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

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**Form 10-K/A**

(Amendment No. 1)

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(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2018  
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number: 001-36343

**A10 NETWORKS, INC.**

(Exact Name of Registrant as Specified in its Charter)

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Delaware

(State or Other Jurisdiction of Incorporation or Organization)

20-1446869

(I.R.S. Employer Identification No.)

3 West Plumeria Drive, San Jose, California 95134

(Address of Principal Executive Offices, including zip code)

(408) 325-8668

(Registrant's Telephone Number, Including Area Code)

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Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class  
Common Stock, \$.00001 Par Value

Name of Each Exchange on Which Registered  
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K, or any amendment to this Form 10-K. ☐

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |
|                         |                          | Emerging growth company   | <input checked="" type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant as of June 29, 2018 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$254.7 million, based upon the closing sale price of such stock on the New York Stock Exchange. For purposes of this disclosure, shares of common stock held or controlled by executive officers and directors of the registrant and by persons who hold more than 5% of the outstanding shares of common stock have been treated as shares held by affiliates. However, such treatment should not be construed as an admission that any such person is an "affiliate" of the registrant. The registrant has no non-voting common equity.

As of March 31, 2019, the number of outstanding shares of the registrant's common stock, par value \$0.00001 per share, was 75,183,478.

#### DOCUMENTS INCORPORATED BY REFERENCE

None.

**A10 NETWORKS, INC.**

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## EXPLANATORY NOTE

This Amendment No. 1 to Form 10-K (this “Amendment”) amends the original Annual Report on Form 10-K of A10 Networks, Inc. (“A10 Networks,” the “Company,” “we,” “our,” or “us”) for the fiscal year ended December 31, 2018, originally filed with the Securities and Exchange Commission on March 18, 2019 (the “Original Report”). We are filing this Amendment to include the information required by Part III and Part IV of Form 10-K to be filed as part of the Original Report as we will not be filing our definitive proxy statement within 120 days of the end of our fiscal year ended December 31, 2018. Except as set forth in this Amendment, no other changes have been made to the Original Report. Unless expressly stated, this Amendment does not reflect events occurring after the filing of the Original Report and does not modify or update in any way the disclosures contained in the Original Report, which speak as of the date of the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report and the Company’s other SEC filings subsequent to the filing of the Original Report.

Pursuant to Rule 12b-15 under the Exchange Act, this Amendment contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Since financial statements are not included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

### PART III.

#### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

##### Directors

Our business affairs are managed under the direction of our board of directors, which is currently composed of five members. Our nominating and corporate governance committee considers issues of character, integrity, judgment, diversity (including, but not limited to, diversity of gender, ethnicity, race, international background and life experience), age, independence, skills, education, expertise, business acumen, business experience, length of service, understanding of the Company's business, and other commitments in reviewing and making recommendations to our board of directors regarding the composition and size of the board of directors and determining the relevant criteria for membership on our board of directors.

Four of our directors are independent within the meaning of the listing standards of the New York Stock Exchange. At the 2018 annual meeting of stockholders, the proposal to declassify our board of directors was approved. This resulted in the entire board being elected annually for one-year terms on a "rolling" basis beginning with the 2018 annual meeting such that each director serving as of immediately prior to the opening of the meeting will serve through the remainder of his term and each director elected or appointed thereafter will serve a one-year term expiring on the next annual meeting of stockholders.

The names of our directors and their ages (as of the date of this Form 10-K/A), positions, term expiration years and biographies as of the date of this Form 10-K/A are set forth below.

| Name                         | Age | Position                                        | Term Expiration Year |
|------------------------------|-----|-------------------------------------------------|----------------------|
| Phillip J. Salsbury(1)(2)(3) | 77  | Director                                        | 2019                 |
| Peter Y. Chung(2)(3)         | 51  | Director                                        | 2019                 |
| Tor R. Braham(1)(2)          | 61  | Director                                        | 2019                 |
| Lee Chen                     | 65  | Chief Executive Officer, President and Chairman | 2020                 |
| Alan S. Henricks(1)(2)(3)    | 68  | Director                                        | 2020                 |

(1) Member of our audit committee

(2) Member of our compensation committee

(3) Member of our nominating and corporate governance committee

##### Employee Director

**Lee Chen** has served as our President, Chief Executive Officer and as a member of our board of directors since July 2004 and as the Chairman of our board of directors since March 2014. From 1996 to August 2004, Mr. Chen served in a variety of positions, including as Vice President of Software Engineering and Quality Assurance at Foundry Networks, Inc., a company that designed, manufactured and sold high-end enterprise and service provider switches and routers, as well as wireless, security, and traffic management solutions. Mr. Chen has previously held management and senior technical positions at OTS, Apple Computer, Convergent Technologies, Inc. and InSync Group, and was a co-founder of Centillion Networks, Inc. Mr. Chen has an M.S.E.E. from San Jose State University and a B.S. in Electrophysics from National Chiao-Tung University in Taiwan. Mr. Chen is a technology pioneer, especially in the area of Internet Protocol Multicast and System & System Security and holds numerous patents. Mr. Chen has specific attributes that qualify him to serve as a member of our board of directors, including his extensive knowledge of the Company's business and experience in executive and technical positions at technology companies.

##### Non-Employee Directors

**Dr. Phillip J. Salsbury** has served as a member of our board of directors since May 2013. Dr. Salsbury is also our Lead Independent Director. From 2005 to April 2010, Dr. Salsbury served as a director of Techwell, Inc., a fabless semiconductor public company that was acquired by Intersil Corporation. Dr. Salsbury was a founder, the Chief Technology Officer, and later the president and Chief Executive Officer of SEEQ Technology, Inc., a non-volatile memory and Ethernet communications semiconductor company from January 1981 until its acquisition by LSI Logic Corporation, a large semiconductor company, in June 1999. He holds a Ph.D. and an M.S. in Electrical Engineering from Stanford University and a B.S. in Electrical Engineering from the University of Michigan. Dr. Salsbury has specific attributes that qualify him to serve as a member of our board of directors, including his strong technical background and management experience as chief executive officer of a public company, and his prior service as a director of a public company.

**Peter Y. Chung** has served as a member of our board of directors since June 2013. Mr. Chung is a Managing Director and Chief Executive Officer of Summit Partners, L.P., where he has been employed since 1994. He is currently a director of Acacia Communications and MACOM Technology Solutions Holdings, Inc. as well as several privately-held companies. Previously, Mr. Chung served as a director of Ubiquiti Networks, Inc., a company that develops networking technology. Mr. Chung has an M.B.A. from the Stanford University Graduate School of Business and an A.B. in Economics from Harvard University. Mr. Chung has specific attributes that qualify him to serve as a member of our board of directors, including his experience in investment banking, private equity and venture capital investing and in the communications technology sector, as well as his prior service on public and private company boards.

**Tor R. Braham** has served as a member of our board of directors since March 2018. He is currently a director of Altaba Inc., an independent, non-diversified, closed-end management investment company and Viavi Solutions Inc., a network and service enablement and optical coatings company. He previously served as a member of the board of directors of Yahoo, a provider of web services from April 2016 to June 2017, NetApp, Inc., a computer storage and data management company, from September 2013 to March 2016 and Sigma Designs, Inc., an integrated circuit provider for the home entertainment market, from June 2014 to August 2016. Mr. Braham served as Managing Director and Global Head of Technology Mergers and Acquisitions for Deutsche Bank Securities Inc., an investment bank, from 2004 until November 2012. From 2000 to 2004, he served as Managing Director and Co-Head of West Coast U.S. Technology, Mergers and Acquisitions for Credit Suisse First Boston, an investment bank. Prior to that role, Mr. Braham served as an investment banker with Warburg Dillon Read LLC and as an attorney at Wilson Sonsini Goodrich & Rosati. Mr. Braham has specific attributes that qualify him to serve as a member of our board of directors, including his extensive financial experience and knowledge of the technology industry gained through his service as an investment banker and lawyer to technology companies, as well as his service on public and private company boards.

**Alan S. Henricks** has served as a member of our board of directors since March 2014. Since May 2012, he has served as a member of the board of directors and audit committee chairman of Roku, Inc., a streaming media company. Since May 2015, he has served as a member of the board of directors and audit committee of Model N, Inc., a provider of cloud-based Revenue Management solutions. In February 2017, he joined the compensation committee of Model N. From April 2010 to June 2015 he has served as a member of the board of directors of Ellie Mae, Inc., a SaaS Company and as its lead independent director from November 2012 to May 2014. Since May 2009, Mr. Henricks has been a board member, advisor and consultant to a variety of companies including Tile, Inc., Ring, Inc., Percolate, Inc., Livescribe, Inc., and Santur Corp. Prior to May 2009, Mr. Henricks served as Chief Financial Officer of several private and public companies including Pure Digital Technologies, Inc., Traiana Inc., Informix Software, Inc., Documentum, Inc., Borland International, Inc., Cornish & Carey and Maxim Integrated Products, Inc. Mr. Henricks holds a Bachelor of Science in Engineering from the Massachusetts Institute of Technology and a Master of Business Administration from Stanford University. Mr. Henricks has specific attributes that qualify him to serve as a member of our board of directors, including his extensive experience serving as chief financial officer of both public and private companies, as well as his service on public and private company boards.

