

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
A10 NETWORKS, INC.**

A10 Networks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), hereby certifies as follows:

1. The name of the Corporation is A10 Networks, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 06, 2013.
2. Pursuant to Section 242 of the DGCL, this Certificate of Amendment of Certificate further amends the provisions of the Corporation's Certificate of Incorporation.
3. Pursuant to Section 242 of the DGCL, the Board of Directors of the Corporation duly adopted resolutions setting forth the terms and provisions of this Certificate of Amendment of Certificate of Incorporation, declaring the terms and provisions of this Certificate of Amendment to be advisable, and directing that the terms and provisions of this Certificate of Amendment be submitted to and considered by the stockholders of the Corporation for approval.
4. The terms and provisions of this Certificate of Amendment of Certificate of Incorporation have been duly adopted and approved by the stockholders of the Corporation, acting in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law.
5. Article V, Section A of the Corporation's Certificate of Incorporation (as amended, the "**Restated Certificate**") is hereby amended and restated in its entirety as follows:

"The corporation is authorized to issue a total of three hundred sixty million seven hundred forty-nine thousand nine hundred seventy-five (360,749,975) shares of stock, divided into two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The number of shares of Common Stock authorized to be issued is two hundred forty-six million (246,000,000) shares, \$0.00001 par value per share. The number of shares of Preferred Stock authorized to be issued is one hundred fourteen million seven hundred forty-nine thousand nine hundred seventy-five (114,749,975) shares, \$0.00001 par value per share, thirty-three million four hundred twenty-four thousand two hundred two (33,424,202) shares of which are designated as Series A Preferred Stock (the "**Series A Preferred**"), twenty-six million three hundred seven thousand six hundred forty-six (26,307,646) shares of which are designated as Series B Preferred Stock (the "**Series B Preferred**"), fifty-four million nine hundred three thousand one hundred twenty-seven (54,903,127) shares of which are designated as Series C Preferred Stock (the "**Series C Preferred**") and one hundred fifteen thousand (115,000) shares of which are designated as Series D Preferred Stock (the "**Series D Preferred**"). It is the intention of the corporation that each share of Common Stock and Preferred Stock (and the holder thereof) shall receive the benefit of the rights, preferences and privileges relating to the Conversion Rights set forth in Section 3 of Article III.B. of the Amended and Restated Articles of Incorporation of A10 Networks, Inc., a California corporation and predecessor to the corporation (the "**Predecessor**") (the "**Predecessor Charter**"), and any adjustment thereto, and the redemption rights set forth in Section 6 of Article III.B. of the Predecessor Charter and/or any adjustment or addition of cumulative dividends thereto, which, in each case, shall be carried over of a share of stock of the same class of the Predecessor from the applicable date of issuance of such share by the Predecessor as if such share of Common Stock or Preferred Stock was issued by the corporation (rather than the Predecessor) at such time. As a result, for purposes of Section 3 of Article

V.B. and Section 6 of Article V.B. of this Certificate of Incorporation, (i) all references to the corporation shall be deemed to include the Predecessor and (ii) each share of stock issued by the corporation in connection with the exchange and conversion of the shares of the Predecessor's capital stock for shares of the corporation's capital stock pursuant to that certain Agreement and Plan of Merger between the corporation and the Predecessor, dated on or about the date of the filing of this Certificate of Incorporation, shall be deemed to have been issued on the date such share was issued by the Predecessor.

Effective immediately upon the filing of this Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware (the "**Record Date**"), each 3.75 outstanding shares of Common Stock, each 3.75 outstanding shares of Series A Preferred Stock, each 3.75 outstanding shares of Series B Preferred Stock, each 3.75 outstanding shares of Series C Preferred Stock, will be exchanged and combined, automatically and without further action, into one (1) share of Common Stock, one (1) share of Series A Preferred Stock, one (1) share of Series B Preferred Stock, one (1) share of Series C Preferred Stock, respectively (the "**Reverse Stock Split**"). The Reverse Stock Split shall also apply to any outstanding securities or rights convertible into, or exchangeable or exercisable for, Common Stock or Preferred Stock of the Corporation. The Reverse Stock Split shall be effected on a certificate-by-certificate basis and no fractional shares shall be issued upon the exchange and combination. For each one (1) share of Common Stock of the Corporation that is issued and outstanding on the and each one (1) share of Preferred Stock of the Corporation that is issued and outstanding on the Record Date, the par value will remain the same after the Reverse Stock Split at US\$0.00001 per share. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay an amount of cash equal to the product of (i) the fractional share to which the holder would otherwise be entitled and (ii) the then fair value of a share as determined in good faith by the Board of Directors."

6. The second to last sentence of Article V, Section B(3)(a)(i) of the Corporation's Certificate of Incorporation is hereby amended and restated to read as follows:

"The initial Conversion Price for shares of Series D Preferred shall be \$8.4855 per share (the "**Series D Conversion Price**"). The initial Series D Conversion Price set forth has been adjusted to reflect the Reverse Stock Split and, accordingly, no further adjustment to the Series D Conversion Price shall be made as a result of the Reverse Stock Split."

7. Article V, Section B(3)(a)(ii) of the Corporation's Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"(ii) Each share of Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price (i) upon the consummation of the corporation's sale of its Common Stock in a bona fide, firm commitment underwriting pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), which results in aggregate gross cash proceeds to the corporation in excess of \$10,000,000 and the public offering price (before deducting commissions, discounts or expenses) of which is not less than \$5.00 per share (adjusted to reflect subsequent stock dividends, stock splits or recapitalizations, including the Reverse Stock Split for which such amount has not been adjusted) ("Qualified Offering") or (ii) upon the receipt by the Corporation of a written request for such conversion from (1) the holders of a majority of the Preferred Stock then outstanding (voting as a single class and on an as-converted basis) and (2) the holders of a majority of the Series D Preferred then outstanding (voting as a separate class). In the event of the automatic conversion of the Preferred Stock upon a Qualified Offering as set forth above, the person(s) entitled to receive the Common Stock issuable upon such conversion of Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities."

8. All other provisions of the Restated Certificate shall remain in full force and effect.

*[Remainder of this Page Intentionally Left Blank]*

IN WITNESS WHEREOF, A10 Networks, Inc. has caused this Certificate of Amendment Certificate of Incorporation to be signed by Lee Chen, a duly authorized officer of the Corporation, on March 6, 2014.

/s/ Lee Chen

Lee Chen, President