

INFOBLOX INC
Form S-1
September 19, 2012
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As filed with the Securities and Exchange Commission on September 19, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INFOBLOX INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

7389
(Primary standard industrial classification code
number)

20-0062867
(I.R.S. employer
identification no.)

4750 Patrick Henry Drive

Santa Clara, CA 95054

(408) 625-4200

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Robert D. Thomas

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President and Chief Executive Officer

Infoblox Inc.

4750 Patrick Henry Drive

Santa Clara, CA 95054

(408) 625-4200

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

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 (the Securities Act), 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. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) 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. "

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. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large accelerated filer " Accelerated filer "
Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

Table with 3 columns: Title of Each Class of Securities to be Registered, Proposed Maximum Aggregate Offering Price(1)(2), Amount of Registration Fee. Row 1: Common stock, par value \$0.0001 per share, \$100,000,000, \$11,460.

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- (1) *Includes offering price of any additional shares that the underwriters have the option to purchase.*
- (2) *Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.*

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment that specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PROSPECTUS (Subject to Completion)

Issued September 19, 2012

Shares

COMMON STOCK

Certain stockholders of Infoblox, Inc. are offering all shares of common stock. We will not receive any proceeds from the sale of shares of common stock to be offered by the selling stockholders.

Our common stock is listed on the New York Stock Exchange under the symbol BLOX. On September 18, 2012, the last reported sale price of our common stock as reported on the New York Stock Exchange was \$22.17 per share.

We are an emerging growth company as defined under the federal securities laws and, as such, we are subject to reduced public company reporting requirements. Investing in our common stock involves risks. See Risk Factors beginning on page 9.

PRICE \$ A SHARE

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Selling Stockholders
Per share	\$	\$	\$
Total	\$	\$	\$

Certain selling stockholders have granted the underwriters the right to purchase up to an additional _____ shares of common stock at the public offering price less the underwriting discount.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on _____, 2012.

MORGAN STANLEY

GOLDMAN, SACHS & CO.

UBS INVESTMENT BANK

PACIFIC CREST SECURITIES

JMP SECURITIES

STEPHENS INC.

, 2012

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