

CAVIUM NETWORKS, INC.  
Form SC 13G/A  
February 11, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c), AND  
(d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2**

**(Amendment No. 1)**

Cavium Networks, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

14965A101

(CUSIP Number)

12/31/08

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. 14965A101

NAMES OF REPORTING PERSONS

1. AVM Capital Partners LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

SOLE VOTING POWER

5. NUMBER OF 3,963,032 (1)

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 3,963,032 (1)

SHARED DISPOSITIVE POWER

8. WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 3,963,032 (1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

9.7%(2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

CO

(1) AVM Capital Partners LLC ( AVM ) serves as general partner of AVM Capital, L.P. ( AVM LP ). AVM has sole voting and dispositive power over the respective shares owned by AVM LP. Randall Meals, Steve Schlossareck and Maury Domengeaux are managing members of AVM and as such, have shared voting and dispositive power over the shares held by AVM LP. Randall Meals, Steve Schlossareck and Maury Domengeaux disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

(2) Based on 40,831,252 shares of Cavium Networks, Inc. outstanding as of the filing of the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, as filed with the Securities and Exchange Commission on November 12, 2008.

CUSIP No. 14965A101

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)  
AVM Capital, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)   
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

SOLE VOTING POWER

5. NUMBER OF 3,963,032 (1)

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 3,963,032 (1)

SHARED DISPOSITIVE POWER

8. WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

3,963,032 (1)

**10.** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11.** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.7%(2)

**12.** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) AVM Capital Partners LLC ( AVM ) serves as general partner of AVM Capital, L.P. ( AVM LP ). AVM has sole voting and dispositive power over the respective shares owned by AVM LP. Randall Meals, Steve Schlossareck and Maury Domengeaux are managing members of AVM and as such, have shared voting and dispositive power over the shares held by AVM LP. Randall Meals, Steve Schlossareck and Maury Domengeaux disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

(2) Based on 40,831,252 shares of Cavium Networks, Inc. outstanding as of the filing of the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, as filed with the Securities and Exchange Commission on November 12, 2008.

**Item 1.**

- (a) Name of Issuer  
Cavium Networks, Inc.
- (b) Address of Issuer's Principal Executive Offices  
805 East Middlefield Road  
Mountain View, CA 94043

**Item 2.**

- (a) Name of Person Filing  
AVM Capital Partners LLC  
AVM Capital, L.P.
- (b) Address of Principal Business Office or, if none, Residence  
12930 Saratoga Avenue, Suite D-8  
Saratoga, CA 95070
- (c) Citizenship  
Delaware
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
14965A101

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.



(a) Amount Beneficially Owned: 3,963,032 (1)

(1) AVM Capital Partners LLC ( AVM ) serves as general partner of AVM Capital, L.P. ( AVM LP ). AVM has sole voting and dispositive power over the respective shares owned by AVM LP. Randall Meals, Steve Schlossareck and Maury Domengeaux are managing members of AVM and as such, have shared voting and dispositive power over the shares held by AVM LP. Randall Meals, Steve Schlossareck and Maury Domengeaux disclaim beneficial ownership of the shares, except to the extent of their pecuniary interest therein.

(b) Percent of Class: 9.7% (2)

(2) Based on 40,831,252 shares of Cavium Networks, Inc. outstanding as of the filing of the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, as filed with the Securities and Exchange Commission on November 12, 2008.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 3,963,032

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 3,963,032

(iv) Shared power to dispose or to direct the disposition of: 0

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**

Not applicable



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 10, 2009

AVM Capital Partners LLC

By: /s/ Steve Schlossareck  
Steve Schlossareck,  
Managing Member

**EXHIBITS**

A: Joint Filing Agreement

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Cavium Networks, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 10 day of February, 2009.

AVM Capital, L.P.

By: AVM Capital Partners LLC,  
its General Partner

By: /s/ Steve Schlossareck  
Steve Schlossareck,  
Managing Member

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