#### Current Executive Officers

The names of our executive officers and their ages, positions and biographies as of the date of this Form 10-K/A are set forth below. Our executive officers are appointed by, and serve at the discretion of, our board of directors.

| Name            | Age | Current Positions                                                                                        |
|-----------------|-----|----------------------------------------------------------------------------------------------------------|
| Lee Chen        | 65  | Chief Executive Officer, President and Chairman                                                          |
| Rajkumar Jalan  | 57  | Chief Technology Officer                                                                                 |
| Robert Cochran  | 61  | Executive Vice President, Legal and Corporate Collaboration, Chief Risk Compliance Officer and Secretary |
| Tom Constantino | 54  | Executive Vice President, Chief Financial Officer                                                        |
| Chris White     | 53  | Executive Vice President of Worldwide Sales                                                              |
| Gunter Reiss    | 49  | Vice President of Worldwide Marketing                                                                    |

**Lee Chen's** biography is set forth under the heading "Employee Director."

**Rajkumar Jalan** has served as our Chief Technology Officer since November 2008. From 2005 to 2008, he served as a consultant to the Company. From 1996 to 2002, Mr. Jalan served in various capacities, including as a Director of IP Routing for Foundry Networks, Inc., a company that designed, manufactured and sold high-end enterprise and service provider switches and routers, as well as wireless, security, and traffic management solutions. Prior to Foundry, he worked on a wide range of networking technologies from Ethernet, Token-Ring, ATM and Digital Switching Systems. Mr. Jalan's prior employers included Bay Networks, Inc. and Network Equipment Technologies Inc. Mr. Jalan holds a number of patents related to Layer 2/Layer 3 as well as Layer 4/ Layer 7 switching. He has a B.Tech from the Indian Institute of Technology Bombay.

**Robert Cochran** has served as our Executive Vice President, Legal and Corporate Collaboration since November 2016, our Chief Risk Compliance Officer since October 2016 and our Secretary since August 2004. He previously served as our Vice President, Legal and Corporate Collaboration from January 2012 to November 2016 and as a member of our board of directors from August 2004 to October 2004 and from April 2012 to November 2018. Mr. Cochran currently serves as a director of Techpoint, Inc., a fabless semiconductor company that designs, markets and sells mixed-signal integrated circuits for HD video applications in the security surveillance and automotive markets. From January 1993 to January 2012, Mr. Cochran was an attorney in private practice in Woodside, California, where he had served as our outside legal counsel since our incorporation until he joined A10 in 2012. From 2004 to 2010, Mr. Cochran served as a director of Techwell, Inc., a fabless semiconductor company that designed, marketed, and sold mixed-signal integrated circuits. Mr. Cochran has a J.D. from Harvard Law School and an A.B. in Economics from Harvard University.

**Tom Constantino** has served as our Executive Vice President, Chief Financial Officer since June 2017. From November 2015 to December 2016, Mr. Constantino served as the Vice President of Finance and Head of Accounting & Finance Operations at Western Digital Corporation, a company that provides data storage solutions. While at Western Digital, from March 2012 to November 2015, Mr. Constantino served as Chief Financial Officer of its HGST subsidiary. His experience also includes the role of vice president, corporate finance at Hitachi Global Storage Technologies and approximately 16 years in various financial and operational roles at Hewlett-Packard. Also, from January 2017 to May 2017, Mr. Constantino was an independent consultant providing Chief Financial Officer and Senior Finance Executive consulting services. Mr. Constantino began his career in public accounting at PricewaterhouseCoopers and holds a Bachelor's of Science in Business Administration from San Jose State University.

**Chris White** has served as our Executive Vice President of Worldwide Sales since January 2018. From November 2016 to December 2017, Mr. White was Vice President Sales, Strategic Accounts & Archive for Proofpoint, an enterprise security company based in Sunnyvale, California. From June 2011 to November 2016, Mr. White was Vice President Sales, Americas Partners & Alliances for Hitachi Data Systems. Chris has over 24 years of direct and indirect sales experience, focused on selling with and through channel and alliance partners. His prior employers include NetApp, Symantec Corporation, Veritas and ADP. Mr. White has Bachelor of Art Degree, Social Sciences from the University of California, Irvine.

**Gunter Reiss** has served as our Vice President of Worldwide Marketing since October 2017 and as our Vice President of Strategic Alliances from October 2014 to October 2017. From 2005 to 2014, Mr. Reiss served in various capacities for Ericsson, including Vice President, Strategy & Business Development PA IP & Broadband/ BU Networks of Ericsson Silicon Valley and Director, Partnership Business Development & Sourcing, Strategic Sourcing North America of Ericsson Inc. He also spent three years in England in senior leadership roles with Damovo and IPC. Gunter served on the board of privately held Skorpion Technologies and was a member of the Sun Microsystems customer advisory board. He received his electrical engineering degree from the Higher Technical School in Vienna, Austria. He is an alumnus of the UCLA Executive M&A program and the UC Berkeley Haas School of Business Venture Capitalist Executive Program.

There are no family relationships among any of the directors or executive officers.

## **Board Leadership Structure**

Mr. Chen currently serves as both Chairman of our Board of Directors and our Chief Executive Officer. Our Board believes that the current Board leadership structure provides effective independent oversight of management while allowing our Board of Directors and management to benefit from Mr. Chen's leadership and years of experience as an executive in the networking industry. Mr. Chen is best positioned to identify strategic priorities, lead critical discussion and execute our strategy and business plans. Mr. Chen possesses detailed in-depth knowledge of the issues, opportunities, and challenges facing us.

## **Lead Independent Director**

Our board determined that it would be beneficial to have a Lead Independent Director to, among other things, preside over executive sessions of the independent directors, which provides our board with the benefit of having the perspective of entirely independent directors. Independent directors and management sometimes have different perspectives and roles in strategy development. Our board appointed Phillip J. Salsbury, Ph.D. to serve as our lead independent director. As lead independent director, Dr. Salsbury presides over periodic meetings of our independent directors, serves as a liaison between our Chairman of our board of directors and the independent directors, and performs such additional duties as our board of directors may otherwise determine and delegate.

## **Board Meetings and Committees**

During our fiscal year ended December 31, 2018, the board of directors held nineteen (19) meetings (including regularly scheduled and special meetings) and acted by written consent three (3) times. No director attended fewer than 75% of the aggregate of (i) the total number of meetings of our board of directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served. Although we do not have a formal policy regarding attendance by members of our board of directors at annual meetings of stockholders, we encourage, but do not require, our

directors to attend. Four (4) of our directors attended our 2018 annual meeting of stockholders. Our board of directors has established an audit committee, a compensation committee and a nominating and corporate governance committee. The composition and responsibilities of each of the committees of our board of directors is described below. Members will serve on these committees until their resignation or until as otherwise determined by our board of directors.

#### ***Audit Committee***

Our audit committee is comprised of Messrs. Braham, Henricks and Salsbury, each of whom is a non-employee member of our board of directors. Mr. Henricks is the chair of our audit committee. Our board of directors has determined that each of the members of our audit committee satisfies the requirements for financial literacy under the rules and regulations of the New York Stock Exchange and the SEC. Our board of directors has also determined that Mr. Henricks qualifies as an “audit committee financial expert” as defined in the SEC rules and satisfies the financial sophistication requirements of the New York Stock Exchange.

The audit committee is responsible for, among other things:

- selecting and hiring our registered public accounting firm;
- evaluating the performance and independence of our registered public accounting firm;
- approving the audit and pre-approving any non-audit services to be performed by our registered public accounting firm;
- reviewing our financial statements and related disclosures and reviewing our critical accounting policies and practices;
- reviewing the adequacy and effectiveness of our internal control policies and procedures and our disclosure controls and procedures;
- overseeing procedures for the treatment of complaints on accounting, internal accounting controls, or audit matters;
- reviewing and discussing with management and the independent registered public accounting firm the results of our annual audit, our quarterly financial statements, and our publicly filed reports;
- reviewing and approving in advance, or ratifying, as appropriate, any related person transactions; and
- preparing the audit committee report to be included in our annual proxy statement as required by the SEC.

The audit committee operates under a written charter that satisfies the applicable standards of the SEC and the New York Stock Exchange. A copy of the charter of our audit committee is available on our website at <http://investors.a10networks.com>. During 2018, our audit committee held twenty (20) meetings and acted by written consent one (1) time.

#### ***Compensation Committee***

Our compensation committee consists of Messrs. Braham, Chung, Henricks and Salsbury. Mr. Chung is the chair of our compensation committee. Our board of directors has determined that each member of this committee is a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Exchange Act, and an outside director, as defined under Section 162(m) of the Internal Revenue Code of 1986, as amended, or Section 162(m).

The compensation committee is responsible for, among other things:

- reviewing and approving our Chief Executive Officer’s and other executive officers’ annual base salaries, incentive compensation plans, including the specific goals and amounts, equity compensation, employment agreements, severance arrangements and change in control agreements, and any other benefits, compensation or arrangements;
- administering our equity compensation plans;
- overseeing our overall compensation philosophy, compensation plans, and benefits programs; and
- preparing the compensation committee report to be included in our annual proxy statement as required by the SEC.

Our compensation committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of the New York Stock Exchange. A copy of the charter of our compensation committee is available on our website at <http://investors.a10networks.com>. During 2018, our compensation committee held six (6) meetings and acted by written consent two (2) times.

#### ***Nominating and Corporate Governance Committee***

Our nominating and corporate governance committee consists of Messrs. Chung, Henricks and Salsbury, each of whom is a non-employee member of our board of directors. Dr. Salsbury is the chair of our nominating and corporate governance committee. Our board of directors has determined that each member of our nominating and corporate governance committee meets the requirements for independence under the rules of the New York Stock Exchange. The nominating and corporate governance committee is responsible for, among other things:

- evaluating and making recommendations regarding the composition, organization, and governance of our board of directors and its committees;

- reviewing and making recommendations with regard to our corporate governance guidelines and compliance with laws and regulations; and
- reviewing actual and potential conflicts of interest of our directors and corporate officers, other than related person transactions reviewed by the audit committee, and approving or prohibiting any involvement of such persons in matters that may involve a conflict of interest.

