

CAVIUM NETWORKS, INC.  
Form 8-K  
October 29, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 27, 2010**

**CAVIUM NETWORKS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

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**001-33435**  
(Commission File No.)

**77-0558625**  
(IRS Employer Identification No.)

**805 East Middlefield Road**

**Mountain View, California 94043**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (650) 623-7000**

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On October 27, 2010, Cavium Networks, Inc. (the Company) held a conference call to discuss its financial results for the third quarter of 2010. A transcript containing relevant excerpts from that conference call is furnished as Exhibit 99.1 to this report and incorporated by reference herein.

The information under Item 2.02 of this report, including Exhibit 99.1 hereto, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information and the accompanying exhibit shall not be incorporated by reference into filings with the U.S. Securities and Exchange Commission (the SEC) made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Transcript of October 27, 2010 Conference Call

**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 hereunto duly authorized.

**CAVIUM NETWORKS, INC.**

Dated: October 29, 2010

By: **/s/ ARTHUR D. CHADWICK**  
**Arthur D. Chadwick**  
**Vice President of Finance and Administration**  
**and Chief Financial Officer**

EXHIBIT INDEX

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