

**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): **December 3, 2024**

ARISTA NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-36468

(Commission File Number)

20-1751121

(IRS Employer Identification
No.)

5453 Great America Parkway

Santa Clara, CA 95054

(Address of principal executive offices) (Zip Code)

(408) 547-5500

(Registrant's telephone number, including area code)

Not Applicable

(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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	ANET	New York Stock Exchange

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 7, 2024, Arista Networks, Inc. (the “Company”) announced a four-for-one forward stock split (the “Stock Split”) of the Company’s common stock. On December 3, 2024, the Company filed an amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect the Stock Split and proportionately increase the number of shares of the Company’s authorized common stock from 1,000,000,000 to 4,000,000,000. The Amendment, which became effective at 4:30 p.m. Eastern Time on December 3, 2024, is filed as Exhibit 3.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<u>Amendment to the Amended and Restated Certificate of Incorporation of Arista Networks, Inc., dated December 3, 2024.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

December 3, 2024

ARISTA NETWORKS, INC.

/s/ CHANTELLE BREITHAUPT

Chantelle Breithaupt
Chief Financial Officer
(Senior Vice President)

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ARISTA NETWORKS, INC.**

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

The name of the corporation is Arista Networks, Inc. (the “**Corporation**”). The Corporation, duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. That the Board of Directors of the Corporation duly adopted resolutions setting forth an Amendment to the Amended and Restated Certificate of Incorporation declaring Section 4.1 of the Article thereof numbered “IV” be amended and restated so that said Section 4.1 of Article IV shall read in its entirety as follows:

4.1. Authorized Capital Stock. The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 4,100,000,000 shares, consisting of 4,000,000,000 shares of Common Stock, par value \$0.0001 per share (the “**Common Stock**”), and 100,000,000 shares of Preferred Stock, par value \$0.0001 per share (the “**Preferred Stock**”). Upon the effectiveness of the certificate of amendment inserting this sentence into the certificate of incorporation of the Corporation (the “**Split Effective Time**”), each share of Common Stock issued and outstanding, and each share of Common Stock held by the Corporation as treasury stock, in each case as of immediately prior to the Split Effective Time, shall automatically, without further action on the part of the Corporation or any holder thereof, be subdivided and reclassified into four (4) validly issued, fully paid and nonassessable shares of Common Stock, reflecting a four (4) to one (1) stock split (the “**Forward Stock Split**”). Following the Split Effective Time, each certificate representing shares of Common Stock issued and outstanding immediately prior to the Split Effective Time shall be deemed to represent the number of shares of Common Stock into which the shares represented thereby have been subdivided and reclassified pursuant to the Forward Stock Split, until such certificate is surrendered to the Corporation for cancellation or exchange.

2. That the foregoing amendment to the Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

3. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation shall become effective as of 4:30 p.m., local time in Wilmington, Delaware, on December 3, 2024.

IN WITNESS WHEREOF, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this third day of December, 2024.

ARISTA NETWORKS, INC.

By: /s/ JAYSHREE ULLAL
Name: Jayshree Ullal
Title: President and Chief Executive Officer

[Signature Page to Certificate of Amendment]