Our nominating and corporate governance committee operates under a written charter that satisfies the applicable listing standards of the New York Stock Exchange. A copy of the charter of our nominating and corporate governance committee is available on our website at <http://investors.a10networks.com>. During 2018, our nominating and corporate governance committee held one (1) meeting and acted by written consent one (1) time.

### **Communications with the Board of Directors**

Interested parties wishing to communicate with our board of directors or with an individual member or members of our board of directors may do so by writing to our board of directors or to the particular member or members of our board of directors, and mailing the correspondence to our General Counsel at A10 Networks, Inc., 3 West Plumeria Drive, San Jose, CA 95134, Attn: General Counsel. Each communication should set forth (i) the name and address of the stockholder, as it appears on our books, and if the shares of our common stock are held by a nominee, the name and address of the beneficial owner of such shares, and (ii) the number of shares of our common stock that are owned of record by the record holder and beneficially by the beneficial owner. Our General Counsel, in consultation with appropriate members of our board of directors as necessary, will review all incoming communications and, if appropriate, such communications will be forwarded to the member or members of our board of directors to whom such communication was directed, or if none is specified, to the Chairman of our board of directors.

### **Corporate Governance Guidelines and Code of Business Conduct and Ethics**

Our board of directors has adopted Corporate Governance Guidelines that address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. In addition, our board of directors has adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. The full text of our Corporate Governance Guidelines and our Code of Business Conduct and Ethics is posted on the Corporate Governance portion of our website at <http://investors.a10networks.com>. We will post amendments to our Code of Business Conduct and Ethics or waivers of our Code of Business Conduct and Ethics for directors and executive officers on the same website.

### **Risk Management**

Risk is inherent with every business and we face a number of risks, including strategic, financial, business and operational, legal and compliance, and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks the company faces, while our board of directors, as a whole and assisted by its committees, has responsibility for the oversight of risk management. In its risk oversight role, our board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are appropriate and functioning as designed.

Our board of directors believes that open communication between management and our board of directors is essential for effective risk management and oversight. Our board of directors meets with our Chief Executive Officer and other members of the senior management team at quarterly meetings of our board of directors, where, among other topics, they discuss strategy and risks facing the company, as well as at such other times as they deemed appropriate.

While our board of directors is ultimately responsible for risk oversight, our board committees assist our board of directors in fulfilling its oversight responsibilities in certain areas of risk. Our audit committee assists our board of directors in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures, legal and regulatory compliance, and discusses with management and the independent auditor guidelines and policies with respect to risk assessment and risk management. Our audit committee also reviews our major financial risk exposures and the steps management has taken to monitor and control these exposures. Our audit committee also monitors certain key risks on a regular basis throughout the fiscal year, such as risk associated with internal control over financial reporting and liquidity risk. Our nominating and corporate governance committee assists our board of directors in fulfilling its oversight responsibilities with respect to the management of risk associated with board organization, membership and structure, and corporate governance. Our compensation committee assesses risks created by the incentives inherent in our compensation policies. Finally, our full board of directors reviews strategic and operational risk in the context of reports from the management team, receives reports on all significant committee activities at each regular meeting, and evaluates the risks inherent in significant transactions.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires that our executive officers and directors, and persons who own more than 10% of our common stock, file reports of ownership and changes of ownership with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

SEC regulations require us to identify anyone who filed a required report late during the most recent fiscal year. Based on our review of forms we received, or written representations from reporting persons stating that they were not required to file these forms, we believe that during our fiscal ended December 31, 2018, all Section 16(a) filing requirements were satisfied on a timely basis.

## ITEM 11. EXECUTIVE COMPENSATION

### Processes and Procedures for Compensation Decisions

Our compensation committee is responsible for the executive compensation programs for our executive officers and reports to our board of directors on its discussions, decisions and other actions. Our compensation committee makes recommendations to our board of directors regarding compensation for our Chief Executive Officer. The independent members of our board of directors make the final decisions regarding executive compensation for our Chief Executive Officer. Typically, our Chief Executive Officer makes recommendations to our compensation committee regarding, and often attends committee meetings relating to the determination of, compensation for the respective executive officers that report to him, except that our Chief Executive Officer does not make recommendations as to his own compensation. Our Chief Executive Officer makes recommendations to our compensation committee regarding short- and long-term compensation for all executive officers (other than himself) based on our results, an individual executive officer's contribution toward these results and performance toward individual goal achievement. Our compensation committee then reviews the recommendations and other data and makes decisions as to total compensation for each executive officer other than the Chief Executive Officer, as well as each individual compensation component.

Our compensation committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our compensation programs and related policies. In 2018, Compensia, a national compensation consultant, was engaged by our compensation committee to provide information, recommendations and other advice relating to executive compensation. As part of the engagement, Compensia assisted our compensation committee with developing an appropriate group of peer companies to help us determine the appropriate level of overall compensation for our executive officers, as well as assessed each element of compensation with a goal of ensuring that the compensation we offer to our executive officers is competitive and fair.

### Fiscal 2018 Summary Compensation Table

The following table provides information regarding the total compensation for services rendered in all capacities that was earned by each individual who served as our principal executive officer at any time in 2018 and our two other most highly compensated executive officers who were serving as executive officers as of December 31, 2018. These individuals were our named executive officers (each, an "NEO" and together, the "NEOs") for 2018.

| Name and Principal Position                       | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$)(1) | Option Awards (\$)(1) | Non-Equity Incentive Plan Compensation (\$) | Non-Qualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Total (\$) |
|---------------------------------------------------|------|-------------|------------|----------------------|-----------------------|---------------------------------------------|---------------------------------------------------|-----------------------------|------------|
| Lee Chen                                          | 2018 | —           | —          | —                    | —                     | —                                           | —                                                 | —                           | —          |
| Chief Executive Officer                           | 2017 | —           | —          | 2,228,025            | —                     | —                                           | —                                                 | —                           | 2,228,025  |
| Tom Constantino (2)                               | 2018 | 355,154     | —          | 793,315              | —                     | 44,053                                      | —                                                 | 3,811 (3)                   | 1,196,333  |
| Executive Vice President, Chief Financial Officer | 2017 | 186,612     | 50,000     | 1,473,500            | 425,831               | 31,633                                      | —                                                 | 3,265 (4)                   | 2,170,841  |
| Chris White (5)                                   | 2018 | 380,363     | 75,000     | 882,692              | 692,208               | 47,613                                      | —                                                 | 3,811 (3)                   | 2,081,687  |
| Executive Vice President, Worldwide Sales         |      |             |            |                      |                       |                                             |                                                   |                             |            |

- (1) The amounts reported in the Stock Awards and the Option Awards columns represent the grant date fair value of the stock award and the stock option award as computed in accordance with FASB ASC Topic 718. As required by the rules of the SEC, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. Note that the amounts reported in these columns do not correspond to the actual economic value that may be received by the NEO from the award. The assumptions that we used to calculate these amounts are discussed in Note 7 to our audited financial statements included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2018, filed with the Securities and Exchange Commission on March 18, 2019.
- (2) Mr. Constantino became a NEO in 2017. For 2017, the amount reported under the Bonus column represents the sign-on bonus he received pursuant to the terms of his offer letter and the amount reported under the Non-Equity Incentive Plan Compensation column represents the bonus paid to him under the 2017 Executive Cash Incentive Plan in July 2018. For 2018, the amount reported under the Non-Equity Incentive Plan Compensation column represents the bonus paid to him under the 2018 Executive Cash Incentive Plan in March 2019.
- (3) This amount represents group term life insurance premiums paid on behalf of the executive (\$1,311) and 401(k) matching contributions (\$2,500).

- (4) This amount represents group term life insurance premiums paid on behalf of the executive (\$765) and 401(k) matching contribution (\$2,500).
- (5) Mr. White became a NEO in 2018. The amount reported under the Bonus column represents the sign-on bonus he received pursuant to the terms of his offer letter and the amount reported under the Non-Equity Incentive Plan Compensation column represents the bonus paid to him under the 2018 Executive Cash Incentive Plan in March 2019.

### **Non-Equity Incentive Plan Compensation**

For our 2018 fiscal year, Messrs. Constantino and White were eligible to receive annual cash bonuses based 80% on corporate performance goals and 20% on individual performance goals under our 2018 Executive Cash Incentive Plan, as approved by the compensation committee. The 2018 Executive Cash Incentive Plan was established under and subject to the terms of our Executive Incentive Compensation Plan, as described in further detail below. Mr. Constantino's target bonus opportunity for our 2018 fiscal year was equal to 65% of his 2018 base salary and Mr. White's target bonus opportunity for our 2018 fiscal year was equal to 66.67% of his 2018 base salary. The corporate performance goals under such plan related to our revenue and non-GAAP operating income for 2018. Generally, the portion of the plan based on corporate performance goals would result in funding of bonuses upon the achievement of threshold levels of both revenue and non-GAAP operating income as specified in a performance goal matrix approved by the compensation committee. The maximum amount that could be earned on the individual performance goals was 100% and the maximum amount that could be earned on the corporate performance goals was 150%.

In early 2019, our Chief Executive Officer evaluated, and presented to the compensation committee, the progress made towards achieving the corporate and individual performance goals in accordance with the terms of the Executive Cash Incentive Plan and made a recommendation to our compensation committee regarding the bonus amount for each of Messrs. Constantino and White based on this evaluation. The bonuses for Messrs. Constantino and White, as determined pursuant to the terms of the Executive Cash Incentive Plan and our Chief Executive Officer's recommendation, were approved on March 4, 2019. For the 2018 fiscal year, Mr. Constantino earned a cash bonus of \$44,053 for achievement of his individual performance goals and Mr. White earned a cash bonus of \$47,613 for achievement of his individual performance goals. The amount earned on corporate performance goals was \$0 because the corporate performance goals were not met.

