
**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): November 14, 2015

ADTRAN, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

0-24612
(Commission
file number)

63-0918200
(I.R.S. Employer
Identification Number)

901 Explorer Boulevard, Huntsville, Alabama 35806-2807
(Address of principal executive offices, including zip code)

(256) 963-8000
(Registrant's telephone number, including area code)

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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 14, 2015, ADTRAN, Inc. (“ADTRAN”) appointed Roger D. Shannon, age 50, as Senior Vice President and Chief Financial Officer, effective immediately. Mr. Shannon will serve as ADTRAN’s principal financial officer and principal accounting officer. Michael Foliano, currently serving as Interim Chief Financial Officer, will continue in his role as Senior Vice President – Global Operations.

Prior to joining ADTRAN, Mr. Shannon served as Chief Financial Officer for Steel Technologies LLC, a processor of flat-rolled steel, since 2006. Previously, Mr. Shannon served as the Assistant Treasurer and Director of Treasury at Brown-Forman Corporation from 1997 to 2006. Prior to that, Mr. Shannon held various other accounting and financial positions. Mr. Shannon obtained his Master of Business Administration from the University of Georgia, Terry Graduate School of Business and is a certified public accountant and a chartered financial analyst.

Mr. Shannon’s base salary will initially be \$365,000 and his target annual cash incentive compensation will initially be \$219,000 (of which, there is a 50% guaranteed floor for 2016, to be paid in the first quarter of 2017). Further, Mr. Shannon has been granted a performance restricted stock unit award with respect to 5,200 shares of ADTRAN’s common stock vesting over a three year period and will receive incentive stock options for 30,000 shares of the Company’s stock under the ADTRAN 2015 Employee Stock Incentive Plan. As an inducement to accept employment with ADTRAN, Mr. Shannon will receive a cash signing bonus of \$220,000 and be eligible for reimbursement of relocation expenses, both of which are subject to repayment in the event of voluntary termination or termination for cause within the first 12 months of employment. Mr. Shannon will be an “at-will” employee of ADTRAN and will have no specified term as Chief Financial Officer. Mr. Shannon is eligible for health insurance and life and disability insurance and other customary employee benefits.

There are no family relationships between Mr. Shannon and any director or executive officer of ADTRAN, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of ADTRAN’s press release announcing such appointment is attached as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated November 16, 2015

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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 on November 16, 2015.

ADTRAN, Inc.
(Registrant)

By: /s/ Roger D. Shannon

Roger D. Shannon
Senior Vice President and
Chief Financial Officer
(Principal Accounting Officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated November 16, 2015

ADTRAN Appoints Roger D. Shannon as Chief Financial Officer

Shannon's extensive experience leading finance at multi-national companies is key asset as ADTRAN focuses on global growth

HUNTSVILLE, Ala.—(November 16, 2015)—ADTRAN®, Inc., (NASDAQ:ADTN), today announced it has appointed Roger D. Shannon as its senior vice president of finance and chief financial officer (CFO). Shannon brings strong experience in leading financial organizations at large multi-national public companies. He brings to ADTRAN extensive financial expertise over a broad array of industries, geographies and financial conditions. His proven leadership skills, strong strategic and analytical capabilities, and collaborative, hands-on management style will be a welcome addition to the company's leadership team. In this role, Shannon will oversee finance, investor relations, accounting, legal affairs and contracts. He will report directly to the company's CEO.

“Roger's experience creating financial strength at large, multi-national companies will be beneficial as ADTRAN looks to capitalize on the significant growth opportunities in broadband services in markets around the world,” said Thomas R. Stanton, chief executive officer and chairman of the board, ADTRAN. “As ADTRAN has shifted its focus as a software company and expanded our sales, research, product development and support teams around the world, Roger will play a key role in ensuring we create shareholder value as we help our customers deploy the future network state.”

Prior to joining ADTRAN, Shannon served as CFO and treasurer at Steel Technologies LLC, a subsidiary of Mitsui & Co., Ltd. and Nucor Corporation since July 2006, also serving as its principal accounting officer. Prior to his nine-year tenure at Steel Technologies, Shannon directed global treasury for Brown-Forman Corporation. During his career, Shannon has held financial leadership positions in a wide range of industries at large and mid-size international companies in the manufacturing, consumer goods and business services markets. A native of Decatur, Alabama, Shannon holds a master's degree in business administration from the Terry Graduate School of Business at the University of Georgia and a bachelor's degree in accounting from Auburn University. He is a certified public accountant and chartered financial analyst.

“ADTRAN is poised for a fundamental expansion of its business, both globally and through the innovative software-driven service creation solutions it has developed. I look forward to supporting the company through this process in an effort to maximize its opportunities for financial success,” said Shannon. “These business transformations present exciting challenges and opportunities, and I believe my skills and experience can help expand the company's growth trajectory and create more value for all of its shareholders and other stakeholders.”

Michael Foliano, who has served as interim CFO, will remain responsible for all manufacturing, supply chain and logistics functions, as well as ADTRAN's corporate IT, facilities and real estate functions as the company's senior vice president of global operations. “Mike has done a tremendous job in his dual role as both interim CFO and senior vice president of global operations. We appreciate his dedication, drive and focus,” added Stanton.

About ADTRAN

ADTRAN, Inc. is a leading global provider of networking and communications equipment. ADTRAN's products enable voice, data, video and Internet communications across a variety of network infrastructures. ADTRAN solutions are currently in use by service providers, private enterprises, government organizations, and millions of individual users worldwide. For more information, please visit www.adtran.com.

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Senior Vice President & CFO

or

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Investor Services