

ADTRAN INC  
Form 8-K  
February 23, 2015

**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): February 20, 2015**

**ADTRAN, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**0-24612**  
**(Commission**

**63-0918200**  
**(I.R.S. Employer**

**file number)** **Identification Number)**  
**901 Explorer Boulevard, Huntsville, Alabama 35806-2807**

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**(Address of principal executive offices, including zip code)**

**(256) 963-8000**

**(Registrant's telephone number, including area code)**

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.**

ADTRAN, Inc. announced today the retirement of its Chief Financial Officer, James Matthews. Mr. Matthews retirement as Senior Vice President Finance, Chief Financial Officer, Treasurer and Secretary of the Company will be effective March 16, 2015. Mr. Matthews retirement as a Director will take effect with the Company s Annual Meeting on May 13, 2015; he will not stand for reelection. Mr. Matthews has explained to the Board that he is retiring in order to spend time with his family and that there is no disagreement with the Company with respect to any matter. The Company also announced that the Board has elected Michael Foliano, Senior Vice President Global Operations, to the position of Interim Chief Financial Officer. Mr. Foliano will assume these responsibilities upon the effectiveness of Mr. Matthews resignation and will work with Mr. Matthews in transitioning these responsibilities until and after that date.

A copy of ADTRAN s press release announcing such retirement is attached as Exhibit 99.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 20, 2015

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on February 23, 2015.

**ADTRAN, Inc.**  
**(Registrant)**

By: /s/ James E. Matthews  
James E. Matthews  
Senior Vice President Finance,  
Chief Financial Officer, Treasurer,  
Secretary and Director  
(Principal Accounting Officer)

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 20, 2015