



ARISTA

2021 NOTICE & PROXY STATEMENT

2020 ANNUAL REPORT

DEAR ARISTA NETWORKS STOCKHOLDERS

2020 Milestones:

- Revenue for our fiscal year 2020 was \$2.32 billion. We now serve over 7,000 customers and continue to add new customers and expand our market presence. Our customers span a range of several sectors including public cloud providers (cloud titans), service and cloud specialty providers and enterprise customers including financial companies.
- In October 2020, Arista acquired Awake Security, a Network Detection and Response (NDR) platform provider that combines artificial intelligence with human expertise to autonomously hunt and respond to insider and external threats.
- In February 2020, Arista acquired Big Switch Networks, a network monitoring and software defined networking pioneer for multi-cloud visibility.
- Arista expanded its Cognitive Campus portfolio with the flagship modular POE chassis 750 Series for high port density, efficient power and embedded security and automation.
- Arista introduced its optical line system for 400G, Arista OSFP-LS, which is a highly compact, low power and cost-effective solution for increasing bandwidth between data centers without the need for external optical line systems.
- Arista also launched a network observability software, DANZ Monitoring Fabric, on Arista switching platforms for enterprise-wide traffic visibility and contextual insights. In light of the recent cyber attacks, Arista introduced Attack Surface Assessment service, through our acquisition of Awake Security.
- Arista Networks recognized as a leader in The Forrester Wave™: Open, Programmable Switches for A Businesswide SDN, Q3 2020 with the top score in the strategy category.
- This is the sixth consecutive year Arista Networks has been recognized in the Leaders Quadrant of the 2020 Gartner Magic Quadrant for Data Center Networking published on 30 June 2020.

Customers believe that COVID-19 has actually increased the value and relevance of the network in the post-pandemic era. We are building upon our cloud networking heritage to unify data sets consistently and harnessing and archiving data across one software stack (EOS and one CloudVision).

Looking ahead, Arista is helping customers with their transformation to a data-centric cloud-first world. We are optimistic in helping the networking industry transition and change to modern data-driven networking.

I thank Arista stockholders, customers, partners and our employees for your continued support.



JAYSHREE ULLAL
Chief Executive Officer, President and Director
Arista Networks, Inc.

April 21, 2021

2020 was a challenging year, in the face of the COVID-19 pandemic and resulting economic uncertainty, combined with unprecedented adjustments to our operations. I am extremely proud and grateful to the Arista family for the dedication, resilience and empathy they have shown over the past year, working diligently with suppliers and partners to help our customers navigate the challenges.

Despite this, we executed well against our mission of helping customers with their transformation to a data-centric cloud-first strategy. We made significant progress in extending cloud networking principles to the enterprise and campus markets with our Cognitive Cloud Networking approach. In addition, we completed the acquisitions of Big Switch Networks and Awake Security, broadening our network software offerings. This diversification of the business from both a customer and product perspective, contributed to a return to revenue growth in the fourth quarter of 2020 to position Arista well for growth momentum into 2021.



JAYSHREE ULLAL
Chief Executive Officer,
President and Director
Arista Networks, Inc.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held at 11:00 a.m. Pacific Time on Tuesday, June 1, 2021

Dear Stockholders of Arista Networks, Inc.:

The 2021 annual meeting of stockholders of Arista Networks, Inc. (the "Company"), a Delaware corporation, and any postponements, adjournments or continuations thereof (the "Annual Meeting"), will be held on Tuesday, June 1, 2021 at 11:00 a.m. Pacific Time. Due to the coronavirus outbreak, the Annual Meeting will be conducted virtually via a live webcast. You will be able to attend the Annual Meeting online and submit your questions during the meeting at www.virtualshareholdermeeting.com/ANET2021. To access the virtual meeting, you will need to enter the control number included in your Notice of Internet Availability of Proxy Materials (the "Notice"), on your proxy card or on the instructions that accompanied your proxy materials.

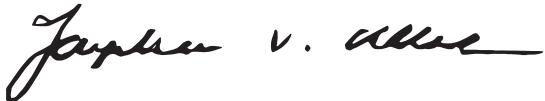
Our board of directors has fixed the close of business on April 8, 2021 as the record date for the Annual Meeting. Only stockholders of record on April 8, 2021 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement. If you plan on attending this year's annual meeting as a stockholder, you must follow the instructions set forth on page 8 of the accompanying proxy statement.

On or about April 21, 2021, we expect to mail to our stockholders the Notice, which provides instructions on how to access our proxy statement for the Annual Meeting and our annual report to stockholders, how to vote online or by telephone, and how to receive a paper copy of the proxy materials by mail. The accompanying proxy statement and our annual report can be accessed directly at the following Internet address: www.proxyvote.com. All you have to do is enter the control number located on your proxy card.

YOUR VOTE IS IMPORTANT. We urge you to submit your vote via the Internet, telephone or mail.

We appreciate your continued support of Arista Networks, Inc. and look forward to either greeting you virtually at the Annual Meeting or receiving your proxy.

By order of the Board of Directors,



JAYSHREE ULLAL

Chief Executive Officer, President and Director
Santa Clara, California
April 21, 2021

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TABLE OF CONTENTS

2021 PROXY STATEMENT SUMMARY	1	
OUR COMMITMENT TO CORPORATE, ENVIRONMENTAL AND SOCIAL RESPONSIBILITY	4	
QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND OUR ANNUAL MEETING	8	
BOARD OF DIRECTORS AND CORPORATE GOVERNANCE	11	
Nominees for Director	14	
Continuing Directors	15	
Key Elements of Board Independence at Arista	18	
Director Commitments	18	
Board Leadership Structure	18	
Lead Independent Director	19	
Board Meetings and Committees	19	
Compensation Committee Interlocks and Insider Participation	22	
Considerations in Evaluating Director Nominees	22	
Stockholder Recommendations for Nominations to the Board of Directors	22	
Communications with the Board of Directors	23	
Corporate Governance Guidelines and Code of Business Conduct and Ethics		
Risk Management	23	
Executive Talent Management and Succession Planning	25	
Director Compensation	25	
PROPOSAL NO. 1 ELECTION OF DIRECTORS	27	
Nominees	27	
Vote Required	27	
PROPOSAL NO. 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION	28	
Vote Required	28	
PROPOSAL NO. 3 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	29	
Fees Paid to the Independent Registered Public Accounting Firm	29	
Auditor Independence	29	
Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm	30	
Vote Required	30	
REPORT OF THE AUDIT COMMITTEE	31	
EXECUTIVE OFFICERS	32	
EXECUTIVE COMPENSATION	34	
Compensation Discussion and Analysis	34	
Overview	35	
Effect of Most Recent Stockholder Advisory Vote on Executive Compensation	37	
Executive Compensation Philosophy and Objectives	37	
Executive Compensation Program Components	40	
Executive Officer Employment Arrangements	44	
Fiscal 2020 Summary Compensation Table	46	
Outstanding Equity Awards at 2020 Year-End	47	
Fiscal 2020 Grants of Plan-Based Awards	49	
Fiscal 2020 Option Exercises and Stock Vested	50	
Pension Benefits	50	
Nonqualified Deferred Compensation	50	
Potential Payments Upon Termination or Change in Control	50	
Risk Assessment and Compensation Practices	51	
Other Compensation Policies	51	
Tax and Accounting Considerations	52	
CEO Pay Ratio	53	
Compensation Committee Report	54	
Equity Compensation Plan Information	54	

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT	55	OTHER MATTERS	58
DELINQUENT SECTION 16(A) REPORTS	57	Householding	58
RELATED PERSON TRANSACTIONS	57	Stockholder Proposals	59
Investors' Rights Agreement	57	Availability of Bylaws	59
Other Transactions	57	Fiscal Year 2020 Annual Report and SEC Filings	59
Policies and Procedures for Related Party Transactions	58		

2021 PROXY STATEMENT SUMMARY

This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by our board of directors for use at the 2021 annual meeting of stockholders of Arista Networks, Inc. (the “Company” or “Arista”), a Delaware corporation, and any postponements, adjournments or continuations thereof (the “Annual Meeting”). This summary highlights information contained in this proxy statement. We encourage you to read the entire proxy statement for more information prior to voting.

Annual Meeting

**Date and Time**

Tuesday, June 1, 2021 at
11:00 a.m. Pacific Time

**Virtual Meeting**

www.virtualshareholdermeeting.com/ANET2021

**Record Date**

April 8, 2021

YOUR VOTE IS IMPORTANT. We urge you to submit your vote via the Internet, telephone or mail.

Proposals and Board Recommendations

1**Page 27****Proposal for your Vote:**

Election of three Class I directors to serve until the 2024 annual meeting of stockholders

Board Voting Recommendation:

FOR the election of Kelly Battles, Andreas Bechtolsheim and Jayshree Ullal

2**Page 28****Proposal for your Vote:**

Advisory vote to approve named executive officer compensation

Board Voting Recommendation: FOR**3****Page 29****Proposal for your Vote:**

Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm

Board Voting Recommendation: FOR

Director Nominees

Name and Occupation	Age	Director Since	Independent	Committees
Kelly Battles Chief Financial Officer of Alpha Medical	54	2020	✓	Audit
Andreas Bechtolsheim Chairman of the Board of Directors and Chief Development Officer of Arista	65	2004		
Jayshree Ullal Chief Executive Officer of Arista	60	2008		

2020 Business Highlights

REVENUE

\$2.32B

GAAP GROSS MARGIN

63.9%

CUSTOMERS:

- Over 7,000 customers

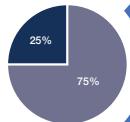
ACQUISITIONS:

- Awake Security, a network detection and response platform
- Big Switch Networks, a network monitoring and SDN pioneer

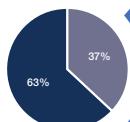
INDUSTRY LEADERSHIP:

- Arista Networks recognized as a leader in The Forrester Wave™: Open, Programmable Switches for A Businesswide SDN, Q3 2020 with the top score in the strategy category.
- This is the sixth consecutive year Arista Networks has been recognized in the Leaders Quadrant of the 2020 Gartner Magic Quadrant for Data Center Networking published on 30 June 2020.

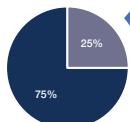
Board of Directors Snapshot



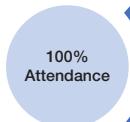
- All of our non-employee directors are independent
- Added a new independent director in 2020
- Diversity of board enhances board independence



- 3/8 of our directors are women



- 2/8 of our directors have served for less than 6 years



- Directors attended 100% of the board and committee meetings in 2020

Corporate Governance Highlights

We are committed to having sound corporate governance principles that we believe serve the best interest of all our stockholders. Some highlights of our corporate governance practices are listed below. In addition, we regularly evaluate our practices against prevailing best practices and emerging and evolving topics identified through outreach, current literature and corporate governance organizations.

