

CISCO SYSTEMS INC
Form 424B3
March 21, 2001

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Filed Pursuant to Rule 424(b) (3)
File Number 333-56004

Prospectus

711,046 Shares

CISCO SYSTEMS, INC.

Common Stock

The 711,046 shares of our common stock offered by this prospectus were originally issued by us to the former shareholders of Netiverse, Inc. in connection with our acquisition of Netiverse, Inc. All of the shares may be resold from time to time by the holders of shares.

The prices at which the shareholders may sell the shares will be determined by the prevailing market price for shares of our common stock or in negotiated transactions. We will not receive any of the proceeds from the sale of the shares.

Our common stock is quoted on The Nasdaq National Market under the symbol "CSCO." On March 20, 2001, the last sale price of our common stock as reported on The Nasdaq National Market was \$19.0625.

INVESTING IN OUR COMMON STOCK INVOLVES RISKS. SEE THE SECTIONS ENTITLED "RISK FACTORS" IN THE DOCUMENTS WE FILE WITH THE SECURITIES AND EXCHANGE COMMISSION THAT ARE INCORPORATED BY REFERENCES IN THIS PROSPECTUS FOR CERTAIN RISKS AND UNCERTAINTIES THAT YOU SHOULD CONSIDER.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus is March 21, 2001.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any reports, statements, or other information that we file at the Securities and Exchange Commission's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our Securities and Exchange Commission filings are also available to the public at our web site at <http://www.cisco.com> and at the Securities and Exchange Commission's web site at <http://www.sec.gov>.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Securities and Exchange Commission allows us to "incorporate by reference" the information we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus except for any information superseded by information contained directly in this prospectus or in later filed documents incorporated by reference in this prospectus. We incorporate by reference the documents listed below and any future filings made with the Securities and Exchange Commission under Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus and prior to the time all of the securities offered by this prospectus are sold.

(a) Our Annual Report on Form 10-K for the fiscal year ended July 29, 2000;

(b) Our Quarterly Reports on Form 10-Q for the quarters ended October 28, 2000 and January 27, 2001;

(c) Our Current Reports on Form 8-K filed on December 15, 1999 (as amended on Form 8-K/A filed on February 3, 2000 and on Form 8-K/A-1 filed on August 4, 2000), August 15, 2000, September 7, 2000, September 15, 2000, September 26, 2000, September 28, 2000, September 29, 2000, November 6, 2000, November 7, 2000, November 13, 2000, November 15, 2000, December 19, 2000, December 21, 2000, December 27, 2000, February 7, 2001, February 8, 2001, February 20, 2001 and February 27, 2001;

(d) The description of our common stock contained in our registration statement on Form 8-A filed January 11, 1990, including any amendments or reports filed for the purpose of updating such description; and

(e) The description of our preferred stock purchase rights, contained in our registration statement on Form 8-A filed on June 11, 1998, including any amendments or reports filed for the purpose of updating such description.

You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Investor Relations
Cisco Systems, Inc.
170 West Tasman Drive
San Jose, CA 95134-1706

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408-526-4000

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of this Prospectus.

THE COMPANY

Our principal executive offices are located at 170 West Tasman Drive, San Jose, California 95134-1706. Our telephone number is (408) 526-4000.

PLAN OF DISTRIBUTION

We are registering all 711,046 shares on behalf of the selling shareholders. The selling shareholders named in the table below or pledgees, donees, transferees or other successors-in-interest selling shares received from a named selling shareholder as a gift, partnership distribution or other non-sale-related transfer after the date of this prospectus may sell the shares from time to time. The selling shareholders may also decide not to sell all the shares they are allowed to sell under this prospectus. The selling shareholders will act independently of us in making decisions with respect to the timing, manner and size of each sale. The sales may be made on one or more exchanges or in the over-the-counter market or otherwise, at prices and at terms then prevailing or at prices related to the then current market prices, or in negotiated transactions. The selling shareholders may effect such transactions by selling the shares to or through broker-dealers. The shares may be sold by one or more of, or a combination of, the following:

- a block trade in which the broker-dealer so engaged will attempt to sell shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by such broker-dealer for its account pursuant to this prospectus;
- an exchange distribution in accordance with the rules of such exchange;

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- ordinary brokerage transactions and transactions in which the broker solicits purchasers; and
- privately negotiated transactions.

