802	744
Net income (loss)	$ 6,988	$ (5,322)	$ (8,210)

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	Year Ended July 31, 2010	2011	2012
	(As a % of net revenue)		
Consolidated Statements of Operations Data:			
Net revenue:			
Products and licenses	64.5%	60.4%	56.1%
Services	35.5	39.6	43.9
Total net revenue	100.0	100.0	100.0
Cost of revenue(1):			
Products and licenses(2)	13.5	12.5	12.9
Services	8.0	9.2	9.0
Total cost of revenue	21.5	21.7	21.9
Gross profit	78.5	78.3	78.1
Operating expenses:			
Research and development(1)	17.7	22.3	21.7
Sales and marketing(1)(2)	44.4	50.7	51.1
General and administrative(1)	8.2	8.2	9.2
Total operating expenses	70.3	81.2	82.0
Income (loss) from operations	8.2	(2.9)	(3.9)
Other expense, net	(0.4)	(0.5)	(0.6)
Income (loss) before provision for income taxes	7.8	(3.4)	(4.5)
Provision for income taxes	1.0	0.6	0.4
Net income (loss)	6.8%	(4.0)%	(4.9)%

(1) Results above include stock-based compensation as follows:

	Year Ended July 31, 2010	2011	2012
	(In thousands)		
Cost of revenue	$ 146	$ 283	$ 700
Research and development	580	1,126	2,363
Sales and marketing	1,311	2,546	5,409
General and administrative	651	1,178	2,180
Total stock-based compensation	$ 2,688	$ 5,133	$ 10,652

(2) Results above include intangible asset amortization expense as follows:

	Year Ended July 31, 2010	2011	2012
	(In thousands)		

Cost of products and licenses revenue	$ 440	$ 1,059	$ 1,302
Sales and marketing	553	2,243	1,560
Total intangible asset amortization expense	$ 993	$ 3,302	$ 2,862

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Results of Operations for the Years Ended July 31, 2010, 2011 and 2012

Net Revenue

The following table presents our net revenue for the years indicated and related changes from the prior years:

	Year Ended July 31,		Change in		Year Ended July 31,		Change in	
	2010	2011	$	%	2011	2012	$	%
	(Dollars in thousands)							
Products and licenses	$ 65,849	$ 80,274	$ 14,425	21.9%	$ 80,274	$ 95,012	$ 14,738	18.4%
Services	36,319	52,561	16,242	44.7%	52,561	74,234	21,673	41.2%
Total net revenue	$ 102,168	$ 132,835	$ 30,667	30.0%	$ 132,835	$ 169,246	$ 36,411	27.4%

2011 Compared to 2012. Our net revenue increased by $36.4 million, or 27.4%, to $169.2 million in 2012 from $132.8 million in 2011.

Products and licenses revenue increased by $14.7 million, or 18.4%, to $95.0 million in 2012 from $80.3 million in 2011 primarily due to an increase in average selling prices and, to a lesser extent, higher unit sales. The increase in average selling prices was driven by increased sales of more complex and higher performance configurations of our product solutions, particularly during the second half of the year, which was augmented by the introduction of new, higher performance products in March 2012.

Services revenue increased by $21.7 million, or 41.2%, to $74.2 million in 2012 from $52.6 million in 2011 due to the growth in our customer base which increased the number of maintenance and support contracts, together with the strength of our maintenance and support renewal business.

2010 Compared to 2011. Our net revenue increased by $30.7 million, or 30.0%, to $132.8 million in 2011 from $102.2 million in 2010.

Products and licenses revenue increased by $14.4 million, or 21.9%, to $80.3 million in 2011 from $65.8 million in 2010. The change was due primarily to higher unit sales and, to a lesser extent, an increase in average selling prices. In addition, 2011 results include incremental revenue of $4.7 million related to sales of NetMRI products as a result of the acquisition of Netcordia. Products and licenses revenue in 2010 included the recognition of $6.9 million of revenue from products sold in 2009 for which revenue was required to be deferred. Revenue on these sales was deferred because of the early announcement of features that were to be provided as a free enhancement to end customers that had maintenance and support contracts.

Services revenue increased by $16.2 million, or 44.7%, to $52.6 million in 2011 from $36.3 million in 2010. The change was primarily attributable to the increase in product sales in 2011, which resulted in a corresponding increase in the number of maintenance and support contracts.

Gross Profit

	Year Ended July 31,		Change in		Year Ended July 31,		Change in	
	2010	2011	$	%	2011	2012	$	%
	(Dollars in thousands)							
Products and licenses gross profit	$ 52,079	$ 63,622	$ 11,543		$ 63,622	$ 73,234	$ 9,612	
Products and licenses gross margin	79.1%	79.3%		0.2	79.3%	77.1%		(2.2)
Services gross profit	$ 28,136	$ 40,374	$ 12,238		$ 40,374	$ 58,892	$ 18,518	
Services gross margin	77.5%	76.8%		(0.7)	76.8%	79.3%		2.5
Total gross profit	$ 80,215	$ 103,996	$ 23,781		$ 103,996	$ 132,126	$ 28,130	
Total gross margin	78.5%	78.3%		(0.2)	78.3%	78.1%		(0.2)

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2011 Compared to 2012. Total gross margin declined slightly to 78.1% in 2012 from 78.3% in 2011. Products and licenses gross margin decreased by 2.2 percentage points from 79.3% in 2011 to 77.1% in 2012, primarily due to higher cost of sales associated with our Trinzic products introduced in March 2012. In addition, we recognized a $0.4 million charge in 2012 related to non-cancelable purchase commitments to our contract manufacturer for inventory that we deemed to be excess and obsolete and we incurred higher intangible asset amortization expense associated with our acquired intangible assets. Services gross margin increased by 2.5 percentage points from 76.8% in 2011 to 79.3% in 2012, which was principally the result of personnel costs growing more slowly than services revenue.

2010 Compared to 2011. Total gross margin decreased slightly from 78.5% in 2010 to 78.3% in 2011 as the increase in products and licenses gross margin was more than offset by the decrease in services gross margin. The 0.2 percentage point increase in products and licenses gross margin was primarily due to higher sales of lower cost virtual products partially offset by an increase in intangible asset amortization expense associated with our Netcordia acquisition and our 2011 asset acquisitions. The 0.7 percentage point decrease in services gross margin was principally the result of an increase in headcount, primarily in our technical support and consulting teams.

Operating Expenses

	Year Ended July 31,		Change in		Year Ended July 31,		Change in	
	2010	2011	$	%	2011	2012	$	%
	(Dollars in thousands)							
Research and development	$ 18,066	$ 29,605	$ 11,539	63.9%	$ 29,605	$ 36,624	$ 7,019	23.7%
Sales and marketing	45,413	67,390	21,977	48.4%	67,390	86,474	19,084	28.3%
General and administrative	8,380	10,831	2,451	29.2%	10,831	15,548	4,717	43.6%
Total operating expenses	$ 71,859	$ 107,826	$ 35,967	50.1%	$ 107,826	$ 138,646	$ 30,820	28.6%

2011 Compared to 2012.

Research and Development Expenses

Research and development expenses increased by $7.0 million, or 23.7%, to $36.6 million in 2012 from $29.6 million in 2011. The change was primarily attributable to a $4.7 million increase in personnel costs, including the full year effect of employees hired late in 2011. This increase included a $1.2 million increase in stock-based compensation due to the adoption our ESPP in April 2012. There was also a $1.2 million increase in facility and information and technology related expenses and a $0.8 million increase in the cost of third-party engineering and development services.

Sales and Marketing Expenses

Sales and marketing expenses increased by $19.1 million, or 28.3%, to $86.5 million in 2012 from $67.4 million in 2011. The change was primarily related to a $14.6 million increase in personnel costs, including the full year effect of employees hired late in 2011 and higher sales commissions. This increase included $2.9 million increase in stock-based compensation mainly due to the adoption of our ESPP in April 2012. There was also a $2.3 million increase in marketing and product promotional related expenses as we increased our participation in marketing events with technology partners, a $1.8 million increase in facility and information and technology related expenses and a $1.0 million increase in the cost of outsourced sales and marketing services.

General and Administrative Expenses

General and administrative expenses increased by $4.7 million, or 43.6%, to $15.5 million in 2012 from $10.8 million in 2011. The change was principally attributable to a $3.7 million increase in personnel costs, including the full year effect of employees hired late in 2011. This increase included a $1.0 million increase in stock-based compensation mainly due to the adoption of our ESPP in April 2012. In addition, there was a $1.0 million increase in professional legal, accounting and advisory services associated with our organizational growth and preparations for operations as a public company.

2010 Compared to 2011.

Research and Development Expenses

Research and development expenses increased by $11.5 million, or 63.9%, to $29.6 million in 2011 from $18.1 million in 2010. The change was primarily attributable to a $6.1 million increase in personnel costs, which includes a $0.5 million increase in stock-based compensation, resulting from increased headcount as we focused our efforts on the development of additional functionality for our existing products and new product development. The change was also due to a $3.6 million increase in the cost of third-party engineering and development services resulting from our expanding use of those services to support our growing product development activities and a $1.3 million increase in facility and IT expense allocations.

Sales and Marketing Expenses

Sales and marketing expenses increased by $22.0 million, or 48.4%, to $67.4 million in 2011 from $45.4 million in 2010. The change was primarily attributable to a $15.2 million increase in personnel costs, which includes a $2.4 million increase in commissions resulting from increased sales in 2011, a $2.2 million increase in travel-related costs and a $1.2 million increase in stock-based compensation. The change was also attributable to a $1.9 million increase in facility and IT expense allocations, a $1.7 million increase in marketing expenses related to increased participation in marketing events with channel and technology partners and a $1.7 million increase in intangible asset amortization expense.

General and Administrative Expenses

General and administrative expenses increased by $2.5 million, or 29.2%, to $10.8 million in 2011 from $8.4 million in 2010. The change was primarily attributable to a $1.2 million increase in personnel costs, which includes a $0.5 million increase in stock-based compensation, and a $1.1 million increase in professional fees, principally legal and accounting fees relating to an acquisition and our preparation for our IPO.

Other Expense, Net

	Year Ended July 31,		Change in		Year Ended July 31,		Change in	
	2010	2011	$	%	2011	2012	$	%
	(Dollars in thousands)							
Other expense, net	$ (357)	$ (690)	$ (333)	93.3%	$ (690)	$ (946)	$ (256)	37.1%

2011 Compared to 2012. Other expense, net increased by $0.3 million from 2011 to 2012 primarily due to the $0.3 million increase in the loss recognized from the revaluation of the convertible preferred stock warrant liability.

2010 Compared to 2011. Other expense, net increased by $0.3 million from 2010 to 2011 primarily due to a $0.2 million increase in foreign currency exchange losses and a $0.1 million loss from the revaluation of the convertible preferred stock warrant liability.

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Provision for Income Taxes

	Year Ended July 31, 2010	Year Ended July 31, 2011	Change in $	Change in %	Year Ended July 31, 2011	Year Ended July 31, 2012	Change in $	Change in %
	(Dollars in thousands)							
Provision for income taxes	$ 1,011	$ 802	$ (209)	(20.7%)	$ 802	$ 744	$ (58)	(7.2%)

2011 Compared to 2012. Our provision for income taxes in 2011 consisted of federal alternative minimum, state and foreign taxes. Due to the full valuation allowance recorded against federal and state deferred tax assets, our provision for income taxes in 2012 consisted primarily of current tax provision for state and foreign taxes. Our effective tax rates for 2011 and 2012 were (17.7%) and (10.0%). The changes in both our provision for income taxes and our effective tax rate from 2011 to 2012 were principally attributable to a $0.4 million tax benefit due to a favorable ruling received from the IRS offset by higher foreign income taxes in 2012.

2010 Compared to 2011. Due to the full valuation allowance recorded against federal and state deferred tax assets, our provision for income taxes in 2010 and 2011 consisted of federal alternative minimum, state and foreign taxes. Our effective tax rates for 2010 and 2011 were 12.6% and (17.7%). The changes in both our provision for income taxes and our effective tax rate from 2010 to 2011 were principally attributable to a $12.5 million decrease in pre-tax income from 2010 to 2011.

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Quarterly Results of Operations

The following tables set forth our unaudited quarterly consolidated statement of operations data in dollars and as a percentage of our net revenue for each of the last eight quarters in the period ended July 31, 2012. The unaudited quarterly consolidated statement of operations data below have been prepared on the same basis as the audited consolidated financial statements included elsewhere in this prospectus and reflect all necessary adjustments, consisting only of normal recurring adjustments, that we believe are necessary for a fair statement of this information. The results of historical quarters are not necessarily indicative of the results of operations for a full year or any future period.

	Three Months Ended							
	October 31, 2010	January 31, 2011	April 30, 2011	July 31, 2011	October 31, 2011	January 31, 2012	April 30, 2012	July 31, 2012
	(In thousands)							
Net revenue:								
Products and licenses	$ 17,963	$ 19,847	$ 18,387	$ 24,077	$ 22,691	$ 23,547	$ 24,558	$ 24,216
Services	11,214	12,631	13,400	15,316	16,664	17,840	18,866	20,864
Total net revenue	29,177	32,478	31,787	39,393	39,355	41,387	43,424	45,080
Cost of revenue[1]:								
Products and licenses[2]	3,469	3,996	4,204	4,983	4,694	5,030	6,004	6,050
Services	2,514	3,113	2,992	3,568	3,571	3,736	3,781	4,254
Total cost of revenue	5,983	7,109	7,196	8,551	8,265	8,766	9,785	10,304
Gross profit	23,194	25,369	24,591	30,842	31,090	32,621	33,639	34,776
Operating expenses:								
Research and development[1]	5,879	6,905	7,358	9,463	8,906	8,979	8,987	9,752
Sales and marketing[1][2]	14,759	15,831	17,001	19,799	19,673	20,605	21,691	24,505
General and administrative[1]	2,110	2,421	3,055	3,245	3,677	3,716	3,757	4,398
Total operating expenses	22,748	25,157	27,414	32,507	32,256	33,300	34,435	38,655
Income (loss) from operations	446	212	(2,823)	(1,665)	(1,166)	(679)	(796)	(3,879)
Other expense, net:	(117)	(211)	(212)	(150)	(168)	(171)	(449)	(158)
Income (loss) before provision from income taxes	329	1	(3,035)	(1,815)	(1,334)	(850)	(1,245)	(4,037)
Provision for (benefit from) income taxes	123	339	39	301	435	226	(226)	309
Net income (loss)	$ 206	$ (338)	$ (3,074)	$ (2,116)	$ (1,769)	$ (1,076)	$ (1,019)	$ (4,346)
Net income (loss) per share basic and diluted	$ 0.00	$ (0.03)	$ (0.31)	$ (0.20)	$ (0.16)	$ (0.10)	$ (0.07)	$ (0.10)

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	October 31, 2010	January 31, 2011	April 30, 2011	Three Months Ended July 31, 2011 (As a % of net revenue)	October 31, 2011	January 31, 2012	April 30, 2012	July 31, 2012
Net revenue:								
Products and licenses	61.6%	61.1%	57.8%	61.1%	57.7%	56.9%	56.6%	53.7%
Services	38.4	38.9	42.2	38.9	42.3	43.1	43.4	46.3
Total net revenue	100.0	100.0	100.0	100.0	100.0	100.0	100.0	100.0
Cost of revenue:								
Products and licenses	11.9	12.3	13.2	12.6	11.9	12.2	13.8	13.4
Services	8.6	9.6	9.4	9.1	9.1	9.0	8.7	9.5
Total cost of revenue	20.5	21.9	22.6	21.7	21.0	21.2	22.5	22.9
Gross margin	79.5	78.1	77.4	78.3	79.0	78.8	77.5	77.1
Operating expenses:								
Research and development	20.1	21.3	23.2	24.0	22.6	21.7	20.7	21.6
Sales and marketing	50.7	48.7	53.5	50.3	50.0	49.7	50.0	54.4
General and administrative	7.2	7.4	9.6	8.2	9.3	9.0	8.6	9.7
Total operating expenses	78.0	77.4	86.3	82.5	81.9	80.4	79.3	85.7
Income (loss) from operations	1.5	0.7	(8.9)	(4.2)	(2.9)	(1.6)	(1.8)	(8.6)
Other expense, net:	(0.4)	(0.7)	(0.7)	(0.4)	(0.5)	(0.4)	(1.0)	(0.3)
Income (loss) before provision from income taxes	1.1		(9.6)	(4.6)	(3.4)	(2.0)	(2.8)	(8.9)
Provision for (benefit from) income taxes	0.4	1.0	0.1	0.8	1.1	0.6	(0.5)	0.7
Net income (loss)	0.7%	(1.0)%	(9.7)%	(5.4)%	(4.5)%	(2.6)%	(2.3)%	(9.6)%

(1) Results above include stock-based compensation as follows:

	October 31, 2010	January 31, 2011	April 30, 2011	Three Months Ended July 31, 2011 (In thousands)	October 31, 2011	January 31, 2012	April 30, 2012	July 31, 2012
Stock-based compensation:								
Cost of revenue	$ 58	$ 65	$ 75	$ 85	$ 99	$ 104	$ 138	$ 359
Research and development	240	255	277	354	358	408	492	1,105
Sales and marketing	736	553	615	642	810	1,035	1,349	2,216
General and administrative	288	250	313	327	425	498	564	692
Total stock-based compensation	$ 1,322	$ 1,123	$ 1,280	$ 1,408	$ 1,692	$ 2,045	$ 2,543	$ 4,372

(2) Results above include intangible asset amortization expense as follows:

	Three Months Ended							
	October 31, 2010	January 31, 2011	April 30, 2011	July 31, 2011	October 31, 2011	January 31, 2012	April 30, 2012	July 31, 2012
	(In thousands)							
Intangible asset amortization expense:								
Cost of products and licenses revenue	$ 226	$ 226	$ 278	$ 329	$ 330	$ 325	$ 325	$ 322
Sales and marketing	553	553	558	579	579	327	327	327
Total intangible asset amortization expense	$ 779	$ 779	$ 836	$ 908	$ 909	$ 652	$ 652	$ 649

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Quarterly Trends

Our net revenue increased sequentially in absolute dollars in all quarters presented, except for the quarters ended April 30, 2011 and October 31, 2011, primarily as a result of higher demand for our products. The slight decline in the quarter ended April 30, 2011 was the result of a large transaction that closed in that quarter but for which a significant amount of product could not be delivered until the following quarter, which delayed the recognition of a significant portion of the revenue from that transaction. The slight decline in the quarter ended October 31, 2011 was attributable to a delay in the timing of when we could recognize revenue for shipments to distributors.

Our cost of revenue increased sequentially in absolute dollars in all quarters presented, except for the quarter ended October 31, 2011, primarily as a result of higher demand for our products, resulting in an increase in products and licenses costs and costs to provide services to our end customers. The decline in the quarter ended October 31, 2011 was the result of lower personnel costs and product costs, due to a comparable decrease in products and licenses revenue, partially offset by a charge of $0.4 million for inventory we deemed as excess and obsolete at October 31, 2011. The slight decline in our cost of services revenue in the quarter ended April 30, 2011 was a result of relatively higher costs in the previous quarter related to the write-down of refurbished inventory used to provide hardware replacements to end customers under support agreements. Increases in gross profit were generally the result of the increases in net revenue, except in the case of the quarter ended October 31, 2011 as mentioned above. The decreases in our gross margin in the quarters ended April 30, 2012 and July 31, 2012 were primarily due to higher cost of goods sold associated with the March 2012 introduction of new, higher performance appliances, which are comprised of more expensive components.

Our research and development expenses increased sequentially in absolute dollars for all four quarters in each of 2011 and 2012 as we continued to invest in additional employees and outside resources to develop new products and product enhancements. The significant increases during the quarters ended July 31, 2011 and 2012 were due to the increase in personnel costs driven primarily by the increase in headcount and stock-based compensation.

Our sales and marketing expenses increased sequentially in absolute dollars in all quarters presented, except for the quarter ended October 31, 2011, as we continued to expand our sales organization and increased our marketing efforts to support our overall business growth. The decrease in the quarter ended October 31, 2011 was due to the decline in products and licenses revenue as compared to the previous quarter resulting in lower commission costs.

Our general and administrative expenses increased sequentially in absolute dollars for all quarters presented due to increased headcount cost, including stock-based compensation, and increased consulting, legal and accounting services to support our growth in operations, preparations for our IPO and our operations as a public company.

Liquidity and Capital Resources

Since our inception, we have financed our operations and acquisitions primarily from private placements of our convertible preferred stock, cash flow from operations and net proceeds from our IPO. Our principal sources of liquidity as of July 31, 2012 consisted of cash and cash equivalents of $156.6 million, including $2.2 million held by our foreign subsidiaries. Cash and cash equivalents exclude $4.1 million of deposits maintained in connection with various letters of credit, which are classified as restricted cash. We intend to permanently reinvest our earnings from foreign operations, and do not anticipate that we will need funds generated from foreign operations to fund our domestic operations. In the event funds from foreign operations are needed to fund operations in the United States and if U.S. tax has not already been previously provided, we would be required to accrue and pay additional U.S. taxes in order to repatriate these funds.

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We believe that our existing cash and cash equivalents will be sufficient to meet our anticipated cash needs for at least the next 12 months. Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of our spending to support research and development activities, the timing and cost of establishing additional sales, marketing and distribution capabilities, the introduction of new and enhanced products and services offerings and our costs to ensure access to adequate manufacturing capacity. We expect to incur a total of $13.3 million in capital expenditures in connection with our corporate headquarters relocation during the second and third quarters of 2013. Of this amount, $6.0 million is expected to be refunded by our landlord as leasehold improvement incentives. In the event that we require additional financing from outside sources, we may not be able to raise it on terms acceptable to us or at all. If we are unable to raise additional capital when desired, our business, operating results and financial condition would be adversely affected.

We have incurred operating losses in each year of our operations, except 2010, and, as of July 31, 2012, we had working capital of $113.6 million (which was reduced by $56.2 million of current deferred revenue, net), and an accumulated deficit of $108.1 million. Our cash provided by operating activities can vary from period to period, particularly as a result of timing differences between billing and collection of receivables. Our cash used in investing activities principally relates to our capital expenditures. Our cash provided by financing activities principally relates to net proceeds from our IPO and issuances of our common stock in connection with our employee stock plans.

Cash Flows

We derived the following summary of our cash flows for the periods indicated from our audited consolidated financial statements included elsewhere in this prospectus:

	Year Ended July 31,		
	2010	2011	2012
	(In thousands)		
Net cash provided by operating activities	$ 15,283	$ 21,502	$ 21,384
Net cash used in investing activities	$ (854)	$ (7,789)	$ (7,362)
Net cash provided by financing activities	$ 713	$ 1,104	$ 100,384

Cash Flows from Operating Activities

Our cash provided by operating activities is driven primarily by sales and licenses of our products and, to a lesser extent, by up-front payments from end customers under maintenance and support contracts. Our primary uses of cash from operating activities have been for personnel-related expenditures, manufacturing costs, marketing and promotional expenses and costs related to our facilities. Our cash flows from operating activities will continue to be affected principally by our working capital requirements and the extent to which we increase spending on personnel and sales and marketing activities as our business grows.

Cash provided by operating activities of $21.4 million during the year ended July 31, 2012 was attributable to a net loss of $8.2 million, which was more than offset by non-cash charges of $10.7 million for stock-based compensation and $5.7 million for depreciation and amortization. The $12.9 million change in our net operating assets and liabilities was primarily due to an increase of $14.7 million in net deferred revenue from growth in our established base of maintenance and support contracts, a $3.3 million increase in accrued compensation primarily due to increased headcount together with a $1.9 million in employee contributions under our ESPP in 2012 and higher accrued bonuses and sales commissions, and a $1.8 million increase in accounts payable and accrued liabilities. These increases were partially offset by an increase in net accounts receivable of $6.1 million attributable to the revenue growth and the timing of billings and collections and an increase in inventory of $1.1 million due primarily to our expanded international depot requirements. Our days sales outstanding, or DSO, in accounts receivable increased slightly from 57 days at July 31, 2011 to 58 days at July 31, 2012.

Cash provided by operating activities of $21.5 million in 2011 resulted in part from a net loss of $5.3 million that was more than offset by non-cash charges of $5.1 million for depreciation and amortization and $5.1 million for stock-based compensation. The $16.5 million change in our net operating assets and liabilities was primarily a result of an increase in net deferred revenue of $18.9 million attributable to an increase in our established base of maintenance and support contracts, an increase in accounts payable and accrued liabilities of $4.4 million primarily related to the timing of payments and an increase in accrued compensation of $2.1 million related to increased headcount, which were partially offset by an increase in net accounts receivable of $7.5 million attributable to the growth in our business. Our DSO in accounts receivable increased from 46 days at July 31, 2010 to 57 days at July 31, 2011 due to a relatively higher amount of billings later in the quarter ended July 31, 2011.

Cash provided by operating activities of $15.3 million in 2010 was primarily attributable to a net income of $7.0 million and non-cash charges of $2.7 million for stock-based compensation and $1.9 million for depreciation and amortization. The $3.7 million change in our net operating assets and liabilities was primarily a result of an increase in net deferred revenue of $5.3 million, which was attributable to an increase in our established base of maintenance and support contracts, and an increase of $1.1 million in accrued compensation due to increased headcount and $0.7 million in accounts payable and accrued liabilities due to timing of payments. These sources of cash were partially offset by an increase in net accounts receivable of $2.0 million and by an increase in prepaid expenses and other assets of $0.8 million attributable to growth in our business. Our DSO in accounts receivable decreased from 58 days at July 31, 2009 to 46 days at July 31, 2010 due to a disproportional increase in revenue in fiscal year 2010 versus fiscal year 2009 compared to the increase in accounts receivable in the same period.