Board Oversight

- Oversees the Company's strategy, annual business plans, Enterprise Risk Management (ERM) framework and culture, values and conduct
- Regular reviews of succession plans for CEO and other key executives

Independent Board

- Executive sessions of independent directors at each board of directors meeting
- Strong Lead Independent Director facilitates independent board oversight of management and has expansive duties including setting agendas for the board meetings

Annual Evaluations

- Annual Board and committee self-assessments enhance performance
- Encompasses the structure and composition of the board of directors and committees, culture, process and relationship with management

Shareholder Engagement

- Active, year-round shareholder engagement process where we meet with our shareholders and other key stakeholders
- Host Investor Day
- Present at investor conferences

Corporate Governance Policies

- Stock Ownership Guidelines for directors and CEO
- Clawback Policy for executive officers
- Insider Trading Policy prohibits, among other things, hedging; see Hedging or Pledging Policies on page 52 of this Proxy Statement

Executive Compensation Highlights

- | | |
|--|--|
| ✓ Annual review of our executive compensation program | ✓ Stock Ownership Guidelines for CEO |
| ✓ Performance-based equity for CEO and other senior officers | ✓ Clawback Policy for executive officers |
| ✓ Independent compensation consultant | ✓ No executive-only retirement programs |
| | ✓ No excise tax gross-ups |

Our Commitment to Corporate, Environmental and Social Responsibility

Arista is committed to designing, manufacturing and delivering leading software driven cloud networking solutions in an environmentally and socially sustainable manner. We believe that sustainability and business growth are closely linked, and delivering products that are sustainable truly enables our customers' success. Arista's commitment to corporate, environmental and social responsibility is focused on the following key areas:



Ethical Business Conduct

- Our Code of Ethics and Business Conduct (the "Code") emphasizes the importance of honest business conduct and solid business ethics. The Code applies to all personnel employed by or engaged to provide services to the Company including, but not limited to, our employees, officers and directors, including our Chief Executive Officer, Chief Financial Officer, and other executive and senior financial officers. The Code addresses, among other things, conflicts of interest, business practices, compliance with laws and regulations, and interacting fairly and respectfully with each other, our customers, partners, suppliers and host communities. The full text of the Code and our Corporate Governance Guidelines are posted on the Governance section of our website at <http://investors.arista.com>.
- We are committed to complying with applicable international and domestic anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and applicable local laws. Our Anti-Corruption Compliance Policy & Guidelines outline the parameters of what is acceptable and what is not acceptable from an anti-corruption view. We have established procedures for conducting due diligence on our partners, manufacturers, suppliers, logistics providers and other third parties that may interact with foreign officials on our behalf.
- Our whistleblower policy encourages transparency, facilitates confidentiality, and provides multiple avenues for employees and non-employees to submit concerns about accounting, auditing or other matters.
- We are committed to maintaining the highest level of professional and ethical standards in the conduct of our business around the world. We believe our reputation for integrity and fair dealing is an important component of our success and the personal satisfaction of our employees.

People

- We believe that diversity and inclusion play an important role in attracting and retaining the best talent, enhancing our organizational performance and ultimately improving shareholder value. We desire to maintain an open and inclusive environment where people feel valued, included and accountable. We recognize that gender and racial disparities remain a challenge in our industry and are deeply committed to addressing this issue.
- Our efforts start at the top with a diverse management team that includes our Chief Executive Officer, Chief Financial Officer and Group Vice President and Worldwide Human Resources and Operations who are all women, and our Chief Executive Officer, Chief Operating Officer and Senior Vice President of WW Customer Engineering who are people of color.
- To extend this diversity throughout the organization, we are increasing recruitment and engagement efforts for women and members of underrepresented communities including building programs to promote a broader and more diverse pool of candidates for job openings, providing top employees with career opportunities, maintaining pay equity among our employees and nurturing an inclusive community.
- For example, we are actively promoting the hiring of female engineers through the hosting of periodic technology sessions for female engineers. We also support under-represented employee affinity organizations and actively recruit from underrepresented universities and professional societies, including professional societies that support Black engineers, Latin Americans and veterans.
- We work hard to reinforce the principles of diversity and inclusion within our workplace community. These principles are codified in our Code of Ethics and Business Conduct which affirms our commitment to equal employment opportunity, without regard to any protected characteristic, including but not limited

to race, religion, national origin, color, gender, age, disability, pregnancy, marital status, military status or sexual orientation. We believe all employees should be treated with dignity and respect. We seek to educate on these expectations by requiring periodic training on our Code of Ethics and Business Conduct, Anti-Corruption Compliance Policy & Guidelines, anti-harassment and other matters.



Health and Safety

- We are committed to protecting the health and safety of our employees, visitors, and the public. Our policy is to maintain our facilities and run our business operations in a manner that does not jeopardize the occupational health and safety of employees.
- We promote health through wellness events. Arista holds quarterly Employee Health & Wellness Days to raise awareness on health issues and increase education on preventive medicine and available services. Our wellness events focus on physical well-being, nutrition, emotional well-being and holistic health.
- During the COVID-19 pandemic, Arista formed an internal task force that developed policies, procedures, safety training and protocols for the safety of our employees. Arista maintains a focus on supporting employee wellness through the pandemic and launched a COVID toolkit for employees and an on-going webinar series focused on providing information and resources about remote working, parenting and family, kids learning, physical health and nutrition and support through our Employee Assistance Program. Arista also implemented facilities improvements for the safety of our employees during the pandemic.



Social Responsibility



- As an integral part of our corporate culture, we maintain an active community engagement program to provide opportunities for our employees to participate in community service. While the COVID pandemic created challenges with in-person volunteering, Arista was able to quickly shift to organizing virtual volunteer opportunities, including adding local detail to maps with the Missing Maps Project and the American Red Cross in preparation for disasters.
- Through our Foundation, Arista gives annually to select non-profit organizations. Our Foundation's giving priorities are generally to non-profits focused on education, hunger or environmental sustainability. In 2020, Arista donated to Friends of the Children New York and Code2040, among others.
- Immediately after the outbreak of the COVID pandemic, Arista committed to working with key hospitals across the country to donate critical networking gear to accelerate the adoption of new technologies. The Arista Foundation directly funded critical COVID-19 medical research through generous grants to Stanford Medical and Gladstone / UCSF, and ultimately enabled Nobel Prize winning research. The Arista Foundation also provided global COVID community aid through grants to the American Red Cross, the World Health Organization, PM Cares India and the Temple Street Hospital, Dublin, Ireland.
- In 2020, through the personal efforts of Arista executive Pravin Bhagwat and India non-profit partner, 14 Trees Foundation, we planted another 20,000 trees in 2020 for a cumulative 75,000 trees to-date worldwide.
- In late 2020, inspired by unprecedented global need caused by the pandemic, Arista launched our first global employee fundraising event with the goal of providing food to people in need. Over 1.1 million meals were provided through a combination of employee donations and matching Arista Foundation funds through our partners, Second Harvest of Silicon Valley, Feeding America, New Hampshire Food Bank, Central Texas Food Bank, Food Bank of Central and Eastern North Carolina, Greater Vancouver Food Bank, Foodcloud, Ireland and Foodbank, Australia, in the largest Arista philanthropy event ever.
- Additionally, in immediate response to some of the worst wildfires in recent Bay Area history, Arista employees and the Arista Foundation donated funds to assist those displaced and in need of aid in Santa Cruz County through our partner the Community Foundation of Santa Cruz County.

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- We are committed to responsible sourcing of materials for our products. We are a member of the Responsible Minerals Initiative (“RMI”) and have management systems in place to ensure that components are sourced responsibly. Arista’s suppliers are asked to take reasonable due diligence to determine if the minerals that they use are sourced from certified conflict-free smelters, which are validated by the RMI.

Environmental

• Sustainability & Environmental Management

In 2021, Arista amended its Audit Committee charter to provide that the Audit Committee has responsibility for reviewing and discussing with management the Company’s policies and practices relating to environmental and social responsibility matters. In addition, Arista created a Sustainability Committee that sets the direction and strategy on sustainability matters and oversees execution of sustainability initiatives. We also implemented an environmental management system that outlines our objectives for achieving pollution prevention, environmental protection and monitoring, and continual improvements in the environmental performance of our operations.

• LEED Gold Certification & Efficient Offices

- When we select our office space, we ensure that we have an office that not only meets our needs, but also aids us in reducing our impact to the environment. Our Santa Clara headquarters and our San Francisco office are both LEED Gold certified. The certification, awarded by the U.S. Green Building Council, is based on the properties’ use of sustainable materials, water and energy efficiency, indoor environmental quality, location and transportation, and overall innovation. We also consider energy efficient real estate for our international operations and we moved our Bangalore operations to a facility that was built according to LEED Gold Level rating benchmarks.
- Our headquarters includes environmentally friendly features such as floor-to-ceiling windows that filter heat and maximize natural light and energy efficient lighting, heating, cooling and ventilation. In addition, high efficiency plumbing fixtures and landscape irrigation systems are installed to conserve water at a critical time for California. We also promote alternative commuting with onsite electric vehicle charging stations, priority parking for hybrid vehicles and bike lockers throughout our campus.

• Electronic Industry Citizenship Coalition Membership

Arista is a member of the Responsible Business Alliance (“RBA”) and supports the RBA’s vision and mission, which strives to develop a global electronics industry supply chain that consistently operates with social, environmental and economic responsibility through a common code of conduct, collaborative efforts and shared tools and practices. Arista is committed to progressively aligning its own operations with the RBA code of conduct and encourages its own first-tier suppliers to do the same.

• Design for Environment

We are committed to integrating sustainability in every aspect of our products’ life cycles, from the materials that make up our products, all the way to the end of life of the product, while meeting our customers’ requirements. For example, we have implemented Design for Environment principles in our development process with the goal of minimizing the overall adverse environmental impact of our products, with a focus on the reduction of material diversity and weight, selection of more environmentally friendly materials, ease of disassembly and recycling, energy efficiency, design for longevity and upgradeability, and design for efficient packaging.

• Product Design Efficiency & Recycling

As a producer of hardware products, Arista offers a takeback and recycle program in our U.S. and European markets, which allows our customers to return end of life products and dispose of them in an environmentally safe manner.

- Our product design philosophy follows the principles of Design for Environment, which considers the environmental impact of the product during the design process. We consider product material weight reduction, environmentally friendly material usage, energy efficiency, ease of recycling, options for reuse and refurbishing, and efficient packaging.



- Since the operation of our datacenter products can require a large amount of energy, we work to improve energy efficiency of new products to save on energy and reduce greenhouse gas emissions during the products' use phase. We have found that minimizing and upgrading components in product hardware design while simplifying the architecture can provide improved performance and throughput relative to power consumption. In addition, our new products use Platinum and Titanium efficiency power supplies, which reduce the total product power consumption and heat generated from the power supply.

- **Supply Chain**

We believe that it is essential to extend our environmental sustainability and social responsibility efforts to our supply chain. We request that our suppliers report energy, greenhouse gas, water and waste data through the RBA, and we perform periodic risk assessments of our suppliers.