Mr. Chen is not eligible to receive an annual cash bonus.

### **Emerging Growth Company Status**

We are an "emerging growth company," as defined in the JOBS Act. As an emerging growth company, we are exempt from certain requirements related to executive compensation, including the requirements to hold nonbinding advisory votes on executive compensation and to provide information relating to the ratio of total compensation of our Chief Executive Officer to the median of the annual total compensation of all of our employees, each as required by the Investor Protection and Securities Reform Act of 2010, which is part of the Dodd-Frank Act.

### **Non-qualified Deferred Compensation**

Our NEOs did not participate in, or earn any benefits under, a non-qualified deferred compensation plan sponsored by us during the fiscal year ended December 31, 2018.

### **Executive Officer Employment Agreements**

#### ***Offer Letters***

We have entered into offer letters with each of our NEOs.

#### ***Lee Chen Offer Letter***

Under Mr. Chen's offer letter dated July 30, 2004, we hired Mr. Chen as our Chief Executive Officer. The letter did not provide for a base salary for Mr. Chen and the initial equity award grant was to be determined. Mr. Chen's current annual base salary is \$0.

#### ***Tom Constantino Offer Letter***

Under Mr. Constantino's offer letter dated May 14, 2017, we hired Mr. Constantino as our EVP, Chief Financial Officer. The letter provided for Mr. Constantino's initial base salary, bonus opportunity (on a prorated basis), and sign-on bonus. In addition, the letter provided for an initial restricted stock unit ("RSU") award and an initial option award covering 175,000 and 135,000 shares, respectively, which are scheduled to vest over 4 years, subject to his continued service with us through each applicable vesting date. His awards are eligible for accelerated vesting under his Change in Control and Severance Agreement, described below. Mr. Constantino's current annual base salary is \$350,075.

Under Mr. White's offer letter dated December 15, 2017, we hired Mr. White as our Executive Vice President of Worldwide Sales. The letter provided for an initial base salary of \$378,000, a 2018 performance bonus of up to \$252,000 and a sign on bonus of \$75,000. In addition, the letter specified that Mr. White would receive an initial RSU grant and an initial stock option award, each covering a number of shares equivalent to a value of \$700,000. The letter also detailed the method of calculation of such awards and the vesting schedule that would apply to each. Mr. White's current annual base salary is \$378,000.

### ***Change in Control and Severance Agreements***

We entered into a Change in Control and Severance Agreement (each, an "Agreement" and together, the "Agreements") with each of our NEOs.

Each NEO's Agreement provides that if, after the executive completes at least one year of employment with us or if promoted to an executive position, completes at least one year in an executive role and (a) we terminate the executive's employment with us for any reason other than for cause and not due to the executive's death or disability, or (b) the executive resigns for Good Reason (as defined in the Agreement), and in each case the termination does not occur during the Change in Control Period (as defined in the Agreement), the executive will receive the following severance benefits: (i) continuing payments of salary severance for a period of 12 months (in the case of Mr. Chen) or nine months (in the case of the other NEOs), and (ii) continuing payments to reimburse the executive for COBRA continuation coverage for a period of up to 12 months (in the case of Mr. Chen) or nine months (in the case of the other NEOs).

Each Agreement further provides that if we terminate the executive's employment with us for any reason other than cause and not due to the executive's death or disability, or the executive resigns for Good Reason, and in each case the termination occurs during the Change in Control Period, the executive will receive the following severance benefits: (i) a lump sum cash payment equal to 150% (in the case of Mr. Chen) or 100% (in the case of the other NEOs) of the greater of the executive's salary in effect as of immediately prior to his employment termination or the Change in Control, (ii) a lump sum cash payment equal to 150% (in the case of Mr. Chen) or 100% (in the case of the other NEOs) of the greater of the executive's target bonus in effect for the year in which the executive's employment terminates or the Change in Control occurs, (iii) continuing payments to reimburse the executive for COBRA continuation coverage for a period of up to 18 months (in the case of Mr. Chen) or 12 months (in the case of the other NEOs), and (iv) 100% accelerated vesting of the executive's outstanding equity awards, with any applicable performance goals considered achieved at the target levels.

In order to receive the severance benefits under the Agreement, the executive must sign and not revoke a release of claims in our favor and comply with confidentiality obligations.

As defined in the Agreements, "Cause" generally means the executive's (i) repeated failure to perform his duties and responsibilities to the Company or abide in all material respects with the Company's policies after receiving written notice, (ii) engagement in illegal conduct injurious to the Company in any material respect, (iii) material violation or material breach of his confidential information and invention agreement with the Company that is not cured within 20 days of written notice or is incapable of cure, or (iv) conviction or plea of no contest to a felony (other than motor vehicle offenses that do not materially impair the executive's performance of his employment duties) or any crime involving fraud, embezzlement or other offense involving moral turpitude, and/or committing any act of embezzlement, dishonesty or fraud against or the misappropriation of material property belonging to the Company.

As defined in the Agreements, "Change in Control Period" generally means, subject to the occurrence of a Change in Control, the period beginning on the date that an agreement to enter into such Change in Control is signed and executed, and ending on the date 12 months following such Change in Control. As will be defined in the Agreements, "Change in Control" generally means the occurrence of any of the following events: (i) a change in our ownership that occurs on the date that any one person or persons acting as a group ("Person"), acquires ownership of our stock that, together with the stock already held by such Person, constitutes more than 50% of the total voting power of our stock; (ii) a change in our effective control that occurs on the date that a majority of members of our board of directors is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of our board of directors prior to the date of the appointment or election; or (iii) a change in the ownership of a substantial portion of our assets that occurs on the date that any Person acquires (or has acquired during a 12-month period) assets from us with a total gross fair market value equal to or more than 50% of the total gross fair market value of all of our assets immediately prior to such acquisition(s), excluding any transfer to an entity that is controlled by our stockholders immediately after the transfer and any transfer of assets by us to an entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by us. For purposes of this definition, gross fair market value means the value of our assets, or the value of our assets being disposed of, determined without regard to any liabilities associated with such assets.

As defined in the Agreements, "Good Reason" generally means the executive's voluntary termination of employment with us within 90 days following the expiration of our cure period following one or more of the following occurring without the executive's prior consent: (i) a material reduction in the executive's gross base salary other than in connection with a similar reduction for all similarly-situated employees; (ii) a material reduction in the executive's authority, duties, or responsibilities; or (iii) a relocation of the executive's principal place of work to

a location that is more than 50 miles from his current principal work site for us. The executive may not resign for Good Reason without first providing us with notice within 60 days of the initial existence of the condition that he believes constitutes Good Reason identifying the grounds for Good Reason and a reasonable cure period of at least 30 days following the date of such notice, during which such grounds must not have been cured.

### **Executive Incentive Compensation Plan**

In March 2014, our board of directors adopted an Executive Incentive Compensation Plan, referred to as our Bonus Plan. Our Bonus Plan allows our compensation committee to provide cash incentive awards to selected employees, including our NEOs, based upon performance goals established by our compensation committee.

Under the Bonus Plan, our compensation committee determines the performance goals applicable to awards, which goals may include, without limitation: attainment of research and development milestones, sales bookings, business divestitures and acquisitions, cash flow, cash position, earnings (which may include any calculation of earnings, including but not limited to earnings before interest and taxes, earnings before taxes, earnings before interest, taxes, depreciation and amortization and net earnings), earnings per share, net income, net profit, net sales, operating cash flow, operating expenses, operating income, operating margin, overhead or other expense reduction, product defect measures, product release timelines, productivity, profit, return on assets, return on capital, return on equity, return on investment, return on sales, revenue, revenue growth, sales results, sales growth, stock price, time to market, total stockholder return, working capital, and individual objectives such as peer reviews or other subjective or objective criteria. Performance goals that include the Company's financial results may be determined in accordance with U.S. generally accepted accounting principles, or GAAP, or such financial results may consist of non-GAAP financial measures and any actual results may be adjusted by our compensation committee for one-time items or unbudgeted or unexpected items when determining whether the performance goals have been met. The goals may be on the basis of any factors our compensation committee determines relevant, and may be adjusted on an individual, divisional, business unit or company-wide basis. Any criteria used may be measured on such basis as our compensation committee determines. The performance goals may differ from participant to participant and from award to award.

Our compensation committee may, in its sole discretion and at any time, increase, reduce or eliminate a participant's actual award, and/or increase, reduce or eliminate the amount allocated to the bonus pool for a particular performance period. The actual award may be below, at or above a participant's target award, in our compensation committee's discretion. Our compensation committee may determine the amount of any reduction on the basis of such factors as it deems relevant, and it is not required to establish any allocation or weighting with respect to the factors it considers.

Actual awards are paid in cash (or its equivalent) in a single lump sum only after they are earned and approved by our compensation committee. Unless otherwise determined by our compensation committee, to earn an actual award, a participant must be employed by the Company (or an affiliate of the Company) through the date the bonus is paid. Payment of bonuses occurs as soon as administratively practicable after they are earned, but no later than the dates set forth in the Bonus Plan.

Our board of directors has the authority to amend, alter, suspend or terminate the Bonus Plan provided such action does not alter or impair the existing rights of any participant with respect to any earned bonus.