Cash Flows from Investing Activities

Our uses of cash from investing activities consisted primarily of capital expenditures for computer equipment and software, and cash used for acquisitions and the purchase of intangible assets.

In 2012, cash used in investing activities was $7.4 million, consisting of $4.0 million for purchases of computer equipment and software and an increase of $3.4 million in restricted cash related to the standby letter of credit we are required to maintain under an operating lease for our new corporate headquarters.

In 2011, cash used in investing activities was $7.8 million, consisting of $4.8 million in purchases of computer equipment, software and leasehold improvements, $2.0 million for the acquisition of certain assets and liabilities of a company formerly named SolSoft S.A. from LogLogic, Inc. and $1.0 million for the purchase of patents from Avaya, Inc.

In 2010, cash used in investing activities was $0.9 million resulting from purchases of computer equipment and software of $1.5 million and an increase of $0.6 million in restricted cash, partially offset by $1.3 million in cash we assumed in our acquisition of Netcordia.

Cash Flows from Financing Activities

In 2012, we generated $98.4 million in net proceeds from our IPO. With the exception of our IPO, our financing activities have consisted primarily of net proceeds from the issuance of common stock related to the exercise of stock options that amounted to $1.9 million.

In 2011, cash provided by financing activities was $1.1 million resulting from the issuance of common stock and excess tax benefits from employee stock option plans.

In 2010, cash provided by financing activities was $0.7 million from the issuance of common stock related to the exercise of stock options.

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Contractual Obligations

Our contractual commitments will have an impact on our future liquidity. The following table summarizes our contractual obligations that represent material expected or contractually committed future obligations, as of July 31, 2012. We believe that we will be able to fund these obligations through cash generated from operations and from our existing cash and cash equivalents balances.

Contractual Obligations[1]:	Payments Due by Period						
	Total	2013	2014	2015	2016	2017	2018 and Thereafter
				(In thousands)			
Operating lease obligations[2]	$ 32,842	$ 3,146	$ 4,213	$ 4,102	$ 4,092	$ 4,062	$ 13,227
Purchase commitments[3]	3,081	3,081					
Total	$ 35,923	$ 6,227	$ 4,213	$ 4,102	$ 4,092	$ 4,062	$ 13,227

(1) The contractual obligation table above excludes tax liabilities of $1.3 million related to uncertain tax positions because we are unable to make a reasonably reliable estimate of the timing of settlement, if any, of these future payments.

(2) Operating lease obligations represent our obligations to make payments under non-cancelable lease agreements for our facilities. In May 2012, we entered into a lease agreement for our new corporate headquarters in Santa Clara, California for an initial term of eight years commencing in February 2013. Our annual base rent under this lease ranges from approximately $3.2 million to $3.9 million over its term.

(3) Purchase commitments are contractual obligations to purchase inventory from our third-party manufacturers in advance of anticipated sales.

Off-Balance Sheet Arrangements

As of July 31, 2012, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in foreign currency exchange rates and interest rates. We do not hold or issue financial instruments for trading purposes.

Foreign Currency Risk

Our functional currency is the U.S. dollar. Most of our sales are denominated in U.S. dollars, and therefore our net revenue is not currently subject to significant foreign currency risk. Our operating expenses are denominated in the currencies of the countries in which our operations are located, which are primarily in North America, Europe and the Asia-Pacific region. Our consolidated results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. To date, we have not entered into any hedging arrangements with respect to foreign currency risk or other derivative financial instruments. During fiscal 2012, the effect of a hypothetical 100 basis point shift in foreign currency exchange rates applicable to our business would not have had a material impact on our consolidated financial statements.

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Interest Rate Sensitivity

We had cash and cash equivalents of $156.6 million as of July 31, 2012. We hold our cash and cash equivalents for working capital purposes. Our cash and cash equivalents are held in cash deposits and money market funds. Due to the short-term nature of these instruments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. Declines in interest rates, however, would reduce future interest income. During fiscal 2012, the effect of a hypothetical 100 basis point shift in overall interest rates would not have had a material impact on our interest income.

Critical Accounting Policies

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States and include our accounts and the accounts of our wholly-owned subsidiaries. The preparation of these consolidated financial statements requires our management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the applicable periods. We base our estimates, assumptions and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our consolidated financial statements, which, in turn, could change the results from those reported. We evaluate our estimates, assumptions and judgments on an ongoing basis.

The critical accounting estimates, assumptions and judgments that we believe have the most significant impact on our consolidated financial statements are described below.

Revenue Recognition

We design, develop and sell a broad family of network products and services to automate management of the critical network infrastructure services needed for secure, scalable and fault-tolerant connections between applications, devices and users. Our software products are typically sold for use with our hardware, but we also have virtual versions that we sell for use with other hardware environments.

We derive revenue from two sources: (i) products and licenses, which include hardware and software revenue, and (ii) services, which include maintenance and support, training and consulting revenue. The majority of our products are hardware appliances containing software components that function together to provide the essential functionality of the product. Therefore, our hardware appliances are considered non-software deliverables and have been removed from the industry-specific software revenue recognition guidance. Our product revenue also includes revenue from the sale of stand-alone software products that can be deployed on our hardware or that of other vendors. Stand-alone software may operate on our hardware appliance, but are not considered essential to the functionality of the hardware. Stand-alone software sales generally include a perpetual license to our software. Stand-alone software sales continue to be subject to the industry-specific software revenue recognition guidance. Revenue is recognized when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery or performance has occurred; the sales price is fixed or determinable; and collection is probable. We define each of those four criteria as follows:

Persuasive evidence of an arrangement exists. Evidence of an arrangement generally consists of a purchase order issued pursuant to the terms and conditions of a distributor or value-added reseller agreement or, in limited cases, an end-user agreement.

Delivery or performance has occurred. We use shipping and related documents, distributor sell-through reports, or written evidence of customer acceptance, when applicable, to verify delivery or performance. We do not recognize product revenue until transfer of title and risk of loss, which generally is upon shipment to value-added resellers or end-users.

The sales price is fixed or determinable. We assess whether the sales price is fixed or determinable based on payment terms and whether the sales price is subject to refund or adjustment.

Collection is probable. We assess probability of collection on a customer-by-customer basis. We subject our customers to a credit review process that evaluates their financial condition and ability to pay for our products and services. If we conclude that collection is not probable, we do not recognize revenue until cash is received.

Services revenue includes maintenance and support, training and consulting revenue. Maintenance and support revenue includes arrangements for software maintenance and technical support for our products and licenses. Maintenance is offered under renewable, fee-based contracts, which include 24-hour technical support, hardware repair and replacement parts, bug fixes, patches and unspecified upgrades on a when-and-if-available basis. Revenue from customer maintenance and support contracts is deferred and recognized ratably over the contractual support period, generally one to three years. Revenue from consulting and training is recognized as the services are completed, which is generally one year or less.

We operate a multiple tier channel distribution model that includes distributors, value-added resellers and direct sales to end customers. For sales to value-added resellers and end customers, we recognize product revenue upon transfer of title and risk of loss, which is generally upon shipment. It is our practice to identify an end customer prior to shipment to a value-added reseller. For the end customers and value-added resellers, we generally have no significant contractual obligations for future performance, such as rights of return or pricing credits. However, we may on occasion enter into arrangements with end customers or value-added resellers that include some form of rights of return, rebates or price protection. Also, we may occasionally accept returns by end customers or value-added resellers to address customer satisfaction issues or solution fit issues even though there is no contractual provision for such returns. We record reductions to revenue for estimated product returns and pricing adjustments in the same period that the related revenue is recorded. The amount of these reductions is based on historical sales returns and price adjustments, specific provisions for returns, price protection or rebates in agreements, and other factors known at the time. Should actual product returns or pricing adjustments differ from estimates, additional reductions to revenue may be required. Distributor revenue is recognized under agreements that allow pricing credits, price protection, rebates and rights of return or involve international jurisdictions where the risk of returns or credits is considered to be high even though distributors do not have these contractual rights. As a consequence, the Company has determined that the sales price is not fixed or determinable at the time of shipment to a distributor and thus these shipments do not meet the requirements for revenue recognition until the sales price is known, which is only reliably determinable at the time of sell-through to an end customer or value added reseller. This includes substantially all of our international sales and sales through our two United States distributors. In the U.S., substantially all of our sales are to value-added resellers or end customers for which revenue is recognized upon delivery. Revenue for product sales through distributors without reliable sell-through reporting is deferred until maintenance is purchased for the related product. The costs of distributor inventories not yet recognized as revenue are deferred as a reduction of the related deferred revenue, the result of which is shown as deferred revenue, net on our consolidated balance sheets.

Multiple Element Arrangements

We enter into multiple element revenue arrangements in which a customer may purchase a combination of hardware, software, software upgrades, hardware and software maintenance and support, training and consulting services. We account for multiple agreements with a single customer as one arrangement if the contractual terms and/or substance of those agreements indicate that they may be so closely related that they are, in effect, parts of a single arrangement.

In October 2009, the Financial Accounting Standards Board (FASB) amended the accounting standards for revenue recognition to remove from the scope of industry-specific software revenue recognition guidance any tangible products containing software components and non-software components that operate together to deliver the product s essential functionality. Most of our products are hardware appliances containing software

components that operate together to provide the essential functionality of the product. Therefore, our hardware appliances are considered non-software deliverables and are no longer accounted for under the industry-specific software revenue recognition guidance.

In addition, the FASB amended the accounting standards for certain multiple element revenue arrangements to:

Provide updated guidance on whether multiple elements exist, how the elements in an arrangement should be separated, and how the arrangement consideration should be allocated to the separate elements;

Implement a price hierarchy, where the selling price for an element is based on vendor-specific objective evidence (VSOE), if available; third-party evidence (TPE), if available and VSOE is not available; or the best estimate of selling price (BESP), if neither VSOE nor TPE is available; and

Eliminate the use of the residual method and require an entity to allocate arrangement consideration using the selling price hierarchy.

Our non-software products and services qualify as separate units of accounting because they have value to the customer on a standalone basis and our revenue arrangements do not include a general right of return for delivered products. Our products and licenses revenue also includes stand-alone software products. Stand-alone software may operate on our hardware appliances, but is not considered essential to the functionality of the hardware and continues to be subject to the industry-specific software revenue recognition guidance, which remains unchanged. The industry-specific software revenue recognition guidance includes the use of the residual method.

Certain of our stand-alone software when sold with our hardware appliances is considered essential to its functionality and as a result is no longer accounted for under industry-specific software revenue recognition guidance; however, this same software when sold separately is accounted for under the industry-specific software revenue recognition guidance. Additionally, we provide unspecified software upgrades for most of our products, on a when-and-if available basis, through maintenance and support contracts. To the extent that the software being supported is not considered essential to the functionality of the hardware, these support arrangements would continue to be subject to the industry-specific software revenue recognition guidance.

We allocate the arrangement fee to each element based upon the relative selling price of that element and, if software and software-related (e.g., maintenance for the software element) elements are also included in the arrangement, we allocate the arrangement fee to each of those software and software-related elements as a group based on the relative selling price for those elements. After such allocations are made, the amount of the arrangement fee allocated to the software and software-related elements is accounted for using the residual method. When applying the relative selling price method, we determine the selling price for each element using VSOE of selling price, if it exists, or if not, TPE of selling price, if it exists. If neither VSOE nor TPE of selling price exist for an element, we use our BESP for that element. The revenue allocated to each element is then recognized when the basic revenue recognition criteria are met for that element. The manner in which we account for multiple element arrangements that contain only software and software-related elements remains unchanged.

We determine VSOE for each element based on historical stand-alone sales to third parties. For maintenance and support, training and consulting services, we determine the VSOE of fair value based on our history of stand-alone sales demonstrating that a substantial majority of transactions fall within a narrow range for each service offering.

We historically have not been able to determine TPE for our products, maintenance and support, training or consulting services. TPE is determined based on competitor prices for similar elements when sold separately. Generally, our offerings contain a significant level of differentiation such that the comparable pricing of products with similar functionality cannot be obtained. Furthermore, our go-to-market strategy differs from that of our peers and we are unable to reliably determine what similar competitor products selling prices are on a stand-alone basis.

When we are unable to establish the selling price of an element using VSOE or TPE, we use BESP in our allocation of arrangement consideration. The objective of BESP is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. The BESP is established based on internal and external factors, including pricing practices such as discounting, cost of products, the geographies in which we offer our products and services, and customer classes and distribution channels (e.g. distributor, value-added reseller and direct end-user). The determination of BESP is made through consultation with and approval by our management, taking into consideration our pricing model and go-to-market strategy.

For our non-software deliverables, we allocate the arrangement consideration based on the relative selling prices of the respective elements. For these elements, we generally use BESP as our selling price. For our maintenance and support, training and consulting services, we generally use VSOE as our selling price. When we are unable to establish selling price using VSOE for our maintenance and support, training and consulting services, we use BESP in our allocation of arrangement consideration.

We regularly review VSOE and BESP data provided by actual transactions to update these estimates and the relative selling prices allocated to each element.

Stock-Based Compensation

Our stock-based compensation expense for stock options, restricted stock units (RSUs) and purchases under our ESPP is estimated at the grant date based on the award s fair value as calculated by the Black-Scholes-Merton (BSM) option pricing model and is recognized as expense over the requisite service period. The BSM option pricing model requires that we use various highly judgmental assumptions including expected volatility and expected term. If any of the assumptions used in the BSM option pricing model changes significantly, stock-based compensation expense may differ materially in the future from that recorded in the current period. In addition, we are required to estimate the expected forfeiture rate and only recognize expense for those shares expected to vest. We estimate the forfeiture rate based on historical experience and our expectations regarding future pre-vesting termination behavior of employees. To the extent our actual forfeiture rate is different from our estimate, stock-based compensation expense is adjusted accordingly.

Pre-IPO Common Stock Valuations

For all stock option grants prior to our IPO, the fair value of the common stock underlying the option grants was determined by our board of directors, with the assistance of management, which intended all options granted to be exercisable at a price per share not less than the per share fair value of our common stock underlying those stock options on the date of grant.

Significant Factors, Assumptions and Methodologies Used in Determining Fair Value of Our Common Stock

Prior to our IPO in April 2012, we were also required to estimate the fair value of the common stock underlying our options when performing the fair value calculations using the BSM option-pricing model. Our board of directors, with input from management, estimated the fair value of the common stock underlying our options on each grant date. Our board of directors has a majority of non-employee directors with significant experience in the IT industry. Thus, we believe that our board of directors has the relevant experience and expertise to determine a fair value for our common stock on each respective grant date. Given the absence of a public trading market for our common stock prior to our IPO, and in accordance with the American Institute of Certified Public Accountants Practice Guide, *Valuation of Privately-Held-Company Equity Securities*

Issued as Compensation, our board of directors exercised reasonable judgment and considered numerous objective and subjective factors to determine the best estimate of the fair value of our common stock including:

- contemporaneous valuations performed by an unrelated third-party specialist;
- rights, preferences and privileges of our convertible preferred stock sold to outside investors in arm s length transactions relative to those of our common stock;

our actual operating and financial performance;

our hiring of key personnel and the experience of our management;

risks inherent in the development of our products and services;

the present value of our future cash flows;

the likelihood of achieving a liquidity event, such as an IPO, or a sale of our company, given prevailing market conditions and the nature and history of our business;

the market value of a comparable group of privately held companies that were in a state of development similar to ours;

the illiquidity of options involving securities in a private company;

our stage of development;

industry information such as market size and growth; and

macroeconomic conditions.

In valuing our common stock, our board of directors determined the aggregate equity value of our company by taking a weighted combination of the value indications under two valuation approaches, an income approach and a market approach.

The income approach estimates the aggregate equity value of our company based on the present value of future estimated cash flows. Cash flows are estimated for future periods based on projected revenue and costs. These future cash flows are discounted to their present values using a discount rate. Because the cash flows are only projected over a limited number of years, it is also necessary under the income approach to compute a terminal value as of the last period for which discrete cash flows are projected. This terminal value represents the future cash flows beyond the projection period and is determined by taking the projected EBITDA for the final year of the projection and applying a terminal exit multiple. This amount is then discounted to its present value using a discount rate to arrive at the terminal value. The discounted projected cash flows and the terminal value are summed together to arrive at an indicated aggregate equity value under the income approach. In applying the income approach, we derived the discount rate from an analysis of the cost of capital of our comparable industry peer companies as of each valuation date and adjusted it to reflect the risks inherent in our business cash flows. We derived the terminal exit multiple from an analysis of the EBITDA multiples of our comparable industry peer companies as of each valuation date. We then used the implied long-term growth rate of our company to assess the reasonableness of the selected terminal exit multiple.

The market approach estimates the aggregate equity value of our company by applying market multiples of our comparable industry peer companies based on key metrics inferred from the enterprise values of our comparable industry peer companies. In applying the market approach, we primarily utilized the revenue multiples of our comparable industry peer companies to derive the aggregate equity value of our company. We believed that using a revenue multiple to estimate our aggregate equity value, as opposed to an earnings or cash flow multiple, was appropriate given our significant focus on investing in and growing our business and because our comparable industry peer companies were in various stages of growth and investment.

When considering which companies to include in our comparable industry peer companies, we focused on U.S. based publicly traded companies in the IT industry in which we operate. The selection of our comparable industry peer companies required us to make judgments regarding the comparability of these companies to us. We considered a number of factors, including business description, business size, business model, revenue model and historical operating results. We then analyzed the business and financial profiles of the selected companies for relative similarity to us, and, based on this assessment, we selected our comparable industry peer companies.

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In determining the revenue multiples to be used in the market approach, we first obtained the stock price and market capitalization for each of our comparable industry peer companies. We then calculated an estimated enterprise value for each comparable industry peer company. Next, we obtained prior year actual as well as current year and two-year future revenue estimates for each of the comparable industry peer companies from market or industry information and calculated revenue multiples by dividing each comparable company s calculated enterprise value by its actual and estimated revenue. We then estimated the revenue multiples for our comparable industry peer companies and adjusted those multiples based on our assessment of the strengths and weaknesses of our company relative to these comparable companies. We then applied the adjusted revenue multiples to our projected revenue data to arrive at a valuation of our company.

For each valuation, we prepared financial projections to be used in both the income and market approaches. The financial projections took into account our historical financial operating results, our business experiences and our future expectations. We factored the risk associated with achieving our forecast into selecting appropriate multiples and discount rates. There is inherent uncertainty in these estimates, as the assumptions we used were highly subjective and subject to change as a result of new operating data and economic and other conditions that impact our business.

We then allocated our company s aggregate equity value to each of our classes of stock using either the Option Pricing Method, or the OPM, or the Probability Weighted Expected Return Method, or the PWERM.

The OPM treats common stock and convertible preferred stock as call options on a business, with exercise prices based on the aggregate liquidation preferences of the convertible preferred stock. Therefore, the common stock has value only if the funds available for distribution to the stockholders exceed the value of the aggregate liquidation preferences at the time of a liquidity event, such as a merger, sale or IPO, assuming the business has funds available to make liquidation preferences meaningful and collectible by the preferred stockholders. The common stock is modeled to be a call option with a claim on the business at an exercise price equal to the remaining value immediately after the convertible preferred stock is liquidated. The OPM uses the BSM option pricing model to price the call option. The OPM is appropriate to use when the range of possible future outcomes is so difficult to predict that forecasts would be highly speculative.

The PWERM involves a forward-looking analysis of the possible future outcomes of the business. This method is particularly useful when discrete future outcomes can be predicted with high confidence and with a probability distribution. Discrete future outcomes considered under the PWERM include non-IPO market-based outcomes as well as IPO scenarios. In the non-IPO scenarios, a large portion of the aggregate equity value is allocated to the convertible preferred stock to incorporate higher aggregate liquidation preferences. In the IPO scenarios, the aggregate equity value is allocated pro rata among the shares of common stock and each series of convertible preferred stock, which causes the common stock to have a higher relative value per share than under the non-IPO scenario. The fair values of the business determined using the non-IPO and IPO scenarios are weighted according to an estimate of the probability of each scenario.

In order to determine the fair value of our common stock, we then applied a discount for lack of marketability, or DLOM, to the value derived from the OPM or the PWERM.

Post-IPO Common Stock Valuations

Following our IPO, we established a policy of using the closing sale price per share of our common stock as quoted on the New York Stock Exchange on the date of grant for purposes of determining the exercise price per share of our options to purchase common stock.

Goodwill

Goodwill represents the excess of the cost of an acquired entity over the fair value of the acquired net assets. Goodwill is not amortized. We perform our annual goodwill analysis during the fourth quarter of each fiscal year or when events or circumstances change that would indicate that goodwill might not be recoverable. Triggering events that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of goodwill or cause a significant decrease in expected cash flows.

The testing for a potential impairment of goodwill involves a two-step process. The first step, identifying a potential impairment, compares the fair value of goodwill with its carrying amount. If the carrying value exceeds its fair value, the second step would need to be conducted; otherwise, no further steps are necessary as no potential impairment exists. The second step, measuring the impairment loss, compares the implied fair value of the goodwill with the carrying value of that goodwill. Any excess of the goodwill carrying value over the respective implied fair value is recognized as an impairment loss. There have been no indicators of impairment, and we did not record any impairment losses during the years ended July 31, 2010, 2011 and 2012.

Impairment of Long-Lived Assets

Long-lived assets, such as property and equipment and intangible assets subject to depreciation and amortization, are evaluated for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Among the factors and circumstances we considered in determining recoverability are: (i) a significant decrease in the market price of a long-lived asset; (ii) a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition; (iii) a significant adverse change in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator; (iv) an accumulation of costs significantly in excess of the amount originally expected for the acquisition; and (v) current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value of the asset. There have been no indicators of impairment, and we did not record any impairment losses during the years ended July 31, 2010, 2011 and 2012.

Income Taxes

We account for income taxes under an asset and liability approach for deferred income taxes, which requires recognition of deferred income tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements, but have not been reflected in our taxable income. Estimates and judgments occur in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred income tax assets, which arise from temporary differences and carryforwards. Deferred income tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets and liabilities are expected to be realized or settled. We regularly assess the likelihood that our deferred income tax assets will be realized based on the realization guidance available. To the extent that we believe any amounts are not more-likely-than-not to be realized, we record a valuation allowance to reduce the deferred income tax assets. We regularly assess the need for the valuation allowance on our deferred tax assets, and to the extent that we determine that an adjustment is needed, that adjustment will be recorded in the period that the determination is made.

We have considered future market growth, forecasted earnings, future taxable income, the mix of earnings in the jurisdictions in which we operate and prudent and feasible tax planning strategies in determining the need for a valuation allowance. Based on these factors, we have determined it is appropriate to record a full valuation allowance against our federal and state net deferred tax assets but to recognize certain foreign deferred tax assets. In the event we were to determine that we are able to realize all or part of our federal or state net deferred tax assets in the future, we would generally decrease the valuation allowance and record a corresponding benefit

to earnings in the period in which we make that determination. Likewise, if we later determine that we are not more-likely-than-not to realize all or a part of our recognized foreign deferred tax assets in the future, we would increase the valuation allowance and record a corresponding charge to earnings in the period in which we make that determination. In order for us to realize our deferred tax assets, we must be able to generate sufficient taxable income in the tax jurisdictions in which the deferred tax assets are located.

We are subject to income tax audits in the United States and the foreign jurisdictions in which we operate. Our income tax expense includes amounts intended to satisfy income tax assessments that would result from potential challenges. Determining the income tax expense for these potential assessments and recording the related assets and liabilities require management judgments and estimates. We evaluate our uncertain tax positions in accordance with the guidance for accounting for uncertainty in income taxes. We believe that our reserve for uncertain tax positions is adequate. The amounts ultimately paid upon resolution of audits could be materially different from the amounts previously included in our income tax expense and therefore could have a material impact on our tax provision, net income and cash flows.

We regularly review our tax positions and benefits to be realized. We recognize tax liabilities based upon our estimate of whether, and the extent to which, additional taxes will be due when those estimates are more-likely-than-not to be sustained. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. We recognize interest and penalties related to income tax matters as income tax expense. For the years ended July 31, 2010, 2011 and 2012, we did not incur any interest or penalties associated with unrecognized tax benefits.

Fair Value Measurement

We measure and report our financial assets and liabilities, which consist or have consisted of cash, cash equivalents, restricted cash and convertible preferred stock warrant liability, at fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The authoritative guidance on fair value measurements establishes a three-tier fair value hierarchy for disclosure of fair value measurements as follows:

Level I Unadjusted quoted prices in active markets for identical assets and liabilities;

Level II Inputs other than quoted prices included within Level I that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data of substantially the full term of the related assets or liabilities; and

Level III Unobservable inputs that are supported by little or no market data for the related assets or liabilities.

The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Our financial instruments consist of Level I assets and Level III liabilities. Level I assets include time deposits and highly liquid money market funds that are included in cash, cash equivalents and restricted cash. Level III liabilities that are measured at fair value on a recurring basis consisted solely of our convertible preferred stock warrant liability. The fair values of the outstanding convertible preferred stock warrants were measured using the BSM option pricing model. Inputs used to determine estimated fair value include the estimated fair value of the underlying stock at the valuation measurement date, the remaining contractual term of the warrants, risk-free interest rates, expected dividends and the expected volatility of the underlying stock.

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Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update No. 2010-06, *Improving Disclosures about Fair Value Measurements (Topic 820)-Fair Value Measurements and Disclosures* (ASU 2010-06), to add additional disclosures about the different classes of assets and liabilities measured at fair value, the valuation techniques and inputs used, and the activity in Level III fair value measurements. We adopted this guidance in 2012 and our adoption did not have a significant impact on our consolidated financial statements.