- **Waste Management**

We follow the simple rule of using less, reusing where possible and ensuring that the materials we use in our operations and in our products are recyclable. We are working to continually expand our recycling and reuse efforts. In recent years, we increased the amount of metal and packaging recycled and reduced our waste to landfill.

For additional information on our corporate, environmental and social responsibility initiatives, please visit our website at:
<https://www.arista.com>.

QUESTIONS AND ANSWERS

The information provided in the “question and answer” format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

Q How do I vote?

A If you are a stockholder of record, you can vote in one of the following ways:

- by Internet at <http://www.proxyvote.com>, 24 hours a day, seven days a week, until 11:59 p.m. EST on May 31, 2021 (have your proxy card in hand when you visit the website);
- by toll-free telephone at 1-800-690-6903 until 11:59 p.m. EST on May 31, 2021 (have your proxy card in hand when you call);
- by signing, dating, and returning your proxy card (if you received printed proxy materials); or
- by voting at the Annual Meeting by following the instructions at www.virtualshareholdermeeting.com/ANET2021. To attend and participate in the Annual Meeting, you will need the control number included in your Notice of Internet Availability of Proxy Materials (the “Notice”), on your proxy card or on instructions that accompanied your proxy materials. If you are a street name stockholder, you should contact your broker, bank or other nominee to obtain your control number or otherwise vote through the broker, bank or other nominee.

If you are a street name stockholder, you will receive voting instructions from your broker, bank or other nominee. You must follow the voting instructions provided by your broker, bank or other nominee in order to instruct your broker, bank or other nominee on how to vote your shares. Street name stockholders should generally be able to vote by returning an instruction card, or by telephone or on the Internet. However, the availability of telephone and Internet voting will depend on the voting process of your broker, bank or other nominee. If you are a street name stockholder, you may not vote your shares at the Annual Meeting unless you obtain a legal proxy from your broker, bank or other nominee.

Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted.

Q Can I change my vote?

A Yes. Subject to the voting deadlines noted above, if you are a stockholder of record, you can change your vote or revoke your proxy any time before the Annual Meeting by:

- entering a new vote by Internet or by telephone;
- returning a later-dated proxy card;
- notifying the Secretary of Arista Networks, Inc., in writing, at Arista Networks, Inc., 5453 Great America Parkway, Santa Clara, California 95054; or
- attending and voting at the Annual Meeting at www.virtualshareholdermeeting.com/ANET2021.

If you are a street name stockholder, your broker, bank or other nominee can provide you with instructions on how to change your vote.

Q Who is entitled to vote?

A Holders of our common stock as of the close of business on April 8, 2021, the record date, may vote at the Annual Meeting. As of the record date, there were 76,271,362 shares of our common stock outstanding. In deciding all matters at the Annual Meeting, each stockholder will be entitled to one vote for each share of our common stock held by them on the record date. We do not have cumulative voting rights for the election of directors.

A list of stockholders entitled to vote at the meeting will be made available for the examination of any stockholder for any purpose germane to the meeting for ten days prior to the Annual Meeting by email request to ir@arista.com. The list of stockholders entitled to vote at the meeting will also be available for review online during the Annual Meeting at www.virtualshareholdermeeting.com/ANET2021.

Stockholders of Record. If shares of our common stock are registered directly in your name with our transfer agent, you are considered the stockholder of record with respect to those shares, and the Notice was provided to you directly by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote on your own behalf at the Annual Meeting.

Street Name Stockholders. If shares of our common stock are held on your behalf in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of those shares held in "street name," and the Notice was forwarded to you by your broker or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee how to vote your shares. Beneficial owners are also invited to attend the Annual Meeting. However, since a beneficial owner is not the stockholder of record, you may not vote your shares of our common stock at the Annual Meeting unless you follow your broker's procedures for obtaining a legal proxy. Throughout this proxy, we refer to stockholders who hold their shares through a broker, bank or other nominee as "street name stockholders."

Q What is a quorum?

A A quorum is the minimum number of shares required to be present at the Annual Meeting for the Annual Meeting to be properly held under our amended and restated bylaws and Delaware law. The presence (including by proxy) of a majority of all issued and outstanding shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting. Abstentions, withhold votes and broker non-votes are counted as shares present and entitled to vote for purposes of determining a quorum.

Q Do I have to do anything in advance if I plan to attend the Annual Meeting?

A The Annual Meeting will be a completely virtual meeting, which will be conducted via a live webcast. You are entitled to participate in the Annual Meeting only if you were a holder of our common stock as of the close of business on April 8, 2021 or if you hold a valid proxy for the Annual Meeting.

You will be able to attend the Annual Meeting online and submit your questions during the meeting at www.virtualshareholdermeeting.com/ANET2021. To access the virtual meeting, you will need to enter the control number included in the Notice, on your proxy card or on the instructions that accompanied your proxy materials.

We encourage you to access the meeting prior to the start time. Online check-in will begin at 10:45 a.m. Pacific Time, and you should allow ample time for the check-in procedures.

Q How do I ask questions during the Annual Meeting?

A You will be able to attend the Annual Meeting online and submit your questions during the meeting at www.virtualshareholdermeeting.com/ANET2021. To access the virtual meeting, you will need to enter the control number included in the Notice, on your proxy card or on the instructions that accompanied your proxy materials. Once past the login screen, click on "Question for Management," type in your question, and click "Submit."

Questions pertinent to meeting matters will be answered during the meeting, subject to time constraints. Questions regarding personal matters are not pertinent to meeting matters and, therefore, will not be answered.

Q How can I get help if I have trouble checking in or listening to the meeting online?

A If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting log-in page.

Q What is the effect of giving a proxy?

A Proxies are solicited by and on behalf of our board of directors. Jayshree Ullal, Ita Brennan and Marc Taxay have been designated as proxies by our board of directors. When a proxy is properly dated, signed and returned, the shares represented by such proxy will be voted at the Annual Meeting in accordance with the instructions of the stockholder contained on such proxy. If no specific instructions are given, however, the shares will be voted in accordance with the recommendations of our board of directors as described above. If any matters not described in this proxy statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote the shares.

Q Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

A In accordance with the rules of the Securities and Exchange Commission ("SEC"), we have elected to furnish our proxy materials, including this proxy statement and our annual report, primarily via the Internet. The Notice containing instructions on how to access our proxy materials is first being mailed on or about April 21, 2021 to all stockholders entitled to vote at the Annual Meeting. Stockholders may request to receive all future proxy materials in printed form by mail or electronically by e-mail by following the instructions contained in the Notice. We encourage stockholders to take advantage of the availability of our proxy materials on the Internet to help reduce the environmental impact of our annual meetings of stockholders.

Q How are proxies solicited for the Annual Meeting?

A Our board of directors is soliciting proxies for use at the Annual Meeting. All expenses associated with this solicitation will be borne by us. Copies of solicitation materials will also be made available upon request to brokers, banks and other nominees to forward to the beneficial owners of the shares held of record by such brokers, banks or other nominees. The original solicitation of proxies may be supplemented by solicitation by telephone, electronic communication, or other means by our directors, officers and employees.

Questions and Answers

No additional compensation will be paid to these individuals for any such services, although we may reimburse such individuals for their reasonable out-of-pocket expenses in connection with such solicitation. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners. We will reimburse brokers or other nominees for reasonable expenses that they incur in sending our proxy materials to you if a broker or other nominee holds shares of our common stock on your behalf.

Q How may my brokerage firm or other intermediary vote my shares if I fail to provide timely directions?

A Brokerage firms and other intermediaries holding shares of our common stock in street name for customers are generally required to vote such shares in the manner directed by their customers. In the absence of timely directions, your broker will have discretion to vote your shares on our sole “routine” matter: the proposal to ratify the appointment of Ernst & Young LLP. Your broker will not have discretion to vote on the election of directors or on the approval, on an advisory basis, of executive compensation of our named executive officers, which are “non-routine” matters, absent direction from you.

Q Where can I find the voting results of the Annual Meeting?

A We will announce preliminary voting results at the Annual Meeting. We will also disclose voting results on a Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we will file a Current Report on Form 8-K to publish preliminary results and will provide the final results in an amendment to this Current Report on Form 8-K as soon as they become available.

BOARD OF DIRECTORS & CORPORATE GOVERNANCE

Our business affairs are managed under the direction of our board of directors. Our board of directors is divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring. Our board of directors is committed to good corporate governance practices. These practices provide an important framework within which our board of directors and management can pursue our strategic objectives for the benefit of our stockholders. Our board of directors has adopted Corporate Governance Guidelines that address items such as the qualifications and responsibilities of our directors and director candidates and corporate governance policies and standards applicable to us in general. We believe that good governance leads to high board effectiveness, promotes the long-term interests of our stockholders, strengthens the accountability of the board of directors and management, and improves our standing as a trusted member of the communities we serve.

BOARD EFFECTIVENESS

Working Dynamics

- Candid discussions
- Open access to management & information
- Established processes for director feedback
- Regular non-executive directors' meetings

Board Structure

- Strong lead director role
- 3 standing committees
- Separation of Chairman and CEO

Governance Practices

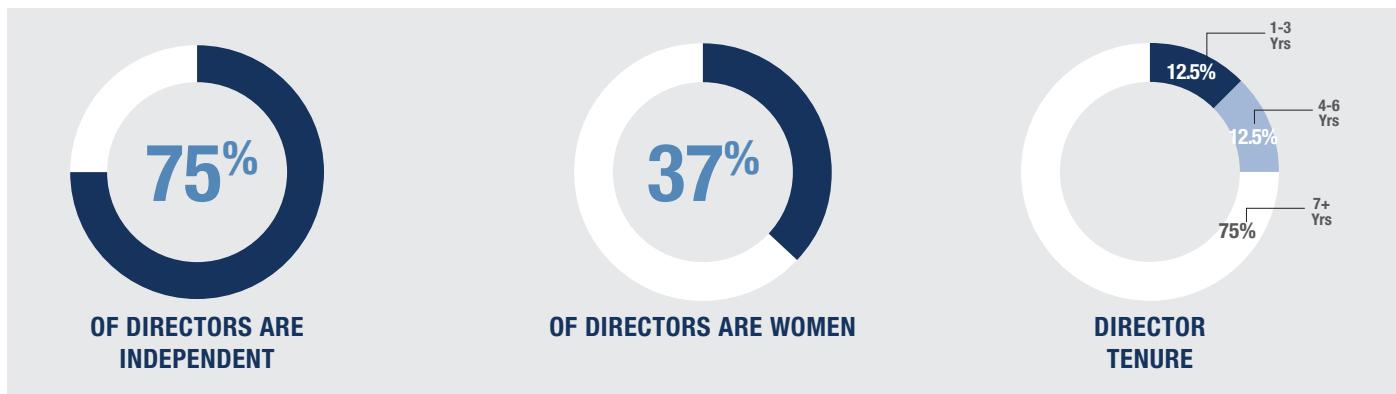
- Oversight of CEO/management performance
- Board/management succession planning
- Code of Ethics and Business Conduct for our Board
- Stock ownership requirements and clawback policy for our directors and executives

Board Composition

- Broad range of skills & experiences
- 6/8 directors are independent
- Our Chairman and CEO are the only non-independent directors
- 3/8 directors are women

Board Composition Overview

Consistent with the Company's Corporate Governance Guidelines, the nominating and corporate governance committee considers, among other factors, issues of character, integrity, judgment, diversity, independence, area of expertise such as appropriate financial and other expertise relevant to our business, corporate experience, length of service, potential conflicts of interest and other commitments when reviewing and making recommendations to the board of directors regarding the composition and size of the board. We believe that diversity with respect to tenure is important in order to provide for both fresh perspectives and deep experience and knowledge of the Company. Although our board of directors does not maintain a specific policy with respect to board diversity, our board of directors believe that our board of directors should be a diverse body and our nominating and corporate governance committee considers a broad range of backgrounds and experiences in making determinations regarding nominations of directors and in overseeing the annual board of director and committee evaluations.



