

**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): July 1, 2019

Casa Systems, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38324
(Commission
File Number)

75-3108867
(IRS Employer
Identification No.)

**100 Old River Road
Andover, Massachusetts**
(Address of Principal Executive Offices)

01810
(Zip Code)

Registrant's Telephone Number, Including Area Code: (978) 688-6706
(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))

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	CASA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

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. ☐

Item 2.01 Completion of Acquisition or Disposition of Assets.

As previously announced, on February 21, 2019, Casa Systems, Inc. (the “Company”) entered into a definitive agreement to acquire 100% of the equity interests in NetComm Wireless Limited (“NetComm”) by way of a scheme of arrangement subject to NetComm shareholder approval and court approval (the “Acquisition”). On July 1, 2019, the Company closed the Acquisition for cash consideration of AUD \$161.0 million using existing cash on hand.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of business acquired.

The financial statements that may be required in connection with the Acquisition are not included in this Current Report on Form 8-K. The Company will file the required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

(b) Pro forma financial information.

The financial statements that may be required in connection with the Acquisition are not included in this Current Report on Form 8-K. The Company will file the required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

(d) Exhibits.

Exhibit Number	Description
99.1	<u>Deed, dated as of February 21, 2019, between Casa Systems, Inc. and NetComm Wireless Limited *</u>
99.2	<u>Press Release, dated July 1, 2019</u>

* Previously filed.

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.

Casa Systems, Inc.

Date: July 1, 2019

By: /s/ Maurizio Nicolelli

Maurizio Nicolelli

Chief Financial Officer



Casa Systems Accelerates its Broadband Convergence Strategy with Completion of NetComm Acquisition

Creates an industry leader in converged broadband solutions for wireless, cable and fixed communication service providers

Expands total addressable market to over \$25 billion

ANDOVER, Mass. – July 1, 2019 – Casa Systems, Inc. (Nasdaq: CASA) a leading provider of converged broadband infrastructure technology solutions for wireless, cable and fixed networks, has completed its previously announced acquisition of NetComm Wireless Limited (ASX: NTC) (NetComm). With NetComm’s global leadership in fixed wireless access and fiber-to-the-distribution point technologies and Casa’s advanced core, access, and network edge solutions, Casa Systems will be able to offer full end-to-end solutions for all categories of broadband technologies. Casa Systems’ solutions portfolio now includes mobile, wireless broadband, fixed wireless broadband, cable, fiber-to-the-home, and fiber-to-the-distribution-point, opening up new opportunities for growth.

With its newly combined portfolio, Casa is uniquely positioned to meet the network infrastructure and access device needs of its customers enabling:

- Ultra-broadband connectivity in any configuration for any access technology, to meet the ever-growing demand for bandwidth
- Truly virtualized communications infrastructure and technology architectures for wireless, cable and fixed telco networks
- Cutting-edge network capabilities, such as “network slicing,” that create new service and revenue opportunities for our customers
- Service agility, manageability, and easily deployable network capacity to meet the rapidly growing demand for bandwidth and 5G services
- Best-of-breed performance and operational simplicity for our customers

“We are very excited to welcome NetComm to the Casa Systems family,” said Jerry Guo, Casa Systems’ President and CEO. “Casa and Netcomm share similar values, as well as rich engineering cultures. We look forward to building on both companies’ long histories of bringing innovative products to the communications industry. By combining our two companies, Casa is able to provide additional connectivity solutions that address our customers’ needs. Our shareholders will benefit from our expanded addressable market, potential to further grow our revenue, and greater geographic and customer diversification.”

In addition to creating long-term growth opportunities, Casa Systems expects to realize both cost and revenue synergies from this transaction. Casa Systems reaffirms its expectation of achieving an annual cost savings run-rate of USD \$7-8 million, which on a non-GAAP diluted net income per share basis is expected to yield between \$0.02 – \$0.03 in 2019 and \$0.07 – \$0.08 in 2020.

NetComm will continue to focus on fixed wireless technologies and fiber-to-the-distribution-point technologies, to deliver innovative and high-performance broadband edge products for wireless and fixed service providers.

Updated pro forma guidance for the NetComm acquisition will be provided on the Casa Systems second quarter earnings call.

About Casa Systems, Inc.

Casa Systems, Inc. (Nasdaq: CASA) delivers converged broadband technology solutions that enable wireless, cable and fixed network service providers to meet the growing demand for gigabit bandwidth and services. Our suite of distributed and virtualized solutions for cable, fixed and wireless 5G ultra-broadband networks are engineered for performance, flexibility and scale. Commercially deployed in over 70 countries, Casa serves more than 475 Tier 1 and regional service providers worldwide.

For more information, please visit us at <http://www.casa-systems.com>.

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