In December 2010, the FASB issued Accounting Standards Update No. 2010-29, *Disclosure of Supplementary Pro Forma Information for Business Combinations (Topic 805)-Business Combinations* (ASU 2010-29), to improve consistency in how the pro forma disclosures are calculated. Additionally, ASU 2010-29 enhances the disclosure requirements and requires description of the nature and amount of any material, nonrecurring pro forma adjustments directly attributable to a business combination. ASU 2010-29 is effective for us in 2012 and should be applied prospectively to business combinations for which the acquisition date is after the effective date. Early adoption is permitted. We adopted this guidance in 2012 and our adoption did not have a significant impact on our consolidated financial statements. See Note 6 for more information on our business acquisitions.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, *Presentation of Comprehensive Income* (ASU 2011-05), which requires an entity to present total comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements and eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders equity. ASU 2011-05 is effective for us in 2013 and retrospective adoption is required and early adoption is permitted. As we have had no comprehensive income (loss) items other than net income (loss), we do not believe that adoption of ASU 2011-05 will have a material impact on our consolidated financial statements.

In August 2011, the FASB issued Accounting Standards Update No. 2011-08, *Testing Goodwill for Impairment* (ASU 2011-08) to simplify how an entity tests goodwill for impairment. The amendment will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more-likely-than-not that its fair value is less than its carrying amount. ASU 2011-08 is effective for us in 2013 and early adoption is permitted. We will adopt ASU 2011-8 in 2013 and we do not believe it will have a material impact on our consolidated financial statements.

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BUSINESS

Overview

We are a leader in automated network control and provide an appliance-based solution that enables dynamic networks and next-generation data centers. Our solution combines real-time IP address management with the automation of key network control and network change and configuration management processes in purpose-built physical and virtual appliances. It is based on our proprietary software that is highly scalable and automates vital network functions, such as IP address management, device configuration, compliance, network discovery, policy implementation, security and monitoring. Our solution enables our end customers to create dynamic networks, address burgeoning growth in the number of network-connected devices and applications, manage complex networks efficiently and capture more fully the value from virtualization and cloud computing.

Dynamic networks enable on-demand connection and configuration of devices and applications and allow organizations to, among other things, accelerate service delivery and enhance the value of next-generation data centers that utilize virtualization and cloud computing. To create dynamic networks, organizations need automated network control, which allows real-time network discovery and visibility, scalability, device configuration and policy implementation and thus enables flexibility and improves the reliability of expanding networks. To make the transition to increasingly dynamic networks, organizations need to replace legacy approaches to network control with purpose-built automated network control solutions.

We believe that the market opportunity for automated network control can be estimated based on the significant expenditures that organizations make deploying millions of protocol servers, application change and configuration management software and IP address management tools, and for ongoing associated labor costs. We believe that the market for automated network control will grow as more end customers replace their legacy network control with automated solutions that enable dynamic networks.

We sell our integrated appliance and software solution primarily through channel partners, including distributors, systems integrators, managed service providers and VARs, to end customers of various sizes and across a wide range of industries. Our end customers include many of the largest Forbes Global 2000 companies, including ten of the top 15 aerospace and defense companies, 15 of the top 25 auto and truck manufacturers, ten of the top 20 retailers, five of the top ten major banks and seven of the top ten telecommunications providers. Our appliances have been sold to more than 5,900 end customers, including Adobe, Barclays, Best Buy, Boeing, Caterpillar, the Federal Aviation Administration, IBM, Johnson & Johnson, KDDI, Quest Diagnostics, Reuters, the Royal Bank of Canada, Staples, TIMPO, U.S. Customs and Border Protection and Vodafone.

Industry Background

Dynamic networks are essential to the performance of data centers and increasingly rely on the Internet Protocol, or IP. Organizations are deploying dynamic networks to enable next-generation data centers that utilize virtualization, cloud computing, software-as-a-service and high-speed networking to cost-effectively support numerous business critical operations. Organizations have upgraded the performance of their networking hardware, such as switches and routers, but generally have not upgraded their network control, which is the infrastructure and software that control the operation of the network. The importance of network control grows as networks increase in scale and complexity because of the rapid growth in the number of devices and software applications requiring network connectivity, the consumerization of IT, the adoption of next-generation IP protocols and the proliferation of virtualization and cloud computing.

These trends are overwhelming the legacy approaches currently used in network control, resulting in networks that are frequently inflexible, unreliable, expensive, complex and static. As a result, organizations are limited in their ability to adopt next-generation data center technologies because they lack a purpose-built network control architecture that provides the ability to operate and scale their networks and to manage their network operational costs. In addition, organizations require dynamic networks that can adapt to change in real-time in order to capture more fully the value from virtualization and cloud computing. Thus, they are seeking

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integrated network control solutions that automate repetitive and complex operations within their networks and permit them to keep pace with constant change.

Factors Creating a Need for Automated Network Control

The objective of network control is to establish and maintain reliable device and application connectivity to the network. Network control consists of a number of complex functions and processes, including IP address management, device configuration, compliance, network discovery, policy implementation, security and monitoring. Essential to network control are connection protocols, including the domain name system, or DNS, which translates network domain names that humans can understand into IP addresses that are understood by machines, and the dynamic host configuration protocol, or DHCP, which assigns an IP address to any device seeking access to a network.

Historically, organizations have implemented network control using basic protocol servers, unsupported internally-developed software, spreadsheets and other manual processes involving routine, repetitive and error-prone tasks. Since most network instability is attributable to manual network changes, many organizations seek to avoid network change. Legacy approaches to network control have remained largely unchanged for more than a decade, forcing organizations to maintain relatively static and inflexible networks. Dynamic networks are fundamental to next-generation data centers as they enable organizations to achieve on-demand connection and configuration of devices and applications so that they can, among other things, accelerate service delivery and enhance the value of virtualization and cloud computing. To create dynamic networks, organizations need automated network control, which allows real-time network discovery and visibility, scalability, device configuration and policy implementation and thus enables flexibility and improves the reliability of expanding networks.

The need for dynamic networks enabled by automated network control is driven by a number of trends, including the following:

Rapid Growth in Number and Types of Connected Devices. Increasingly, organizations must enable their networks to connect to a large and growing number of devices, such as smartphones, tablets, desktop computers, laptop computers, voice-over-IP phones, physical servers, virtual machines, storage systems, printers and peripherals, and surveillance systems. In 2010, IMS Research, an independent research firm, estimated that, over the next decade, there would be a four-fold increase in the number of independent devices connecting to the Internet, reaching 22 billion by 2020. This growth is compounding network complexity and straining manually-intensive legacy network control processes that were designed for relatively static networks. Automated network control enables efficient connection to the growing number of heterogeneous devices seeking network access.

Rapid Growth in Number of Connected Software Applications. Rapid growth in the number of software applications requiring network connectivity, such as software-as-a-service and mobile applications, and increasing connectedness of traditional enterprise software are causing a corresponding increase in the frequency of requests for an IP location, known as DNS queries. For example, on a smartphone, opening a single email can require six DNS queries, while accessing Facebook can require 24 DNS queries. Legacy network control approaches were not designed to provide real-time DNS performance at this scale. Automated network control offers real-time connection protocols that enable organizations to implement software applications which require immediate network connectivity.

Proliferation of Virtualization and Cloud Computing. Virtualization and cloud computing help organizations to utilize their IT resources more efficiently and to deliver and scale services in real-time. To date, virtualization generally has been limited to server consolidation because of constraints associated with manual network configuration. Legacy approaches to network configuration do not allow organizations to evolve to next-generation data centers and realize additional benefits of virtualization and cloud computing such as the ability to deliver and scale services in real-time. Automated network control is required to manage the continuous connectivity that virtual machines may require to start up, shut down and move physical location in real-time.

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Adoption and Complexity of IPv6. Today, most networks use IP version 4, or IPv4, addresses to connect network devices. Given the rapid proliferation of network connected devices and applications that utilize IP addresses, available IPv4 addresses will soon be exhausted. As a result, organizations are beginning to implement IP version 6, or IPv6. The adoption of IPv6 creates additional network control complexity because an IPv6 address is longer and more complicated than an IPv4 address. For example, the IPv4 address for Infoblox.com is 205.234.19.100, while our IPv6 address is 2001:1868:ad01:0001:0000:0000:0000:0033. The complexity of IPv6 addresses makes manual management cumbersome and error-prone. The implementation of IPv6 also creates greater network complexity as organizations integrate IPv4 and IPv6 and operate both simultaneously. Thus, automated approach to network control will be required for organizations to adopt and manage IPv6 effectively.

Consumerization of IT. Employees are increasingly demanding the same network access and capabilities for their personal consumer devices, such as laptops, tablets and smartphones, as they have for devices provided by their employers, and these demands are straining legacy network control processes. Connecting these personal consumer devices to an organization s network creates a challenge in servicing and managing the unpredictable demand for DNS queries and additional IP addresses. Legacy approaches to network control, which were designed for a limited number of planned connections, are often inadequate; automated network control is required to manage these dynamic network connectivity demands effectively in real-time.

Challenges of Legacy Network Control Approaches

As the above trends lead to increased network complexity, the following challenges of legacy approaches to network control are becoming more acute:

Long Time to Value. Many organizations are seeking to reduce the time to value, which is the time required to place IT infrastructure into service to support their business needs, in part through the use of virtualization and cloud computing. Legacy approaches to network control can be time consuming and often require organizations to perform manual network operations and specialized functions such as the assigning, mapping and configuring of IP addresses and network devices. For example, network administrators may spend hours and even days mapping the devices within their network, optimizing configurations for increased network stability and conforming their network to relevant security policies. Organizations could instead be using these valuable resources to expand their IT functionality, respond to new revenue opportunities and implement cost reduction strategies.

Limited Availability. Networks must provide access to mission-critical devices and software applications, while maintaining high availability. Networks may become unavailable as a result of faults, security attacks or other disruptions caused by data loss, configuration errors, and lack of name recognition or inaccurate IP addresses. Legacy network control approaches, often deployed on single servers, generally lack redundancy, were not designed to meet the availability requirements of dynamic networks and make networks more susceptible to failures, security attacks and outages.

High Total Cost of Ownership. Legacy network control approaches generally require organizations to make significant investments in experienced IT personnel capable of managing the availability and improving the performance of their networks. Organizations relying on legacy approaches to network control typically depend on basic protocol servers, unsupported internally-developed software, spreadsheets and other manual processes, which are not well suited to address network change. Inadequate and cumbersome legacy approaches increase the inefficiencies and costs of managing and operating network control environments. This requires organizations to spend finite IT resources to increase the numbers of expensive IT personnel devoted to addressing network administration, compliance management and network stability and security issues.

Limited Performance. As more applications and devices connect to the network, they are increasingly dependent upon the performance of connection protocols, such as DNS and DHCP. Legacy network control approaches are unable to process the volume of requests for configuration change, IP addresses and domain names, thereby causing applications and devices to have inconsistent access to the network.

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Limited Scalability. Legacy network control approaches generally limit network scalability since they rely in part on manual processes and internally-developed software. Manual processes can take days or weeks to accurately replicate, update and distribute critical network data. This constrains the number of devices that can be connected to the network and the scalability of network capacity and functionality. Internally-developed software is often designed for dedicated uses and lacks the flexibility necessary to operate across expanding networks. Dynamic networks require critical network information to be replicated and distributed in real-time and for the network control environment to support rapid network growth.

Difficult to Use. Legacy network control approaches are complex and generally require experienced IT personnel capable of using existing tools and undocumented processes to coordinate manual updates and configuration changes to a network, as well as to manage compliance standards and policies. As a result, organizations frequently must deploy their most experienced IT personnel for network control rather than for strategic business priorities.

Market Opportunity for Automated Network Control

We believe that the market opportunity for automated network control can be estimated based on the significant expenditures that organizations make deploying millions of protocol servers, application change and configuration management software, and IP address management tools, and for ongoing associated labor costs. To make the transition to next-generation data centers that rely upon dynamic networks, organizations need to replace legacy approaches to network control with purpose-built automated network control solutions. We believe that the market for automated network control will grow as more end customers replace their legacy network control with automated solutions that enable dynamic networks.

Our Solution

We are a leader in automated network control and develop, market and sell an appliance-based solution that enables dynamic networks and the evolution to next-generation data centers. Our solution combines real-time IP address management with the automation of key network control and network change and configuration management processes in purpose-built physical and virtual appliances. It is based on our proprietary software that is highly scalable and automates vital network functions, such as IP address management, device configuration, compliance, network discovery, policy implementation, security and monitoring. Our solution enables our end customers to create dynamic networks, address burgeoning growth in the number of network-connected devices and applications, manage complex networks efficiently and capture more fully the value from virtualization and cloud computing. Key end customer benefits of our solution include:

Rapid Time to Value. Our automated network control solution allows our end customers to operate their networks in real-time and to rapidly introduce IT infrastructure that accelerates business imperatives, including the implementation of applications that may enhance revenue or decrease expenditures. For example, our solution responds to the on-demand requirements of virtualization and cloud computing by providing real-time automated network configuration, rather than using manual processes that can take days or weeks. In addition, our solution propagates network configuration data instantly, allowing our end customers to connect revenue-producing applications to the network rapidly and redeploy expensive IT personnel and other resources.

High Availability. Our solution ensures high network availability through a real-time distributed network database that provides always-on access to network control data through a scalable, redundant, secure and reliable architecture distributed across multiple connected appliances and locations. Our solution protects against faults, security attacks and other disruptions caused by data loss, configuration errors, and lack of name recognition or inaccurate IP addresses. Our solution also enables always-on network control by replicating processes and data across multiple appliances, thereby protecting network connectivity.

Cost Effective. Our solution permits our end customers to cost-effectively establish new network segments, configure new devices and connect devices and virtual machines to the network. Our technologies automate these routine, repetitive and complex network configuration tasks and eliminate many error-prone tasks and manual processes. Our solution additionally addresses the complexity of IPv6. This allows our end customers to reduce the operational costs of configuring and maintaining the network by employing fewer and less expensive IT personnel to perform network control tasks. In addition, our solution enables our end customers to reduce costs associated with network outages by increasing network availability.

High Performance. Our purpose-built physical and virtual appliances provide high performance and real-time processing of configuration change requests and connection protocols, such as DNS and DHCP. For example, our Trinzic 4030 hardware appliance can deliver 1.0 million DNS queries per second, which we believe is the fastest commercially-available DNS product on the market.

High Scalability. Our solution leverages our real-time, distributed network database to enable up to 12,500 of our physical and virtual appliances to operate as a single, unified system that can replicate and distribute data in real-time. This allows our end customers to add network capacity quickly and to expand network functionality incrementally with visibility of all managed devices, including millions of IP addresses, through a single point of control. In addition, our solution provides our end customers with an ability to scale automated network control infrastructure to meet changing requirements associated with dynamic networks such as virtualization and cloud computing.

Easy to Use. Our solution offers intuitive graphical user interfaces to guide inexperienced IT personnel through complex workflows and protects networks from configuration errors. It enables our end customers to configure, back up, restore and upgrade thousands of appliances and manage network information globally from a single point of control, often with a single click. It also enables our end customers to visualize their networks and analyze performance impacts of network changes prior to implementation. In addition, our solution enables organizations to place network hardware components into service and manage ongoing compliance reporting requirements easily by maintaining and updating device configurations and policies centrally.

Our Growth Strategy

The following are key elements of our growth strategy:

Extend Our Technology Leadership Position. We have created a solution that integrates device connectivity and network configuration with automation in purpose-built physical and virtual appliances. We intend to leverage our leadership position and time to market advantage by continuing to define the market requirements for automated network control. We also plan to continue to invest in research and development to help our end customers achieve the full benefits of virtualization and cloud computing through network automation technology. Our recent introduction of the Trinzic 4030 product line, which we believe is the fastest DNS caching appliance on the market at 1.0 million DNS queries per second, extends our leadership position in automated network control.

Strategically Expand Our Product Portfolio. We intend to introduce new products that deliver expanded automated network control functionality to our end customers. For example, we recently introduced a software module referred to as the Load Balancer Manager, which enables network administrators to centrally manage their F5 Global Traffic Managers from the same management interface used to manage our Trinzic DDI family of products. Our close relationships with our end customers provide us with valuable insights into end customer needs, deployment demands and market trends, and we plan to continue to leverage this information to develop and enhance our product offerings. In addition, we expect to expand into adjacent markets through organic development, strategic technology partnerships and selective acquisitions.

Extend Our Reach and Add New End Customers. We believe most organizations continue to use legacy network control approaches, creating a significant market opportunity for our solution with new end customers. We intend to target new end customers by continuing to invest in our sales force, deepening our engagement with our current channel partners and establishing relationships with new channel partners. Since our IPO, we have added approximately 500 new end customers.

Up-Sell Additional Products into Our Growing End Customer Base. We intend to up-sell additional products into our large installed base of end customers, the majority of which have only begun to automate their network control. Our end customers often purchase our solution using an incremental approach that begins with a targeted product purchase to address specific needs and expands to additional product purchases as they experience the benefits of automated network control. We intend to continue to develop our marketing and sales capabilities to encourage the adoption of new products by our existing end customers.

Expand Channel Relationships to Accelerate Adoption of Our Solution. We believe that our channel partners are important in expanding our end customer reach, improving our sales efficiency and providing customer support. We intend to increase the productivity of our distributors and VARs through product education, sales training and support training. Our focused channel organization has enhanced our VAR relationships with an improved engagement model that includes more training, incentives and staff commitments to enable increased VAR independence. In addition, we intend to leverage and work with service providers to distribute our solution through product resale and managed service offerings.

Customers

We sell our automated network control solution primarily through channel partners to end customers of various sizes from small businesses to large enterprises and across a broad range of industries, including financial services, government, healthcare, manufacturing, retail, technology and telecommunications. As of July 31, 2012, we had shipped appliances for deployment by more than 5,900 end customers worldwide. No single end customer or channel partner accounted for more than 10% of our net revenue in 2010, 2011 or 2012.

The following is a representative list of our end customers across industries:

Financial Services	Manufacturing	Telecommunications
Barclays PLC	The Boeing Company	Bell Canada and Bell Mobility
Royal Bank of Canada	Caterpillar Inc.	KDDI Corporation
Wells Fargo & Company	The Dow Chemical Company	Vodafone Group Plc
Government	**Retail**	**Other**
Federal Aviation Administration	Best Buy Co., Inc.	ExxonMobil Global Services Company
U.S. Customs and Border Protection	Staples, Inc.	Thomson Reuters Corporation
U.S. Internal Revenue Service	W.W. Grainger, Inc.	Tri-Service Infrastructure Management Program Office

Healthcare	Technology
Amgen, Inc.	Adobe Systems Incorporated
Johnson & Johnson	International Business Machines Corporation
Quest Diagnostics Incorporated	Nokia Corporation

End Customer Use Cases

Our end customers span a range of industries. The following examples illustrate a variety of environments in which our solution has been deployed and the types of challenges that it has addressed. See Technology for additional information about the Infoblox Grid technology and system architecture, or Grid, described and depicted in the following end customer use cases.

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Enterprise Use Case

The Problem: A global manufacturing organization had a distributed network that connected devices and applications across many different regional centers and branch office locations. This organization had deployed DNS and DHCP running on Microsoft servers. It had no centralized IP address management tools and suffered from slow response times for Microsoft Active Directory, fault-tolerance shortcomings, security vulnerabilities and cumbersome and frequent upgrade requirements. This burdened the organization s already stretched IT personnel and resulted in network downtime and rising operational costs. Additionally, this organization was planning to implement VoIP for their voice communications, which would require network control capabilities that provided instant and reliable IP address assignment and management for constant availability.

The Infoblox Solution: This end customer deployed our automated network control solution across its network infrastructure. As shown in the diagram below, it deployed our enterprise-class appliances operating as Grid Master to integrate, aggregate and consolidate data management and network control at its headquarters. It also rapidly deployed Grid Members in multiple physical locations and migrated existing network data to the Grid. It integrated Grid Master and Grid Members with a centrally managed Microsoft Active Directory server to improve network availability and stability. The result was a highly available network control environment that allowed mission-critical voice services to be deployed across the network.

Key Benefits: Our solution provided the following benefits to this end customer:

- Centralized management of network data;
- Easy deployment and administration throughout a distributed environment;
- Integration with Microsoft Active Directory for directory services; and
- Scalability to meet the demands of advanced IP applications, such as the addition of VoIP devices.

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Retail Use Case

The Problem: A retailer with hundreds of store locations needed to provide local network connectivity for point of sale terminals, computers and other IP-enabled devices to ensure business continuity in the event of a network disruption. Additionally, its legacy network control approach relied on spreadsheets and required that experienced IT personnel be dispatched to each store to make changes to the network control environment when problems occurred with network connectivity. This infrastructure required expensive personnel resources and long lead-times to deploy new networking infrastructure and devices, as well as long periods of time to restore the network following outages.

The Infoblox Solution: The retailer installed several of our appliances as Grid Masters in its data center to provide centralized control of the system. It also installed a pair of our appliances as Grid Members in each store location, one for production and the other for disaster recovery, and several of our appliances as Grid Members in VMware virtual environments. Our scalable Grid architecture enabled this end customer to deploy our solution methodically to all of its store locations, based on its schedule and resource availability. Through the deployment of our solution, this end customer ensured business continuity at each store location in the event of a network disruption between that store and the data center. Additionally, our solution enabled the end customer to integrate and distribute network data and manage network control from a single point of control to reduce the lead-time to remediate and update the network, maintain data synchronization and reduce the need to send expensive IT personnel to remote locations.

Key Benefits: Our solution provided the following benefits to this end customer:

- Local business continuity at each store location;
- Scalable network control architecture that enabled deployment according to business requirements; and

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- Centralized management of network resources and synchronization of distributed data.

Managed Service Provider Use Case

The Problem: A global managed service provider wanted to improve its operating results and broaden the portfolio of managed services that it offered to its customers. Its customers required distinct IP address schemes with individually defined network control approaches and management consoles. This required the managed service provider to operate separate management processes and tools so that it could isolate each of its customer s networks securely from its other customers networks. With only its legacy network control approaches, the managed service provider relied on customer personnel to execute complex, time-consuming and error-prone tasks locally. The managed service provider needed a network control solution that allowed for the cost-effective, centralized management of its customers network control environments.

The Infoblox Solution: The managed service provider deployed our solution utilizing pairs of our appliances within each office of its customers and several of our appliances at its own headquarters. For each of its customers, the managed service provider created individual Grids that included our appliances at the customer s location and its network operations center. Each Grid was secure and accessible only by the managed service provider and the customer for which it was created. This allowed the personnel of the managed service provider to provide network control and remote management via the Grid and reduced significantly the cost to the managed service provider of maintaining its customers networks by lowering its staffing level requirements for on-site services for end customers and associated travel expenses.

Key Benefits: Our solution provided the following benefits to this managed service provider:

- Discrete network control environments for its customers using common network control infrastructure;

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Management of many different customers from a single point of control;

Ability for the managed service provider to extend its service offerings; and

Reduced need to maintain a large number of IT personnel who perform on-site services for end customers.

Technology

Our proprietary technology and system architecture are critical components of our automated network control solution. Their differentiating elements include:

Infoblox Grid Scalability. Our solution is based on our Infoblox Grid technology and system architecture. Grid utilizes our real-time distributed network database to provide always-on access to network control data through a scalable, redundant and reliable architecture. As shown below, a Grid is formed when a collection of physical and virtual appliances are used to collaborate as a single, unified system. This network of appliances is organized into a Grid by designating a Grid Master and Grid Members. The Grid Master is central to the Grid architecture and maintains the accuracy of the network database that is distributed among the other Infoblox appliances, or Grid Members, forming the Grid. Grid Members may or may not be located in the same physical location as the Grid Master. The end customer may choose Grid Members that are either physical or virtual, integrated within products sold by Cisco and Riverbed or operating in a VMware environment. The Grid Master provides data integrity and ensures that accurate information is distributed among the other Grid Members. Grid enables organizations to easily expand their processing performance and the automation capabilities of their network control environments by efficiently adding new appliances.

Multi-Grid Scalability. Our Grid technology permits multiple Grids to be connected, thereby enabling organizations to expand their network control environments even further and to achieve even greater performance and scalability. We refer to this as our Infoblox Multi-Grid Management solution, or Multi-Grid. Multi-Grid allows organizations to control multiple Grid Masters, each of which can control Grid Members with individual policies and configurations. Multi-Grid enables organizations to manage up to 12,500 Grid Members, providing high levels of scalability, performance and availability.

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High Availability. Our architecture is fault-tolerant and operates despite network faults and other failures to maintain continuous access to networks and applications. Legacy network control processes are often deployed on a single device and utilize technologies that were not designed to be fault tolerant. We have designed our Grid architecture to eliminate a single point of failure through an interconnection between the Grid Master and the Grid Members. Grid employs a distributed set of appliances and a network-wide database, where relevant information is propagated by the Grid Master and shared with Grid Members to ensure availability through redundancy of that information. If a Grid Master fails, then an on-deck Grid Master candidate that has the most current network control database is immediately promoted to replace it. If a Grid Member fails, another Grid Member replaces it and synchronizes with the Grid Master to get the necessary data. If a link between a Grid Member and a Grid Master fails, the Grid Member continues to operate independently, all of the data at the Grid Member are queued until the connection is restored, and then the data are synchronized with the Grid Master.

Robust Data Management. Our solution overcomes data management challenges inherent in network automation. Legacy network control approaches utilize different tools and processes to manage different types of data. As a result, legacy network control approaches often result in unsynchronized data, which can cause failures in the network. Furthermore, legacy network control approaches frequently cannot enforce desired constraints on network data across different tools and processes. Our technology for data management maintains synchronization of network control data, such as ensuring that each update to DNS, DHCP and IPAM is complete. In addition, our solution enforces in real-time critical constraints on the data, such as prevention of duplicate IP address assignment.