The following table sets forth information, as of April 8, 2021, for each of the director nominees with terms expiring at the Annual Meeting:

Name	Directors with Terms Expiring at the Annual Meeting/Nominees					Board Committees		
	Class	Age	Director Since	Current Term Expires	Expiration of Term for Which Nominated	Audit	Comp.	Nom. & Gov.
Kelly Battles**	I	54	2020	2021	2024	•		
Andreas Bechtolsheim	I	65	2004	2021	2024			
Jayshree Ullal	I	60	2008	2021	2024			

** Independent director under the listing standards of the New York Stock Exchange and SEC rules and regulations

The following table sets forth information, as of April 8, 2021, for each of the continuing members of our board of directors:

Name	Class	Age	Director Since	Current Term Expires	Board Committees		
					Audit	Comp.	Nom. & Gov.
Charles Giancarlo**	II	63	2013	2022		CHAIR	●
Ann Mather**	II	60	2013	2022		CHAIR	
Daniel Scheinman**	II	58	2011	2022		●	CHAIR
Mark Templeton**	III	68	2017	2023	●	●	
Nikos Theodosopoulos**	III	58	2014	2023	●		●

** Independent director under the listing standards of the New York Stock Exchange and SEC rules and regulations

Board of Directors and Corporate Governance

Set forth below is biographical information for the nominees and for each of the continuing members of our board of directors. This includes information regarding each director's experience, qualifications, attributes or skills that led our board of directors to recommend them for board service.

NOMINEES FOR DIRECTOR

Kelly Battles

Age: 54 Director Since: 2020



Committees:

Audit

Experience

Ms. Battles has served as a member of our board of directors since July 2020. Since April 2020, Ms. Battles has been an advisor and acting chief financial officer of Alpha Medical, a telemedicine provider. From November 2016 to March 2020, Ms. Battles served as chief financial officer of Quora, a knowledge platform. From May 2013 to May 2016, Ms. Battles served as chief financial officer of Bracket Computing, an infrastructure as a service company. Ms. Battles also has served as a board member and audit committee chair of DataStax, Inc., a data management company since June 2018. Since January 2021, she has served as an independent member of the operating committee and audit committee chair of Genesys Telecommunications Laboratories, Inc., a cloud customer experience and contact center solutions provider. Ms. Battles holds a B.S.E. degree in Operations Research / Systems Management from Princeton University and an M.B.A. from Harvard University.

Qualifications

We believe Ms. Battles possesses specific attributes that qualify her to serve as a member of our board of directors, including her extensive experience as a chief financial officer and as a board member of companies in the technology industry.

Andreas Bechtolsheim

Age: 65 Director Since: 2004



Committees:

N/A

Experience

Mr. Bechtolsheim is one of our founders and has served as our Chairman since 2004 and as our Chief Development Officer since 2008. In 1982, Mr. Bechtolsheim co-founded Sun Microsystems, Inc., a manufacturer and seller of computers and computer software, which was acquired by Oracle Corporation in January 2010. In 1995, Mr. Bechtolsheim co-founded and was president and chief executive officer of Granite Systems, Inc., a manufacturer of Gigabit Ethernet switches, which was acquired by Cisco Systems, Inc. in 1996, and then at Cisco, Mr. Bechtolsheim served in various positions including vice president and general manager of the Gigabit Systems Business Unit. In 2003, Mr. Bechtolsheim became the president of Kealia, Inc., a developer of servers, which was acquired by Sun Microsystems, Inc. in April 2004. From April 2004 to October 2008, Mr. Bechtolsheim served as senior vice president and chief systems architect at Sun Microsystems, Inc. Mr. Bechtolsheim holds an M.S. degree in Computer Engineering from Carnegie Mellon University and was a Ph.D. Student in Electrical Engineering and Computer Science at Stanford University from 1977 to 1982.

Qualifications

We believe Mr. Bechtolsheim possesses specific attributes that qualify him to serve as a member of our board of directors, including his extensive experience in the networking industry and the operational insight and expertise he has accumulated as one of our founders and as our Chief Development Officer.

Jayshree Ullal

Age: 60 Director Since: 2008



Committees:

N/A

Experience

Ms. Ullal has served as our President, Chief Executive Officer and a member of our board of directors since October 2008. From September 1993 to May 2008, Ms. Ullal served in various positions at Cisco Systems, Inc., with her last position as senior vice president of data center, switching and services group. Prior to that, Ms. Ullal was a vice president of marketing at Crescendo Communications, Inc., Cisco's first acquisition in 1993. She has also held various product and engineering positions at Ungermann-Bass, Advanced Micro Devices, Inc. and Fairchild Semiconductor. Ms. Ullal has served as a member of the board of directors of Snowflake, Inc., a cloud-based data-warehousing company since June 2020. Ms. Ullal holds a B.S. degree in Engineering (Electrical) from San Francisco State University and an M.S. degree in Engineering Management from Santa Clara University. She is a 2013 recipient of the Santa Clara University School of Engineering Distinguished Engineering Alumni Award.

Qualifications

We believe that Ms. Ullal possesses specific attributes that qualify her to serve as a member of our board of directors, including her extensive experience in the networking industry and the operational insight and expertise she has accumulated as our President and Chief Executive Officer.

CONTINUING DIRECTORS

Charles Giancarlo

Age: 63 Director Since: 2013



Committees:

Compensation
(Chair)

Nominating and
Corporate
Governance

Experience

Mr. Giancarlo has served as a member of our board of directors since April 2013. Since August 2017, Mr. Giancarlo has been chief executive officer and a member of the board of directors of Pure Storage, Inc., a data storage solutions company. From 2008 through 2013, Mr. Giancarlo served as a managing director of Silver Lake Partners, a private investment firm and served as a senior advisor to the firm until 2015. From 1993 to 2007, Mr. Giancarlo served in various positions with Cisco Systems, Inc., a multinational corporation that designs, manufactures, and sells networking equipment, most recently as executive vice president and chief development officer. Mr. Giancarlo has also served on the board of directors of Zscaler, Inc., a cloud-based information security company, since November 2016. He previously served as a director of Accenture plc, from December 2008 to February 2019, Avaya, Inc., from June 2008 to November 2017, ServiceNow, Inc., from November 2013 to September 2017, Tintri, Inc., from October 2016 to August 2017 and Imperva, Inc., from May 2013 to October 2017. Mr. Giancarlo holds a B.S. degree in Electrical Engineering from Brown University, an M.S. degree in Electrical Engineering from the University of California at Berkeley and an M.B.A. from Harvard University.

Qualifications

We believe Mr. Giancarlo possesses specific attributes that qualify him to serve as a member of our board of directors, including his extensive experience as a venture capital investor and as an executive and board member of companies in the technology industry.

Ann Mather

Age: 60 Director Since: 2013



Committees:

Audit (Chair)

Experience

Ms. Mather has served as a member of our board of directors since June 2013. From September 1999 to April 2004, Ms. Mather served as executive vice president and chief financial officer of Pixar, Inc., a computer animation film studio, which was acquired by the Disney Corporation in May 2006. Prior to her service at Pixar, Ms. Mather served as executive vice president and chief financial officer of Village Roadshow Pictures, the film production division of Village Roadshow Limited. Ms. Mather has served on the board of directors of Alphabet Inc. (the successor issuer to, and parent holding company of, Google, Inc.), a global technology company, where she is chair of their audit committee since November 2005; Netflix, Inc., an internet subscription service for movies and television shows since July 2010, and serves as chair of its audit committee; and Airbnb, Inc., a vacation rental online marketplace company, since August 2018, and serves as chair of its audit committee. Since March 2020, she has served as chair of the board of directors of Bumble Inc., a social networking platform. Ms. Mather is also an independent trustee to the Dodge & Cox Funds board of trustees. Ms. Mather served as a director of Shutterfly, Inc., an Internet-based image publishing service, from May 2013 to September 2019; as a director of Glu Mobile Inc., a publisher of mobile games from September 2005 to February 2021; and as the lead independent director of MGM Holdings Inc. from December 2010 to July 2019. Ms. Mather holds an M.A. degree from Cambridge University.

Qualifications

We believe Ms. Mather possesses specific attributes that qualify her to serve as a member of our board of directors, including her extensive experience as a chief financial officer and as a board member of companies in the technology industry.

Daniel Scheinman

Age: 58 Director Since: 2011



Committees:

Compensation
Nominating and
Corporate
Governance (Chair)
Lead independent
director

Experience

Mr. Scheinman has served as a member of our board of directors since October 2011. From January 1997 to April 2011, Mr. Scheinman served in various capacities with Cisco Systems, Inc., most recently as senior vice president, Cisco Media Solutions Group. Mr. Scheinman is currently an angel investor and has served as a member of the board of directors of Zoom Video Communications, Inc. since October 2011. Mr. Scheinman also serves as a director of SentinelOne. Mr. Scheinman holds a B.A. degree in Politics from Brandeis University and a J.D. from the Duke University School of Law.

Qualifications

We believe Mr. Scheinman possesses specific attributes that qualify him to serve as a member of our board of directors, including his extensive experience in the legal industry and as an executive of companies in the technology industry.

Mark B. Templeton

Age: 68 **Director Since: 2017**



Committees:

- Audit
- Compensation

Experience

Mr. Templeton has served as a member of our board of directors since June 2017. Mr. Templeton served as the chief executive officer and a member of the board of directors of DigitalOcean, Inc., a cloud computing company from June 2018 to August 2019. Previously, he served as the president and/or chief executive officer of Citrix Systems, Inc., a global provider of virtualization, mobility management, networking and software as service solutions, from January 1998 until his retirement in October 2015. Since July 2020, Mr. Templeton has served on the board of directors of Health Catalyst, Inc., a provider of data and analytics technology and services to health care organizations. Mr. Templeton served on the board of directors of Equifax, Inc. from 2008 to July 2018; Keysight Technologies, Inc. from December 2015 to November 2018; and Citrix Systems, Inc. from January 1998 to October 2015. Mr. Templeton holds a B.A. degree in product design from North Carolina State University and an M.B.A. from the Darden School of Business at the University of Virginia.

