

BROADSOFT, INC.
Form DFAN14A
October 23, 2017

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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

BroadSoft, Inc.

(Name of Registrant as Specified in its Charter)

Cisco Systems, Inc.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Filed by Cisco Systems, Inc.

Pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: BroadSoft, Inc.

Commission File No.: 001-34777

The following is an email message sent on behalf of Chuck Robbins, Chief Executive Officer of Cisco Systems, Inc., to employees of BroadSoft, Inc.

October 23, 2017

Dear BroadSoft Employee:

Today we were thrilled to announce a definitive agreement to make BroadSoft, Inc. a part of Cisco. BroadSoft's proficiency as a leader in cloud-based unified communications, collaboration, and contact center solutions will expand Cisco's capabilities in customer contact solutions and conferencing. Together we will be able to deliver our vision for the future of work and help customers accelerate the transition to the cloud.

I understand that this is big news for you. We have been working closely with your team to align our cultures and expertise with a goal of enabling a smooth transition. Over the next few days and weeks, our integration team will meet with you and your team to share next steps in this process. We hope that you will be candid in your feedback so that we can address any concerns, and make this transition as seamless as possible. I also encourage you to have a conversation with your manager and your teams with any questions you may have. We expect that when this acquisition closes, your team will join Cisco's Unified Communications Technology Group led by Tom Puorro, Vice President and General Manager, within the Applications Group.

Cisco is a company that builds amazing teams, passionately drives our customers' and partners' success, and cares deeply about changing the world. Our culture of trust, respect, and innovation is a great competitive advantage, and we are focused on building the most innovative employee experience so that our people are at their best. I believe that with the expertise you bring, we will be able to dramatically accelerate the future of work, communications, and collaboration, to help our customers achieve success.

I look forward to our future together. Welcome to Cisco!

Chuck Robbins

CEO

Cisco

Forward-Looking Statements

This letter contains forward-looking statements that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those referred to in the forward-looking statements. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. For example, statements regarding integration plans and the expected benefits to Cisco, BroadSoft, and their respective customers from completing the acquisition are forward-looking statements. Risks, uncertainties and assumptions include those described in the joint press release announcing

our proposed acquisition of BroadSoft and in Cisco's SEC reports (including but not limited to its most recent report on Form 10-K filed with the SEC on September 7, 2017). These documents are available free of charge at the SEC's website at www.sec.gov or by going to Cisco's Investor Relations website at <http://investor.cisco.com>. If any of these risks or uncertainties materializes or any of these assumptions proves incorrect, Cisco's results could differ materially from its expectations in these statements. Cisco undertakes no obligation to revise or update any forward-looking statement for any reason.

Additional Information and Where to Find It

In connection with the proposed acquisition and required stockholder approval, BroadSoft will file with the Securities and Exchange Commission a preliminary proxy statement and a definitive proxy statement. The proxy statement will be mailed to the stockholders of BroadSoft. **BroadSoft's stockholders are urged to read the proxy statement (including all amendments and supplements) and other relevant materials when they become available because they will contain important information.** Investors may obtain free copies of these documents (when they are available) and other documents filed with the SEC at its website at <http://www.sec.gov>. In addition, investors may obtain free copies of the documents filed with the SEC by BroadSoft by going to BroadSoft's Investor Relations page on its corporate website at <http://investors.broadsoft.com> or by contacting BroadSoft Investor Relations at (561) 404-2130.

BroadSoft and its officers and directors and other members of management and employees may be deemed to be participants in the solicitation of proxies from BroadSoft's stockholders with respect to the acquisition. Information about BroadSoft's executive officers and directors is set forth in the proxy statement for the BroadSoft 2017 Annual Meeting of Stockholders, which was filed with the SEC on March 17, 2017, and BroadSoft's other filings with the SEC. Investors may obtain more detailed information regarding the direct and indirect interests of BroadSoft and its respective executive officers and directors in the acquisition by reading the preliminary and definitive proxy statements regarding the transaction, which will be filed with the SEC.

In addition, Cisco and its officers and directors may be deemed to have participated in the solicitation of proxies from BroadSoft's stockholders in favor of the approval of the transaction. Information concerning Cisco's directors and executive officers is set forth in Cisco's proxy statement for its 2016 Annual Meeting of Shareholders, which was filed with the SEC on October 24, 2016, annual report on Form 10-K filed with the SEC on September 7, 2017, Form 8-K filed with the SEC on September 18, 2017, and Form 8-K filed with the SEC on March 13, 2017. These documents are available free of charge at the SEC's website at www.sec.gov or by going to Cisco's Investor Relations website at <http://investor.cisco.com>.