High Performance. Our solution provides high performance and real-time processing of connection protocols, such as DNS and DHCP. We designed our proprietary software to execute network control functions efficiently and to process connection protocols rapidly. Most protocol servers have limited network control performance capabilities because they run full operating systems and are designed to perform a variety of functions in addition to network control. Our approach integrates our distributed database architecture with the dedicated use of general purpose CPUs and memory technologies to provide high performance. Our highest performing appliance, Trinzic 4030, can deliver 1.0 million DNS queries per second, which we believe is the fastest commercially-available DNS product on the market.

Advanced Automation. Our solution provides dynamic templates and a library of network device configurations and rules that enable organizations to automate network control by reducing data entry and software programming devoted to network control. In addition, our solution allows end customers to collect, record and maintain information about their networks and use that information to automate the configuration of their network infrastructure. As a result, our automation technology reduces the time required for data entry and eliminates many error-prone tasks and manual processes.

Integrated Security. We undertake a range of measures to ensure that our solution is secure. Unlike general-purpose protocol servers, our appliances limit and protect against physical access. In addition, our solution prevents root access to the operating system to protect against unauthorized access to system-level files. Our solution allows organizations to secure their network control processes by implementing delegated and role-based administration. Our integrated approach to DNS security protects against hackers who target an organization s protocol server to deny service to devices and applications. In addition, our solution secures communications between the Grid Master and its Grid Members through an encrypted virtual private network tunnel, which reduces Grid s vulnerability to attacks and leads to higher availability and reliability.

Our Products

We offer our automated network control solution through a range of physical and virtual appliances that are integrated with our proprietary software and provide varying levels of performance targeted to meet specific end customer needs. Our virtual appliances either are integrated within Cisco UCS Express and Riverbed Steelhead products or operate in VMware virtual environments, and are designed to approximate their physical counterparts in functionality, scalability and performance.

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We offer two families of products: Trinzic DDI and NetMRI. Our Trinzic DDI product family enables real-time DNS, DHCP and IPAM (IP address management), which we refer to as DDI, and automates key network control processes. Our NetMRI product family automates network change and configuration management processes. Our appliances are typically shipped pre-loaded with software applications for the applicable product family. This allows additional features to be activated easily and remotely using license keys that we deliver upon sale of these features to our end customer. The Trinzic DDI and NetMRI families are designed to work together and collectively provide an automated network control solution which enables dynamic networks that are scalable, reliable, cost-effective and easy to use.

Trinzic DDI Family

We derive most of our product revenue from our Trinzic DDI family of products. The components of our Trinzic DDI family, which can be purchased independently, are Trinzic DDI, Trinzic IPAM for Microsoft, Trinzic Reporting and Load Balancer Manager.

Trinzic DDI. Our Trinzic DDI product is a secure, real-time appliance that is designed to ensure the continuous operation of network control. Trinzic DDI leverages our proprietary software, which automates the routine, repetitive and time-consuming manual tasks associated with deploying and managing DNS, DHCP and IP address management and thus facilitates continuous and dynamic network availability for mission-critical business processes. A Trinzic DDI appliance can be used in a standalone configuration or combined with other appliances using our Grid technology to view and manage through a web-based management interface complex networks consisting of thousands of Trinzic appliances and millions of IP addresses.

Trinzic IPAM for Microsoft. Trinzic IPAM for Microsoft provides a single, web-based management interface for the centralized management of Microsoft DNS, DHCP and multiple IP address pools without any installation of software on Microsoft servers. When implemented together with our Trinzic DDI product, Trinzic IPAM for Microsoft permits network-wide management of Infoblox DNS, DHCP and IPAM servers and Microsoft servers from a single point of control.

Trinzic Reporting. Trinzic Reporting may be sold with our Trinzic DDI product at the time of initial deployment or thereafter and leverages Grid. Trinzic Reporting is sold as an appliance and provides long-term reporting, trending, analysis and tracking capabilities to report network utilization, isolate performance problems, implement DHCP and DNS capacity planning and identify security threats. Trinzic Reporting automates time-consuming manual tasks associated with collecting, tabulating and correlating data through our single point of control.

Load Balancer Manager. The Load Balancer Manager with Trinzic DDI enables organizations to manage their DNS infrastructure centrally from a single point of control using automated tools that make network administrators performing global load balancer tasks more efficient, and conform to the organization s existing DNS structure and policies. The Load Balancer Manager is designed to automatically discover the organization s global load balancers and manage them through the Trinzic DDI single point of control. The Load Balancer Manager is sold to existing Trinzic DDI customers that have the F5 Big IP Global Traffic Manager; it is sold on a dedicated Grid appliance or as a software module.

NetMRI Family

We introduced our NetMRI family of products in 2010. The components of our NetMRI family, which can be purchased independently, are NetMRI, Automation Change Manager and Switch Port Manager.

NetMRI. Our NetMRI product automates network change and configuration management processes. NetMRI enables IT organizations to automate time-sensitive network changes, gain visibility into the impact of changes occurring on the network, manage network configurations and meet a variety of compliance

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requirements for both physical and virtual machines. NetMRI discovers and monitors network infrastructure devices to determine critical network information. It uses this information to analyze network stability, to identify unauthorized devices and to take inventory of network devices for inventory management and/or troubleshooting. Net MRI automates the network compliance process to meet corporate security requirements and provide the necessary information and control for internal and external compliance mandates through built-in authoritative rules, policies and implementation templates. NetMRI also automatically alerts IT personnel in the event of a compliance failure and permits the establishment and deployment with single-click simplicity of specific end customer requirements to support compliance mandates.

Automation Change Manager. Automation Change Manager automates network configuration functions so that end customers can make network changes without manual intervention and in real-time. This allows a network to deliver the on-demand requirements of virtualization and cloud computing. Automation Change Manager may be sold with our Trinzic DDI product at the time of initial deployment or thereafter and is designed to provide tight integration and automation of common network tasks to reduce manual intervention and improve time to value.

Switch Port Manager. Switch Port Manager enables our end customers to identify the number of switch ports, manage them precisely and locate the next available switch port. It helps provide comprehensive views and management of switches with both current and historical IP addresses, MAC addresses, VLAN mappings and network device topology information so that the network administrator can easily track authorized devices and find rogue devices that can pose security risks and create network instability. Switch Port Manager may be sold with our Trinzic DDI product at the time of initial deployment or thereafter and allows automated discovery of network device configuration information used in automation and compliance reporting. When implemented together with our Trinzic DDI product, it combines rich IP address data with detailed network data to provide comprehensive visibility into the network in order to automate vital network functions.

Appliance Models

End customers can deploy one of our two series of appliances, and can deploy them on a stand-alone basis or in combinations utilizing our Grid architecture. As shown in the table below, our purpose-built Trinzic appliances provide a range of scaling and performance options and are used in a variety of network environments, ranging from branch offices to managed service providers, in mid-sized to very large enterprises. They also offer energy efficiency, remote hardware management and high availability.

Trinzic Appliance Models

Product Family		**Trinzic DDI**							
Model No.		**810**	**820**	**1410**	**1420**	**2210**	**2220**	**4010**	**4030**
	Branch Office	ü	ü	ü	ü	ü			
	Enterprise/ Data Center			ü	ü	ü	ü	ü	ü
	Managed Service Providers						ü	ü	ü
DNS Queries per Second		4,000	15,000	30,000	50,000	61,000	143,000	200,000	1,000,000

In addition, we offer our A appliance series, a prior generation of appliances, which are used to support our DDI and NetMRI product families.

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Our Customer Support and Services

Maintenance and Support

Our support organization provides tiered support to our channel partners and end customers 24 hours a day, by email, telephone and the Internet. We provide support through our technical support engineers and through our network of authorized and certified channel partners. We maintain technical support assistance centers in the United States, Belgium, India and Japan. These technical assistance centers provide help desk assistance on product configuration, usage, software maintenance, and problem isolation and resolution. We also provide hardware replacement support via logistics centers located in 19 locations globally. End customers and channel partners have access to our knowledge management, online case management and self-help portal to track and manage their support requests efficiently. End customers that purchase our products must also purchase one-year maintenance and support contracts, which they may, and typically do, elect to renew in subsequent years.

Consulting

Our consulting services assist end customers in planning, designing, implementing, operating and optimizing our solution for their networks. Our consulting engineers work closely with end customers during the planning cycle to bring strategic insight to the development of a solution that is tailored to the end customer s specific requirements. Our consulting engineers assist end customers in making rapid migrations to our solution, identifying and adopting best practices for real-time network infrastructure architecture and instituting processes that can result in faster deployment of applications, servers, network devices and network endpoints. These services include network control architecture consulting, migration planning, implementation, best practice audits, IPv6 and DNS security readiness and compliance policy development.

Training

We provide training services to educate our end customers and channel partners on the implementation, use, functionality and ongoing maintenance of our products. We offer these services through our training organization and also through a global network of authorized and certified training companies. We also have training programs that provide multiple certification tracks for network administrators, engineers, trainers and channel partner personnel.

Manufacturing

We design our products and develop our software internally. We subcontract the manufacturing of substantially all of our appliances to Flextronics Telecom Systems, Ltd., an affiliate of Flextronics International Ltd., which purchases components from our approved list of suppliers and builds hardware appliances according to our specifications. We subcontract manufacturing of our Trinzic 4010 and 4030 hardware appliances to a second third-party manufacturer. Our outsourcing activity extends from prototypes to full production and includes activities such as material procurement, implementation of our software, and final assembly and testing. Once the completed products are manufactured and tested, our third-party manufacturers ship them either to our channel partners for delivery and installation or to our end customers for installation.

Although there are multiple sources for most of the component parts of our appliances, our third-party manufacturers currently purchase most components from a single source or, in some cases, limited sources. Generally, neither our third-party manufacturers nor we have a written agreement with any of these component providers to guarantee the supply of the key components used in our products. However, we regularly monitor the supply of components and the availability of qualified and approved alternative sources. We provide forecasts to our third-party manufacturers so that they can purchase key components in advance of their anticipated use, with the objective of maintaining an adequate supply of those components.

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Sales and Marketing

We sell our products and services primarily through our channel partners, including distributors, integrators, managed service providers and VARs, in the United States and internationally; however, sales to large service providers in North America are made directly by our field sales force. Our channel sales model allows us to leverage our field sales force. Our VARs, distributors and system integrators perform product and service fulfillment. Channel partners also provide various levels of support services required by our end customers. In some cases, we coordinate our marketing efforts and spending with VARs.

Our marketing activities consist primarily of advertising, web marketing, technology conferences, trade shows, seminars and events, public relations, demand generation and direct marketing to build our brand, increase end customer awareness, communicate our product advantages and generate qualified leads for our field sales force and channel partners.

Technology Partners

We work closely with a range of networking and software technology partners in the engineering of our solution and the development of end customer deployments. Our current technology partners are Cisco Systems, Inc., F5 Networks, Inc., Juniper Networks, Inc., Microsoft Corporation, Riverbed Technology, Inc. and VMware, Inc. Our engagements with technology partners range from lead generation and joint sales efforts to joint product development and engineering.

Research and Development

We believe our future success depends on our ability to develop new products and features that address the rapidly changing technology needs of our markets. We operate a flexible research and development model that relies upon a combination of in-house staff and offshore contractors to develop and enhance our products cost-effectively. Our in-house and outsourced engineering personnel are responsible for the research, design, development, quality, documentation, support and release of our products. Our primary engineering center is located in Santa Clara, California, with additional groups located in Annapolis, Maryland; Burnaby, Canada; and Paris, France. Our research and development expenses were $18.1 million, $29.6 million and $36.6 million in 2010, 2011 and 2012.

Intellectual Property

Our success and ability to compete are substantially dependent upon our core technology and intellectual property. We rely on patent, trademark and copyright laws, trade secret protection and confidentiality or license agreements with our employees, end customers, VARs, distributors, system integrators and others to protect our intellectual property rights. As of July 31, 2012, we had 19 patents issued in the United States, which expire between October 15, 2018 and December 17, 2028. We also had 27 patent applications pending for examination in the United States and 3 patent applications pending for examination in foreign jurisdictions, all of which are related to U.S. applications.

We also incorporate generally available third-party software in our products pursuant to licenses with third parties. Termination of certain third-party software licenses would require redesign of our products and incorporation of alternative third-party software and technology.

The steps we have taken to protect our intellectual property rights may not be adequate. Third parties may infringe or misappropriate our intellectual property rights and may challenge our issued patents. In addition, other parties may independently develop similar or competing technologies designed around any patents that may be issued to us. We may initiate claims against third parties that we believe are infringing our intellectual property rights if we are unable to resolve matters satisfactorily through negotiation. If we fail to protect our intellectual property rights adequately, our competitors could offer similar products, potentially harming our business.

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Competition

The markets in which we compete are highly competitive and characterized by rapidly changing technology, changing end customer needs, evolving industry standards and frequent introductions of new products and services. We expect competition in these markets to intensify in the future as they expand and as existing competitors and new market entrants introduce new products or enhance existing products.

We primarily compete with large technology companies, such as BMC, EMC, HP and IBM, legacy telecommunication equipment providers, such as Alcatel-Lucent and BT, and specialized technology providers, such as BlueCat Networks, EfficientIP and Nominum. We could also face competition from new market entrants, some of which might be our current technology partners. In addition, we seek to replace legacy network control tools and processes in which end customers have made significant investments. These tools and processes may have been purchased or internally-developed based on open source software or other technology, and end customers may be reluctant to adopt a new solution that replaces or changes their existing tools and processes.

The principal competitive factors applicable to our products include:

- breadth of product offerings and features;
- reliability;
- product quality;
- ease of use;
- total cost of ownership;
- performance;
- scalability;
- security;
- flexibility and scalability of deployment;
- interoperability with other products;
- ability to be bundled with other vendor offerings; and

quality of service, support and fulfillment.

We believe our products compete favorably with respect to these factors.

Employees

As of July 31, 2012, we employed 520 people, including 139 in research and development and manufacturing operations, 315 in sales and marketing and customer support, and 66 in general and administrative functions. None of our domestic employees is represented by a labor union. In several foreign jurisdictions, including Canada, France, Belgium, Italy and Spain, our employees may be subject to certain national collective bargaining agreements that set minimum salaries, benefits, working conditions and/or termination requirements. We also use a significant number of contractors in Belarus, India and Thailand to assist us with product engineering and support. We have not experienced any work stoppages, and we consider our relations with our employees and other personnel to be good.

Facilities

Our current headquarters, consisting of approximately 63,000 square feet of space in Santa Clara, California, is leased through March 2013. On May 25, 2012, we entered into a new lease agreement, pursuant to which we will lease an office space located in Santa Clara, California consisting of 127,000 square feet for an initial term of eight years commencing in February 2013. This new office building will house our new corporate headquarters, which we expect to begin occupying in February 2013.

We also lease approximately 15,000 square feet of space for development activities in Annapolis, Maryland under a lease that expires in June 2017. We lease additional facilities for development activities in Burnaby, Canada and Paris, France. In addition, we lease marketing and sales support offices in Antwerp, Belgium and Tokyo, Japan.

We believe that our existing facilities are adequate to meet our current needs, and we intend to add or change facilities as needs require. We believe that, if required, suitable additional or substitute space would be available to accommodate expansion of our operations.

Legal Proceedings

From time to time, we are subject to various legal proceedings, claims and litigation arising in the ordinary course of business. We do not believe we are party to any currently pending legal proceedings the outcome of which would have a material adverse effect on our financial position, results of operations or cash flows.

There can be no assurance that existing or future legal proceedings arising in the ordinary course of business or otherwise will not have a material adverse effect on our financial position, results of operations or cash flows.

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MANAGEMENT

Directors, Executive Officers and Significant Employee

The following table provides information regarding our directors, executive officers and chief technology officer as of July 31, 2012, after giving effect to the promotion of Christopher J. Andrews to executive vice president, worldwide field operations, and the resignation of Mark S. Smith from that role in September 2012.

Name	Age	Position(s)
Robert D. Thomas	63	President, Chief Executive Officer and Director
Stuart M. Bailey	41	Chief Technology Officer
Remo E. Canessa	54	Chief Financial Officer
Christopher J. Andrews	56	Executive Vice President, Worldwide Field Operations
David N. Gee	44	Executive Vice President, Marketing
Wendell Stephen Nye	57	Executive Vice President, Product Strategy and Corporate Development
Sohail M. Parekh	49	Executive Vice President, Engineering
Thomas E. Banahan(1)	54	Director
Laura C. Conigliaro(2)(3)	66	Director
Fred M. Gerson(1)(2)	62	Director
Michael L. Goguen(1)	48	Chairman of the Board
Frank J. Marshall (3)	65	Director
Daniel J. Phelps(2)	44	Director

(1) Member of the compensation committee.
(2) Member of the audit committee.
(3) Member of the nominating and governance committee.

Robert D. Thomas has served as our president and chief executive officer and as a member of our board of directors since September 2004. From October 1998 to April 2004, when it was acquired by Juniper Networks, Inc., he served as president, chief executive officer and a director of NetScreen Technologies, Inc., a network security company. From October 1989 to September 1998, Mr. Thomas served in several roles at Sun Microsystems, Inc., a computer hardware and software company, including general manager of intercontinental operations for its software business, director of international market development, and director of marketing in Australia and New Zealand. Mr. Thomas has also served on the boards of directors of several other private companies. Mr. Thomas holds a B.S. degree in mathematics from Adelaide University in Australia. We believe that Mr. Thomas is qualified to serve as a member of our board of directors because of the perspective and experience he brings as our chief executive officer and as one of our large stockholders, his service on the boards of directors of other companies and his management and leadership experience.

Stuart M. Bailey founded our company in 1999, and has served us in various officer capacities since that time, including most recently as chief technology officer. He also served as a member of our board of directors from our inception to April 2012. Prior to founding our company, he served as technical lead for the Laboratory for Advanced Computing/National Center for Data Mining at the University of Illinois at Chicago, where he led teams in developing advanced distributed data architectures. He holds a B.S. degree in computer engineering from the University of Illinois.

Remo E. Canessa has served as our chief financial officer since October 2004. Prior to joining our company, he served as chief financial officer and corporate secretary of NetScreen Technologies, Inc. from July 2001 to April 2004, when it was acquired by Juniper Networks, Inc. From December 1998 to July 2001, Mr. Canessa served as vice president of finance, chief financial officer and treasurer of Bell Microproducts, Inc., a computer equipment distribution company, where he had previously served for five years in various financial capacities. He holds a B.A. degree in economics from the University of California, Berkeley and an M.B.A. from the Santa Clara University and is a certified public accountant.

Christopher J. Andrews has served as our executive vice president, worldwide field operations since September 2012. From September 2006 to January 2012 he served as our vice president of Americas sales and, from January 2012 to September 2012, he served as our senior vice president, worldwide sales. Prior to joining our company, he served as the vice president of Americas sales of Fortinet, Inc., a computer and network security company, from April 2005 to September 2006. From April 2004 to 2005, he served as the vice president of Americas enterprise sales of Juniper Networks, Inc., a network equipment company, which he joined following Juniper s acquisition of NetScreen Technologies, Inc., where Mr. Andrews served as vice president of Americas sales. He holds a B.A. degree in zoology from Drew University.

David N. Gee has served as our executive vice president, marketing since March 2012. Prior to joining our company, Mr. Gee worked at Hewlett-Packard Company, a computer software and information technology company, serving as vice president of the marketing and enterprise for the webOS business unit from February 2011 to March 2012, vice president of world wide marketing for HP enterprise services from February 2009 to February 2011 and vice president of world wide marketing for HP software from September 2003 to February 2009. From 2001 to 2003, he served as vice president of portal solutions at Yahoo! Inc., an internet company. From 1999 to 2001, Mr. Gee served as vice president of global iforce programs for Sun Microsystems, Inc., a computer hardware and software company. From 1995 to 1999, he served as director of netgen sales and marketing for IBM, an information technology solutions company. He holds a B.S. degree in marketing from Lancaster University and an M.B.A. from Georgetown University.

Wendell Stephen Nye has served as our executive vice president, product strategy and corporate development since February 2010. From December 2000 to January 2010, he served as vice president and general manager of Cisco Systems, Inc., a networking products company. During the eight years prior to joining Cisco, Mr. Nye served sequentially as president of Network Security Systems, Inc., Equifax National Decision Systems, Atcom/Info and CAIS Software Solutions, Inc. He holds a B.S. degree in geology and an M.B.A. from James Madison University.

Sohail M. Parekh has served as our executive vice president, engineering since January 2010 and served as our vice president, engineering from August 2007 to January 2010. Prior to joining our company, he served as vice president of engineering of Vernier Networks, Inc., a network access control products company, from October 2003 to July 2007, and vice president of engineering of Syndeo Corporation, a communications software company, from 1999 to 2003. From 1999 to 2000, he served as senior development manager at Cisco Systems, Inc. He holds a B.S. degree in electrical engineering from the University of Houston.

Thomas E. Banahan has served as a member of our board of directors since February 2004. Since 1999, he has served in several roles at Tenaya Capital (formerly Lehman Brothers Venture Capital), a venture capital firm, including most recently as managing director since February 2009. Mr. Banahan served as vice president, business development of Marimba, Inc., an Internet-based software management solutions company, from December 1996 to 1999, and vice president, worldwide sales of Spyglass, Inc., an Internet software and service provider, from August 1994 to November 1996. Mr. Banahan also serves as a director of a number of private companies. He holds a B.A. degree in business economics from the University of California, Santa Barbara. We believe that Mr. Banahan is qualified to serve as a member of our board of directors because of his experience in the venture capital industry analyzing, investing in and serving on the boards of directors of enterprise software and appliance companies, his tenure with our company and the perspective he brings as an affiliate of one of our major stockholders.

Laura C. Conigliaro has served as a member of our board of directors since January 2012. In July 2011, Ms. Conigliaro retired from her position at The Goldman Sachs Group, Inc., which she joined in 1996, where she was a partner from 2000 to July 2011, and a managing director from 1997 until 2000. At Goldman Sachs, Ms. Conigliaro served as the co-director of the firm s Americas Equity Research unit from 2007 to 2011 and as the Technology Equity Research business unit leader from 2002 to 2007. From 1979 to 1996, Ms. Conigliaro was

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an analyst at Prudential Securities, where she specialized in enterprise computing, servers, workstations, PCs and design automation. Prior to Prudential, Ms. Conigliaro worked as an intelligence analyst at the National Security Agency. Ms. Conigliaro serves on the board of Dell Inc. and has been a member of its finance committee since September 2011. She also serves as a director of a private company. She holds a B.A. degree in romance languages from Boston University and an M.B.A. in finance from Fairleigh Dickinson University. We believe Ms. Conigliaro is qualified to serve as a member of our board of directors because of her financial expertise, knowledge of the enterprise server and storage industry and service on the boards of directors of other technology companies.

Fred M. Gerson has served as a member of our board of directors since December 2011. He has served, since July 2001, as the chief financial officer of the San Diego Padres, a major league baseball club, and since April 2003 as its executive vice president. Mr. Gerson served as the interim chief financial officer of Peregrine Systems, Inc., a provider of enterprise software, from May 2002 to July 2002, while maintaining his responsibilities with the Padres organization. His prior history includes chief financial officer positions at Maxis Inc., Marimba, Inc. and Peter Norton Computing, Inc., each a software company, and the coin-operated games division of Atari, Inc., a gaming company. Mr. Gerson served on the board of directors of DivX, Inc. from March 2005 to October 2010 and serves as a director of several private entities. He holds a B.A. degree in economics from Brooklyn College and an M.B.A. from New York University. We believe Mr. Gerson is qualified to serve as a member of our board of directors because of his financial expertise in addition to experience serving as the chief financial officer of a number of software companies, including four public companies.

Michael L. Goguen has served as a member of our board of directors since April 2003 and as the chairman of the board since April 2012. Since 1996, he has held various positions at Sequoia Capital, a venture capital firm, and has been a general partner since 1997. Before joining Sequoia Capital, Mr. Goguen spent ten years in various engineering, research and product management roles at Digital Equipment Corporation, a networked business solutions company; SynOptics Communications, Inc., a LAN hub, switch and network management products company; and Centillion Networks, Inc., a switching products company, and was a director of engineering at Bay Networks, Inc., a data networking products company. Mr. Goguen served as a member of the board of directors of NetScreen Technologies, Inc. from May 1998 until it was acquired by Juniper Networks, Inc. in April 2004 and served as a director of Ikanos Communications, Inc. from May 1999 to January 2008. Mr. Goguen also serves as a director of a number of private companies. He holds a B.S. degree in electrical engineering from Cornell University and an M.S. degree in electrical engineering from Stanford University. We believe that Mr. Goguen is qualified to serve as a member of our board of directors because of his extensive experience in the venture capital industry analyzing, investing in and serving on the boards of directors of software and technology companies, his tenure with our company and the perspective he brings as an affiliate of one of our major stockholders.

Frank J. Marshall has served as a member of our board of directors since March 2004. He is an early stage technology investor and management consultant. Mr. Marshall has been a general partner at Big Basin Partners since October 2000. Mr. Marshall serves as a director and advisor for several private companies, and was a member of the board of directors of PMC-Sierra, Inc., an Internet infrastructure semiconductor solutions company, from 1996 until 2012, and was its lead independent director from May 2005 until August 2011. From November 2000 until July 2001, Mr. Marshall was the interim chief executive officer of Covad Communications Group, Inc., a broadband communications services company. He served as vice president of engineering and then general manager, core business products unit of Cisco Systems, Inc. from 1992 until October 1997. Mr. Marshall also served as a director of Juniper Networks, Inc. from April 2004 to February 2007 and was chairman of the board of directors of NetScreen Technologies, Inc. from 1997 until its acquisition by Juniper Networks in April 2004. He holds a B.S. degree in electrical engineering from Carnegie Mellon University and an M.S. degree in electrical engineering from the University of California, Irvine. We believe that Mr. Marshall is qualified to serve as a member of our board of directors because of his service on the boards of directors of other companies and because of his experience with networking technology and large enterprises bringing the customer s perspective into the boardroom.