Qualifications

We believe Mr. Templeton possesses specific attributes that qualify him to serve as a member of our board of directors, including his extensive experience in the networking industry and as chief executive officer and board member of companies in the technology industry.

Nikos Theodosopoulos

Age: 58 **Director Since: 2014**



Committees:

- Audit
- Nominating and Corporate Governance

Experience

Mr. Theodosopoulos has served as a member of our board of directors since March 2014. Since August 2012, Mr. Theodosopoulos has served as founder of NT Advisors LLC, a consulting company. From August 1995 through July 2012, Mr. Theodosopoulos served in various capacities with UBS, a provider of financial services, most recently as managing director of technology equity research. From April 1994 to August 1995, he served as senior equity research analyst for Bear, Stearns & Co. Inc., an investment banking firm that was acquired in 2008 by JPMorgan Chase. From January 1990 to April 1994, Mr. Theodosopoulos served as an account executive for AT&T Network Systems, a provider of business and corporate communications equipment. Mr. Theodosopoulos also serves on the supervisory board of ADVA Optical Networking SE, a provider of optical transport and Ethernet access solutions, since December 2014, where he currently serves as chairman. Mr. Theodosopoulos joined the board of directors of Harmonic, Inc., a provider of video delivery infrastructure for emerging television and video services, in March 2015. Mr. Theodosopoulos holds a B.S. degree in Electrical Engineering from Columbia University, an M.S. degree in Electrical Engineering from Stanford University and an M.B.A. from NYU Stern School of Business.

Qualifications

We believe Mr. Theodosopoulos possesses specific attributes that qualify him to serve as a member of our board of directors, including his extensive experience as a consultant and advisor in the technology industry.

Key Elements of Board Independence at Arista

Our board of director's independence enables it to be objective and critical in carrying out its oversight responsibilities. The Corporate Governance Guidelines provide that a substantial majority of our directors will be independent.

Our board of directors has undertaken a review of the independence of each director. Based on information provided by each director concerning his or her background, employment and affiliations, our board of directors has made the following determinations:

- **6/8 of the directors are independent:** We are committed to maintaining a substantial majority of directors who are independent of the Company and management. Except for our employee directors, all director nominees are independent.
- **Committee independence:** Only independent directors are members of board committees.
- **Executive sessions:** Our independent directors meet in executive session at each board and audit committee meeting.
- **Lead independent director:** Lead independent director provides leadership to the board of directors and particularly to the independent directors.
- **Independent compensation consultant:** The compensation consultant retained by the Compensation Committee is independent of the Company and management

In making the determination that Mr. Giancarlo is independent, the board of directors considered the fact that Mr. Giancarlo is chief executive officer and a member of the board of directors of Pure Storage, Inc., and we sell products to and purchase products from Pure Storage, Inc. in the ordinary course of business. The board of directors determined that Mr. Giancarlo did not have a direct or indirect material interest in these transactions. Furthermore, payments made to us by Pure Storage, Inc. pursuant to such transactions did not exceed the greater of \$1 million or 2% of Pure Storage, Inc.'s consolidated gross revenues in any of the last three fiscal years. As a result, the board of directors concluded that these transactions would not affect Mr. Giancarlo's independence.

Director Commitments

Our board of directors recognizes that all members of our board of directors should dedicate sufficient time and attention to fulfill the responsibilities required of directors. In assessing whether directors and nominees for director have sufficient time and attention to devote to board duties, our board of directors considers, among other things, whether directors may be "overboarded," which refers to the situation where a director serves on an excessive number of boards. In addition, prior to recommending a candidate as a nominee for director, the nominating and corporate governance committee reviews the number of boards that the candidate serves on and considers whether those outside commitments may limit the ability of the candidate to devote sufficient time and attention to board duties.

Our board of directors believes that each of our directors, including each of our director nominees, has demonstrated the ability to devote sufficient time and attention to board duties and to otherwise fulfill the responsibilities required of directors.

In addition, our board of directors discussed with Ms. Mather whether her service on the audit committees of more than three public companies would impair her ability to serve on our audit committee. The Board noted that Ms. Mather's service on other audit committees enables her to bring additional experience to her service on our audit committee. Based on their review, our board of directors determined that Ms. Mather's service on more than three public company audit committees will not impair her ability to effectively serve on our audit committee.

Board Leadership Structure

We believe that the structure of our board of directors and its committees provides strong overall management of our Company. While the Chairman of our board of directors and our Chief Executive Officer roles are separate, our current Chairman, Andreas Bechtolsheim, is not independent under the listing standards of the New York Stock Exchange as a

result of his employment with us. Our board of directors believes that, given the perspective and experience Mr. Bechtolsheim brings as one of our founders, Mr. Bechtolsheim's service as our Chairman is appropriate and is in the best interests of our board of directors, our Company and our stockholders.

Our Chief Executive Officer is responsible for setting the strategic direction of our Company, the general management and operation of the business and the guidance and oversight of senior management. The Chairman of our board of directors monitors the content, quality and timeliness of information sent to our board of directors and is available for consultation with our board of directors regarding the oversight of our business affairs.

Lead Independent Director

Recognizing the importance of strong independent oversight, our board of directors has appointed Mr. Scheinman to serve as our lead independent director.

While the Chairman directs the operations of the board of directors and is responsible for the overall management and effective functioning of the board of directors, the lead independent director provides leadership to the board of directors and particularly to the independent directors.

The lead independent director communicates with the Chief Executive Officer, disseminates information to the rest of the board of directors in a timely manner, and raises issues with management on behalf of the outside directors when appropriate. In addition, the lead independent director's responsibilities include the following:

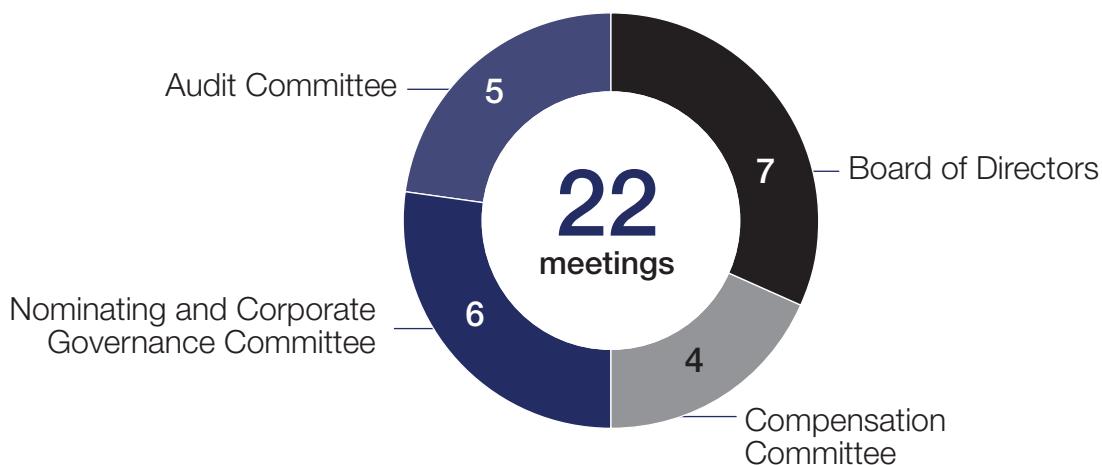
- calling meetings of outside directors when necessary and appropriate;
- being available, when appropriate, for consultation and direct communication with the Company's stockholders;
- building a productive relationship between the board of directors and the CEO;
- ensuring that the board of directors fulfills its oversight responsibilities in Company strategy, risk oversight and succession planning; and
- performing such other duties as the board of directors may from time to time designate.

Board Meetings and Committees

During our fiscal year ended December 31, 2020, each director attended at least 75% of the aggregate of (i) the total number of meetings of our board of directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served.

Our Corporate Governance Guidelines set out that the Company encourages, but does not require, our directors to attend the annual meeting of stockholders. All of our board members attended our 2020 annual meeting.

Number of Board and committee meetings held in 2020



Our board of directors has three committees. Charters describing the responsibilities of each of the audit committee, compensation committee and nominating and corporate governance committee are available on the Governance section of our website at <http://investors.arista.com>. The composition and responsibilities of each of the committees of our board of directors is described below. Members will serve on these committees until their resignation or until as otherwise determined by our board of directors.

AUDIT COMMITTEE

Chair

Ann Mather

Members

Kelly Battles

Mark Templeton

Nikos Theodosopoulos

Independence/Qualifications:

- All Committee members are independent under the NYSE listing standards and the heightened independence requirements applicable to audit committee members under SEC rules
- All Committee members are financially literate in accordance with NYSE listing standards and qualify as audit committee financial experts under SEC rules

Key Responsibilities

- Providing oversight of our accounting and financial reporting processes and the audit of our financial statements
- Assisting the board of directors in oversight of (i) the integrity of our financial statements, (ii) our compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications, independence and performance, (iv) our internal accounting and financial controls, and (v) the organization and performance of our internal audit function
- Serving as the Qualified Legal Compliance Committee to receive, evaluate, investigate and recommend appropriate responses, as applicable, with respect to any reports of evidence of material violations with regards to us
- Providing to our board of directors such information and materials as it may deem necessary to make our board of directors aware of significant financial matters that require the attention of our board of directors
- Preparing the report required by the SEC rules to be included in our proxy statement for the annual meeting of stockholders
- Providing oversight and review of our risk management policies, including our investment policies
- Reviewing and discussing with our management the adequacy and monitoring of our compliance programs with respect to legal, ethical and regulatory requirements, including our Code of Ethics and Business Conduct, compliance with anti-bribery and anti-corruption laws, and compliance with export laws
- Reviewing reports from management on our internal compliance policies and procedures
- Reviewing and discussing with management the Company's policies and practices relating to environmental and social responsibility matters
- Reviewing and discussing with management our information security policies and internal controls regarding information security

COMPENSATION COMMITTEE

Chair

Charles Giancarlo

Members

Daniel Scheinman

Mark Templeton

Independence/Qualifications:

- All Committee members are independent under the NYSE listing standards and the independence requirements applicable to compensation committee members under NYSE rules and the heightened independence requirements under SEC rules

Key Responsibilities

- Providing oversight of our compensation policies, plans, benefits programs and overall compensation philosophy
- Assisting our board of directors in discharging its responsibilities relating to (i) oversight of the compensation of our Chief Executive Officer, the Chief Development Officer and other executive officers, and (ii) approving and evaluating our executive officer compensation plans, policies and programs
- Administering our equity compensation plans for our employees
- Reviewing corporate goals and objectives relevant to the compensation of our executive officers, evaluating performance in light thereof, and considering factors related to our performance, including accomplishment of our long-term business and financial goals
- Evaluating our compensation policies and practices with management to review the relationship between risk management policies and compensation and evaluate compensation policies and practices that could mitigate any such risk
- Monitoring compliance with our stock ownership guidelines and clawback policy

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Chair

Daniel Scheinman

Members

Charles Giancarlo

Nikos Theodosopoulos

Independence/Qualifications:

- All Committee members are independent under the NYSE listing standards and SEC rules

Key Responsibilities

- Reviewing and making recommendations regarding corporate governance
- Reviewing and making recommendations regarding the composition and size of our board of directors and its committees and determining relevant criteria for Board membership including integrity, diversity, independence, skills, education and business experience
- Identifying, evaluating and nominating director candidates
- Reviewing conflicts of interest
- Reviewing and making recommendations regarding the education of our board of directors
- Leading the annual performance review of the board of directors, its committees and management
- Reviewing succession planning for our executive officers

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee is or has been an officer or employee of our Company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board) of any entity that has one or more of its executive officers serving on our board of directors or compensation committee.

