

CISCO SYSTEMS, INC.

FORM S-4MEF

(Registration pursuant to Securities Act Rule 462(b) of up to an additional 20% of securities for an offering that was registered on a Form S-4)

Filed 04/03/00

Address	170 WEST TASMAN DR SAN JOSE, CA 95134-1706
Telephone	4085264000
CIK	0000858877
Symbol	CSCO
SIC Code	3576 - Computer Communications Equipment
Industry	Communications Equipment
Sector	Technology
Fiscal Year	07/28

CISCO SYSTEMS INC

FORM S-4MEF

(Registration pursuant to Securities Act Rule 462(b) of up to an additional 20% of securities for an offering that was registered on a Form S-4)

Filed 4/3/2000

Address	170 WEST TASMAN DR SAN JOSE, California 95134-1706
Telephone	408-526-4000
CIK	0000858877
Industry	Communications Equipment
Sector	Technology
Fiscal Year	07/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549 FORM S-4
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933 CISCO SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization)

3679
(Primary Standard Industrial
Classification Code Number)

77-0059951
(I.R.S. Employer
Identification Number)

170 WEST TASMAN DRIVE
SAN JOSE, CALIFORNIA 95134
(408) 526-4000

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices) **LARRY R. CARTER**
SENIOR VICE PRESIDENT, FINANCE AND ADMINISTRATION,
CHIEF FINANCIAL OFFICER AND SECRETARY

CISCO SYSTEMS, INC.
170 WEST TASMAN DRIVE
SAN JOSE, CALIFORNIA 95134
(408) 526-4000

(Name, address, including zip code, and telephone number, including area code,
of agent for service) **COPIES TO:**

THERESE A. MROZEK, ESQ.
J. MATTHEW LYONS, P.C.
BROBECK, PHLEGER & HARRISON LLP
TWO EMBARCADERO PLACE
2200 GENG ROAD
PALO ALTO, CALIFORNIA 94303
TELEPHONE: (650) 424-0160
FACSIMILE: (650) 496-2865

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: At the Effective Time of the Merger of a wholly-owned subsidiary of the Registrant with and into Aironet Wireless Communications, Inc., which shall occur as soon as practicable after the Effective Date of this Registration Statement and the satisfaction or waiver of all conditions to closing of such Merger.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.001 par value(4).	400,000	\$76.87	\$30,748,000	\$8,117.47

(1) All share and per share amounts expressed in this table have been adjusted to give effect to the 2-for-1 split of the Common Stock of the Registrant, paid on March 22, 2000.

(2) Represents the number of additional shares of Registrant's common stock expected to be issued to holders of shares of common stock of Aironet Wireless Communications, Inc. as described in Registration Statement No. 333-96327, which was previously filed on Form S-4 on February 7, 2000. In connection with the filing of that Registration Statement, 18,924,178 shares of the common stock of Registrant were registered with the Securities and Exchange Commission and a fee of \$299,451.65 was paid.

(3) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices for the Common Stock as reported on the Nasdaq National Market on March 29, 2000.

(4) Includes corresponding right to purchase shares of Cisco Systems, Inc. Series A Junior Participating Preferred Stock, no par value, pursuant to a Rights Agreement dated as of June 10, 1998 between Cisco Systems, Inc. and BankBoston, N.A.

EXPLANATORY NOTE

This Registration Statement being filed by Cisco Systems, Inc. pursuant to General Instruction K to Form S-4 Registration Statement and Rule 462(b) issued under the Securities Act of 1933 to register an additional 400,000 shares of the common stock of Cisco for issuance pursuant to the acquisition of Aironet Wireless Communications, Inc.

Cisco previously registered a total of 18,924,178 shares of its common stock for issuance pursuant to the acquisition of Aironet by means of the currently effective Registration Statement on Form S-4 (Registration No. 333-96327). The total number of shares of Cisco common stock to be issued pursuant to the acquisition is now expected not to exceed 19,324,178 shares.

The contents of the prior Registration Statement are hereby incorporated by reference into this Registration Statement.