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Daniel J. Phelps has served as a member of our board of directors since September 2000. He has served as a general managing member of Duchossois Technology Partners, a venture capital firm, since its founding in May 1999. Mr. Phelps has also served as the managing director of Salt Creek Capital, a venture capital firm, since he founded the firm in July 2009 and previously as a general partner of Opus Capital, a venture capital firm, from October 2006 until June 2009. Mr Phelps has served on the board of directors of Fortress International Group, a critical facilities provider, since August 2012 and also serves as a director of a number of private companies. Previously, Mr. Phelps held an investment management position with the Pritzker Financial Office in Chicago, and, prior to that time, he was employed by Ernst & Young LLP. Mr. Phelps holds a B.S. degree in business administration from The Ohio State University and an M.B.A. from the University of Chicago and is a certified public accountant. We believe that Mr. Phelps is qualified to serve as a member of our board of directors because of his financial expertise, significant experience in the venture capital industry analyzing, investing in and serving on the boards of directors of technology companies, his tenure with our company, and the perspective he brings as an affiliate of one of our major stockholders.

Our executive officers are elected by, and serve at the discretion of, our board of directors. There are no familial relationships among our directors and officers.

Board of Directors Composition

Under our bylaws, our board of directors may set the authorized number of directors. Our board of directors has set the authorized number of directors as seven and our board of directors currently consists of seven members.

Our restated certificate of incorporation and bylaws provide for a classified board of directors consisting of three classes of directors, each serving staggered three-year terms. Our directors are divided among the three classes as follows:

- Class I directors are Ms. Conigliaro and Messrs. Banahan and Gerson, whose initial term will expire at the annual meeting of stockholders to be held in 2013;
- Class II directors are Messrs. Marshall and Phelps, whose initial term will expire at the annual meeting of stockholders to be held in 2014; and
- Class III directors are Messrs. Goguen and Thomas, whose initial term will expire at the annual meeting of stockholders to be held in 2015.

Directors in a particular class are elected for three-year terms at the annual meeting of stockholders in the year in which their term expires. As a result, only one class of directors is elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Each director s term continues until the election and qualification of his or her successor, or his or her earlier death, resignation or removal.

Our restated certificate of incorporation and bylaws provide that only our board of directors may fill vacancies on our board of directors until the next annual meeting of stockholders. Any additional directorships resulting from an increase in the authorized number of directors would be distributed among the three classes so that, as nearly as possible, each class would consist of one-third of the authorized number of directors.

The classification of our board of directors and provisions described above may have the effect of delaying or preventing changes in our control or management. See Description of Capital Stock Anti-Takeover Provisions Restated Certificate of Incorporation and Restated Bylaw Provisions.

Director Independence

Our common stock is listed on the NYSE. The listing rules of the NYSE require that a majority of the members of our board of directors be independent. Based upon information requested from and provided by each

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director concerning his or her background, employment and affiliations, our board of directors has determined that none of our non-employee directors has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is independent as that term is defined under the rules of the NYSE. In making this determination, our board of directors considered the relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director. The independence of our board committee members is discussed below.

Committees of Our Board of Directors

Our board of directors has established an audit committee, a compensation committee and a nominating and governance committee. The composition and responsibilities of each committee are described below. Members serve on these committees until their resignations or until otherwise determined by our board of directors. Our board of directors has adopted a charter for each of these committees, which it believes complies with the applicable requirements of current NYSE and SEC rules and regulations. We intend to comply with future requirements to the extent they are applicable to us. Copies of the charters for each committee are available without charge, upon request in writing to Infoblox Inc., 4750 Patrick Henry Drive, Santa Clara, California 95054, Attn: Corporate Compliance, or on the investor relations portion of our website, www.infoblox.com.

Audit Committee

Our audit committee is comprised of Mr. Gerson, who is the chair of the audit committee, Ms. Conigliaro and Mr. Phelps. The composition of our audit committee meets the requirements for independence under current NYSE and SEC rules and regulations. Each member of our audit committee is financially literate as required by current NYSE listing standards. In addition, our board of directors has determined that each of Messrs. Gerson and Phelps is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K under the Securities Act. Our audit committee, among other things:

- selects a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helps to ensure the independence and performance of and oversees our company s relationship with the independent registered public accounting firm;
- discusses the scope and results of the audit with the independent registered public accounting firm, and reviews, with management and the independent accountants, our interim and year-end operating results;
- develops procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviews our policies on risk assessment and risk management;
- reviews related person transactions;

obtains and reviews a report by the independent registered public accounting firm at least annually, that describes our internal quality-control procedures, any material issues with such procedures, and any steps taken to deal with such issues; and

approves (or, as permitted, pre-approves) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Compensation Committee

Our compensation committee is comprised of Mr. Goguen, who is the chair of the compensation committee, and Messrs. Banahan and Gerson. The composition of our compensation committee meets the requirements for

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independence under current NYSE and SEC rules and regulations. Each member of this committee is also a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and an outside director, as defined pursuant to Section 162(m) of the Code. The purpose of our compensation committee is to discharge the responsibilities of our board of directors relating to compensation of our executive officers. Our compensation committee, among other things:

- reviews, approves and determines, or makes recommendations to our board of directors regarding, the compensation of our executive officers;
- administers our stock and equity incentive plans;
- reviews and approves and makes recommendations to our board of directors regarding incentive compensation and equity plans; and
- establishes and reviews general policies relating to compensation and benefits of our employees.

Nominating and Governance Committee

Our nominating and governance committee is comprised of Mr. Marshall, who is the chair of the nominating and governance committee, and Ms. Conigliaro. The composition of our nominating and governance committee meets the requirements for independence under current NYSE and SEC rules and regulations. Our nominating and governance committee, among other things:

- identifies, evaluates and makes recommendations to our board of directors regarding, nominees for election to our board of directors and its committees;
- evaluates the performance of our board of directors and its committees;
- considers and makes recommendations to our board of directors regarding the composition of our board of directors and its committees;
- reviews developments in corporate governance practices;
- evaluates the adequacy of our corporate governance practices and reporting; and
- develops and makes recommendations to our board of directors regarding our code of conduct and corporate governance guidelines and matters.

Compensation Committee Interlocks and Insider Participation

The members of our compensation committee during 2012 were Messrs. Banahan and Goguen for the entire fiscal year, and Mr. Gerson since April 2012. None of the members of our compensation committee is an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or compensation committee.

Director Compensation

We compensate our non-employee directors with a combination of cash and equity awards. We pay each non-employee director an annual retainer fee of $33,000 for service on our board of directors and additional annual retainer fees for services as follows:

$20,000 for the chair of our audit committee and $9,000 for each of its other members;

$13,000 for the chair of our compensation committee and $6,750 for each of its other members;

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$7,500 for the chair of our nominating and corporate governance committee and $3,750 for each of its other members; and

$10,000 for the chair of our board of directors.

In addition to these annual retainer fees, we pay any non-employee director who in any fiscal year attends more than 10 meetings held by our board of directors or by any committee of our board of directors on which he or she serves meeting fees of $1,000 for each meeting ($500 for each meeting of our nominating and governance committee or our compensation committee) attended in excess of the threshold number of meetings.

Pursuant to a policy adopted by our board of directors, each non-employee director who first becomes a member of our board of directors is granted a stock option having a fair market value on the grant date equal to $250,000 and, immediately following each annual meeting of our stockholders, each non-employee director will automatically be granted an additional stock option having a fair market value on the date of grant equal to $150,000 if the non-employee director has served continuously as a member of our board of directors for at least one year. Each initial stock option award vests in equal annual installments over three years from the date of grant while each annual stock option award will vest in full on the earlier of the one-year anniversary of the date of grant or immediately prior to the first annual meeting of our stockholders to occur after the date of grant. Each of these awards will be immediately exercisable in full; however, any unvested shares issued upon exercise will be subject to a right of repurchase by us upon termination of service, which right will lapse in accordance with the vesting schedule described above. Options granted to non-employee directors under the policy described above will accelerate and vest in full in the event of a change of control. The awards will have 10-year terms and will terminate three months following the date the director ceases to be one of our directors or consultants or 12 months following that date if the termination is due to death or disability. In addition to the awards provided for above, non-employee directors are eligible to receive discretionary equity awards.

Non-employee directors will receive no other form of remuneration, perquisites or benefits, but will be reimbursed for their expenses in attending meetings, including travel, meal and other expenses incurred to attend meetings solely among the non-employee directors.

The following table provides information regarding the compensation awarded to, earned by or paid to our non-employee directors during the fiscal year ended July 31, 2012. All compensation paid to Mr. Thomas, our only employee director in 2012, is set forth in the tables below under Executive Compensation Executive Compensation Tables.

Name	Fees Earned or Paid in Cash ($)	Option Awards ($)[(1)(2)]	Total ($)
Thomas E. Banahan	9,938		9,938
Laura C. Conigliaro	11,438	397,420	408,858
Fred M. Gerson	14,938	346,240	361,178
Michael L. Goguen	11,500		11,500
Frank J. Marshall	10,125		10,125
Daniel J. Phelps	10,500		10,500

(1) The amounts in this column represent the aggregate grant date fair values of the stock options granted during 2012, computed in accordance with FASB Accounting Standards Codification Topic 718. Please see note 12 of our notes to consolidated financial statements included elsewhere in this prospectus for a discussion of the valuation assumptions used in calculating grant date fair value.

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(2) The aggregate number of shares subject to outstanding stock option awards held by each of our directors as of July 31, 2012 were as follows:

Name	Aggregate Number of Shares Underlying Outstanding Stock Option Awards
Thomas E. Banahan	
Laura C. Conigliaro	66,666
Fred M. Gerson	56,666
Michael L. Goguen	
Frank J. Marshall	
Daniel J. Phelps	

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EXECUTIVE COMPENSATION

Executive Compensation Tables

The following table provides information regarding all plan and non-plan compensation awarded to, earned by or paid to our principal executive officer and our two other most highly compensated executive officers serving as such at July 31, 2012 for all services rendered in all capacities to us during 2012.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)(1)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)(3)	Total ($)
Robert D. Thomas	2012	358,750	1,308,400	218,172	1,885,322
President and Chief Executive Officer	2011	280,000		125,000	405,000
Remo E. Canessa	2012	270,000	735,975	92,750	1,098,725
Chief Financial Officer	2011	240,000		52,500	292,500
Mark S. Smith	2012	285,000	735,975	249,062	1,270,037
Former Executive Vice President, Worldwide Field Operations(4)	2011	240,000		216,112	456,112

(1) Effective November 1, 2011, the annual base salaries of each of our named executive officers are: Mr. Thomas $385,000, Mr. Canessa $280,000 and Mr. Smith $300,000.

(2) The amounts in this column represent the aggregate grant date fair values of the stock options granted during 2012, computed in accordance with FASB Accounting Standards Codification Topic 718, as discussed in note 12 of our notes to consolidated financial statements included elsewhere in this prospectus.

(3) The amounts in this column represent total performance-based bonuses earned for services rendered in 2012 under the Infoblox Bonus Plan FY 2012 or, in the case of Mr. Smith, the Infoblox FY 2012 World Wide Sales Compensation Plan. See below for further information on awards made under these plans.

(4) Mr. Smith ceased serving as an executive officer in September 2012.

FY 2012 Option Awards

In September 2011, we granted options to purchase 266,666, 149,999 and 149,999 shares of our common stock to Messrs. Thomas, Canessa and Smith, respectively, each at an exercise price of $9.12 per share. Each of these stock options vests as to 40% of the shares on the two-year anniversary of the date of grant, and as to 1/60 of the shares each month over the following three years. Each of these stock options is immediately exercisable in full; however, any unvested shares issued upon exercise will be subject to a right of repurchase by us upon termination of employment, which right lapses in accordance with the vesting schedule described above. In addition, the vesting of these awards will accelerate by up to an additional 12 months for Mr. Thomas and six months for the other named executive officers in the event their employment is terminated by us other than for cause or permanent disability (as such terms are defined in each officer s offer letter). The vesting of these awards will also accelerate by 50% of the remaining unvested shares in the event of a qualifying termination of employment within 12 months of a change of control.

FY 2012 Non-Equity Incentive Plan Compensation

We utilize cash bonuses to incentivize our named executive officers to achieve company performance goals on a quarterly or monthly basis as described in more detail below.

Infoblox Bonus Plan FY 2012

Messrs. Thomas and Canessa were awarded cash bonuses in 2012 pursuant to the Infoblox Bonus Plan FY 2012, or the bonus plan. Mr. Thomas annual on-target bonus amount for 2012 was $327,250 and

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Mr. Canessa s annual on-target bonus amount for 2012 was $140,000. Under the bonus plan, Messrs. Thomas and Canessa were eligible to receive up to four quarterly bonuses, each targeted at an amount equal to 25% of their respective total annual on-target bonus amount based on attainment of company performance objectives for each fiscal quarter. For 2012, bonuses were earned and paid under the bonus plan quarterly based upon attainment of quarterly goals derived from our company financial plan and quarterly forecasts for revenue and operating profit.

The actual bonus payments were the on-target bonus amounts multiplied by a percentage (which could have been more or less than 100% but no greater than 125%) that varied depending upon the extent to which the applicable company performance objectives were achieved each quarter. If results for the threshold level of performance required for a payout equal to 25% of an on-target bonus amounts had not been met, the funding level for the cash incentive award for that quarter would have been 0%, and participants would have been paid no incentive compensation for that quarter. Additional payouts were funded at levels higher than 25% of the on-target bonus amount only if the level of performance required for the applicable payout was met or exceeded.

Infoblox FY 2012 World Wide Sales Compensation Plan

For 2012, Mr. Smith was eligible to participate in the Infoblox FY 2012 World Wide Sales Compensation Plan, or commission plan, which provided for monthly and quarterly commissions on attainment of the monthly and quarterly goals for product, support services and professional and training services bookings, less holds, returns and other adjustments plus releases of outstanding holds and other adjustments, or adjusted bookings, with no maximum cap on the amount of bonus that could be earned.

Mr. Smith s annualized on-target bonus amount under the commission plan was set at $210,000 for the first quarter of 2012 and on November 1, 2011 increased to $300,000 for last three quarters of 2012. Mr. Smith was eligible to receive up to 12 monthly bonuses, each targeted at an amount equal to $1/12^{th}$ of Mr. Smith s total annual on-target bonus amount, based on attainment of the quarterly adjusted bookings goals. Actual monthly awards were payable at amounts equal to the on-target bonus amount for the month multiplied by a percentage, which could have been less than or more than 100%, that was obtained by dividing the actual amount of adjusted bookings for the month by the adjusted bookings goal for that month. Under the commission plan, Mr. Smith was also eligible to receive an additional award for any quarter in which the actual amount of adjusted bookings for the quarter exceeded the related goal for the quarter equal to the product of the on-target bonus amount for the quarter multiplied by three times the number of whole and fractional percentage points representing achievement in excess of the goal for that quarter. A minimum achievement threshold requirement was not established under Mr. Smith s commission plan, reflecting the fact that Mr. Smith had a greater percentage of his total compensation subject to company performance than the other named executive officers. Mr. Smith s award opportunity was uncapped because we believed this feature motivated Mr. Smith to drive for superior results and the amounts realistically possible under his award did not create an incentive for Mr. Smith to take inappropriate risks.

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The following table provides information regarding each unexercised stock option held by our named executive officers as of July 31, 2012.

Outstanding Equity Awards at July 31, 2012

Name	Number of Securities Underlying Unexercised Options[1] Exercisable	Unexercisable[2]	Option Exercise Price[3]	Option Expiration Date
Robert D. Thomas	400,000		$ 1.68	12/14/2016
	433,693	309,782	4.53	2/29/2020
	12,876	9,199	4.53	2/29/2020
		10,964	9.12	9/14/2021
		255,702	9.12	9/14/2021
Remo E. Canessa	100,000		1.68	12/14/2016
	29,513	12,153	2.13	9/3/2019
	143,422	102,445	4.53	2/29/2020
	12,876	9,199	4.53	2/29/2020
		10,964	9.12	9/14/2021
		139,035	9.12	9/14/2021
Mark S. Smith	73,809		1.68	12/14/2016
	59,523		1.68	12/14/2016
	29,513	12,153	2.13	9/3/2019
	143,422	102,445	4.53	2/29/2020
	12,876	9,199	4.53	2/29/2020
		10,964	9.12	9/14/2021
		139,035	9.12	9/14/2021

(1) All options vest as to 25% of the shares of common stock subject to the option on the first anniversary of the vesting commencement date, with the remainder of the shares vesting monthly in equal installments over the next three years.

(2) Each of these options was exercisable immediately upon grant, subject to our right to repurchase the unvested shares at the exercise price upon termination of the optionee s employment. The heading unexercisable refers to unvested shares that we still have the right to repurchase upon termination of the optionee s employment.

(3) Represents the fair market value of a share of our common stock, as determined by our board of directors, on the option s grant date. Please see note 12 of our notes to consolidated financial statements included elsewhere in this prospectus for a discussion of how we valued our common stock prior to our initial public offering.

Offer Letters and Arrangements

The current annual base salary and on-target bonus amount of each of our named executive officers are as follows:

Name	Base Salary	On-Target Bonus	Bonus Plan
Robert D. Thomas	$385,000	$327,250	Bonus Plan FY 2012
Remo E. Canessa	280,000	140,000	Bonus Plan FY 2012
Mark S. Smith	300,000	300,000	FY 2012 World Wide Sales Commission Plan

The employment of Messrs. Thomas, Remo E. Canessa and Mark S. Smith is at will and may be terminated at any time, with or without formal cause. Pursuant to the terms of agreements with these executive officers, we

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have agreed to provide the following benefits to each of them if the executive officer is terminated for any reason other than cause (as such term is defined in the agreements) or, in the case of Mr. Thomas, the officer voluntarily resigns for good reason (as such term is defined in the agreements):

- payment of his base salary for 12 months in the case of Mr. Thomas and six months in the case of the other named executive officers in the event the qualifying termination occurs more than two months prior to or more than 12 months after a qualifying change of control of our company or, in the event the qualifying termination occurs within two months prior to or within 12 months after a qualifying change of control of our company, his base salary and target bonus for 12 months in the case of Mr. Thomas and base salary and target bonus for nine months in the case of the other named executive officers;

- reimbursement of the same portion of the monthly benefits premium under COBRA as we pay for active employees for up to 12 months in the case of Mr. Thomas and six months in the case of the other named executive officers in the event the qualifying termination occurs more than two months prior to or more than 12 months after a qualifying change of control of our company (12 months and nine months, respectively, in the event the qualifying termination occurs within two months prior to or within 12 months after a qualifying change of control of our company); and

- acceleration of vesting with respect to all future awards of stock options by up to an additional 12 months in the case of Mr. Thomas and six months in the case of the other named executive officers in the event the qualifying termination occurs more than two months prior to or more than 12 months after a qualifying change of control of our company (24 months, in each case, in the event the qualifying termination occurs within two months prior to or within 12 months after a qualifying change of control of our company).

Employee Benefit Plans

2003 Stock Plan

Our board of directors adopted our 2003 Stock Plan in March 2003. Our 2003 Stock Plan was subsequently approved by our stockholders in April 2003. Our 2003 Stock Plan was terminated on April 20, 2012 when our 2012 Equity Incentive Plan became effective in connection with our initial public offering. However, any outstanding options granted under the 2003 Stock Plan remain outstanding, subject to the terms of our 2003 Stock Plan and stock option agreements, until such outstanding options are exercised or until they terminate or expire by their terms. Options granted under the 2003 Stock Plan have terms similar to those described below with respect to options to be granted under our 2012 Equity Incentive Plan, except that the options granted under the 2003 Stock Plan will become exercisable in full if the option holder is employed as of the closing of a change in control and the option does not remain outstanding following the change in control or if such option is not assumed or substituted by the successor company.

The 2003 Stock Plan provided for the grant of both incentive stock options, which qualify for favorable tax treatment to their recipients under Section 422 of the Code, and nonstatutory stock options, as well as for the issuance of shares of restricted stock. We were permitted to grant incentive stock options only to our employees. We were permitted to grant nonstatutory stock options to our employees, directors and consultants. The exercise price of each incentive stock option had to be at least equal to the fair market value of our common stock on the date of grant, and the exercise price of each nonqualified stock option had to be at least equal to 85% of the fair market value of our common stock on the date of grant. The exercise price of incentive stock options granted to 10% stockholders had to be at least equal to 110% of the fair market value of our common stock on the date of grant. The maximum permitted term of options granted under our 2003 Stock Plan was ten years.

As of July 31, 2012, options to purchase 10,600,217 shares of common stock granted under our 2003 Stock Plan had been exercised and options to purchase 11,148,963 shares remained outstanding. The options outstanding as of July 31, 2012 had a weighted-average exercise price of $5.81.

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2005 Stock Plan and 2000 Stock Plan

Our board of directors and stockholders approved our 2005 Stock Plan in April 2010. Our 2005 Stock Plan was terminated on April 20, 2012 when our 2012 Equity Incentive Plan became effective in connection with our initial public offering. The 2005 Stock Plan was used to assume all of the outstanding options of Netcordia at the time we acquired Netcordia in May 2010. The terms of this plan are similar to those of the 2003 Stock Plan. As of July 31, 2012, options to purchase 267,484 shares of our common stock under the 2005 Stock Plan had been exercised and options to purchase 209,452 of these shares, with a weighted-average exercise price of $0.64, remained outstanding.

Our original stock plan, the 2000 Stock Plan, has terminated and almost all options granted under that plan have been exercised or have expired. As of July 31, 2012, options to purchase 436 shares of our common stock under the 2000 Stock Plan remained outstanding with a weighted-average exercise price of $246.60.

2012 Equity Incentive Plan

In April 2012, our board of directors adopted and our stockholders approved our 2012 Equity Incentive Plan, which became effective on April 20, 2012, and serves as the successor to our earlier stock plans. We have reserved 5,000,000 shares of our common stock for issuance under our 2012 Equity Incentive Plan. In addition, any shares not issued, or subject to outstanding grants, under our 2003 Stock Plan as of April 20, 2012, and any shares issued under our 2003 Stock Plan that are forfeited or repurchased by us or that are issuable upon the exercise of options that expire or become unexercisable for any reason without having been exercised in full, will be available for grant and issuance under our 2012 Equity Incentive Plan. The number of shares reserved for issuance under our 2012 Equity Incentive Plan will increase automatically on the first day of January of each of 2013 through 2020 by the number of shares equal to 4% of the total outstanding shares of our common stock as of the immediately preceding December 31st. However, our board of directors or compensation committee may reduce the amount of the increase in any particular year. In addition, the following shares will again be available for grant and issuance under our 2012 Equity Incentive Plan:

- shares subject to options or stock appreciation rights granted under our 2012 Equity Incentive Plan that cease to be subject to the option or stock appreciation right for any reason other than exercise of the option or stock appreciation right;

- shares subject to awards granted under our 2012 Equity Incentive Plan that are subsequently forfeited or repurchased by us at the original issue price; and

- shares subject to awards granted under our 2012 Equity Incentive Plan that otherwise terminate without shares being issued.

Our 2012 Equity Incentive Plan will terminate in April 2022, unless it is terminated earlier by our board of directors. Our 2012 Equity Incentive Plan authorizes the award of stock options, restricted stock awards, stock appreciation rights, restricted stock units, performance awards and stock bonuses. No person will be eligible to receive more than 4,000,000 shares in any calendar year under our 2012 Equity Incentive Plan other than a new employee of ours, who will be eligible to receive no more than 8,000,000 shares under the plan in the calendar year in which the employee commences employment.

Our 2012 Equity Incentive Plan is administered by our compensation committee, all of the members of which are non-employee directors under applicable federal securities laws and outside directors as defined under applicable federal tax laws, or by our board of directors acting in place of our compensation committee. The compensation committee has the authority to construe and interpret our 2012 Equity Incentive Plan, grant awards and make all other determinations necessary or advisable for the administration of the plan.

Our 2012 Equity Incentive Plan provides for the grant of incentive stock options that qualify under Section 422 of the Code only to our employees. No more than 50,000,000 shares may be issued under the 2012

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Equity Incentive Plan as incentive stock options. All awards other than incentive stock options may be granted to our employees, directors, consultants, independent contractors and advisors, provided the consultants, independent contractors and advisors render services not in connection with the offer and sale of securities in a capital-raising transaction. The exercise price of stock options must be at least equal to the fair market value of our common stock on the date of grant. The exercise price of incentive stock options granted to 10% stockholders must be at least equal to 110% of that value.

Our compensation committee may provide for options to be exercised only as they vest or to be immediately exercisable with any shares issued on exercise being subject to our right of repurchase that lapses as the shares vest. In general, options vest over a four-year period. The maximum term of options granted under our 2012 Equity Incentive Plan is ten years, except that incentive stock options granted to 10% stockholders have a maximum term of five years.

A restricted stock award is an offer by us to sell shares of our common stock subject to restrictions. The price (if any) of a restricted stock award will be determined by the compensation committee. Unless otherwise determined by the compensation committee at the time of award, vesting will cease on the date the participant no longer provides services to us and unvested shares will be forfeited to us.