Considerations in Evaluating Director Nominees

In accordance with the Company's Corporate Governance Guidelines, in its evaluation of director candidates, including the members of the board of directors eligible for re-election, the nominating and corporate governance committee will consider: (a) the current size and composition of the board of directors, (b) the needs of the board of directors and the respective committees of the board of directors, (c) such factors as character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like, and (d) other factors that the nominating and corporate governance committee may consider appropriate. The nominating and corporate governance committee will also consider gender composition requirements imposed by applicable law. The nominating and corporate governance committee evaluates these factors, among others, and does not assign any particular weighting or priority to any of these factors.

The nominating and corporate governance committee requires the following minimum qualifications to be satisfied by any nominee for a position on the board of directors: (a) the highest personal and professional ethics and integrity, (b) proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, (c) skills that are complementary to those of the existing board of directors, (d) the ability to assist and support management and make significant contributions to the Company's success, and (e) an understanding of the fiduciary responsibilities that is required of a member of the board of directors and the commitment of time and energy necessary to diligently carry out those responsibilities.

Below is a graphic summarizing the process for our board of directors to identify and review director candidates to join our board:



Stockholder Recommendations for Nominations to the Board of Directors

The nominating and corporate governance committee will evaluate any recommendation for nominations to our board of directors in accordance with its charter, our amended and restated bylaws, our policies and procedures for director candidates, as well as the regular director nominee criteria described above. Under our Corporate Governance Guidelines, the nominating and corporate governance committee will consider candidates for our board of directors recommended by stockholders holding at least one percent (1%) of the fully diluted capitalization of the Company continuously for at least twelve (12) months prior to the date of the submission of the recommendation so long as such recommendations and nominations comply with the certificate of incorporation and bylaws of the Company and applicable laws. Such recommendations must include information about the candidate, including but not limited to, a statement of support by the recommending stockholder, evidence of the recommending stockholder's ownership of our common stock and a signed letter from the candidate acknowledging that as a member of our board of directors, the candidate will owe fiduciary duties to us and the stockholders. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

Any nomination should be sent in writing to our General Counsel or our Legal Department at Arista Networks, Inc., 5453 Great America Parkway, Santa Clara, California 95054. To be timely for our 2022 annual meeting of stockholders, our General Counsel or Legal Department must receive the nomination no earlier than February 5, 2022 and no later than March 7, 2022.

Communications with the Board of Directors

Interested parties wishing to communicate with our board of directors or with an individual member or members of our board of directors may do so by writing to our board of directors or to the particular member or members of our board of directors, and mailing the correspondence to our General Counsel and Corporate Secretary at Arista Networks, Inc., 5453 Great America Parkway, Santa Clara, California 95054. Each communication should set forth (i) the name and address of the stockholder, as it appears on our books, and if the shares of our common stock are held by a nominee, the name and address of the beneficial owner of such shares, and (ii) the number of shares of our common stock that are owned of record by the record holder and beneficially by the beneficial owner.

Our General Counsel, in consultation with appropriate members of our board of directors as necessary, will review all incoming communications and, if appropriate, all such communications will be forwarded to the appropriate member or members of our board of directors, or if none is specified, to the Chairman of our board of directors.

Risk Management

Risk is inherent with every business and we face a number of risks, including strategic, financial, business and operational, legal and compliance, and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks the Company faces while our board of directors has responsibility for the oversight of risk management. Our board committees assist our board of directors in fulfilling its oversight responsibilities in certain areas of risk.

Our audit committee reviews the Company's risk management processes and procedures, including our internal controls and procedures on financial reporting, our investment policies, and our compliance programs with respect to legal, ethical and regulatory requirements. The management and internal audit teams provide periodic updates on cybersecurity risks and other risks to the audit committee. Further, the audit committee receives reports and presentations from management on the Company's risk assessment and mitigation programs, compliance matters, and cybersecurity activities, and the results of various internal audit projects. Key information is shared with the Board by the audit committee.

The chart below illustrates the responsibilities of our board and board committees in overseeing risk in our operations.

BOARD OF DIRECTORS

- Meets with CEO and other members of the senior management team at quarterly meetings of our board of directors where they discuss strategy and risks facing the Company
- Satisfies itself that the risk management processes designed and implemented by management are appropriate and functioning as designed
- Reviews strategic and operational risk in the context of reports from the management team, receives reports on all significant committee activities at each regular meeting, evaluates the risks inherent in significant transactions, and provides guidance to management

AUDIT COMMITTEE

- Assists in the areas of internal control over financial reporting and disclosure controls and procedures, legal and regulatory compliance
- Discusses with management and the independent auditor guidelines and policies with respect to risk assessment and risk management
- Reviews our major financial risk exposures and the steps management has taken to monitor and control these exposures
- Monitors certain key risks on a regular basis throughout the fiscal year, such as cybersecurity risk and risk associated with internal control over financial reporting and liquidity risk
- Reviews the adequacy and monitoring of our compliance programs for legal, ethical and regulatory requirements
- Reviews our risk management policies, including our investment policies
- Reviews management reports on internal compliance policies and procedures
- Reviews and discusses with management our policies and practices relating to environmental and social responsibility matters
- Reviews and discusses with management our information security policies and internal controls regarding information security

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

- Manages risks associated with board organization, membership and structure, corporate governance and succession planning
- Reviews any conflicts of interest

COMPENSATION COMMITTEE

- Assesses risks created by the incentives inherent in our compensation policies
- Evaluates compensation policies and practices that could mitigate risks

Executive Talent Management and Succession Planning

Our board of directors places a high priority on senior management development and succession planning and recognizes that thoughtful succession planning is critical to creating long-term shareholder value.

Pursuant to our Corporate Governance Guidelines, the nominating and corporate governance committee, in consultation with the full board of directors, is primarily responsible for succession planning for the role of chief executive officer. In addition, the nominating and corporate governance committee monitors management's succession plans for other key executives.

The nominating and corporate governance committee evaluates our key executives, discusses their development and develops succession plans with the view of ensuring that a strong pipeline of talent is being developed for planned or unplanned events. In addition, our lead independent director facilitates discussions among independent directors about succession planning at executive sessions.

Director Compensation

The following table provides information regarding the total compensation that was granted to each of our directors who was not serving as an executive officer in 2020. Directors who are also our employees do not receive additional compensation for their service as directors. In particular, Jayshree Ullal, a named executive officer, and Andreas Bechtolsheim, an executive officer, did not receive additional compensation for their service as directors.

Director	Fees Earned or Paid in Cash (\$)(⁽¹⁾)	Stock Awards (\$)	Option Awards (\$)	Total (\$)
Kelly Battles⁽²⁾	42,500	220,216	—	262,716
Charles Giancarlo	97,000	—	—	97,000
Ann Mather	100,000	—	—	100,000
Daniel Scheinman	142,000	—	—	142,000
Mark Templeton	95,000	237,766	—	332,766
Nikos Theodosopoulos	95,000	237,766	—	332,766

(1) The amounts reported represent the fees earned for service on our board of directors and committees of our board of directors for 2020.

(2) Ms. Battles was appointed to our board of directors and audit committee on July 10, 2020. The amounts reported represent the pro-rated cash retainer and equity grants earned for a partial year of service on our board of directors and our audit committee.

The following table lists all outstanding equity awards held by our non-employee directors as of December 31, 2020:

Director	Stock Awards (#)(⁽¹⁾)	Option Awards (#)
Kelly Battles	509	—
Charles Giancarlo	1,316	—
Ann Mather	1,316	12,844
Daniel Scheinman	1,316	—
Mark Templeton	523	—
Nikos Theodosopoulos	523	—

(1) Represents the number of restricted stock units unvested as of December 31, 2020.

Board of Directors and Corporate Governance

With respect to 2020 board service, our board of directors approved compensation to each of our non-employee directors as follows:

- a \$75,000 cash retainer for general board service, except that our lead independent director received a \$120,000 cash retainer;
- a \$25,000 cash retainer for chairing the audit committee
- a \$12,000 cash retainer for chairing the compensation committee;
- a \$12,000 cash retainer for chairing the nominating and corporate governance committee;
- a \$10,000 cash retainer for service on each committee.

Prior to April 2020, under our outside director compensation policy, each director elected at an annual meeting was granted restricted stock units on the date of the annual meeting with a total value of \$750,000 (based on the average closing stock price for the 30 trading day period ending on the applicable annual meeting) that vested quarterly over three years.

In April 2020, our compensation committee recommended, and our board of directors approved, a revised policy for annual equity grants to outside board members of restricted stock units with a total value of \$225,000 (based on the average closing stock price for the 30 trading day period ending on the grant date) that vest quarterly (on each Company standard quarterly vesting date following the grant date) over one year and are subject to continued service on the board (the “Revised Director Equity Policy”). Grants under the Revised Director Equity Policy shall be automatic immediately following an applicable annual meeting. For our Class III non-employee directors re-elected at the 2020 annual meeting, the annual equity grants began upon their re-election and (i) for our Class I non-employee directors, the annual equity grants will begin upon their re-election at the 2021 annual meeting and (ii) for our Class II non-employee directors, the annual equity grants will begin upon their re-election at the 2022 annual meeting.

STOCK OWNERSHIP GUIDELINES

In April 2019, our board of directors adopted stock ownership guidelines. Our stock ownership guidelines are designed to encourage our directors and our Chief Executive Officer to achieve and maintain a meaningful equity stake in our Company and more closely align their interests with those of our stockholders. The guidelines provide that our non-employee directors should accumulate and hold investment levels of three times the annual cash base retainer for service on the board of directors within five years from the later of the date of the adoption of the stock ownership guidelines or the date such director is appointed or elected.

All of our directors and our Chief Executive Officer are on track to meet these guidelines based on their current rate of stock accumulations in the time frames set out in the guidelines.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Our board of directors is currently composed of eight members. In accordance with our amended and restated certificate of incorporation, our board of directors is divided into three staggered classes of directors. At the Annual Meeting, three Class I directors will be elected for a three-year term to succeed the same class whose term is then expiring.