### **Retirement Plan**

We maintain a tax-qualified 401(k) retirement plan for all employees who satisfy certain eligibility requirements under the plan. The plan provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. Participants of our 401(k) plan are able to defer a percentage of their eligible compensation, subject to applicable annual Internal Revenue Code and plan limits. All participants' interests in their deferrals are 100% vested when contributed. We also provide matching contributions under our 401(k) plan that generally vest over a 4-year period based on the participant's employment. The Company matches 50% of the first 6% of eligible compensation contributed, for up to \$2,500 per year. Pre-tax contributions are allocated to the participant's individual account and are then invested in selected investment alternatives according to the participant's directions. The 401(k) plan is intended to qualify under Internal Revenue Code Section 401(a) with the plan's related trust intended to be tax exempt under Internal Revenue Code Section 501(a). As a tax-qualified retirement plan, the 401(k) plan allows contributions, and earnings on those contributions, not to be taxable to the employees until distributed from the 401(k) plan.

## Outstanding Equity Awards at 2018 Year-End

The following table sets forth information regarding outstanding stock options and stock awards held by our NEOs as of December 31, 2018.

| Name            | Grant Date |           | Option Awards                                                       |                                                                          |                            |                        | Stock Awards                                                |                                                                    |                                                                                                         |                                                                                                                          |
|-----------------|------------|-----------|---------------------------------------------------------------------|--------------------------------------------------------------------------|----------------------------|------------------------|-------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
|                 |            |           | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable(4) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#) | Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested (\$) |
| Lee Chen        | 2/12/2016  | (1)(2)(3) | 200,104                                                             | 82,396                                                                   | 5.52                       | 2/12/2026              |                                                             |                                                                    |                                                                                                         |                                                                                                                          |
|                 | 2/12/2016  | (1)(2)(4) |                                                                     |                                                                          |                            |                        | 115,000                                                     | 574,102                                                            |                                                                                                         |                                                                                                                          |
| Tom Constantino | 6/14/2017  | (1)(2)(5) | 50,625                                                              | 84,375                                                                   | 8.42                       | 6/14/2027              |                                                             |                                                                    |                                                                                                         |                                                                                                                          |
|                 | 6/14/2017  | (1)(2)(6) |                                                                     |                                                                          |                            |                        | 131,250                                                     | 819,000                                                            |                                                                                                         |                                                                                                                          |
|                 | 10/22/2018 | (1)(2)(7) |                                                                     |                                                                          |                            |                        | 40,134                                                      | 250,436                                                            |                                                                                                         |                                                                                                                          |
|                 | 10/22/2018 | (1)(2)(8) |                                                                     |                                                                          |                            |                        |                                                             |                                                                    | 93,646                                                                                                  | 584,351                                                                                                                  |
| Chris White     | 10/22/2018 | (1)(2)(9) |                                                                     | 316,742                                                                  | 5.93                       | 10/22/2028             |                                                             |                                                                    |                                                                                                         |                                                                                                                          |
|                 | 10/22/2018 | (1)(2)(7) |                                                                     |                                                                          |                            |                        | 90,323                                                      | 563,616                                                            |                                                                                                         |                                                                                                                          |
|                 | 10/22/2018 | (1)(2)(8) |                                                                     |                                                                          |                            |                        |                                                             |                                                                    | 58,529                                                                                                  | 365,221                                                                                                                  |

- (1) Each of the outstanding stock option awards, RSU awards and performance-based restricted stock units ("PSU") awards was granted under our 2014 Equity Incentive Plan.
- (2) In the event that we terminate the NEO's employment without cause or the NEO resigns for good reason at any time during the period beginning on the date that we enter into an agreement resulting in our change in control and ending on the date 12 months after the change in control, the award will accelerate vesting in full as provided under the terms of the NEO's Change in Control and Severance Agreement.
- (3) One forty-eighth (1/48) of the shares of our common stock subject to the stock option award is scheduled to vest in 48 successive, equal, monthly installments (with the first installment having vested on March 12, 2016), subject to continued service with us through each applicable vesting date.
- (4) The number of shares subject to the PSUs shown in the table represents the total remaining number of unvested shares underlying the award. The number of shares subject to the award that became eligible to vest was determined based on the extent of achievement of the Company's fiscal year 2016 revenue as previously determined shortly after the Company's fiscal year ended December 31, 2016. Based on such determination, 80.003% of the total shares subject to this award became eligible to vest and one quarter (1/4) of such vesting-eligible shares is scheduled to vest on each of the one, two, three, and four year anniversaries of the award's grant date, subject to continued service with us through the applicable vesting date.
- (5) One quarter (1/4) of the shares of the common stock subject to the stock option award vested on the one-year anniversary of June 12, 2017, and an additional one forty-eighth (1/48) of the total shares subject to the option award is scheduled to vest in 36 successive, equal, monthly installments thereafter, subject to continued service with us through each applicable vesting date.
- (6) One quarter (1/4) of the shares of our common stock subject to the RSU award is scheduled to vest in four successive, equal, yearly installments commencing on the one-year anniversary of July 5, 2017, subject to continued service with us through each applicable vesting date.
- (7) One quarter (1/4) of the shares of our common stock subject to the RSU award is scheduled to vest in four successive, equal, yearly installments commencing on the one-year anniversary of April 26, 2018, subject to continued service with us through each applicable vesting date.
- (8) The number of shares subject to the PSUs shown in the table represents the total number of unvested shares underlying the award. The number of shares subject to the award that may become eligible to vest will be determined based on the extent of achievement of the Company's revenue and cumulative Non-GAAP Operating Margin for the period of October 22, 2018 through December 31, 2020. If a determination is made that the achievement has been met, then on the 5th day of the second month following the achievement quarter, 75% of the Shares subject to the PSU will vest and on the first anniversary of the initial vesting date, the remainder of the shares subject to the PSU will vest, subject to continued service with us through the applicable vesting date. In the event of a Change in Control prior to December 31, 2020, if the performance metric has not been achieved by the date of the Change in Control, the PSU will be treated as though it was a time-based RSU that vested in four equal annual installments with the first vesting date occurring on April 26, 2019 and the other installments vesting on April 26 of the subsequent three years.
- (9) One quarter (1/4) of the shares of the common stock subject to the stock option award vested on the one-year anniversary of January 5, 2018, and an additional one forty-eighth (1/48) of the total shares subject to the option award is scheduled to vest in 36 successive, equal, monthly installments thereafter, subject to continued service with us through each applicable vesting date.

## Compensation Committee Report

The compensation committee has reviewed and discussed the section titled "Executive Compensation" with management. Based on such review and discussion, the compensation committee has recommended to the board of directors that the section titled "Executive Compensation" be included in this Annual Report on Form 10-K/A.

Respectfully submitted by the members of the compensation committee of the board of directors:

Peter Y. Chung (Chair)  
Tor R. Braham

Alan S. Henricks  
Phillip J. Salsbury

## Director Compensation

### Equity Compensation

Each non-employee director will be granted an initial equity award with a value of \$225,000 and an annual equity award with a value of \$150,000, which will be granted on the date of our annual stockholder meetings. However, a continuing non-employee director who, as of the date of our annual stockholder meeting, has not served as a board member for the entire 12-month period prior to the annual stockholder meeting will receive an annual award with a value that is prorated based on the number of months the director served during the prior year. The initial and annual equity awards will be granted in the form of RSUs, and the number of shares to be granted pursuant to such equity awards will be determined by the closing price of a share of our common stock on the New York Stock Exchange on the grant date. However, a non-employee director who is not continuing as a director following an annual stockholder meeting will not receive an annual equity award at such meeting.

The initial equity award will be scheduled to vest in three equal, annual installments from the date the non-employee director joins our board of directors, subject to continued service with us through each such date. Each annual award will vest as to 100% of the underlying shares on the earlier of the one year anniversary of the award's grant date or the date of our next annual stockholder meeting, subject to continued service with us through such date.

### Cash Compensation

Our board of directors approved the following annual compensation package for our non-employee directors:

|                                                                                                                                              | Annual Cash<br>Retainer<br>(\$) |
|----------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| Annual retainer                                                                                                                              | 30,000                          |
| Additional retainer for audit committee chair                                                                                                | 20,000                          |
| Additional retainer for audit committee member                                                                                               | 7,500                           |
| Additional retainer for compensation committee chair                                                                                         | 12,000                          |
| Additional retainer for compensation committee member                                                                                        | 5,000                           |
| Additional retainer for nominating and governance committee chair                                                                            | 7,500                           |
| Additional retainer for nominating and governance committee member                                                                           | 3,500                           |
| Additional retainer for non-executive chairman of the board of directors(1)                                                                  | 30,000                          |
| Additional retainer for independent lead director                                                                                            | 15,000                          |
| (1) The non-executive chairman of the board position is currently unfilled as such no payment was made in relation to this position in 2018. |                                 |

### Director Compensation for 2018

The following table provides information regarding the total compensation that was paid by the Company to each of our directors who was not serving as an executive officer in 2018.

| Name                | Fees Earned or Paid in<br>Cash (\$) | Stock Awards \$(1)(2) | Total (\$) |
|---------------------|-------------------------------------|-----------------------|------------|
| Peter Y. Chung      | 46,734                              | 149,997               | 196,731    |
| Alan S. Henricks    | 58,500                              | 149,997               | 208,497    |
| Phillip J. Salsbury | 65,000                              | 149,997               | 214,997    |
| Tor R. Braham       | 35,916                              | 312,496               | 348,412    |

(1) The aggregate number of shares of our common stock subject to option awards and stock awards outstanding at December 31, 2018, for each non-employee director is as follows:

| Name                | Aggregate Number<br>of Shares Subject to Option Awards<br>Outstanding at<br>December 31, 2018<br>(#) | Aggregate Number<br>of Shares Subject to Stock Awards<br>Outstanding at<br>December 31, 2018<br>(#) |
|---------------------|------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| Peter Y. Chung      | —                                                                                                    | 23,112                                                                                              |
| Alan S. Henricks    | 30,000                                                                                               | 23,112                                                                                              |
| Phillip J. Salsbury | —                                                                                                    | 23,112                                                                                              |
| Tor R. Braham       |                                                                                                      | 48,097                                                                                              |

- (2) The amount reported in the Stock Awards column is the aggregate grant date fair value of the stock award, computed in accordance with equity compensation provisions of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 718. As required by the rules of the SEC, the amount shown excludes the impact of estimated forfeitures related to service-based vesting conditions. Note that the amount reported in this column does not correspond to the actual economic value that may be received by the director from the award.