Stock appreciation rights provide for a payment, or payments, in cash or shares of our common stock, to the holder based upon the difference between the fair market value of our common stock on the date of exercise and the stated exercise price up to a maximum amount of cash or number of shares. Stock appreciation rights may vest based on time or achievement of performance conditions.

Restricted stock units represent the right to receive shares of our common stock at a specified date in the future, subject to forfeiture of that right because of termination of employment or failure to achieve certain performance conditions. If a restricted stock unit has not been forfeited, then on the date specified in the restricted stock unit agreement, we will deliver to the holder of the restricted stock unit whole shares of our common stock (which may be subject to additional restrictions), cash or a combination of our common stock and cash.

Performance shares are performance awards that cover a number of shares of our common stock that may be settled upon achievement of the pre-established performance conditions in cash or by issuance of the underlying shares. These awards are subject to forfeiture prior to settlement because of termination of employment or failure to achieve the performance conditions.

Stock bonuses may be granted as additional compensation for service and/ or performance, and therefore, not be issued in exchange for cash.

Awards granted under our 2012 Equity Incentive Plan may not be transferred in any manner other than by will or by the laws of descent and distribution or as determined by our compensation committee. Unless otherwise restricted by our compensation committee, awards that are nonstatutory stock options may be exercised during the lifetime of the optionee only by the optionee, the optionee s guardian or legal representative, or a family member of the optionee who has acquired the option by a permitted transfer. Awards that are incentive stock options may be exercised during the lifetime of the optionee only by the optionee or the optionee s guardian or legal representative. Options granted under our 2012 Equity Incentive Plan generally may be exercised for a period of three months after the termination of the optionee s service to us, or for a period of 12 months in cases of death or disability. Options will generally terminate immediately upon termination of employment for cause.

If we are dissolved or liquidated or have a change in control transaction, outstanding awards, including any vesting provisions, may be assumed or substituted by the successor company. Outstanding awards that are not assumed or substituted will expire upon the dissolution, liquidation or closing of a change in control transaction.

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Unless the applicable option agreement provides otherwise, options held by current employees, directors and consultants will vest in full if they are not assumed or substituted.

As of July 31, 2012, no options to purchase shares of common stock or restricted stock units granted under our 2012 Equity Incentive Plan had been exercised or settled and options to purchase 488,195 shares and 35,550 restricted stock units were outstanding. The options outstanding as of July 31, 2012 had a weighted-average exercise price of $16.25.

2012 Employee Stock Purchase Plan

In April 2012, our board of directors adopted and our stockholders approved our 2012 Employee Stock Purchase Plan, which became effective on April 20, 2012. Our 2012 Employee Stock Purchase Plan is designed to enable eligible employees to purchase shares of our common stock periodically at a discount. Purchases are accomplished through participation in discrete offering periods. Our 2012 Employee Stock Purchase Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Code. We have reserved 1,500,000 shares of our common stock for issuance under our 2012 Employee Stock Purchase Plan. The number of shares reserved for issuance under our 2012 Employee Stock Purchase Plan increases automatically on the first day of January of each of 2013 through 2020 by the number of shares equal to 1% of the total outstanding shares of our common stock as of the immediately preceding December 31st (rounded to the nearest whole share). However, our board of directors or compensation committee may reduce the amount of the increase in any particular year. No other shares may be added to our 2012 Employee Stock Purchase Plan without the approval of our stockholders.

Our compensation committee administers our 2012 Employee Stock Purchase Plan. Our employees are generally eligible to participate in our 2012 Employee Stock Purchase Plan if they are employed by us for at least 20 hours per week and more than five months in a calendar year. Employees who are 5% stockholders, or would become 5% stockholders as a result of their participation in our 2012 Employee Stock Purchase Plan, are ineligible to participate in our 2012 Employee Stock Purchase Plan. We may impose additional restrictions on eligibility. Under our 2012 Employee Stock Purchase Plan, eligible employees may acquire shares of our common stock by accumulating funds through payroll deductions. Our eligible employees may select a rate of payroll deduction between 1% and 15% of their cash compensation. We have the right to amend or terminate our 2012 Employee Stock Purchase Plan, except that, subject to certain exceptions, no such action may adversely affect any outstanding rights to purchase stock under the plan. Our 2012 Employee Stock Purchase Plan terminates on the tenth anniversary of the last day of the first purchase period, unless it is terminated earlier by our board of directors.

Except for the first offering period, each offering period is 24 months (commencing each June 21 and December 21 on and after December 21, 2012) and consists of four six-month purchase periods (June 21 to December 20 or December 21 to June 20). The first offering period and purchase period, respectively, began on April 20, 2012 and will end on June 20, 2014 and December 20, 2012, respectively.

On April 20, 2012, our employees who met the eligibility requirements for participation in the initial offering period were automatically granted a nontransferable option to purchase shares in that offering period. For subsequent offering periods, new participants will be required to enroll in a timely manner. Once an employee is enrolled, participation will be automatic in subsequent offering periods. An employee s participation automatically ends upon termination of employment for any reason.

No participant will have the right to purchase our shares in an amount, when aggregated with purchase rights under all our employee stock purchase plans that are also in effect in the same calendar year(s), that has a fair market value of more than $25,000, determined as of the first day of the applicable offering period, for each calendar year in which that right is outstanding. The purchase price for shares of our common stock purchased under our 2012 Employee Stock Purchase Plan is 85% of the lesser of the fair market value of our common stock

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on (i) the first trading day of the applicable offering period and (ii) the last trading day of each purchase period in the applicable offering period.

If we experience a change in control transaction, each outstanding right to purchase shares under our 2012 Employee Stock Purchase Plan may be assumed or an equivalent option substituted by our successor corporation. In the event that our successor corporation refuses to assume or substitute the outstanding purchase rights, any offering periods that commenced prior to the closing of the proposed change in control transaction will be shortened and terminated on a new purchase date. The new purchase date will occur prior to the closing of the proposed change in control transaction and our 2012 Employee Stock Purchase Plan will then terminate on the closing of the proposed change in control.

2013 Bonus Plan

Our Bonus Plan FY 2013, or the bonus plan, was approved by our compensation committee in September 2012. Our compensation committee also approved individual annual on-target bonus amounts for Messrs. Thomas and Canessa for 2013 of $327,250 and $140,000, respectively. The bonus plan covers all executive officers except for those receiving commission or other sales compensation and is designed to reward participants if we achieve certain on-target performance objectives on a quarterly basis. Under the Bonus Plan, participants are eligible to receive (i) up to four quarterly bonuses, each targeted at an amount equal to 20% of the participant s total annual on-target bonus amount, in each case based on attainment of quarterly performance objectives derived from our financial plan and quarterly forecasts for revenue and operating profit, and (ii) one annual bonus targeted at an amount equal to 20% of the participant s total annual on-target bonus amount based on the attainment of a pre-determined employee retention goal. Quarterly performance objectives under the bonus plan are approved by our compensation committee on a quarterly basis, at the beginning of each quarter. The actual bonus payment is the on-target bonus payment multiplied by a percentage (which may be more or less than 100% but shall not exceed 125%) that varies depending upon achievement of the applicable performance objectives. If results for the threshold level of performance required for a payout equal to 25% of on-target bonus amounts are not met, the funding level for the award for that quarter will be 0%, and participants will be paid no bonus payment for that quarter. Additional payouts funded at levels higher than 25% of the on-target bonus amount will be paid only if the level of performance required for the applicable payout was met or exceeded. To be eligible for a quarterly payment under our bonus plan, an individual must be employed as of the date such bonus is paid. We may in our sole discretion modify or terminate the bonus plan.

2013 World Wide Sales Compensation Plan

Our FY 2013 World Wide Sales Compensation Plan, or commission plan, was approved by our compensation committee in September 2012. Our compensation committee also approved an individual annual on-target bonus amount for Mr. Smith for 2013 of $300,000. Our commission plan is designed to reward sales personnel for attainment of monthly and quarterly goals for product, support services and professional and training services bookings less holds, returns and other adjustments plus releases of outstanding holds and other adjustments, or adjusted bookings. Bonus awards under the commission plan vary depending on the sales quota for a particular employee. During 2013, Mr. Smith is eligible to receive up to twelve monthly bonuses, each targeted at an amount equal to one-twelfth of his total annual on-target bonus of $300,000, based on attainment of the quarterly adjusted bookings goals, with no maximum cap on the amount of bonus that could be earned. Actual monthly awards are payable at amounts equal to the on-target bonus amount for the month multiplied by a percentage, which may be less than or more than 100%, that is obtained by dividing the actual amount of adjusted bookings for the month by the adjusted bookings goal for that month. Under the commission plan, Mr. Smith is also eligible to receive an additional award for any quarter in which the actual amount of adjusted bookings for the quarter exceeded the related goal for the quarter equal to the product of the on-target bonus amount for the quarter multiplied by three times the number of whole and fractional percentage points representing achievement in excess of the goal for that quarter. The commission plan does not contain a minimum achievement threshold requirement.

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401(k) Plan

We sponsor a retirement plan intended to qualify for favorable tax treatment under Section 401(a) of the Code, containing a cash or deferred feature that is intended to meet the requirements of Section 401(k) of the Code. Employees who have attained at least 21 years of age are generally eligible to participate in the plan on the first day of the calendar month following their respective dates of hire. Participants may make pre-tax contributions to the plan from their eligible earnings up to the statutorily prescribed annual limit on pre-tax contributions under the Code. Participants who are 50 years of age or older may contribute additional amounts based on the statutory limits for catch-up contributions. Pre-tax contributions by participants that we make to the plan and the income earned on those contributions are generally not taxable to participants until withdrawn. Employer contributions that we make to the plan are generally deductible when made. Participant contributions are held in trust as required by law. No minimum benefit is provided under the plan. An employee s interest in his or her pre-tax deferrals is 100% vested when contributed. Although the plan provides for a discretionary employer matching contribution, to date we have not made such a contribution on behalf of employees.

Limitation of Liability and Indemnification of Directors and Officers

Our restated certificate of incorporation contains provisions that limit the liability of our directors for monetary damages to the fullest extent permitted by Delaware law. Consequently, our directors will not be personally liable to us or our stockholders for monetary damages for any breach of fiduciary duties as directors, except liability for the following:

- any breach of their duty of loyalty to our company or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law; or
- any transaction from which they derived an improper personal benefit.

Any amendment to or repeal of these provisions will not eliminate or reduce the effect of these provisions in respect of any act, omission or claim that occurred or arose prior to that amendment or repeal. If the Delaware General Corporation Law is amended to provide for further limitations on the personal liability of directors of corporations, then the personal liability of our directors will be further limited to the greatest extent permitted by the Delaware General Corporation Law.

Our restated bylaws provide that we will indemnify, to the fullest extent permitted by law, any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our directors or officers or is or was serving at our request as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. Our restated bylaws provide that we may indemnify to the fullest extent permitted by law any person who is or was a party or is threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was one of our employees or agents or is or was serving at our request as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Our restated bylaws also provide that we must advance expenses incurred by or on behalf of a director or officer in advance of the final disposition of any action or proceeding, subject to very limited exceptions.

We have entered into indemnification agreements with each of our directors and executive officers that may be broader than the specific indemnification provisions contained in the Delaware General Corporation Law. These indemnification agreements require us, among other things, to indemnify our directors and executive officers against liabilities that may arise by reason of their status or service. These indemnification agreements also require us to advance all expenses incurred by the directors and executive officers in investigating or defending any such action, suit or proceeding. We believe that these agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

The limitation of liability and indemnification provisions in our restated certificate of incorporation and restated bylaws or in these indemnification agreements may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against our directors and officers, even though an action, if successful, might benefit us and other stockholders. Further, a stockholder s investment may be adversely affected to the extent that we pay the costs of settlement and damage awards against directors and officers as required by these indemnification provisions. At present, we are not aware of any pending litigation or proceeding involving any person who is or was one of our directors, officers, employees or other agents or is or was serving at our request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, for which indemnification is sought, and we are not aware of any threatened litigation that may result in claims for indemnification.

We have obtained insurance policies under which, subject to the limitations of the policies, coverage is provided to our directors and officers against loss arising from claims made by reason of breach of fiduciary duty or other wrongful acts as a director or officer, including claims relating to public securities matters, and to us with respect to payments that may be made by us to these officers and directors pursuant to our indemnification obligations or otherwise as a matter of law.

Certain of our non-employee directors may, through their relationships with their employers, be insured and/or indemnified against certain liabilities incurred in their capacity as members of our board of directors.

The underwriting agreement that we will enter into in connection with this offering provides for indemnification by the underwriters of us and our officers, directors and employees for certain liabilities arising under the Securities Act or otherwise.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling our company pursuant to the foregoing provisions, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

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TRANSACTIONS WITH RELATED PARTIES, FOUNDERS AND CONTROL PERSONS

In addition to the compensation arrangements, including employment, termination of employment and change of control arrangements and indemnification arrangements, discussed, when required, above in the sections entitled Management and Executive Compensation, the registration rights described below under Description of Capital Stock Registration Rights, and the voting rights in our fourth amended and restated voting agreement described above under Management Board of Directors Composition, the following is a description of each transaction since August 1, 2009 and each currently proposed transaction in which:

- we have been or are to be a participant;
- the amount involved exceeded or exceeds $120,000; and
- any of our directors, executive officers or holders of more than 5% of our capital stock, or any immediate family member of or person sharing the household with any of these individuals, had or will have a direct or indirect material interest.

In May 2010, we acquired all of the outstanding capital stock of Netcordia. In connection with that acquisition, we issued preferred stock, common stock and warrants to purchase preferred stock and common stock and we assumed outstanding options to purchase common stock. Three entities associated with Trinity Ventures, which currently holds more than 5% of our capital stock, received 5,359,521 shares of our Series F-2 preferred stock in exchange for its shares of Netcordia Series B preferred stock and 1,288,726 shares of our Series F-3 preferred stock in exchange for its shares of Netcordia Series B-1 preferred stock. These shares had an aggregate value of approximately $15.4 million. The shares of our Series F-2 and Series F-3 preferred stock converted into an aggregate of 3,309,279 shares of common stock on April 20, 2012.

In April 2011, Mark S. Smith, our Executive Vice President, Worldwide Field Operations, married one of our long-tenured employees. She was our employee until September 2012. During 2011 and 2012, she received aggregate cash compensation of $161,510 and $172,195, respectively. She has not been granted stock options or other equity awards since 2010.

Review, Approval or Ratification of Transactions With Related Parties

Our board of directors has adopted a written related person transactions policy. Under this policy, the audit committee reviews transactions that may be related-person transactions, which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed $120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of the policy, a related person is a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed fiscal year, and their immediate family members.

This policy provides that, barring special facts or circumstances, a related person does not have a direct or indirect material interest in the following categories of transactions:

- employment-related compensation to executive officers that is approved by the compensation committee;

compensation to non-employee directors that is approved by our board of directors and is required to be reported in our proxy statement;

transactions with another company at which:

the related person s only relationship is as a beneficial owner of less than 10% of that company s shares or as a limited partner holding interests of less than 10% in that partnership;

the related person is a director (and his or her interest in the transaction arises solely from his or her position as a director of that company);

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- charitable contributions, grants or endowments by us to a charitable organization, foundation or university at which the related person s only relationship is as an employee (or at which the related person is a trustee, director or executive officer if the aggregate amount involved in our fiscal year does not exceed $300,000), or any non-discretionary matching contribution, grant or endowment made pursuant to a matching gift program;

- transactions where the related person s interest arises solely from the ownership of publicly traded securities issued by us and all holders of those securities receive proportional benefits;

- ordinary course business travel and expenses, advances and reimbursements; and

- payments made pursuant to (i) directors and officers insurance policies, (ii) our certificate of incorporation or bylaws, and/or (iii) any policy, agreement or instrument previously approved by our board of directors, such as indemnification agreements.

When transactions involving related persons do not fall into one of the above categories, they will be reviewed by our disclosure committee. The disclosure committee determines whether a related person could have a significant interest in such a transaction, and any such transaction is referred to the audit committee. Transactions may also be identified through our code of business conduct and ethics or other policies and procedures and reported to the audit committee. The audit committee will review the material facts of all related person transactions and either approve, disapprove, ratify, rescind, or take other appropriate action (in its discretion) with respect to the transaction.

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PRINCIPAL AND SELLING STOCKHOLDERS

The following table presents information with respect to the beneficial ownership of our common stock as of July 31, 2012, after giving effect to the promotion of Christopher J. Andrews to executive vice president, worldwide field operations in September 2012 and as adjusted to reflect the sale by the selling stockholders of common stock in this offering (including shares acquired through the exercise of options at the closing of this offering) assuming no exercise of the underwriters option to purchase additional shares, except as noted below, by:

- each stockholder known by us to be the beneficial owner of more than 5% of our common stock;
- each of our directors;
- each of our named executive officers;
- all of our directors and executive officers as a group; and
- each selling stockholder.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable. We have deemed shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of July 31, 2012 to be outstanding and to be beneficially owned by the person holding the option for the purpose of computing the percentage ownership of that person but have not treated them as outstanding for the purpose of computing the percentage ownership of any other person.

We have based percentage ownership of our common stock before this offering on 45,737,770 shares of our common stock outstanding on July 31, 2012. Percentage ownership of our common stock after the offering assumes the issuance of shares to be sold in this offering by certain selling stockholders upon the exercise of options in connection with and immediately prior to the sale of those shares by the selling stockholders in this offering. Unless otherwise indicated, the address of each of the individuals and entities named below that owns 5% or more of our common stock is c/o Infoblox Inc., 4750 Patrick Henry Drive, Santa Clara, California 95054.

	Shares Beneficially Owned Prior to This Offering		Number of Shares Being Offered in	Shares Beneficially Owned After This Offering	
Name of Beneficial Owner	Shares	Percentage	this Offering	Shares	%
Directors, Officers and 5% Stockholders					
Sequoia Capital[1]	11,006,111	24.1%			
Michael L. Goguen					
Tenaya Capital[2]	3,176,774	6.9			
Thomas E. Banahan					
Duchossois Technology Partners, L.L.C.[3]	2,951,902	6.5			
Daniel J. Phelps					
Robert D. Thomas[4]	2,983,882	6.3			
Trinity Ventures[5]	2,393,203	5.2			

Remo E. Canessa(6)	940,857	2.0
Mark S. Smith(7)	878,992	1.9
Frank J. Marshall(8)	65,856	*
Fred M. Gerson(9)	66,666	*
Laura C. Conigliaro(10)	66,666	*
All officers and directors as a group (12 persons)(11)	22,863,372	46.2%

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* Represents beneficial ownership of less than 1% of our outstanding shares of common stock.

(1) Represents 6,875,302 shares held by Sequoia Capital X, 1,800,844 shares held by Sequoia Capital Franchise Fund, 990,301 shares held by Sequoia Technology Partners X, 613,003 shares held by Sequoia Capital X Principals Fund, 461,849 shares held by Sequoia Capital IX, 245,569 shares held by Sequoia Capital Franchise Partners and 19,243 shares held by Sequoia Capital Entrepreneurs Annex Fund (together, the Sequoia Capital Funds). SCFF Management, LLC is the sole general partner of Sequoia Capital Franchise Fund and Sequoia Capital Franchise Partners. SC IX.I Management, LLC is the sole general partner of Sequoia Capital IX and Sequoia Capital Entrepreneurs Annex Fund. SC X Management, LLC is the sole general partner of Sequoia Capital X and Sequoia Technology Partners X and the managing member of Sequoia Capital X Principals Fund. Michael L. Goguen, one of our directors, Michael Moritz, Douglas M. Leone and Mark A. Stevens are the managing members of SCFF Management, LLC, SC IX.I Management, LLC and SC X Management, LLC, and thus may be deemed to have shared voting and investment power over the shares held by the Sequoia Capital Funds. The address for Mr. Goguen and each of these entities is 3000 Sand Hill Road, Building 4, Suite 250, Menlo Park, California 94025.

(2) Represents 1,143,512 shares held by Tenaya Capital IV-P, L.P., 1,097,310 shares held by Tenaya Capital IV-C, L.P. and 935,952 shares held by Tenaya Capital IV, LP. The general partner of Tenaya Capital IV-C, L.P. and Tenaya Capital IV-P, L.P is Tenaya Capital IV GP, LP, whose general partner is Tenaya Capital IV, GP, LLC. The general partner of Tenaya Capital IV, LP is Tenaya Capital IV Annex GP, LLC. Thomas E. Banahan, one of our directors, Ben Boyer, Stewart Gollmer, Brian Melton and Brian Paul are the managing members of Tenaya Capital IV Annex GP, LLC. and Tenaya Capital IV, GP, LLC and share voting and dispositive power over the shares held by those funds. The address for Mr. Banahan and each of these entities is 2965 Woodside Road, Suite A, Woodside, California 94062.

(3) Mr. Phelps, one of our directors, Craig Duchossois, Robert Fealy and Rohit Seth are the managing members of Duchossois Technology Partners and thus may be deemed to have shared voting and investment power over the shares held by Duchossois Technology Partners. The address for Mr. Phelps and Duchossois Technology Partners is 845 Larch Avenue, Elmhurst, Illinois 60126-1196.

(4) Includes 1,432,216 shares subject to options held by Mr. Thomas that are exercisable within 60 days of July 31, 2012, of which 553,749 are unvested and would, if Mr. Thomas exercised them, be subject to a right of repurchase in our favor upon Mr. Thomas cessation of service prior to vesting.

(5) Represents 2,323,926 shares held by Trinity Ventures IX, L.P.; 38,941 shares held by Trinity IX Entrepreneurs Fund, L.P., and 30,336 shares held by Trinity IX Side-By-Side Fund, L.P. Trinity TVL IX, LLC is the general partner of Trinity Ventures IX, L.P., Trinity IX Entrepreneurs Fund, L.P. and Trinity IX Side-By-Side Fund, L.P. Noel J. Fenton, Kathleen A. Murphy, Patricia E. Nakache, Lawrence K. Orr, Augustus O. Tai and Fred Wang are the managing members of Trinity TVL IX LLC and may be deemed to have shared voting and investment control with respect to these shares. The address of Trinity Ventures is 3000 Sand Hill Road, Building 4, Suite 160, Menlo Park, California 94025.

(6) Represents 326,250 shares held by Mr. Canessa, 55,000 shares held by John Canessa, his minor son, and 559,607 shares subject to options held by Mr. Canessa that are exercisable within 60 days of July 31, 2012, of which 260,896 are unvested and would, if Mr. Canessa exercised them, be subject to a right of repurchase in our favor upon Mr. Canessa s cessation of service prior to vesting.

(7) Mr. Smith ceased serving as an executive officer in September 2012. This amount represents 256,888 shares held by Mr. Smith, 10,000 shares held by Jennifer Jasper Smith, Mr. Smith s wife, 592,939 shares subject to options held by Mr. Smith that are exercisable within 60 days of July 31, 2012, of which 260,896 are unvested and would, if Mr. Smith exercised them, be subject to a right of repurchase in our favor upon Mr. Smith s cessation of service prior to vesting and 19,156 shares subject to options held by Mrs. Smith that are exercisable within 60 days of July 31, 2012.

(8) Represents 12,766 shares held by the Frank and Judith Marshall Living Trust and 53,090 shares held by Big Basin Partners LP. Mr. Marshall is a trustee of the Frank and Judith Marshall Living Trust, and a general partner of Big Basin Partners LP.

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(9) Represents 10,000 shares held by the Gerson 2000 Trust Dated 2/26/03, of which Mr. Gerson is the Trustee, which were early exercised and are subject to a lapsing right of repurchase in our favor upon Mr. Gerson s cessation of service prior to vesting, and 56,666 shares subject to options held by Mr. Gerson that are exercisable within 60 days of July 31, 2012, all of which are unvested and would, if Mr. Gerson exercised them, be subject to a right of repurchase in our favor upon Mr. Gerson s cessation of service prior to vesting.

(10) Represents 66,666 shares, all of which are unvested and early exercisable and, if exercised, would be subject to a right of repurchase in our favor upon Ms. Conigliaro s cessation of service prior to vesting.

(11) Includes 3,705,230 shares subject to options that are exercisable within 60 days of July 31, 2012, of which 1,637,594 are unvested and, if exercised, would be subject to a right of repurchase in our favor upon cessation of service.

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DESCRIPTION OF CAPITAL STOCK

The following description summarizes the most important terms of our capital stock. Because it is only a summary, it does not contain all the information that may be important to you. For a complete description, you should refer to our restated certificate of incorporation, restated bylaws, and investors rights agreement, which are included as exhibits to the registration statement of which this prospectus forms a part, and to the applicable provisions of Delaware law. Our authorized capital stock consists of 100,000,000 shares of common stock, $0.0001 par value per share, and 5,000,000 shares of undesignated preferred stock, $0.0001 par value per share.

As of August 31, 2012, there were 45,741,699 shares of our common stock outstanding, held by 504 stockholders of record, and no shares of our preferred stock outstanding. Our board of directors is authorized, without stockholder approval, to issue additional shares of our capital stock.

Common Stock

Dividend Rights

Subject to preferences that may apply to any shares of preferred stock outstanding at the time, the holders of our common stock are entitled to receive dividends out of funds legally available if our board of directors, in its discretion, determines to issue dividends and then only at the times and in the amounts that our board of directors may determine. See Dividend Policy above.

Voting Rights

Holders of our common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders. We have not provided for cumulative voting for the election of directors in our restated certificate of incorporation. Our restated certificate of incorporation establishes a classified board of directors that is divided into three classes with staggered three-year terms. Only the directors in one class will be subject to election by a plurality of the votes cast at each annual meeting of our stockholders, with the directors in the other classes continuing for the remainder of their respective three-year terms.

No Preemptive or Similar Rights

Our common stock is not entitled to preemptive rights, and is not subject to conversion, redemption or sinking fund provisions.