Each director's term continues until the election and qualification of his or her successor, or such director's earlier death, resignation, or removal. Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors. This classification of our board of directors may have the effect of delaying or preventing changes in control of our Company.

Nominees

Our nominating and corporate governance committee has recommended, and our board of directors has approved, Kelly Battles, Andreas Bechtolsheim and Jayshree Ullal, as nominees for election as Class I directors at the Annual Meeting. If elected, each of Kelly Battles, Andreas Bechtolsheim and Jayshree Ullal will serve as Class I directors until the 2024 annual meeting of stockholders and until their successors are duly elected and qualified. Each of the nominees is currently a director of our Company. Ms. Battles, who was appointed to the board by our other directors in July 2020, was initially suggested to the nominating and corporate governance committee of the board for consideration as a potential director by our Chief Executive Officer. For information concerning the nominees, please see the section titled "Board of Directors and Corporate Governance."

If you are a stockholder of record and you sign your proxy card or vote by telephone or over the Internet but do not give instructions with respect to the voting of directors, your shares will be voted "FOR" the re-election of:

- Kelly Battles
- Andreas Bechtolsheim
- Jayshree Ullal

Kelly Battles, Andreas Bechtolsheim and Jayshree Ullal have each consented to being a nominee and to serving as a director, if elected; however, in the event that a director nominee is unable to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who shall be designated by our board of directors to fill such vacancy. If you are a street name stockholder and you do not give voting instructions to your broker or nominee, your broker will leave your shares unvoted on this matter.

Vote Required

The election of directors is by plurality vote. "Plurality" means that the nominees who receive the largest number of votes cast "for" are elected as directors. As a result, any shares not voted "for" a particular nominee (whether as a result of a withheld vote or a broker non-vote) will not be counted in such nominee's favor and will have no effect on the outcome of the election. You may vote "for" or "withhold" on each of the nominees for election as a director.



**THE BOARD OF DIRECTORS RECOMMENDS A VOTE
"FOR" EACH OF THE NOMINEES NAMED ABOVE.**



PROPOSAL NO. 2

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables stockholders to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed pursuant to Section 14A of the Securities Exchange Act of 1934. This proposal, commonly known as a “say-on-pay” proposal, gives our stockholders the opportunity to express their views on our named executive officers’ compensation as a whole. This vote is not intended to address any specific item of compensation or any specific named executive officer, but rather the overall compensation of all of our named executive officers and the philosophy, policies and practices described in this proxy statement.

The say-on-pay vote is advisory, and therefore not binding on us, the compensation committee or our board of directors. The say-on-pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies and practices, which the compensation committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our board of directors and our compensation committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, we will communicate directly with stockholders to better understand the concerns that influenced the vote, consider our stockholders’ concerns and the compensation committee will evaluate whether any actions are necessary to address those concerns.

We believe that the information provided in the “Executive Compensation” section of this proxy statement, and in particular the information discussed in “Executive Compensation—Compensation Discussion and Analysis—Executive Compensation Philosophy and Objectives” beginning on page 37 below, demonstrates that our executive compensation program was designed appropriately and is working to ensure management’s interests are aligned with our stockholders’ interests to support long-term value creation. Accordingly, we ask our stockholders to vote “FOR” the following resolution at the Annual Meeting:

“RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to the named executive officers, as disclosed in the proxy statement for the Annual Meeting pursuant to the compensation disclosure rules of the SEC, including the compensation tables and narrative discussion, and other related disclosure.”

Vote Required

The advisory vote on executive compensation requires the affirmative vote of a majority of the shares of our common stock present at the Annual Meeting (including by proxy) and entitled to vote thereon. Abstentions will have the effect of a vote AGAINST the proposal and broker non-votes will have no effect.



THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE APPROVAL
OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.



PROPOSAL NO. 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed Ernst & Young LLP (“EY”), an independent registered public accounting firm, to audit our consolidated financial statements for our fiscal year ending December 31, 2021. During our fiscal year ended December 31, 2020, EY served as our independent registered public accounting firm.

Notwithstanding the appointment of EY and even if our stockholders ratify the appointment, our audit committee, in its discretion, may appoint another independent registered public accounting firm at any time during our fiscal year if our audit committee believes that such a change would be in the best interests of our Company and stockholders. At the Annual Meeting, our stockholders are being asked to ratify the appointment of EY as our independent registered public accounting firm for our fiscal year ending December 31, 2021. Our audit committee is submitting the appointment of EY to our stockholders because we value our stockholders’ views on our independent registered public accounting firm and as a matter of good corporate governance. Representatives of EY are expected to attend the Annual Meeting virtually and they will have an opportunity to make a statement and will be available to respond to appropriate questions from our stockholders.

If our stockholders do not ratify the appointment of EY, our audit committee may reconsider the appointment of EY.

Fees Paid to the Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to our Company by EY for our fiscal years ended December 31, 2019 and 2020.

	2019	2020
	(in thousands)	
Audit Fees⁽¹⁾	\$2,495	\$2,559
Audit-Related Fees⁽²⁾	304	—
Tax Compliance Fees⁽³⁾	1,236	1,042
Tax Advice and Planning Fees⁽⁴⁾	1,161	577
All Other Fees⁽⁵⁾	—	—
Total Fees	\$5,196	\$4,178

- (1) Audit Fees consist of professional services rendered in connection with the audit of our annual consolidated financial statements, including audited financial statements presented in our Annual Report on Form 10-K and services that are normally provided by the independent registered public accountants in connection with statutory and regulatory filings or engagements for those fiscal years.
- (2) Audit-Related Fees consist of fees for professional services for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under “Audit Fees.” These services include accounting consultations concerning financial accounting and reporting standards.
- (3) Tax Compliance Fees consist of fees for tax compliance and the preparation of original and amended tax returns and refund claims.
- (4) Tax Advice and Planning Fees consist of fees for tax advice and tax planning assistance, including non-recurring tax assistance in connection with acquisitions and intellectual property alignment.
- (5) All Other Fees consist of fees billed for products and services provided by the independent registered public accountants other than those that meet the criteria above.

Auditor Independence

In our fiscal year ended December 31, 2020, there were no other professional services provided by EY, other than those listed above, that would have required our audit committee to consider their compatibility with maintaining the independence of EY.

Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

Our audit committee has established a policy governing our use of the services of our independent registered public accounting firm. Under the policy, our audit committee is required to pre-approve all audit and non-audit services performed by our independent registered public accounting firm in order to ensure that the provision of such services does not impair the public accountants' independence. All services and fees paid to EY for our fiscal years ended December 31, 2019 and 2020 were pre-approved by our audit committee.

Vote Required

The ratification of the appointment of EY requires the affirmative vote of a majority of the shares of our common stock present at the Annual Meeting (including by proxy) and entitled to vote thereon. Abstentions will have the effect of a vote AGAINST the proposal and broker non-votes will have no effect.



**THE BOARD OF DIRECTORS RECOMMENDS A VOTE
“FOR” THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP.**



REPORT OF THE AUDIT COMMITTEE

The audit committee is a committee of the board of directors comprised solely of independent directors as required by the listing standards of the New York Stock Exchange and rules and regulations of the SEC. The audit committee operates under a written charter approved by the board of directors, which is available on the Governance section of our website at <http://investors.arista.com>. The composition of the audit committee, the attributes of its members and the responsibilities of the audit committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate audit committees. The audit committee reviews and assesses the adequacy of its charter and the audit committee's performance on an annual basis.

With respect to the Company's financial reporting process, the management of the Company is responsible for (1) establishing and maintaining internal controls and (2) preparing the Company's consolidated financial statements. Our independent registered public accounting firm, Ernst & Young LLP ("EY"), is responsible for auditing these financial statements. It is the responsibility of the audit committee to oversee these activities. It is not the responsibility of the audit committee to prepare our financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the audit committee has:

- reviewed and discussed the audited financial statements with management and EY;
- discussed with EY the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees," as issued by the Public Company Accounting Oversight Board, and the Securities and Exchange Commission; and
- received the written disclosures and the letter from EY required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and has discussed with EY its independence.

Based on the audit committee's review and discussions with management and EY, the audit committee recommended to the board of directors that the audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2020 for filing with the SEC.

Respectfully submitted by the members of the audit committee of the board of directors:

Ann Mather (Chair)
Kelly Battles
Mark Templeton
Nikos Theodosopoulos

This report of the audit committee is required by the SEC and, in accordance with the SEC's rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended ("Securities Act"), or under the Exchange Act, except to the extent that we specifically incorporate this information by reference, and will not otherwise be deemed "soliciting material" or "filed" under either the Securities Act or the Exchange Act.

EXECUTIVE OFFICERS

The following table identifies certain information about our executive officers as of April 8, 2021. Officers are elected by our board of directors to hold office until their successors are elected and qualified. There are no family relationships among any of our directors or executive officers.

Name	Age	Position
Jayshree Ullal	60	Chief Executive Officer, President and Director
Andreas Bechtolsheim	65	Founder, Chief Development Officer, Director and Chairman of the Board of Directors
Ita Brennan	54	Senior Vice President, Chief Financial Officer
Kenneth Duda	49	Founder, Chief Technology Officer and Senior Vice President, Software Engineering
John McCool	61	Chief Platform Officer, Senior Vice President of Engineering Operations
Anshul Sadana	44	Chief Operating Officer
Marc Taxay	52	Senior Vice President, General Counsel

For biographical information about Ms. Ullal and Mr. Bechtolsheim, please see “Board of Directors and Corporate Governance-Nominees for Director.”

Ita Brennan



Ms. Brennan joined Arista Networks, Inc. in May 2015 as Senior Vice President and Chief Financial Officer. From February 2014 to May 2015, Ms. Brennan served as chief financial officer of a stealth start up firm in the energy sector. Prior to that, Ms. Brennan held various roles at Infinera Corporation, an intelligent transport networking company, most recently as chief financial officer from July 2010 to February 2014 and vice president of finance and corporate controller from July 2006 to July 2010. From 1997 to 2006, Ms. Brennan held various roles at Maxtor Corporation, a multi-billion dollar information storage solutions company, including vice president of finance for the company’s worldwide operations. Ms. Brennan has been a member of the board of directors of Cadence Design Systems, Inc., a multinational computational software company, since March 2020. She previously served as a member of the board of directors of LogMeln, Inc., a provider of web-based remote access software and services from November 2018 to August 2020. Ms. Brennan is a fellow of the Institute of Chartered Accountants and a public accounting alumna of Deloitte and Touche, having worked at the firm in both Ireland and the U.S.

