

CAVIUM NETWORKS, INC.

Form 8-K/A

March 05, 2009

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K/A
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): March 5, 2009 (December 23, 2008)
CAVIUM NETWORKS, INC.
(Exact name of registrant as specified in its charter)**

DELAWARE
(State or other jurisdiction of
incorporation or organization)

001-33435
(Commission
File Number)

77-0558625
(I.R.S. Employer
Identification Number)

**805 East Middlefield Road, Mountain View,
California**
(Address of Principal Executive Offices)

94043
(Zip Code)

(650) 623-7000
Registrant's Telephone Number, Including Area Code
N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

TABLE OF CONTENTS

	Page
<u>Item 2.01 Completion of Acquisition or Disposition of Assets</u>	3
<u>Item 9.01 Financial Statements and Exhibits</u>	3
<u>SIGNATURES</u>	4
<u>EXHIBIT INDEX</u>	5
<u>EX-23.1</u>	
<u>EX-99.1</u>	
<u>EX-99.2</u>	
<u>EX-99.3</u>	

Table of Contents

Item 2.01 Completion of Acquisition or Disposition of Assets.

On December 24, 2008, Cavium Networks, Inc. (Cavium or the Company) filed a Current Report on Form 8-K (the Initial Form 8-K) reporting its acquisition of W&W Communications, Inc. (W&W). This amendment to the Initial Form 8-K amends and supplements the Initial Form 8-K to provide the historical financial information required pursuant to Item 9.01(a) of Form 8-K, and the pro forma financial information required pursuant to Item 9.01(b) of Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The Audited Financial Statements of W&W as of December 31, 2007 and 2006, and for the two years in the period ended December 31, 2007 and accompanying notes are included as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by reference.

The Unaudited Condensed Financial Statements of W&W as of September 30, 2008 and for the nine-month periods ended September 30, 2008 and 2007 and accompanying notes are included as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference.

(b) Pro Forma Financial Information

The following Unaudited Pro Forma Condensed Combined Financial Statements are included as Exhibit 99.3 to this Current Report on Form 8-K and incorporated herein by reference:

- i. Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2008
- ii. Unaudited Pro Forma Condensed Combined Statements of Operations for the year ended December 31, 2007 and the nine-month period ended September 30, 2008
- iii. Notes to the Unaudited Pro Forma Condensed Combined Financial Statements

(d) Exhibits

Exhibit No.	Description
2.1	Agreement and Plan of Merger and Reorganization by and between Cavium Networks, Inc., WWC Acquisition Corporation, WWC I, LLC, and W&W Communications, Inc., dated November 19, 2008. (1)
23.1	Consent of Independent Auditors
99.1	Audited Financial Statements of W&W as of December 31, 2007 and 2006 and for the years ended December 31, 2007 and 2006 and notes thereto
99.2	Unaudited Condensed Financial Statements of W&W as of September 30, 2008 and for the nine-month periods ended September 30, 2008 and 2007 and notes thereto
99.3	Unaudited Pro Forma Combined Condensed Financial Statements as of September 30, 2008 and for the nine-month periods ended September 30, 2008 and notes thereto

(1) Filed as Exhibit 10.26 to the Registrant's report on Form 8-K (No. 001-33435), filed with the

SEC on
November 20,
2008, and
incorporated
herein by
reference.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

CAVIUM NETWORKS, INC.

Date: March 5, 2009

By: /s/ Arthur D. Chadwick
Arthur D. Chadwick
*Chief Financial Officer and Vice
President of Finance and
Administration*

4

Table of Contents

EXHIBIT INDEX

Exhibit No. Description

- 2.1 Agreement and Plan of Merger and Reorganization by and between Cavium Networks, Inc., WWC Acquisition Corporation, WWC I, LLC, and W&W Communications, Inc., dated November 19, 2008.
(1)
- 23.1 Consent of Independent Auditors
- 99.1 Audited Financial Statements of W&W as of December 31, 2007 and 2006 and for the years ended December 31, 2007 and 2006 and notes thereto
- 99.2 Unaudited Condensed Financial Statements of W&W as of September 30, 2008 and for the nine-month periods ended September 30, 2008 and 2007 and notes thereto
- 99.3 Unaudited Pro Forma Combined Condensed Financial Statements as of September 30, 2008 and for the nine-month periods ended September 30, 2008 and notes thereto

(1) Filed as Exhibit 10.26 to the Registrant's report on Form 8-K (No. 001-33435), filed with the SEC on November 20, 2008, and incorporated herein by reference.