All share information provided in this Registration Statement gives effect to the 2-for-1 stock split of Cisco common stock paid as of March 22, 2000, and all references in the prior Registration Statement to Cisco share and per share information shall be deemed to give effect to this 2-for-1 stock split.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) The following exhibits are filed herewith or incorporated by reference herein:

EXHIBIT NUMBER -----		EXHIBIT TITLE -----
5.1	--	Opinion of Brobeck, Phleger & Harrison LLP regarding the legality of the securities being issued.
23.1	--	Consent of Brobeck, Phleger & Harrison LLP (included in Exhibit 5.1).
23.2	--	Consent of PricewaterhouseCoopers LLP with respect to Cisco Systems, Inc.'s financial statements.
23.3	--	Consent of PricewaterhouseCoopers LLP with respect to Aironet Wireless Communications, Inc.'s financial statements.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on this 3rd day of April, 2000.

CISCO SYSTEMS, INC.

By: /s/ LARRY R. CARTER

Larry R. Carter, Senior Vice President,
Finance and Administration,
Chief Financial Officer and
Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

NAME	TITLE	DATE
-----	-----	-----
* ----- John T. Chambers	President, Chief Executive Officer and Director (Principal Executive Officer)	April 3, 2000
/s/ LARRY R. CARTER ----- Larry R. Carter	Senior Vice President, Finance and Administration, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	April 3, 2000
* ----- John P. Morgridge	Director	April 3, 2000
* ----- Donald T. Valentine	Director	April 3, 2000
* ----- James F. Gibbons	Director	April 3, 2000
* ----- Steven M. West	Director	April 3, 2000
* ----- Edward R. Kozel	Director	April 3, 2000
* ----- Carol A. Bartz	Director	April 3, 2000
* ----- James C. Morgan	Director	April 3, 2000
* ----- Mary Cirillo	Director	April 3, 2000
* ----- Arun Sarin	Director	April 3, 2000
*By: /s/ LARRY R. CARTER ----- Larry R. Carter Attorney-in-Fact		

INDEX TO EXHIBITS

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EXHIBIT 5.1

BROBECK, PHLEGER & HARRISON LLP

April 3, 2000

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Re: Cisco Systems, Inc. Registration Statement on Form S-4 for Issuance of Shares of Common Stock

Ladies and Gentlemen:

We have acted as counsel to Cisco Systems, Inc., a California corporation (the "Company"), in connection with the proposed public offering of the Company's Common Stock (the "Shares"), as described in the Company's Registration Statement on Form S-4 ("Registration Statement") filed on the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act").

This opinion is being furnished in accordance with the requirements of Item 21 of Form S-4 and Item 601(b)(5)(i) of Regulation S-K.

We have reviewed the Company's charter documents, the corporate proceedings taken by the Company in connection with the issuance and sale of the Shares, and a certificate of a Company officer regarding (among other things) the Company's receipt of consideration upon the issuance and sale of the Shares. Based on such review and assuming the Registration Statement becomes and remains effective, and all applicable state and federal laws are complied with, we are of the opinion that the Shares when issued will be validly issued, fully paid and nonassessable shares of the Common Stock of the Company.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus which is part of the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

Very truly yours,

/s/ BROBECK, PHLEGER & HARRISON LLP

BROBECK, PHLEGER & HARRISON LLP

EXHIBIT 23.2

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-4 of Cisco Systems, Inc. of our report dated August 10, 1999 relating to the consolidated financial statements, which appears in Cisco Systems, Inc.'s 1999 Annual Report to Shareholders, which is incorporated by reference in its Annual Report on Form 10-K/A for the year ended July 31, 1999. We also consent to the incorporation by reference of our report dated August 10, 1999 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K/A. We also consent to the incorporation by reference of our report dated August 10, 1999, except as to the pooling of interest transactions as described in Note 3b which is as of November 24, 1999, relating to the supplementary consolidated financial statements of Cisco Systems, Inc. which appears in the Current Report on Form 8-K/A dated February 3, 2000. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PRICEWATERHOUSECOOPERS LLP

PRICEWATERHOUSECOOPERS LLP

San Jose, California

April 3, 2000

EXHIBIT 23.3

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the use in this Registration Statement on Form S-4 of Cisco Systems, Inc. of our report dated May 25, 1999 relating to the consolidated financial statements of Aironet Wireless Communications, Inc. and Subsidiaries, which appear in such Registration Statement. We also consent to the references to us under the headings "Experts" and "Selected Financial Data" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

*-----
PricewaterhouseCoopers LLP*

Cleveland, Ohio

April 3, 2000

End of Filing

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