### Compensation Committee Interlocks and Insider Participation

Messrs. Braham, Chung, Henricks and Salsbury are members of our compensation committee. None of the members of our compensation committee is or has been one of our officers or employees. None of our executive officers currently serves, or in the past year has served, as a member of the compensation committee or director (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of any entity that has one or more executive officers serving on our compensation committee or our board of directors.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of December 31, 2018. Information is included for equity compensation plans approved by our stockholders and equity compensation plans not approved by our stockholders. We will not grant equity awards in the future under any equity compensation plan not approved by our stockholders.

| Plan Category                                          | (a) Number of<br>Securities to be Issued<br>Upon Exercise of<br>Outstanding Options,<br>Warrants and Rights | (b) Weighted<br>Average<br>Exercise Price of<br>Outstanding<br>Options, Warrants<br>and Rights | (c) Number of<br>Securities<br>Remaining<br>Available for<br>Future Issuance<br>Under Equity<br>Compensation Plans(1)<br>(Excluding<br>Securities<br>Reflected in<br>Column (a)) |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Equity compensation plans approved by stockholders     | 10,647,879                                                                                                  | \$5.19                                                                                         | 11,906,198                                                                                                                                                                       |
| Equity compensation plans not approved by stockholders | —                                                                                                           | —                                                                                              | —                                                                                                                                                                                |
| Total                                                  | 10,647,879                                                                                                  | \$5.19                                                                                         | 11,906,198                                                                                                                                                                       |

- (1) Our 2014 Equity Incentive Plan (the “2014 Plan”) provides that the number of shares of our common stock (“Shares”) available for issuance under the 2014 Plan will be increased on the first day of each fiscal year in an amount equal to the least of (i) 8,000,000 Shares, (ii) five percent (5%) of the outstanding Shares on the last day of the immediately preceding fiscal year or (iii) such number of Shares determined by our board of directors; provided, however, that such determination under clause (iii) will be made no later than the last day of the immediately preceding fiscal year.

### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of March 31, 2019 for:

- each of our directors and nominees for director;
- each of our NEOs;
- all of our current directors and executive officers as a group; and
- each person or group, who beneficially owned more than 5% of our common stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable.

We have based our calculation of the percentage of beneficial ownership on 75,183,478 shares of our common stock outstanding as of March 31, 2019. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of March 31, 2019 or issuable pursuant to RSUs which are subject to vesting conditions expected to occur within 60 days of March 31, 2019 to be outstanding and to be beneficially owned by the person holding the stock option or RSU for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o A10 Networks, Inc., 3 West Plumeria Drive, San Jose, California 95134. The information provided in the table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

| Name of Beneficial Owner                                                | Number of Shares Beneficially Owned | Percentage of Shares Beneficially Owned |
|-------------------------------------------------------------------------|-------------------------------------|-----------------------------------------|
| <b>5% Stockholders:</b>                                                 |                                     |                                         |
| Lee Chen(1)                                                             | 10,056,954                          | 13.38 %                                 |
| Entities affiliated with Summit Partners, L.P.(2)                       | 9,492,417                           | 12.63 %                                 |
| VIEX Capital Advisors, LLC(3)                                           | 4,881,326                           | 6.49 %                                  |
| Entities affiliated with Blackrock, Inc.(4)                             | 4,707,826                           | 6.26 %                                  |
| AllianceBernstein L.P.(5)                                               | 3,701,644                           | 5.04 %                                  |
| <b>NEOs and Directors:</b>                                              |                                     |                                         |
| Lee Chen(1)                                                             | 10,056,954                          | 13.38 %                                 |
| Peter Y. Chung(2)                                                       | 9,492,417                           | 12.63 %                                 |
| Phillip J. Salisbury                                                    | 129,571                             | *                                       |
| Chris White (6)                                                         | 118,858                             | *                                       |
| Tom Constantino(7)                                                      | 103,185                             | *                                       |
| Alan S. Henricks(8)                                                     | 71,981                              | *                                       |
| Tor R. Braham                                                           | 36,639                              | *                                       |
| All current executive officers and directors as a group (10 persons)(9) | 21,491,079                          | 28.58 %                                 |

\* Represents beneficial ownership of less than one percent (1%).

- (1) Includes (i) 9,827,423 shares of common stock held by Mr. Chen; and (ii) 3,200 shares of common stock held by the U/A DTD 07/25/2000 Lee Chen Family Trust, for which Mr. Chen serves as a trustee. Includes 229,531 shares issuable upon exercise of options exercisable within 60 days after March 31, 2019.
- (2) Includes (i) 6,873,136 shares of common stock held of record by Summit Partners Growth Equity Fund VIII-A, L.P.; (ii) 2,510,989 shares of common stock held of record by Summit Partners Growth Equity Fund VIII-B, L.P.; (iii) 40,186 shares of common stock held of record by Summit Investors I, LLC, (iv) 3,535 shares of common stock held of record by Summit Investors I (UK), L.P. and (v) 46,212 shares held in the name of Peter Y. Chung. Peter Y. Chung holds shares and any RSUs for the benefit of Summit Partners, L.P., which he has empowered to determine when the underlying shares will be sold and which is entitled to the proceeds of any such sales. Summit Partners, L.P. is the managing member of Summit Partners GE VIII, LLC, which is the general partner of Summit Partners GE VIII, L.P., which is the general partner of each of Summit Partners Growth Equity Fund VIII-A, L.P. and Summit Partners Growth Equity Fund VIII-B, L.P. Summit Master Company, LLC is the managing member of Summit Investors Management, LLC, which is the manager of Summit Investors I, LLC, and the general partner of Summit Investors I (UK), L.P. Summit Master Company, LLC, as the managing member of Summit Investors Management, LLC, has delegated investment decisions, including voting and dispositive power, to Summit Partners, L.P. and its Investment Committee. Summit Partners, L.P., through a two person Investment Committee currently composed of Martin J. Mannion and Peter Y. Chung, has voting and dispositive authority over the shares held by each of these entities and therefore may be deemed to beneficially owns such shares. In addition, Mr. Chung is a member of Summit Master Company, LLC. Each of the Summit entities mentioned herein, Summit Partners, L.P., Summit Master Company, LLC, Mr. Mannion and Mr. Chung disclaim beneficial ownership of the shares of common stock and any RSUs in each case, to the extent of it or his pecuniary interest therein. The address for each of these entities and persons is 222 Berkeley Street, 18th Floor, Boston, MA 02116.
- (3) A Schedule 13F-HR was filed with the SEC on February 14, 2019 by VIEX Capital Advisors, LLC ("VIEX Capital"), and Eric Singer, as managing member, 825 Third Avenue, 33rd Floor, New York, NY 10022. This Schedule 13F-HR reports that VIEX Capital has sole voting power with respect to 4,881,326 shares and sole dispositive power with respect to 4,881,326 shares beneficially owned as of December 31, 2018.
- (4) A Schedule 13G/A was filed with the SEC on February 4, 2019 by BlackRock, Inc. ("BlackRock"), 55 East 52nd Street, New York, NY 10055. BlackRock is a parent holding company with the following subsidiaries who are also beneficial owners: BlackRock International Limited, BlackRock Advisors, LLC, BlackRock Investment Management (UK) Limited, BlackRock Asset Management Canada Limited, BlackRock (Netherlands) B.V., BlackRock Fund Advisor, BlackRock Asset Management Ireland Limited, BlackRock Institutional Trust Company, National Association, BlackRock Financial Management, Inc., BlackRock Japan Co., Ltd., BlackRock Investment Management, LLC. This Schedule 13G/A reports that BlackRock has sole voting power with respect to 4,281,504 shares and sole dispositive power with respect to 4,707,826 shares beneficially owned as of December 31, 2018.

- (5) A Schedule 13GA was filed with the SEC on February 13, 2019 by AllianceBernstein L.P. (“AllianceBernstein”), 1345 Avenue of the Americas, New York, NY 10105. This Schedule 13G/A reports that AllianceBernstein has sole voting power with respect to 2,949,515 shares and sole dispositive power with respect to 3,792,644 shares beneficially owned as of December 31, 2018.
- (6) Includes 105,580 shares issuable upon exercise of options exercisable within 60 days after March 31, 2019.
- (7) Includes 64,687 shares issuable upon exercise of options exercisable within 60 days after March 31, 2019. Also includes 10,034 RSUs that are scheduled to vest on June 26, 2019 and will be settled by delivery of an equal number of shares of common stock (including a number of shares which will be automatically sold on Mr. Constantino’s behalf to cover taxes on such RSU release, pursuant to the terms of the RSU Agreement related to such shares).
- (8) Includes 30,000 shares issuable upon exercise of options exercisable within 60 days after March 31, 2019.
- (9) Includes 1,325,608 shares issuable upon exercise of options held by our current executive officers and directors exercisable within 60 days after March 31, 2019 and 30,341 shares issuable pursuant to RSUs that are subject to vesting conditions expected to occur within 60 days of March 31, 2019 held by our current executive officers and directors.