To the extent required, this prospectus may be amended or supplemented from time to time to describe a specific plan of distribution. In effecting sales, broker-dealers engaged by the selling shareholders may arrange for other broker-dealers to participate in the resales.

The selling shareholders may enter into hedging transactions with broker-dealers in connection with distributions of shares or otherwise. In such transactions, broker-dealers may engage in short sales of shares in the course of hedging the positions they assume with selling shareholders. The selling shareholders also may sell shares short and redeliver shares to close out such short positions. The selling shareholders may enter into option or other transactions with broker-dealers which require the delivery of shares to the broker-dealer. The broker-dealer may then resell or otherwise transfer such shares pursuant to this prospectus. The selling shareholders also may loan or

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pledge shares to a broker-dealer. The broker-dealer may sell the shares so loaned, or upon a default the broker-dealer may sell the shares so pledged, pursuant to this prospectus.

Broker-dealers or agents may receive compensation in the form of commissions, discounts or concessions from selling shareholders. Broker-dealers or agents may also receive compensation from the purchasers of shares for whom they act as agents or to whom they sell as principals, or both. Compensation as to a particular broker-dealer might be in excess of customary commissions and will be in amounts to be negotiated in connection with transactions involving shares. Broker-dealers or agents and any other participating broker-dealers or the selling shareholders may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act of 1933 in connection with sales of shares. Accordingly, any such commission, discount or concession received by them and any profit on the resale of shares purchased by them may be deemed to be underwriting discounts or commissions under the Securities Act of 1933. Because selling shareholders may be deemed to be "underwriters" within the meaning of Section 2(11) of the Securities Act of 1933, the selling shareholders will be subject to the prospectus delivery requirements of the Securities Act of 1933. In addition, any shares covered by this prospectus which qualify for sale pursuant to Rule 144 promulgated under the Securities Act of 1933 may be sold under Rule 144 rather than pursuant to this prospectus. The selling shareholders have advised us that they have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their shares.

The shares may be sold only through registered or licensed brokers or dealers if required under applicable state securities laws. In addition, in certain states the shares may not be sold unless they have been registered or qualified for sale in the applicable state or an exemption from the registration or qualification requirement is available and is complied with.

Under applicable rules and regulations under the Exchange Act of 1934, any person engaged in the distribution of shares may not simultaneously engage in market making activities with respect to our common stock for a period of two business days prior to the commencement of such distribution. In addition, each selling shareholder will be subject to applicable provisions of the Exchange Act of 1934 and the associated rules and regulations under the Exchange Act of 1934, including Regulation M, which provisions may limit the timing of purchases and sales of shares of our common stock by the selling shareholders. We will make copies of this prospectus available to the selling shareholders and have informed them of the need for delivery of copies of this prospectus to purchasers at or prior to the time of any sale of the shares.

We will file a supplement to this prospectus, if required, pursuant to Rule 424(b) under the Securities Act of 1933 upon being notified by a selling shareholder that any material arrangement has been entered into with a broker-dealer for the sale of shares through a block trade, special offering,

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exchange distribution or secondary distribution or a purchase by a broker or dealer. Such supplement will disclose:

- the name of each such selling shareholder and of the participating broker-dealer(s);
- the number of shares involved;
- the price at which such shares were sold;

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- the commissions paid or discounts or concessions allowed to such broker-dealer(s), where applicable;
- that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus; and
- other facts material to the transaction.

We will bear all costs, expenses and fees in connection with the registration of the shares. The selling shareholders will bear all commissions and discounts, if any, attributable to the sales of the shares. The selling shareholders may agree to indemnify any broker-dealer or agent that participates in transactions involving sales of the shares against certain liabilities, including liabilities arising under the Securities Act.

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SELLING SHAREHOLDERS

The following table sets forth the number of shares owned by each of the selling shareholders. None of the selling shareholders has had a material relationship with us within the past three years other than as a result of the ownership of our common stock or other securities of ours or as a result of their employment with us as of the date of the closing of the acquisition of Netiverse, Inc. No estimate can be given as to the amount of our common stock that will be held by the selling shareholders after completion of this offering because the selling shareholders may offer all, some or none of their shares. The shares offered by this prospectus may be offered from time to time by the selling shareholders named below.