Right to Receive Liquidation Distributions

Upon our liquidation, dissolution or winding-up, the assets legally available for distribution to our stockholders would be distributable ratably among the holders of our common stock and any participating preferred stock outstanding at that time, subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights of and the payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

Fully Paid and Non-Assessable

All of the outstanding shares of our common stock are, and the shares of our common stock to be issued pursuant to stock option exercises in connection with this offering will be, fully paid and non-assessable.

Preferred Stock

Our board of directors is authorized, subject to limitations prescribed by Delaware law, to issue preferred stock in one or more series, to establish from time to time the number of shares to be included in each series, and

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to fix the designation, powers, preferences and rights of the shares of each series and any of its qualifications, limitations or restrictions, in each case without further vote or action by our stockholders. Our board of directors can also increase or decrease the number of shares of any series of preferred stock, but not below the number of shares of that series then outstanding, without any further vote or action by our stockholders. Our board of directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of our common stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring or preventing a change in our control of our company and might adversely affect the market price of our common stock and the voting and other rights of the holders of our common stock. We have no current plan to issue any shares of preferred stock.

Options

As of July 31, 2012, we had outstanding options to purchase an aggregate of 11,847,046 shares of our common stock, with a weighted-average exercise price of $6.16, pursuant to our 2000 Stock Plan, 2003 Stock Plan, 2005 Stock Plan and 2012 Equity Incentive Plan. Selling stockholders will acquire a total of shares of our common stock upon the exercise of options outstanding as of July 31, 2012 in order to sell those shares in this offering.

Warrants

As of July 31, 2012, we had outstanding warrants to purchase 22,831 shares of our common stock at a weighted-average exercise price of $4.05 per share that expire between June 2014 and July 2018. These warrants were issued in May 2010 to warrantholders of Netcordia in connection with our acquisition of Netcordia.

Registration Rights

Pursuant to the terms of our third amended and restated investors rights agreement, immediately following this offering, after giving effect to the sale of shares by certain selling stockholders with registration rights, the holders of shares of our common stock will be entitled to all of the rights with respect to the registration of these shares described below. The holders of an additional shares of common stock have the right to require us to include their shares in any registration statement we file and to request that we register all or part of their shares on Form S-3, in each case as described below.

Demand Registration Rights

At any time, the holders of at least 30% of the then-outstanding shares having registration rights can request that we file a registration statement covering registrable securities with an anticipated aggregate offering price of at least $10.0 million. We are only required to file three registration statements that are declared effective upon exercise of these demand registration rights. We may postpone the filing of a registration statement for up to 120 days once in a 12-month period if our board of directors determines that the filing would be seriously detrimental to us and our stockholders and we do not otherwise seek effectiveness of a registration statement, except for sales of shares of participants in one of our stock plans or for a corporate reorganization or acquisition, during the 120-day period.

Piggyback Registration Rights

If we register any of our securities for public sale, holders of shares having registration rights will have the right to include their shares in the registration statement. However, this right does not apply to a registration relating to sales of shares of participants in one of our stock plans, a registration relating to a corporate reorganization or acquisition or a registration in which the only common stock being registered is common stock issuable upon conversion of debt securities that are also being registered. The underwriters of any underwritten

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offering will have the right, in their sole discretion, to limit, because of market conditions, the number of shares registered by these holders, in which case the number of shares to be registered will be apportioned pro rata among these holders, according to the total amount of securities entitled to be included by each holder, or in a manner mutually agreed upon by the holders. However, the number of shares to be registered by these holders cannot be reduced below 25% of the total shares covered by the registration statement.

Form S-3 Registration Rights

The holders of then-outstanding shares having registration rights can request that we register all or part of their shares on Form S-3 if we are eligible to file a registration statement on Form S-3 and if the aggregate price to the public, net of underwriters discounts and commissions, of the shares offered is at least $2.5 million. The stockholders may only require us to effect two registration statements on Form S-3 in a 12-month period. We may postpone the filing of a registration statement on Form S-3 for up to 120 days once in a 12-month period if our board of directors determines that the filing would be seriously detrimental to us and our stockholders and we do not otherwise seek effectiveness of a registration statement, except for sales of shares of participants in one of our stock plans or for a corporate reorganization or acquisition, during the 120-day period.

Expenses of Registration Rights

We generally will pay all expenses, other than underwriting discounts and commissions and the reasonable fees and disbursements of more than one counsel for the selling stockholders, incurred in connection with the registrations described above.

Expiration of Registration Rights

The registration rights described above will expire, with respect to any particular holder of these rights, on the earlier of the fifth anniversary of the closing of our initial public offering or when that holder can sell all of its registrable securities without restriction under Rule 144 of the Securities Act.

Anti-Takeover Provisions

The provisions of Delaware law, our restated certificate of incorporation and our restated bylaws may have the effect of delaying, deferring or discouraging another person from acquiring control of our company. These provisions, which are summarized below, may have the effect of discouraging takeover bids. They are also designed, in part, to encourage persons seeking to acquire control of us to negotiate first with our board of directors. We believe that the benefits of increased protection of our potential ability to negotiate with an unfriendly or unsolicited acquirer outweigh the disadvantages of discouraging a proposal to acquire us because negotiation of these proposals could result in an improvement of their terms.

Delaware Law

We are governed by the provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a public Delaware corporation from engaging in a business combination with an interested stockholder for a period of three years after the date of the transaction in which the person became an interested stockholder, unless the business combination is approved in a prescribed manner. A business combination includes mergers, asset sales or other transactions resulting in a financial benefit to the stockholder. An interested stockholder is a person who, together with affiliates and associates, owns, or within three years did own, 15% or more of the corporation s outstanding voting stock. These provisions may have the effect of delaying, deferring or preventing a change in our control.

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Restated Certificate of Incorporation and Restated Bylaw Provisions

Our restated certificate of incorporation and our restated bylaws include a number of provisions that could deter hostile takeovers or delay or prevent changes in control of our management team, including the following:

Board of Directors Vacancies. Our restated certificate of incorporation and restated bylaws authorize only our board of directors to fill vacant directorships, including newly created seats. In addition, the number of directors constituting our board of directors is permitted to be set only by a resolution adopted by a majority vote of our entire board of directors. These provisions would prevent a stockholder from increasing the size of our board of directors and then gaining control of our board of directors by filling the resulting vacancies with its own nominees. This makes it more difficult to change the composition of our board of directors but promotes continuity of management.

Classified Board. Our restated certificate of incorporation and restated bylaws provide that our board is classified into three classes of directors. A third party may be discouraged from making a tender offer or otherwise attempting to obtain control of us as it is more difficult and time consuming for stockholders to replace a majority of the directors on a classified board of directors. See Management Board of Directors Composition.

Stockholder Action; Special Meeting of Stockholders. Our restated certificate of incorporation provides that our stockholders may not take action by written consent, but may only take action at annual or special meetings of our stockholders. As a result, a holder controlling a majority of our capital stock would not be able to amend our bylaws or remove directors without holding a meeting of our stockholders called in accordance with our amended and restated bylaws. Our restated bylaws further provide that special meetings of our stockholders may be called only by a majority of our board of directors, the chairman of our board of directors, our chief executive officer or our president, thus prohibiting a stockholder from calling a special meeting. These provisions might delay the ability of our stockholders to force consideration of a proposal or stockholders controlling a majority of our capital stock to take any action, including the removal of directors.

Advance Notice Requirements for Stockholder Proposals and Director Nominations. Our restated bylaws provide advance notice procedures for stockholders seeking to bring business before our annual meeting of stockholders or to nominate candidates for election as directors at our annual meeting of stockholders. Our restated bylaws also specify certain requirements regarding the form and content of a stockholder s notice. These provisions might preclude our stockholders from bringing matters before our annual meeting of stockholders or from making nominations for directors at our annual meeting of stockholders if the proper procedures are not followed. We expect that these provisions might also discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer s own slate of directors or otherwise attempting to obtain control of our company.

No Cumulative Voting. The Delaware General Corporation Law provides that stockholders are not entitled to the right to cumulate votes in the election of directors unless a corporation s certificate of incorporation provides otherwise. Our amended and restated certificate of incorporation and amended and restated bylaws do not provide for cumulative voting.

Directors Removed Only for Cause. Our restated certificate of incorporation provides that stockholders may remove directors only for cause.

Amendment of Charter Provisions. Any amendment of the above provisions in our restated certificate of incorporation would require approval by holders of at least two-thirds of our outstanding common stock.

Issuance of Undesignated Preferred Stock. Our board of directors has the authority, without further action by the stockholders, to issue up to 5,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by our board of directors. The existence of authorized but unissued shares of preferred stock would enable our board of directors to

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render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or other means.

Listing

Our common stock is listed on the NYSE under the symbol BLOX.

Transfer Agent and Registrar

The transfer agent and registrar for our common stock is Computershare Trust Company, N.A. The transfer agent s address is 250 Royall Street, Canton, Massachusetts 02021.

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SHARES ELIGIBLE FOR FUTURE SALE

We cannot predict the effect, if any, that market sales of shares of our common stock or the availability of shares of our common stock for sale will have on the market prices of our common stock prevailing from time to time. Future sales of substantial amounts of our common stock, including shares issued upon exercise of outstanding options or warrants following this offering, or the possibility of those sales occurring, could adversely affect market prices prevailing from time to time and could impair our ability to raise capital through the sale of our equity securities.

Following the closing of this offering, based on the number of shares of our common stock outstanding as of July 31, 2012 and after giving effect to the issuance of shares of our common stock to be acquired by certain selling stockholders through option exercises at the closing of this offering in order to sell those shares in this offering, we will have a total of shares of our common stock outstanding. Of these outstanding shares, all of the shares of common stock sold in this offering and the 7,500,000 shares sold in our initial public offering will be freely tradable, except that any shares purchased in this offering by our affiliates, as that term is defined in Rule 144 under the Securities Act, would only be able to be sold in compliance with the Rule 144 limitations described below.

The remaining outstanding shares of our common stock will be deemed restricted securities as defined in Rule 144. Restricted securities may be sold in the public market only if they are registered or if they qualify for an exemption from registration under Rule 144 or Rule 701 promulgated under the Securities Act, which rules are summarized below. In addition, these shares are subject to market standoff agreements with us or lock-up agreements with the underwriters under which our stockholders have agreed, subject to specific exceptions, not to sell any of our stock for specified periods as described below. As a result of these agreements and the provisions of our investors rights agreement described above under Description of Capital Stock Registration Rights, excluding shares of our common stock for which we have a right of repurchase with respect to unvested shares and subject to the provisions of Rule 144 or Rule 701, based on an assumed offering date of July 31, 2012, shares will be available for sale in the public market as follows:

- shares sold in this offering and in our initial public offering will be immediately available for sale in the public market;

- shares will be eligible for sale on October 17, 2012 in the public market upon the expiration of lock-up and/or market standoff agreements entered into prior to our initial public offering;

- shares subject to transfer restrictions under our insider trading policy will be eligible for sale in the public market on the third trading day following our earnings release for the quarter ended October 31, 2012, including shares held by our affiliates; and

- shares will be eligible for sale in the public market upon the expiration of lock-up agreements entered into in connection with this offering as described below.

An additional shares will be eligible for sale in the public market on or from time to time after October 17, 2012 upon the lapse of our right of repurchase with respect to any unvested shares, including shares that are subject to trading restrictions under lock-up agreements entered into in connection with this offering as described below.

Lock-Up/Market Standoff Agreements

In connection with our initial public offering, all of our directors and officers and substantially all of our security holders entered into and are subject to lock-up agreements or market standoff provisions that, subject to exceptions described in the section entitled Underwriters below, prohibit them from offering for sale, selling, contracting to sell, granting any option for the sale of, transferring or otherwise disposing of any shares of our common stock, options or warrants to acquire shares of our common stock or any security or instrument related to this common stock, option or warrant until October 17, 2012 without the prior written consent of Morgan Stanley & Co. LLC and Goldman, Sachs & Co.

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In addition, in connection with this offering, each of the selling stockholders and certain other holders of our common stock have agreed to extend the restricted period for their shares of common stock for an additional period ending 90 days after the date of this prospectus as described in further detail in the section entitled Underwriters.

Rule 144

In general, under Rule 144 as currently in effect, a person who is not deemed to have been one of our affiliates for purposes of the Securities Act at any time during the 90 days preceding a sale and who has beneficially owned the shares proposed to be sold for at least six months, including the holding period of any prior owner other than our affiliates, is entitled to sell those shares without complying with the manner of sale, volume limitation or notice provisions of Rule 144, subject to compliance with the public information requirements of Rule 144. If such a person has beneficially owned the shares proposed to be sold for at least one year, including the holding period of any prior owner other than our affiliates, then that person would be entitled to sell those shares without complying with any of the requirements of Rule 144.

In general, under Rule 144, as currently in effect, our affiliates or persons selling shares on behalf of our affiliates are entitled to sell upon expiration of the lock-up and market standoff agreements described above, within any three-month period, a number of shares that does not exceed the greater of:

- 1% of the number of shares of our common stock then outstanding, which will equal approximately shares immediately after this offering; or

- the average weekly trading volume of our common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to that sale.

Sales under Rule 144 by our affiliates or persons selling shares on behalf of our affiliates are also subject to certain manner of sale provisions and notice requirements and to the availability of current public information about us.

Rule 701

Rule 701 generally allows a stockholder who purchased shares of our common stock pursuant to a written compensatory plan or contract and who is not deemed to have been an affiliate of our company during the immediately preceding 90 days to sell these shares in reliance upon Rule 144, but without being required to comply with the public information, holding period, volume limitation or notice provisions of Rule 144. Rule 701 also permits affiliates of our company to sell their Rule 701 shares under Rule 144 without complying with the holding period requirements of Rule 144.

Stock Options

We have filed a registration statement on Form S-8 under the Securities Act covering all of the shares of our common stock subject to outstanding options and the shares of our common stock reserved for issuance under our stock plans. However, the shares registered on Form S-8 may be subject to the volume limitations and the manner of sale, notice and public information requirements of Rule 144 and will not be eligible for resale until expiration of the lock-up and market standoff agreements to which they are subject.

Warrants

As of July 31, 2012, we had outstanding warrants that entitle their holders to purchase 22,831 shares of common stock. These warrants contain net exercise provisions. These provisions allow the holders to exercise their warrants for a lesser number of shares of common stock in lieu of paying cash. The number of shares that would be issued in this case would be based upon the market price of the common stock at the time of the net exercise. Because these warrants have been held for at least one year, any shares of common stock issued upon their net exercise could be publicly sold under Rule 144 following closing of this offering and the expiration of any lock-up or market standoff agreements.

Registration Rights

We have granted demand, piggyback and Form S-3 registration rights to certain of our securityholders to sell our common stock. Registration of the sale of these shares under the Securities Act following the expiration of any lock-ups or market standoff agreements would result in these shares becoming freely tradable without restriction under the Securities Act immediately upon the effectiveness of the registration, except for shares purchased by affiliates. For a further description of these rights, see Description of Capital Stock Registration Rights.

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MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES TO NON-U.S. HOLDERS

The following is a summary of the material U.S. federal income tax consequences to non-U.S. holders (as defined below) of the purchase, ownership and disposition of our common stock, but does not purport to be a complete analysis of all the potential tax considerations relating thereto. This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended, or the Code, Treasury regulations promulgated thereunder, administrative rulings and judicial decisions, all as of the date hereof. These authorities may be changed at any time, possibly retroactively, so as to result in U.S. federal income or estate tax consequences different from those set forth below. As a result, we cannot assure you that the tax consequences described in this discussion will not be challenged by the Internal Revenue Service, or the IRS, or will be sustained by a court if challenged by the IRS.

This summary does not address the tax considerations arising under the laws of any non-U.S., state or local jurisdiction, or under U.S. federal gift and estate tax laws, excepted to the limited extent provided below. In addition, this discussion does not address tax considerations applicable to an investor s particular circumstances or to investors that may be subject to special tax rules, including, without limitation:

- banks, insurance companies or other financial institutions;
- partnerships or entities or arrangements treated as a partnership or other pass-through entity for U.S. federal tax purposes (or investors in such entities);
- a corporation that accumulates earnings to avoid United States federal income tax;
- persons subject to the alternative minimum tax;
- tax-exempt organizations or tax-qualified retirement plans;
- real estate investment trusts or regulated investment companies;
- controlled foreign corporations or passive foreign investment companies;
- persons who acquired our common stock as compensation for services;
- dealers in securities or currencies;
- traders in securities that elect to use a mark-to-market method of accounting for their securities holdings;
- persons that own, or are deemed to own, more than 5% of our capital stock (except to the extent specifically set forth below);

certain former citizens or long-term residents of the United States;

persons who hold our common stock as a position in a hedging transaction, straddle, conversion transaction or other risk reduction transaction;

persons who do not hold our common stock as a capital asset within the meaning of Section 1221 of the Code (generally, for investment purposes); or

persons deemed to sell our common stock under the constructive sale provisions of the Code.

In addition, if a partnership (or entity classified as a partnership for U.S. federal income tax purposes) holds our common stock, the tax treatment of a partner generally will depend on the status of the partner and upon the activities of the partnership. Accordingly, this summary does not address tax considerations applicable to partnerships that hold our common stock, and partners in such partnerships should consult their tax advisors.

YOU ARE URGED TO CONSULT YOUR TAX ADVISOR WITH RESPECT TO THE APPLICATION OF THE UNITED STATES FEDERAL INCOME TAX LAWS TO YOUR PARTICULAR SITUATION, AS WELL AS ANY TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND

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DISPOSITION OF OUR COMMON STOCK ARISING UNDER THE UNITED STATES FEDERAL ESTATE OR GIFT TAX RULES OR UNDER THE LAWS OF ANY STATE, LOCAL, FOREIGN OR OTHER TAXING JURISDICTION OR UNDER ANY APPLICABLE TAX TREATY.

Non-U.S. Holder Defined

For purposes of this discussion, you are a non-U.S. holder if you are any holder (other than a partnership or entity classified as a partnership for U.S. federal income tax purposes) that is not:

- an individual citizen or resident of the United States;
- a corporation or other entity taxable as a corporation, created or organized in the United States or under the laws of the United States or any political subdivision thereof;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust (x) whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (y) which has made an election to be treated as a U.S. person.

If you are an individual, you may, in many cases, be deemed to be a resident alien, as opposed to a nonresident alien, by virtue of being present in the United States for at least 31 days in the calendar year and for an aggregate of at least 183 days during a three-year period ending in the current calendar year. For these purposes, all the days present in the current year, one-third of the days present in the immediately preceding year, and one-sixth of the days present in the second preceding year are counted. Resident aliens are subject to U.S. federal income tax as if they were U.S. citizens. Such an individual is urged to consult his or her own tax advisor regarding U.S. federal income tax consequences of the ownership of our common stock.

Distributions

We have not made any distributions on our common stock, and we do not plan to make any distributions for the foreseeable future. However, if we do make distributions on our common stock, those payments will constitute dividends for U.S. tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed both our current and our accumulated earnings and profits, they will constitute a return of capital and will first reduce your basis in our common stock, but not below zero, and then will be treated as gain from the sale of stock.

Any dividend paid to you generally will be subject to U.S. withholding tax either at a rate of 30% of the gross amount of the dividend or such lower rate as may be specified by an applicable income tax treaty. You should consult your tax advisor regarding your entitlement to benefits under a relevant income tax treaty. Generally, in order for us or our paying agent to withhold tax at a lower treaty rate, a non-U.S. holder must certify its entitlement to treaty benefits. A non-U.S. holder generally can meet this certification requirement by providing a Form W-8BEN (or any successor form) or appropriate substitute form to us or our paying agent. If the holder holds the stock through a financial institution or other agent acting on the holder s behalf, the holder will be required to provide appropriate documentation to the agent. The holder s agent will then be required to provide certification to us or our paying agent, either directly or through other intermediaries. For payments made to a foreign partnership or other pass-through entity, the certification requirements generally apply to the partners or other owners rather than to the partnership or other entity, and the partnership or other entity must provide the partners or other owners documentation to us or our paying agent.

Dividends received by you that are effectively connected with your conduct of a U.S. trade or business (and, if an income tax treaty between the U.S. and your country of residence applies, attributable to a permanent establishment maintained by you in the United States) are exempt from such withholding tax. In order to obtain this exemption, you must provide us with an applicable IRS form W-8 (generally Form W-8ECI) properly

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certifying such exemption. Such effectively connected dividends, although not subject to withholding tax, are taxed at the same graduated rates applicable to U.S. persons, net of certain deductions and credits and subject to an applicable income tax treaty providing otherwise. In addition to the graduated tax described above, if you are a corporate non-U.S. holder, dividends you receive that are effectively connected with your conduct of a U.S. trade or business, subject to certain adjustments, may also be subject to a branch profits tax at a rate of 30% or such lower rate as may be specified by an applicable income tax treaty.

If you are eligible for a reduced rate of withholding tax pursuant to a tax treaty, you may be able to obtain a refund or credit of any excess amounts withheld if you timely file an appropriate claim for refund with the IRS.

Gain on Disposition of Common Stock

You generally will not be subject to U.S. federal income tax on any gain realized upon the sale or other disposition of our common stock unless:

- the gain is effectively connected with your conduct of a U.S. trade or business (and, if an income tax treaty applies, the gain is attributable to a permanent establishment maintained by you in the United States);

- you are an individual who holds our common stock as a capital asset (generally, an asset held for investment purposes) and who is present in the United States for a period or periods aggregating 183 days or more during the calendar year in which the sale or disposition occurs and certain other conditions are met; or

- our common stock constitutes a U.S. real property interest by reason of our status as a United States real property holding corporation, or a USRPHC, for U.S. federal income tax purposes at any time within the shorter of the five-year period preceding the disposition or your holding period for our common stock.

In general, we would be a USRPHC if interest in United States real estate comprised at least half of our assets. We believe that we are not currently and will not become a USRPHC. However, because the determination of whether we are a USRPHC depends on the fair market value of our U.S. real property relative to the fair market value of our other business assets, there can be no assurance that we will not become a USRPHC in the future. Even if we become a USRPHC, however, as long as our common stock is regularly traded on an established securities market, such common stock will be treated as a U.S. real property interest only if you actually or constructively hold more than 5% of such regularly traded common stock at any time during the applicable period that is specified in the Code.

If you are a non-U.S. holder described in the first bullet above, you will generally be required to pay tax on the net gain derived from the sale (net of certain deductions or credits) under regular graduated U.S. federal income tax rates, and corporate non-U.S. holders described in the first bullet above may be subject to the additional branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. If you are an individual non-U.S. holder described in the second bullet above, you will be required to pay a flat 30% tax on the gain derived from the sale, which tax may be offset by U.S. source capital losses (even though you are not considered a resident of the United States). You should consult any applicable income tax or other treaties that may provide for different rules.

Federal Estate Tax

Our common stock that is held by an individual non-U.S. holder at the time of death will be included in such holder s gross estate for U.S. federal estate tax purposes, unless an applicable estate tax treaty provides otherwise.

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Backup Withholding and Information Reporting

Generally, we must report annually to the IRS the amount of dividends paid to you, your name and address, and the amount of tax withheld, if any. A similar report will be sent to you. Pursuant to applicable income tax treaties or other agreements, the IRS may make these reports available to tax authorities in your country of residence.

Payments of dividends or of proceeds on the disposition of stock made to you may be subject to additional information reporting and backup withholding at a current rate of 28%, which is scheduled to increase to 31% for payments made after December 31, 2012, unless you establish an exemption, for example by properly certifying your non-U.S. status on a Form W-8BEN or another appropriate version of IRS Form W-8. Notwithstanding the foregoing, backup withholding and information reporting may apply if either we or our paying agent has actual knowledge, or reason to know, that you are a U.S. person.

Backup withholding is not an additional tax; rather, the U.S. income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund or credit may be obtained, provided that the required information is furnished to the IRS in a timely manner.

Foreign Account Tax Compliance

The Foreign Account Tax Compliance Act, generally referred to as FATCA, will impose a U.S. federal withholding tax of 30% on certain withholdable payments (including U.S. source dividends and the gross proceeds from the sale or other disposition of U.S. stock) to foreign financial institutions and other non-U.S. entities that fail to comply with certain certification and information reporting requirements. The obligation to withhold under FATCA is currently expected to apply to, among other items, (i) dividends on our common stock that are paid after December 31, 2013 and (ii) gross proceeds from the disposition of our common stock paid after December 31, 2014.

THE PRECEDING DISCUSSION OF UNITED STATES FEDERAL TAX CONSIDERATIONS IS FOR GENERAL INFORMATION ONLY. IT IS NOT TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT ITS OWN TAX ADVISOR REGARDING THE PARTICULAR UNITED STATES FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF PURCHASING, HOLDING AND DISPOSING OF OUR COMMON STOCK, INCLUDING THE CONSEQUENCES OF ANY PROPOSED CHANGE IN APPLICABLE LAWS.

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UNDERWRITERS

Under the terms and subject to the conditions contained in an underwriting agreement dated the date of this prospectus, Morgan Stanley & Co. LLC and Goldman, Sachs & Co. are acting as representatives and lead book-running managers for this offering. UBS Securities LLC is acting as a joint book-running manager for this offering. The underwriters have severally agreed to purchase, and the selling stockholders have agreed to sell to them, severally, the number of shares indicated below:

Name	Number of Shares
Morgan Stanley & Co. LLC	
Goldman, Sachs & Co.	
UBS Securities LLC	
Pacific Crest Securities LLC	
JMP Securities LLC	
Stephens Inc.	
Total	

The underwriters and the representatives are collectively referred to as the underwriters and the representatives, respectively. The underwriters are offering the shares of common stock subject to their acceptance of the shares and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the shares of common stock offered by this prospectus are subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are obligated to take and pay for all of the shares of common stock offered by this prospectus if any such shares are taken. However, the underwriters are not required to take or pay for the shares covered by the underwriters option to purchase additional shares described below. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the non-defaulting underwriters may be increased.