### **ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

We describe below transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, nominees for director, executive officers or holders of more than 5% of our outstanding capital stock, or any immediate family member of, or person sharing the household with any of these individuals or entities, had or will have a direct or indirect material interest.

Other than as described below, there has not been, nor is there any currently proposed, transactions or series of similar transactions to which we have been or will be a party.

#### **Investors Rights Agreement**

We are party to an investors rights agreement which provides, among other things, that certain holders of our common stock have the right to demand that we file a registration statement, or request that the shares of such stock be covered by a registration statement that we are otherwise filing, subject to certain exceptions. Lee Chen, our President and Chief Executive Officer, Robert Cochran, our Executive Vice President, Legal and Corporate Collaborations, and certain entities affiliated with Summit Partners, L.P., which hold more than 5% of our outstanding capital stock and one of whose managing directors, Peter Y. Chung, is a member of our board of directors, are parties to the investors rights agreement.

#### **Employment Arrangements and Indemnification Agreements**

We have entered into employment and consulting arrangements with certain of our current executive officers. See “Executive Officer Employment Agreements.”

We have also entered into indemnification agreements with certain current and former directors and officers of ours. The indemnification agreements and our restated certificate of incorporation currently in effect and bylaws in effect upon the completion of this offering require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

#### **Equity Award Grants to Executive Officers and Directors**

We have granted stock options, RSUs and/or PSUs to our executive officers and our non-employee directors. See the sections entitled “Executive Compensation” above.

#### **Other Transactions**

Other than as described above under this section titled “Related Party Transactions,” since January 1, 2018, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest. We believe the terms of the transactions described above were comparable to terms we could have obtained in arm’s-length dealings with unrelated third parties.

#### **Policies and Procedures for Related Party Transactions**

The audit committee of our board of directors has the primary responsibility for reviewing and approving transactions with related parties. Our audit committee charter provides that the audit committee may review and approve in advance any related party transactions.

We have adopted a formal written policy providing that our executive officers, directors, nominees for election as directors, beneficial owners of more than 5% of any class of our common stock, any member of the immediate family of any of the foregoing persons, and any firm, corporation, or other entity in which any of the foregoing persons is employed, is a general partner or principal or in a similar position, or in which such person has a 5% or greater beneficial ownership interest, is not permitted to enter into a related party transaction with us without the consent of our audit committee, subject to the exceptions described below. In approving or rejecting any such proposal, our audit committee is to consider the relevant facts and circumstances available and deemed relevant to our audit committee, including, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, and the extent of the related party's interest in the transaction. Our audit committee has determined that certain transactions shall be deemed to be pre-approved by the audit committee, even if the aggregate amount involved will exceed \$120,000, including certain employment arrangements of executive officers, director compensation, transactions with another company at which a related party's only relationship is as a non-executive employee or beneficial owner of less than 5% of that company's shares, transactions where a related party's interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis, and transactions available to all employees generally.

## Director Independence

Our common stock is listed on the New York Stock Exchange. Under the listing standards of the New York Stock Exchange, independent directors must comprise a majority of a listed company's board of directors. In addition, the listing standards of the New York Stock Exchange require that, subject to specified exceptions, each member of a listed company's audit, compensation, and nominating and corporate governance committees be independent. Under the listing standards of the New York Stock Exchange, a director will only qualify as an "independent director" if, in the opinion of that listed company's board of directors, that director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the listing standards of the New York Stock Exchange. In addition, compensation committee members must also satisfy the independence criteria set forth under the listing standards of the New York Stock Exchange.

Our board of directors has undertaken a review of the independence of each director. Based on information provided by each director concerning his background, employment and affiliations, our board of directors has determined that Messrs. Braham, Chung, Henricks and Salsbury do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is "independent" as that term is defined under the listing standards of the New York Stock Exchange. In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions involving them described in the section titled "Related Party Transactions."

## ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S FEES

The following table represents aggregate fees billed to the Company for fiscal years ended December 31, 2018 and 2017 by Deloitte & Touche LLP ("Deloitte"), the Company's independent registered public accounting firm. All services described below for 2018 and 2017 were pre-approved by the Audit Committee.

|                       | 2018         | 2017         |
|-----------------------|--------------|--------------|
| Audit Fees(1)         | \$ 1,504,610 | \$ 2,344,465 |
| Audit-Related Fees(2) | —            | 159,771      |
| Tax Fees(3)           | 12,500       | —            |
| All Other Fees(4)     | —            | —            |
| Total Fees            | \$ 1,517,110 | \$ 2,504,236 |

- (1) Audit Fees consist of professional services rendered in connection with the audit of our annual consolidated financial statements, including audited financial statements presented in our Annual Report on Form 10-K and services that are normally provided by the independent registered public accountants in connection with statutory and regulatory filings or engagements for those fiscal years.
- (2) Audit-Related Fees consist of fees for professional services for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees." These services include accounting consultations concerning financial accounting and reporting standards.

- (3) Tax Fees consist of fees for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance.
- (4) All Other Fees consist of permitted services other than those that meet the criteria above.

#### **Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

Our audit committee has established a policy governing our use of the services of our independent registered public accounting firm. Under the policy, our audit committee is required to pre-approve all audit and non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair the public accountants' independence. All fees paid to Deloitte for our fiscal years ended December 31, 2018 and 2017 were pre-approved by our audit committee.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) All other documents and schedules have been omitted as they are not applicable to this Amendment.

#### 3. Exhibits:

The documents listed in the Exhibit Index of this Annual Report on Form 10-K/A are incorporated by reference or are filed with this report, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

### EXHIBIT INDEX

| Exhibit Number | Description                                                                                                                                                   | Incorporated By Reference |              |                |                   | Filed Herewith |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--------------|----------------|-------------------|----------------|
|                |                                                                                                                                                               | Form                      | SEC File No. | Exhibit Number | Filing Date       |                |
| 3.1            | <a href="#">Amended and Restated Certificate of Incorporation of the Registrant</a>                                                                           | 8-K                       | 001-36343    | 3.2            | November 9, 2018  |                |
| 3.2            | <a href="#">Amended and Restated Bylaws of the Registrant</a>                                                                                                 | S-1/A                     | 333-194015   | 3.2            | March 10, 2014    |                |
| 3.3            | <a href="#">Amendment to Bylaws of the Registrant</a>                                                                                                         | 8-K                       | 001-36343    | 3.2            | November 9, 2018  |                |
| 3.4            | <a href="#">Amended and Restated Bylaws of the Registrant</a>                                                                                                 | 8-K                       | 001-36343    | 3.2            | January 8, 2019   |                |
| 4.1            | <a href="#">Form of common stock certificate of the Registrant</a>                                                                                            | S-1/A                     | 333-194015   | 4.1            | March 10, 2014    |                |
| 4.2            | <a href="#">Amended and Restated Investors' Rights Agreement among the Registrant and certain holders of its capital stock, amended as of October 4, 2013</a> | S-1/A                     | 333-194015   | 4.2            | March 10, 2014    |                |
| 10.1*          | <a href="#">Form of Indemnification Agreement between the Registrant and each of its directors and executive officers</a>                                     | S-1/A                     | 333-194015   | 10.1           | March 10, 2014    |                |
| 10.2*          | <a href="#">2008 Stock Plan and forms of agreements thereunder</a>                                                                                            | 10-Q                      | 001-36343    | 10.2           | May 13, 2014      |                |
| 10.3*          | <a href="#">Amended and Restated 2014 Equity Incentive Plan</a>                                                                                               | 10-Q                      | 001-36343    | 10.1           | August 6, 2015    |                |
| 10.4*          | <a href="#">Amended 2014 Employee Stock Purchase Plan +</a>                                                                                                   |                           |              |                |                   |                |
| 10.5*          | <a href="#">2014 Employee Stock Purchase Plan and forms of agreements thereunder</a>                                                                          | S-1/A                     | 333-194015   | 10.5           | March 10, 2014    |                |
| 10.6*          | <a href="#">Form of Stock Option Agreement pursuant to the 2008 Stock Plan</a>                                                                                | 10-Q                      | 001-36343    | 10.2           | August 4, 2014    |                |
| 10.7*          | <a href="#">Form of Stock Option Agreement – Early Exercise pursuant to the 2008 Stock Plan</a>                                                               | 10-Q                      | 001-36343    | 10.3           | August 4, 2014    |                |
| 10.8*          | <a href="#">Form of Stock Option Agreement pursuant to the Amended and Restated 2014 Equity Incentive Plan</a>                                                | 10-Q                      | 001-36343    | 10.4           | August 4, 2014    |                |
| 10.9*          | <a href="#">Form of Restricted Stock Unit Agreement pursuant to the Amended and Restated 2014 Equity Incentive Plan</a>                                       | 10-Q                      | 001-36343    | 10.5           | August 4, 2014    |                |
| 10.10*         | <a href="#">Offer Letter, dated July 30, 2004, by and between the Registrant and Lee Chen</a>                                                                 | S-1/A                     | 333-194015   | 10.6           | March 10, 2014    |                |
| 10.11*         | <a href="#">Offer Letter, dated November 3, 2008, by and between the Registrant and Rajkumar Jalan</a>                                                        | S-1/A                     | 333-194015   | 10.7           | March 10, 2014    |                |
| 10.12*         | <a href="#">Offer Letter, dated January 4, 2012, by and between the Registrant and Robert Cochran</a>                                                         | S-1/A                     | 333-194015   | 10.9           | March 10, 2014    |                |
| 10.13          | <a href="#">Reseller Agreement, dated April 2, 2009, by and between the Registrant and NEC Corporation</a>                                                    | S-1/A                     | 333-194015   | 10.12          | February 18, 2014 |                |
| 10.14          | <a href="#">First Amendment to Reseller Agreement, dated May 19, 2011, by and between the Registrant and NEC Corporation</a>                                  | S-1/A                     | 333-194015   | 10.13          | February 18, 2014 |                |
| 10.15          | <a href="#">Second Amendment to Reseller Agreement, dated April 1, 2011, by and between the Registrant and NEC Corporation</a>                                | S-1/A                     | 333-194015   | 10.14          | February 18, 2014 |                |

