

CAVIUM NETWORKS, INC.  
Form 8-K  
March 20, 2009

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

**FORM 8-K**

**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 17, 2009**

**Cavium Networks, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**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)

Registrant's telephone number, including area code: **(650) 623-7000**

**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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 17, 2009, John Jarve notified Cavium Networks, Inc. (the Company) that he will not stand for re-election to the Company's Board of Directors when his term expires at the Company's 2009 Annual Meeting of Stockholders. Currently, Mr. Jarve is a member and the Chairperson of the Company's Compensation Committee of the Board and a member of the Company's Nominating and Corporate Governance Committee of the Board. Mr. Jarve's decision not to stand for re-election is not the result of any disagreement with the Company or any matter relating to the Company's operations, policies, or practices. Rather, Mr. Jarve's decision is due to Menlo Ventures' policy of not staying on public boards long term after a company completes its initial public offering.

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**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 19, 2009

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