The underwriters initially propose to offer part of the shares of common stock directly to the public at the public offering price listed on the cover page of this prospectus and part to certain dealers at a price that represents a concession not in excess of $ a share under the public offering price. After the initial offering of the shares of common stock, the offering price and other selling terms may from time to time be varied by the representatives. The offering of the shares by the underwriters is subject to receipt and acceptance and subject to the underwriters right to reject any order in whole or in part.

Certain of the selling stockholders have granted to the underwriters an option, exercisable for 30 days from the date of this prospectus, to purchase up to additional shares of common stock at the public offering price listed on the cover page of this prospectus, less underwriting discounts and commissions. To the extent the option is exercised, each underwriter will become obligated, subject to certain conditions, to purchase about the same percentage of the additional shares of common stock as the number listed next to the underwriter s name in the preceding table bears to the total number of shares of common stock listed next to the names of all underwriters in the preceding table.

The following table shows the per share and total public offering price, underwriting discounts and commissions, and proceeds before expenses to the selling stockholders. These amounts are shown assuming both no exercise and full exercise of the underwriters option to purchase up to an additional shares of our common stock from certain of the selling stockholders.

	Per Share	Total No Exercise	Total Full Exercise
Public offering price	$	$	$
Underwriting discounts and commissions to be paid by selling stockholders	$	$	$
Proceeds before expenses, to selling stockholders	$	$	$

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The expenses of this offering payable by us are estimated to be approximately $, which includes legal, accounting and printing costs and various other fees associated with the registration and listing of our common stock.

The underwriters have informed us that they do not intend sales to discretionary accounts to exceed five percent of the total number of shares of common stock offered by them.

Our common stock is listed on the New York Stock Exchange under the trading symbol BLOX. In connection with our IPO, we, the selling stockholders, all of our directors and officers and the holders of substantially all of our outstanding stock and stock options agreed that, without the prior written consent of the representatives on behalf of the underwriters, we and they will not, during the period ending on October 17, 2012, or the IPO restricted period:

- offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares of common stock or any securities convertible into or exercisable or exchangeable for shares of common stock;
- file any registration statement with the Securities and Exchange Commission relating to the offering of any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock; or
- enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common stock,

whether any such transaction described above is to be settled by delivery of common stock or such other securities, in cash or otherwise. In addition, we and each such person agreed that, without the prior written consent of the representatives on behalf of the underwriters, it will not, during the IPO restricted period, make any demand for, or exercise any right with respect to, the registration of any shares of common stock or any security convertible into or exercisable or exchangeable for common stock.

The restrictions described in the immediately preceding paragraph do not apply to:

- the sale and transfer of shares of common stock by a holder to the underwriters in the IPO pursuant to the terms of an underwriting agreement;
- the transfer of shares of common stock or any securities convertible into or exercisable or exchangeable for common stock (i) to an immediate family member or to a trust formed for the benefit of an immediate family member, (ii) by bona fide gift, will or intestacy, (iii) if the holder is a corporation, partnership or other business entity (A) to another corporation, partnership or other business entity that controls, is controlled by or is under common control with the holder or (B) as part of a disposition, transfer or distribution by the holder to its equity holders or (iv) if the holder is a trust, to a trustor or beneficiary of the trust, provided that in the case of any transfer or distribution pursuant to clause (B), (I) each transferee, donee or distributee must sign and deliver a lock-up agreement, (II) no filing under the Exchange Act shall be required or made and (III) in the cases of clauses (i), (ii), (iii)(B) and (iv) above, such transfer or distribution does not involve a disposition for value;

the transfer of shares of common stock or any securities convertible into common stock to us pursuant to equity plans set forth in the IPO on a cashless or net exercise basis or to cover tax withholding obligations of the holder in connection with such vesting or exercise, provided no filing under the Exchange Act shall be required or made;

the establishment of a trading plan pursuant to Rule 10b5-1 under the Exchange Act for the transfer of shares of common stock, provided that such plan does not provide for the transfer of common stock during the IPO restricted period and no public announcement or filing under the Exchange Act shall be required or made;

the transfer of shares of common stock or any security convertible into or exercisable or exchangeable for common stock to us pursuant to agreements under which we have the option to repurchase such

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shares upon termination of service of the holder; provided no filing under the Exchange Act shall be required or made; and

the transfer of shares of common stock or any security convertible into or exercisable or exchangeable for common stock that occurs by operation of law, such as pursuant to a qualified domestic order or in connection with a divorce settlement.

The IPO restricted period described in the preceding paragraph will be extended if:

during the last 17 days of the IPO restricted period we issue an earnings release or material news event relating to us occurs, or

prior to the expiration of the IPO restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the IPO restricted period,

in which case the restrictions described in the preceding paragraph will continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event.

For the purposes of this offering, the representatives intend to waive, solely with respect to the shares being sold in this offering, the restrictions under these lock-up agreements applicable to us and the selling stockholders. In addition, for purposes of this offering, the representatives intend to waive the restrictions under these lock-up agreements prohibiting the filing of any registration statement with the Securities and Exchange Commission relating to the offering of any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock.

In connection with this offering, the selling stockholders and certain other holders of our common stock have agreed to extend the IPO restricted period for an additional period ending 90 days after the date of this prospectus (the secondary restricted period). The secondary restricted period will be extended in substantially the same circumstances and for the same periods as set forth above with respect to the IPO restricted period.

In order to facilitate this offering of our common stock, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the common stock. Specifically, the underwriters may sell more shares than they are obligated to purchase under the underwriting agreement, creating a short position. A short sale is covered if the short position is no greater than the number of shares available for purchase by the underwriters under the option to purchase additional shares. The underwriters can close out a covered short sale by exercising the option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, the underwriters will consider, among other things, the open market price of shares compared to the price available under the option to purchase additional shares. The underwriters may also sell shares in excess of the option to purchase additional shares, creating a naked short position. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in this offering. In addition, to stabilize the price of the common stock, the underwriters may bid for, and purchase, shares of common stock in the open market. The underwriting syndicate also may reclaim selling concessions allowed to an underwriter or a dealer for distributing the common stock in this offering, if the syndicate repurchases previously distributed common stock to cover syndicate short positions or to stabilize the price of the common stock. These activities may raise or maintain the market price of the common stock above independent market levels or prevent or retard a decline in the market price of the common stock. The underwriters are not required to engage in these activities and may end any of these activities at any time. The underwriters may also impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

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We, the selling stockholders and the underwriters have agreed to indemnify each other against certain liabilities, including liabilities under the Securities Act.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for us, for which they received or will receive customary fees and expenses.

A prospectus in electronic format may be made available on websites maintained by one or more underwriters, or selling group members, if any, participating in this offering. The representatives may agree to allocate a number of shares of common stock to underwriters for sale to their online brokerage account holders. Internet distributions will be allocated by the representatives to underwriters that may make Internet distributions on the same basis as other allocations.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of our Company. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

In the ordinary course of business, we have sold, and may in the future sell, products or services to one or more of the underwriters in arms-length transactions on market competitive terms.

Selling Restrictions

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) an offer to the public of any shares of our common stock may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any shares of our common stock may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the representatives for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of shares of our common stock shall result in a requirement for the publication by us or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer to the public in relation to any shares of our common stock in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any shares of our common stock to be offered so as to enable an investor to decide to purchase any shares of our common stock, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending

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Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State, and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

United Kingdom

Each underwriter has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the shares of our common stock in circumstances in which Section 21(1) of the FSMA does not apply to us; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares of our common stock in, from or otherwise involving the United Kingdom.

Notice to Prospective Investors in Switzerland

The prospectus does not constitute an issue prospectus pursuant to Article 652a or Article 1156 of the Swiss Code of Obligations, or CO, and the shares will not be listed on the SIX Swiss Exchange. Therefore, the prospectus may not comply with the disclosure standards of the CO and/or the listing rules (including any prospectus schemes) of the SIX Swiss Exchange. Accordingly, the shares may not be offered to the public in or from Switzerland, but only to a selected and limited circle of investors, which do not subscribe to the shares with a view to distribution.

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LEGAL MATTERS

Fenwick & West LLP, Mountain View, California, will pass upon the validity of the issuance of the shares of our common stock offered by this prospectus. Wilson Sonsini Goodrich & Rosati, P.C., Palo Alto, California, is representing the underwriters in this offering.

EXPERTS

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements at July 31, 2011 and 2012, and for each of the three fiscal years in the period ended July 31, 2012, as set forth in their report. We have included our consolidated financial statements in this prospectus and elsewhere in the registration statement in reliance on Ernst & Young LLP s report, given on their authority as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-1 under the Securities Act with respect to our common stock. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement, some items of which are contained in exhibits to the registration statement as permitted by the rules and regulations of the SEC. For further information with respect to us and our common stock, we refer you to the registration statement, including the exhibits and the consolidated financial statements and notes filed as a part of the registration statement. Statements contained in this prospectus concerning the contents of any contract or any other document are not necessarily complete. If a contract or document has been filed as an exhibit to the registration statement, please see the copy of the contract or document that has been filed for the complete contents of that contract or document. Each statement in this prospectus relating to a contract or document filed as an exhibit is qualified by the filed exhibit. A copy of the registration statement, including the exhibits and the consolidated financial statements and related notes filed as a part of the registration statement, may be inspected without charge at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549, and copies of all or any part of the registration statement may be obtained from the SEC upon the payment of fees prescribed by it. You may call the SEC at 1-800-SEC-0330 for more information on the operation of the public reference facilities. The SEC maintains a website at http://www.sec.gov that contains reports, proxy and information statements and other information regarding companies that file electronically with it.

We are subject to the information and reporting requirements of the Exchange Act, and, in accordance with this law, file periodic reports, proxy statements and other information with the SEC. These periodic reports, proxy statements and other information are available for inspection and copying at the SEC s public reference facilities and the website of the SEC referred to above.

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INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Infoblox Inc.

We have audited the accompanying consolidated balance sheets of Infoblox Inc. as of July 31, 2011 and 2012, and the related consolidated statements of operations, convertible preferred stock and stockholders equity (deficit), and cash flows for each of the three years in the period ended July 31, 2012. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company s internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Infoblox Inc. at July 31, 2011 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended July 31, 2012, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

San Jose, California

September 13, 2012

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INFOBLOX INC.

Consolidated Balance Sheets

(In thousands, except share and per share data)

	As of July 31, 2011	As of July 31, 2012
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 42,207	$ 156,613
Accounts receivable, net of allowances of $539 and $544 at July 31, 2011 and 2012	20,683	26,819
Inventory	1,506	2,560
Deferred tax assets	1,606	1,577
Prepaid expenses and other current assets	3,832	4,159
Total current assets	69,834	191,728
Property and equipment, net	5,087	6,498
Intangible assets, net	10,679	7,817
Goodwill	32,726	32,726
Restricted cash	732	3,803
Other assets	959	411
TOTAL ASSETS	$ 120,017	$ 242,983
LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	$ 9,499	$ 11,607
Accrued compensation	6,985	10,295
Deferred revenue, net	44,094	56,184
Total current liabilities	60,578	78,086
Deferred revenue, net	17,905	20,483
Deferred tax liability	1,537	1,494
Convertible preferred stock liability	398	
Other liabilities	1,125	845
TOTAL LIABILITIES	81,543	100,908
Commitments and contingencies (Note 8)		
Convertible preferred stock, $0.0001 par value per share 85,128,977 shares authorized as of July 31, 2011, no shares authorized as of July 31, 2012; 80,512,394 shares and no shares issued and outstanding as of July 31, 2011 and 2012	107,506	
STOCKHOLDERS EQUITY (DEFICIT):		
Convertible preferred stock, $0.0001 par value per share no shares authorized as of July 31, 2011, 5,000,000 shares authorized as of July 31, 2012; no shares issued or outstanding as of July 31, 2011 and 2012		
Common stock, $0.0001 par value per share 150,000,000 shares authorized; 11,038,704 and 45,737,770 shares issued and outstanding as of July 31, 2011 and 2012	1	5
Additional paid-in capital	30,893	250,206
Accumulated deficit	(99,926)	(108,136)

TOTAL STOCKHOLDERS EQUITY (DEFICIT):	(69,032)	142,075
TOTAL LIABILITIES, CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS EQUITY (DEFICIT):	$ 120,017	$ 242,983

The accompanying notes are an integral part of these consolidated financial statements.

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INFOBLOX INC

Consolidated Statements of Operations

(In thousands, except per share data)

	Year Ended July 31,		
	2010	**2011**	**2012**
Net revenue:			
Products and licenses	$ 65,849	$ 80,274	$ 95,012
Services	36,319	52,561	74,234
Total net revenue	102,168	132,835	169,246
Cost of revenue:			
Products and licenses	13,770	16,652	21,778
Services	8,183	12,187	15,342
Total cost of revenue	21,953	28,839	37,120
Gross profit	80,215	103,996	132,126
Operating expenses:			
Research and development	18,066	29,605	36,624
Sales and marketing	45,413	67,390	86,474
General and administrative	8,380	10,831	15,548
Total operating expenses	71,859	107,826	138,646
Income (loss) from operations	8,356	(3,830)	(6,520)
Other expense, net	(357)	(690)	(946)
Income (loss) before provision for income taxes	7,999	(4,520)	(7,466)
Provision for income taxes	1,011	802	744
Net income (loss)	$ 6,988	$ (5,322)	$ (8,210)
Net income (loss) attributable to common stockholders:			
Basic	$ 101	$ (5,322)	$ (8,210)
Diluted	$ 124	$ (5,322)	$ (8,210)
Net income (loss) per share attributable to common stockholders:			
Basic	$ 0.01	$ (0.54)	$ (0.40)
Diluted	$ 0.01	$ (0.54)	$ (0.40)
Weighted-average shares used in computing net income (loss) per share attributable to common stockholders:			
Basic	7,768	9,933	20,563

Diluted	10,281	9,933	20,563

The accompanying notes are an integral part of these consolidated financial statements.

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INFOBLOX INC.

Consolidated Statements of Convertible Preferred Stock and Stockholders Equity (Deficit)

(In thousands, except share data)

	Convertible Preferred Stock		Common Stock				
	Shares	Amount	Shares	Amount	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders Equity (Deficit)
Balance at July 31, 2009	67,778,389	$ 77,916	7,170,403	$ 1	$ 7,236	$ (101,592)	$ (94,355)
Issuance of common stock under the employee stock plans			709,657		713		713
Vesting of early exercised common stock options					60		60
Issuance of common and convertible preferred stock in connection with acquisition	12,734,005	29,590	1,602,544		10,145		10,145
Issuance of common stock warrants in connection with acquisition					2,130		2,130
Issuance of common stock options in connection with acquisition					1,632		1,632
Stock-based compensation					2,688		2,688
Net income and comprehensive income						6,988	6,988
Balance at July 31, 2010	80,512,394	107,506	9,482,604	1	24,604	(94,604)	(69,999)
Issuance of common stock under the employee stock plans			1,556,100		1,020		1,020
Vesting of early exercised common stock options					52		52
Stock-based compensation					5,133		5,133
Excess tax benefit from employee stock plans					84		84
Net loss and comprehensive loss						(5,322)	(5,322)
Balance at July 31, 2011	80,512,394	107,506	11,038,704	1	30,893	(99,926)	(69,032)
Issuance of common stock upon initial public offering including issuances from exercises of warrants, net of offering costs			7,229,036		98,190		98,190
Conversion of preferred stock to common stock upon initial public offering	(80,512,394)	(107,506)	26,841,363	4	107,502		107,506
Conversion of preferred stock warrants to common stock warrants upon initial public offering					789		789
Issuance of common stock under the employee stock plans			628,667		1,912		1,912
Vesting of early exercised common stock options					221		221
Stock-based compensation					10,652		10,652
Excess tax benefit from employee stock plans					47		47
Net loss and comprehensive loss						(8,210)	(8,210)
Balance at July 31, 2012		$	45,737,770	$ 5	$ 250,206	$ (108,136)	$ 142,075

The accompanying notes are an integral part of these consolidated financial statements.

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INFOBLOX INC.

Consolidated Statements of Cash Flows

(In thousands)

	Year Ended July 31, 2010	2011	2012
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ 6,988	$ (5,322)	$ (8,210)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Stock-based compensation	2,688	5,133	10,652
Depreciation and amortization	1,921	5,094	5,700
Change in fair value of convertible preferred stock warrant liability		133	391
Excess tax benefits from employee stock plans		(84)	(47)
Changes in operating assets and liabilities:			
Accounts receivable, net	(2,040)	(7,513)	(6,136)
Inventory	(526)	77	(1,054)
Prepaid expenses, other current assets and other assets	(782)	(2,257)	550
Accounts payable and accrued liabilities	668	4,370	1,840
Accrued compensation	1,062	2,096	3,310
Deferred revenue, net	5,294	18,924	14,668
Other liabilities	10	851	(280)
Net cash provided by operating activities	15,283	21,502	21,384
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of property and equipment	(1,547)	(4,786)	(3,962)
Increase in restricted cash	(574)	(31)	(3,400)
Purchase of intangible assets		(1,000)	
Business acquisitions, net of cash acquired	1,267	(1,972)	
Net cash used in investing activities	(854)	(7,789)	(7,362)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from initial public offering, net of offering costs			98,425
Proceeds from issuance of common stock under the employee stock plans	713	1,020	1,912
Excess tax benefits from employee stock plans		84	47
Net cash provided by financing activities	713	1,104	100,384
NET INCREASE IN CASH AND CASH EQUIVALENTS	15,142	14,817	114,406
CASH AND CASH EQUIVALENTS Beginning of year	12,248	27,390	42,207
CASH AND CASH EQUIVALENTS End of year	$ 27,390	$ 42,207	$ 156,613
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Conversion of convertible preferred stock to common stock	$	$	$ 107,506
Purchases of property and equipment not yet paid	$	$	$ 287

Initial public offering costs not yet paid	$	$	$ 235
Change in liability due to vesting of early exercised stock options, net	$ 60	$ 52	$ 221
Cash paid for income taxes, net	$ 1,290	$ 1,018	$ 120
Cash purchase consideration for SolSoft acquisition held in escrow as restricted cash	$	$ 230	$

The accompanying notes are an integral part of these consolidated financial statements.

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INFOBLOX INC.

Notes to Consolidated Financial Statements

Note 1. Description of the Business and Summary of Significant Accounting Policies

Business

Infoblox Inc. (together with its subsidiaries, we or our) was originally incorporated in the State of Illinois in February 1999 and was reincorporated in the State of Delaware in May 2003. We are headquartered in Santa Clara, California and have subsidiaries and representative offices located throughout the world. We provide a broad family of enterprise and service provider-class solutions to automate management of the critical network infrastructure services needed for secure, scalable and fault-tolerant connections between applications, devices and users.

On April 25, 2012, we completed our initial public offering of our common stock (IPO). Our common stock commenced trading on the New York Stock Exchange under the symbol BLOX on April 20, 2012. On the IPO, we sold 6,869,343 shares of common stock (inclusive of 1,125,000 shares of common stock from the full exercise of the overallotment option of shares granted to the underwriters) and 1,755,657 shares of common stock were sold by the selling stockholders. The public offering price of the shares sold in the offering was $16.00 per share. The aggregate offering price for shares sold by us in the offering was approximately $109.9 million. We did not receive any proceeds from the sales of shares by the selling stockholders. The net proceeds from the offering were $98.2 million after deducting underwriting discounts of approximately $7.7 million and commissions and offering expenses of approximately $4.0 million.

On May 1, 2010, we acquired Netcordia, Inc. (Netcordia). As a result of the acquisition, Netcordia became our wholly-owned subsidiary. Netcordia s results are included prospectively in the accompanying consolidated financial statements after May 1, 2010.

Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) and include all adjustments necessary for the fair presentation of our consolidated financial position, results of operations and cash flows for the periods presented. The accompanying consolidated financial statements include the accounts of Infoblox Inc. and our wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of the accompanying consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Those management estimates and assumptions affect revenue recognition, determination of fair value of stock-based awards, valuation of goodwill and intangible assets acquired, impairment of goodwill and other intangible assets, amortization of intangible assets, contingencies and litigation, accounting for income taxes, including the valuation reserve on deferred tax assets and uncertain tax positions, allowances for doubtful accounts, warranty reserve and sales returns and valuation of inventory. We evaluate our estimates and assumptions on an ongoing basis using historical experience and other factors and adjust those estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ from these estimates and assumptions, and those differences could be material to the consolidated financial statements.

INFOBLOX INC.

Notes to Consolidated Financial Statements (continued)

Concentration of Supply Risk with Contract Manufacturer

We outsource substantially all of our manufacturing, repair and supply chain management operations to one independent contract manufacturer. The inability of the manufacturer to fulfill our supply requirements could have a material and adverse effect on our business and consolidated financial statements.

In addition, our independent contract manufacturer procures components and manufactures our products based on our demand forecasts. These forecasts are based on our estimates of future demand for our products, which are in turn based on historical trends and an analysis from our sales and marketing organizations, adjusted for overall market conditions. We may be subject to the requirement to purchase inventory or to pay additional fees to the contract manufacturer if there is a significant difference in scheduled shipments or if the contract manufacturer holds inventory longer than a specified period. No such charge was recorded in 2010 or 2011. In 2012, we recorded a charge of $0.4 million for non-cancelable purchase commitments to our contract manufacturer for inventory which we deemed as excess and obsolete. This amount was recognized in products and licenses cost of revenue in the consolidated statements of operations for the year ended July 31, 2012.

Concentrations of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash, cash equivalents, restricted cash and accounts receivable. Our cash, cash equivalents and restricted cash are invested in high-credit quality financial instruments held mainly in two US banks. Such deposits may be in excess of insured limits provided on such deposits.

We mitigate credit risk in respect to accounts receivable by performing ongoing credit evaluations of our customers and maintaining a reserve for potential credit losses. In addition, we generally require our customers to prepay for maintenance and support services to mitigate the risk of uncollectible accounts receivable.

Reverse Stock Split

On April 3, 2012, our board of directors approved a 1-for-3 reverse split of our common stock, which became effective on April 10, 2012. Upon the effectiveness of the reverse stock split, (i) every three shares of outstanding common stock were decreased to one share of common stock, (ii) the number of shares of common stock into which each outstanding option to purchase common stock is exercisable have been proportionally decreased on a 1-for-3 basis, (iii) the exercise price of each outstanding option to purchase common stock have been proportionately increased, and (iv) the conversion ratio for each share of preferred stock outstanding have been proportionately reduced. All of the share numbers, share prices, and exercise prices have been adjusted within these financial statements, on a retroactive basis, to reflect this 1-for-3 reverse stock split.

Fair Value Measurement

We measure and report our financial assets and liabilities, which consist or have consisted of cash, cash equivalents, restricted cash and convertible preferred stock warrant liability, at fair value. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The authoritative guidance on fair value measurements establishes a three-tier fair value hierarchy for disclosure of fair value measurements as follows:

Level I Unadjusted quoted prices in active markets for identical assets and liabilities;

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INFOBLOX INC.

Notes to Consolidated Financial Statements (continued)

Level II Inputs other than quoted prices included within Level I that are observable, unadjusted quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data of substantially the full term of the related assets or liabilities; and

Level III Unobservable inputs that are supported by little or no market data for the related assets or liabilities.

The categorization of a financial instrument within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Our financial instruments consist of Level I assets and Level III liabilities. Level I assets include time deposits and highly liquid money market funds that are included in cash, cash equivalents and restricted cash. Level III liabilities that are measured at fair value on a recurring basis consisted solely of our convertible preferred stock warrant liability. The fair values of the outstanding convertible preferred stock warrants were measured using the Black-Scholes-Merton (BSM) option pricing model. Inputs used to determine estimated fair value include the estimated fair value of the underlying stock at the valuation measurement date, the remaining contractual term of the warrants, risk-free interest rates, expected dividends and the expected volatility of the underlying stock.

Cash and Cash Equivalents

We consider all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. Cash and cash equivalents consist of cash on hand, highly liquid investments in money market funds and various deposit accounts.

Restricted Cash

Under our facility lease arrangements and corporate credit card facility, we are required to maintain letters of credit from a U.S. bank as security for performance under these agreements. The letters of credit are generally secured money market funds or interest-bearing accounts in amounts equal to the letters of credit, which are classified as restricted cash on the consolidated balance sheets. As of July 31, 2011, restricted cash amounted to $0.5 million, all of which was reflected as a non-current asset in the consolidated balance sheet. As of July 31, 2012, restricted cash amounted to $3.9 million, of which $3.8 million is shown under non-current asset in the consolidated balance sheet and $0.1 million is shown as part prepaid expenses and other current assets.

We also have $0.2 million of restricted cash representing a portion of the purchase consideration we paid to acquire SolSoft S.A., which will be held in an escrow account until August 15, 2012. As of July 31, 2011, the restricted cash of $0.2 million was classified as a non-current asset on the consolidated balance sheet. As of July 31, 2012, the restricted cash was included in prepaid expenses and other current assets in the consolidated balance sheet.

Inventory

Inventories are stated at the lower of standard cost, which approximates actual cost (first-in, first-out), or market value (estimated net realizable value). The valuation of inventories at the lower of cost or market value requires the use of estimates regarding the amount of inventory that will be sold and the prices at which current inventory will be sold. These estimates are dependent on our assessment of current and expected orders from our customers. If actual market conditions are less favorable than those projected by management, inventory write-downs may be required. Our finished goods mainly consist of refurbished inventory that are used for the