NAME OF SELLING SHAREHOLDER	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENT OF OUTSTANDING SHARES	NUMBER SHARES REGISTERED SALE HERE
Cassidy Bridget A.	2,202	*	2,2
Chanak, John A.	37,880	*	37,8
Chanak, Michael James	1,761	*	1,7
Chou, Wesley S.	8,808	*	8,8
Colbert, Robert J.	5,285	*	5,2
DeSantis Samuel R.	440	*	4
Egbert, Chandan	19,821	*	19,8
Farley, Rebecca	13,214	*	13,2
Fenton, John C.	24,665	*	24,6
Fredericks, Keith A.	5,285	*	5,2
Han, xiaoping	17,618	*	17,6
Hayes, Kenneth A.	7,047	*	7,0
Hoch, Margot	991	*	9
Hubenthal, Mahlon	8,809	*	8,8
Knight, Joanne	590	*	5
LeRoy, Clinton	991	*	9
LeRoy, David J.	37,660	*	37,6
Majee, Sumandra	8,809	*	8,8
Marrero, Noel M.	12,333	*	12,3
Mathison, Paul T.	3,523	*	3,5
McCormack, Kathleen E.	3,964	*	3,9

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Metcalfe, Jillian K	4,404	*	4,4
Moen, Daniel G.	5,284	*	5,2
Nelson, Jeffrey	528	*	5
Nelson, Richard	528	*	5
Nelson, Teresa	528	*	5
Nelson, William M	38,056	*	38,0
Nguyen, Anh Tien	17,618	*	17,6
Peterson, Gregg	17,618	*	17,6
Rao, Anantha	991	*	9
Rao, Gattupalli S.	18,057	*	18,0
Rao, Nandini R.	3,523	*	3,5
Redmore, Josh	991	*	9
Redmore, Seth S.	37,660	*	37,6
Schoonmaker, Allen H.	5,285	*	5,2
Sequoia Capital Entrepreneurs Fund	20,261	*	20,2
Sequoia Capital IX	131,629	*	131,6
Sequoia Capital IX Principals Fund	24,296	*	24,2
Singh, Gururaj	88,093	*	88,0
Smith, Marshall	886	*	8
Strawn, Gary A.	7,047	*	7,0
Stuppi LLC	11,011	*	11,0
Truon, Hung Q.	4,404	*	4,4
Waterman, Alexander S.	38,541	*	38,5
Waterman, Robert S.	660	*	6
Westphal, Christian J.	6,166	*	6,1
Yim, Derrick	5,285	*	5,2
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	711,046		711,0

 * Represents beneficial ownership of less than one percent.

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USE OF PROCEEDS

We will not receive any proceeds from the sale of the shares by the selling shareholders.

LEGAL MATTERS

The validity of the shares offered hereby will be passed upon for us by Brobeck, Phleger & Harrison LLP, Palo Alto, California.

EXPERTS

Our consolidated financial statements incorporated in this prospectus by reference to our Annual Report on Form 10-K for the year ended July 29, 2000, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in accounting and auditing.

PricewaterhouseCoopers LLP ("PWC"), our independent accountants, has notified us that PWC is engaged in discussions with the Securities and Exchange Commission following an internal review by PWC, pursuant to an administrative settlement with the Securities and Exchange Commission, of PWC's compliance with auditor guidelines. PWC has advised us that we are one of the companies affected

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by such discussions. We are not involved in the discussions between the Securities and Exchange Commission and PWC and cannot predict the result of those discussions.

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We have not authorized any person to make a statement that differs from what is in this prospectus. If any person does make a statement that differs from what is in this prospectus, you should not rely on it. This prospectus is not an offer to sell, nor is it seeking an offer to buy, these securities in any state in which the offer or sale is not permitted. The information in this prospectus is complete and accurate as of its date, but the information may change after that date.

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CISCO SYSTEMS, INC.

711,046 SHARES
OF COMMON STOCK

PROSPECTUS

March 21, 2001
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