| Exhibit Number | Description                                                                                                                                                                                                                                                               | Incorporated By Reference |              |                |                    | Filed Herewith |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|--------------|----------------|--------------------|----------------|
|                |                                                                                                                                                                                                                                                                           | Form                      | SEC File No. | Exhibit Number | Filing Date        |                |
| 10.16          | <a href="#">Third Amendment to Reseller Agreement, dated April 1, 2011, by and between the Registrant and NEC Corporation</a>                                                                                                                                             | S-1/A                     | 333-194015   | 10.15          | February 18, 2014  |                |
| 10.17          | <a href="#">Fourth Amendment to Reseller Agreement, dated October 3, 2011, by and between the Registrant and NEC Corporation</a>                                                                                                                                          | S-1/A                     | 333-194015   | 10.16          | February 18, 2014  |                |
| 10.18          | <a href="#">Fifth Amendment to Reseller Agreement, dated April 2, 2012, by and between the Registrant and NEC Corporation</a>                                                                                                                                             | S-1/A                     | 333-194015   | 10.17          | February 18, 2014  |                |
| 10.19          | <a href="#">Sixth Amendment to Reseller Agreement, dated November 29, 2012, by and between the Registrant and NEC Corporation</a>                                                                                                                                         | S-1/A                     | 333-194015   | 10.18          | February 18, 2014  |                |
| 10.20          | <a href="#">Seventh Amendment to Reseller Agreement, dated April 9, 2013, by and between the Registrant and NEC Corporation</a>                                                                                                                                           | S-1/A                     | 333-194015   | 10.19          | February 18, 2014  |                |
| 10.21          | <a href="#">Eighth Amendment to Reseller Agreement, dated October 22, 2013, by and between the Registrant and NEC Corporation</a>                                                                                                                                         | S-1/A                     | 333-194015   | 10.20          | February 18, 2014  |                |
| 10.22          | <a href="#">Ninth Amendment to Reseller Agreement, executed on April 22, 2014, by and between the Registrant and NEC Corporation</a>                                                                                                                                      | 10-Q                      | 001-36343    | 10.1           | August 4, 2014     |                |
| 10.23          | <a href="#">Manufacturing Services Agreement, dated December 8, 2006, by and between the Registrant and Lanner Electronics (USA)</a>                                                                                                                                      | S-1/A                     | 333-194015   | 10.21          | February 18, 2014  |                |
| 10.24          | <a href="#">Amendment No. 1 to Manufacturing Services Agreement, dated June 27, 2013, by and between the Registrant and Lanner Electronics (USA)</a>                                                                                                                      | S-1/A                     | 333-194015   | 10.22          | February 18, 2014  |                |
| 10.25          | <a href="#">Contract Manufacturer Agreement, dated July 1, 2008, by and between the Registrant and AEWIN Technologies, Inc.</a>                                                                                                                                           | S-1/A                     | 333-194015   | 10.23          | February 18, 2014  |                |
| 10.26          | <a href="#">Amendment No. 1 to Contract Manufacturer Agreement, dated July 1, 2008, by and between the Registrant and AEWIN Technologies, Inc.</a>                                                                                                                        | 10-K                      | 001-36343    | 10.31          | March 11, 2015     |                |
| 10.27*         | <a href="#">Form of Change in Control and Severance Agreement</a>                                                                                                                                                                                                         | S-1/A                     | 333-194015   | 10.25          | March 10, 2014     |                |
| 10.28*         | <a href="#">Executive Incentive Compensation Plan</a>                                                                                                                                                                                                                     | 10-K                      | 001-6343     | 10.32          | March 1, 2016      |                |
| 10.29          | <a href="#">First Amendment to Loan and Security Agreement, dated as of September 5, 2018, between A10 Networks, Inc. and Silicon Valley Bank</a>                                                                                                                         | 10-Q                      | 001-36343    | 10.2           | September 24, 2018 |                |
| 10.30          | <a href="#">Loan and Security Agreement, dated as of November 1, 2016, between A10 Networks, Inc. and Silicon Valley Bank</a>                                                                                                                                             | 10-Q                      | 001-36343    | 10.1           | November 3, 2016   |                |
| 10.31*         | <a href="#">Transition Letter, dated March 29, 2017, by and between the Registrant and Greg Straughn</a>                                                                                                                                                                  | 10-Q                      | 001-36343    | 10.1           | May 5, 2017        |                |
| 10.32*         | <a href="#">Offer Letter, dated May 14, 2017, by and between the Registrant and Tom Constantino</a>                                                                                                                                                                       | 10-Q                      | 001-36343    | 10.1           | August 3, 2017     |                |
| 10.33*         | <a href="#">Transition Agreement, dated November 6, 2017, by and between the Registrant and Rey Smets</a>                                                                                                                                                                 |                           |              |                |                    |                |
| 10.34*         | <a href="#">Offer Letter, dated December 15, 2017, by and between the Registrant and Christopher White</a>                                                                                                                                                                | 10-K                      | 001-36343    | 10.33          | August 29, 2018    |                |
| 10.35*         | <a href="#">Letter Agreement, dated as of March 14, 2018, among A10 Networks, Inc., VIEX Opportunities Fund, LP - Series One, VIEX GP, LLC, VIEX Special Opportunities Fund II, LP, VIEX Special Opportunities GP II, LLC, VIEX Capital Advisors, LLC and Eric Singer</a> | 8-K                       | 001-36343    | 10.1           | March 16, 2018     |                |
| 21.1           | <a href="#">List of subsidiaries of the Registrant +</a>                                                                                                                                                                                                                  |                           |              |                |                    |                |
| 31.1           | <a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act</a>                                                                                                                                                                |                           |              |                |                    | X              |
| 31.2           | <a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act</a>                                                                                                                                                                |                           |              |                |                    | X              |
| 32.1 **        | <a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act +</a>                                                                                                                                                              |                           |              |                |                    |                |
| 32.2 **        | <a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act +</a>                                                                                                                                                              |                           |              |                |                    |                |

| Exhibit<br>Number | Description                                               | Incorporated By Reference |              |                   |             | Filed<br>Herewith |
|-------------------|-----------------------------------------------------------|---------------------------|--------------|-------------------|-------------|-------------------|
|                   |                                                           | Form                      | SEC File No. | Exhibit<br>Number | Filing Date |                   |
| 101.INS           | XBRL Instance Document. +                                 |                           |              |                   |             |                   |
| 101.SCH           | XBRL Taxonomy Extension Schema Document. +                |                           |              |                   |             |                   |
| 101.CAL           | XBRL Taxonomy Extension Calculation Linkbase Document. +  |                           |              |                   |             |                   |
| 101.DEF           | XBRL Taxonomy Extension Definition Linkbase Document. +   |                           |              |                   |             |                   |
| 101.LAB           | XBRL Taxonomy Extension Label Linkbase Document. +        |                           |              |                   |             |                   |
| 101.PRE           | XBRL Taxonomy Extension Presentation Linkbase Document. + |                           |              |                   |             |                   |

\* Indicates a management contract or compensatory plan.

\*\* The certifications attached as Exhibit 32.1 and 32.2 that accompany this Annual Report on Form 10-K/A are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of A10 Networks, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K/A, irrespective of any general incorporation language contained in such filing.

+ These exhibits were previously included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the Securities and Exchange Commission on March 18, 2019.

## 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, thereunto duly authorized.

### A10 NETWORKS, INC.

Date: April 25, 2019

By: /s/ Lee Chen

**Lee Chen**

*Chief Executive Officer and President  
(Principal Executive Officer)*

Pursuant to the requirements of the Securities Exchange Act of 1934, this annual report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

| <b>Signature</b>        | <b>Title</b>                                                 | <b>Date</b>    |
|-------------------------|--------------------------------------------------------------|----------------|
| /s/ Lee Chen            | Chief Executive Officer, President and Chairman of the Board | April 25, 2019 |
| Lee Chen                | (Principal Executive Officer)                                |                |
| /s/ Tom Constantino     | Chief Financial Officer                                      | April 25, 2019 |
| Tom Constantino         | (Principal Financial and Accounting Officer)                 |                |
| /s/ Peter Y. Chung      | Director                                                     | April 25, 2019 |
| Peter Y. Chung          |                                                              |                |
| /s/ Alan S. Henricks    | Director                                                     | April 25, 2019 |
| Alan S. Henricks        |                                                              |                |
| /s/ Phillip J. Salsbury | Director                                                     | April 25, 2019 |
| Phillip J. Salsbury     |                                                              |                |
| /s/ Tor R. Braham       | Director                                                     | April 25, 2019 |
| Tor R. Braham           |                                                              |                |

**CERTIFICATION**

I, Lee Chen, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of A10 Networks, Inc. for the year ended December 31, 2018; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 25, 2019

By: /s/ Lee Chen

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**Lee Chen**

*President and Chief Executive Officer*

**CERTIFICATION**

I, Tom Constantino, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of A10 Networks, Inc. for the year ended December 31, 2018;  
and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date:  
April 25, 2019

By: /s/ Tom Constantino

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**Tom Constantino**

*Executive Vice President and Chief Financial Officer  
(Principal Accounting and Financial Officer)*