Kenneth Duda



Mr. Duda is one of our founders and has served in various roles with us from 2004 to present. Since September 2011, Mr. Duda has served as our Chief Technology Officer and Senior Vice President of Software Engineering. From April 1999 to October 2004, Mr. Duda served as chief technology officer of There, Inc., a virtual worlds company. From September 1996 to April 1999, Mr. Duda was leading the software development of the switch kernel for the Gigabit System Business Unit with Cisco Systems, Inc. Mr. Duda holds B.S. and M.S. degrees in Computer Science and Electrical Engineering from the Massachusetts Institute of Technology and a Ph.D. degree in Computer Science from Stanford University.

John McCool



Mr. McCool joined Arista Networks, Inc. in March 2017 as Chief Platform Officer and Senior Vice President of Engineering and Operations. From 2014 to 2017, Mr. McCool served as senior vice president and general manager of DSDD, a DellEMC business, a products, services and solutions provider for information management and storage. From 2013 to 2014, Mr. McCool served as president and chief executive officer of Firetide, Inc., a provider of wireless mesh networks. From 1996 to 2013, Mr. McCool served in various positions at Cisco Systems, Inc., including senior vice president and general manager for the data center switching and services group with his last position as senior vice president—global sales, enterprise segment. Mr. McCool holds a B.S. degree in Electrical Engineering from Drexel University and an M.S. degree in Computer Engineering from Santa Clara University.

Anshul Sadana



Mr. Sadana has served as our Chief Operating Officer since March 2019. He served as our Chief Customer Officer from October 2016 through February 2019. From January 2012 to September 2016, Mr. Sadana served as our Senior Vice President of Customer Engineering. From July 2007 to December 2011, Mr. Sadana served in various other positions with us including Vice President of Customer Engineering. From November 1999 to July 2007, Mr. Sadana was the senior engineering manager of Gigabit Switching Business Unit at Cisco Systems, Inc. Mr. Sadana holds a B.E. degree in Electronics from the University of Mumbai, an M.S. degree in Computer Science from the University of Illinois at Chicago and an executive M.B.A. degree from the Wharton School of Business.

Marc Taxay



Mr. Taxay has served as our Senior Vice President, General Counsel since March 2016 and as our General Counsel since February 2013. From 2007 to 2013, Mr. Taxay served as the senior vice president and general counsel of MedeAnalytics, Inc., a healthcare analytics company. From 2006 to 2007, Mr. Taxay served as the assistant general counsel of Coremetrics, Inc. a digital marketing company. From 2002 to 2006, Mr. Taxay worked as a partner at Cohen & Grigsby. Mr. Taxay holds a B.A. degree in Political Science and a J.D. from The University of Michigan.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The compensation provided to those individuals who are our named executive officers for our fiscal year ended December 31, 2020 (our “Named Executive Officers”) is set forth in detail in the Fiscal 2020 Summary Compensation Table and the other tables that follow this Compensation Discussion and Analysis. The following discussion provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program, and each component of compensation that we provide to our Named Executive Officers. In addition, we explain how and why the compensation committee of our board of directors arrived at the specific compensation policies and decisions for our Named Executive Officers. The following are the individuals who served as our Named Executive Officers for fiscal 2020:

- Jayshree Ullal, our President and Chief Executive Officer;
- Ita Brennan, our Chief Financial Officer;
- Kenneth Duda, our Chief Technology Officer and Senior Vice President of Software Engineering;
- Anshul Sadana, our Chief Operating Officer; and
- Marc Taxay, our Senior Vice President, General Counsel

Our board of directors has delegated to the compensation committee authority and responsibility for establishing and overseeing salaries, administering the incentive compensation programs, and establishing and overseeing other forms of compensation for our executive officers, general remuneration policies for the balance of our employee population and for overseeing and administering our equity incentive and benefits plans.

The following compensation governance standards in our executive compensation policies and practices are currently in effect:

What We Do

- ✓ **Annual Review.** Annual review of our executive compensation program.
- ✓ **Performance-Based Equity.** In 2020, we introduced performance-based equity as a significant part of our compensation program to our Chief Executive Officer, and in 2021, we did so for our other Named Executive Officers.
- ✓ **Independence.** Our compensation committee is made up solely of independent directors and makes all executive compensation decisions.
- ✓ **Compensation Consultant.** Our compensation committee engages its own independent compensation consultant to assist with its compensation reviews.
- ✓ **Stock Ownership Guidelines.** To align our chief executive officer’s long-term interests with those of our stockholders, our chief executive officer is required to own specified minimum levels of Company’s stock.
- ✓ **Clawback Policy.** We may seek the recovery of cash incentive compensation and performance-based equity compensation paid to our executive officers.

What We Do Not Do

- ✗ **No Executive-Only Retirement Programs.** We do not offer pension arrangements, retirement plans, or nonqualified deferred compensation plans or arrangements to our executive officers, other than the plans generally available to all employees.
- ✗ **No Excise Tax Gross-Ups.** We do not offer golden parachute tax gross-ups to any of our Named Executive Officers or other executive officers.
- ✗ **No “Single-Trigger” Benefits and Limited “Double-Trigger” Benefits.** Potential change in control payments and benefits are limited in nature and are received only in connection with the termination of employment without cause or for good reason in connection with or following a change in control.

Overview

FISCAL 2020 BUSINESS HIGHLIGHTS

Our executive compensation program is designed to align the compensation of our executives with our operating and financial performance and create value for our stockholders. Accordingly, you should consider our executive compensation decisions in the context of our financial and operational performance during fiscal 2020, including:

Revenue



Revenue for our fiscal 2020 was \$2.32 billion, representing a decrease of 3.9% compared to fiscal 2019, and slightly below our internal targets set at the beginning of the year. We experienced strong sales to our enterprise and other cloud and service provider customers, but this was more than offset by reduced sales from our larger customers, combined with the impact of some COVID-19 related supply constraints. We exited the year with over 7,000 customers and continue to add new customers and expand and diversify our market position.

Operating Income



Our non-GAAP operating income for fiscal 2020 was \$874.8 million or 37.7% of revenue, compared to \$922.7 million or 38.3% of revenue in fiscal 2019. The decrease in non-GAAP operating margins was largely a result of reduced revenue for the year, offset in part by an improvement in non-GAAP gross margins. The ratio of non-GAAP operating income to revenue is a key metric for our stockholders as it provides a consistent measure of the profitability of our business and as a result we used non-GAAP operating income as a metric in our 2020 Bonus Plan (as defined below).

Industry Leadership



This is the sixth consecutive year Arista Networks has been recognized in the Leaders Quadrant of the 2020 Gartner Magic Quadrant for Data Center Networking published on 30 June 2020.

Executive Compensation

Acquisitions



In 2020, Arista acquired Awake Security, a Network Detection and Response (NDR) platform provider that combines artificial intelligence with human expertise to autonomously hunt and respond to insider and external threats. Arista also acquired Big Switch Networks, a network monitoring and Software Defined Networking (SDN) pioneer.

Product Innovations



In 2020, Arista expanded its Cognitive Campus portfolio with the new 750 Series modular chassis for enhanced security solutions and simplified automation workflows. Arista introduced its optical line system for 400G, Arista OSFP-LS, which is a highly compact, low power and cost effective solution for increasing bandwidth between data centers without the need for external optical line systems. Arista continued to expand the 7800R3 and 7280R3 Series with new models optimized for 400G and 100G with integrated security capabilities along with new power and density optimized 7280R3 Series 10G and 25G systems to deliver enhancements for large Enterprise and Service Providers.

Arista also announced a network observability software, DANZ Monitoring Fabric, on Arista switching platforms for enterprise-wide traffic visibility and contextual insights and an advanced security service, Attack Surface Assessment, through our acquisition of Awake Security.

FISCAL 2020 EXECUTIVE COMPENSATION HIGHLIGHTS

As reflected in our general compensation philosophy and objectives, our executive compensation program is intended to reward performance, attract and retain key personnel and increase stockholder value. In light of our financial performance as described in the "Fiscal 2020 Business Highlights" section above, our fiscal 2020 executive compensation program was intended to reward performance against our financial and key business objectives and incentivize successful performance in these areas. Accordingly, our key executive compensation actions in fiscal 2020 advanced these objectives:

- **No Base Salary Increases**—We did not increase base salaries for our Named Executive Officers.
- **Annual Bonuses Reflecting Pay for Performance**—As noted above, our financial performance in fiscal 2020 achieved revenue of approximately \$2.32 billion a decrease of 3.9% compared to fiscal 2019, and slightly below our internal targets set at the beginning of the year. We experienced strong sales to our enterprise and other cloud and service provider customers, but this was more than offset by reduced sales from our larger cloud customers, combined with the impact of some COVID-19 related supply constraints.

These financial results combined with significant progress on business diversification and continued excellence in product quality, innovation and

support, resulted in payments to our Named Executive Officers under the 2020 Bonus Plan. Our Chief Executive Officer declined a bonus for fiscal 2020.

- **Equity Awards Promoting Our Stockholders' Interests**—Long-term equity incentives constitute a significant majority of compensation paid to Named Executive Officers in 2020. Long-term equity incentives align the interests of executives with those of our stockholders.
- **Equity Awards Subject to Achievement**—Performance-based equity was implemented as an important portion of our executive compensation program for our Chief Executive Officer.

Subsequent to year end, we included performance-based equity as part of our executive compensation program for all of our Named Executive Officers.

Effect of Most Recent Stockholder Advisory Vote on Executive Compensation

Our compensation committee considers the results of the annual stockholder advisory vote on the compensation of our Named Executive Officers and stockholder feedback on our executive compensation program as part of its annual executive compensation review. At our 2020 annual meeting of stockholders, approximately 96.2% of the votes cast approved the compensation program for our Named Executive Officers as described in our 2020 proxy statement. Based on this strong stockholder support, our compensation committee determined not to make significant changes to our existing executive compensation program and policies, except that our compensation committee added a performance-based equity component to our executive compensation program in the form of performance-based restricted stock units ("PRSUs") for our Chief Executive Officer in 2020 and extended this performance-based equity component to all of our other Named Executive Officers in 2021. Our compensation committee continues to evaluate the executive compensation program and policies to determine the most appropriate ways of effecting our executive compensation philosophy and objectives. Our compensation committee currently intends to continue to consider the results of the annual advisory vote on executive compensation and stockholder feedback as data points in making executive compensation decisions.

Executive Compensation Philosophy and Objectives

We operate in a highly competitive business environment, which is characterized by frequent technological advances. To successfully grow our business in this dynamic environment, we must continually develop and refine our products and services to stay ahead of our competitors. To achieve these objectives, we need a highly talented and seasoned team of technical, sales, marketing, operations, and other business professionals. We compete with other companies in our industry and other technology companies in the Silicon Valley to attract and retain a skilled management team. To attract and retain qualified executive candidates, our compensation committee recognizes that it needs to develop competitive compensation packages. At the same time, our compensation committee is sensitive to the need to integrate new Named Executive Officers into our executive compensation structure that we were seeking to develop, balancing both competitive and internal equity considerations. To meet this challenge, we have embraced a compensation philosophy of offering our Named Executive Officers a competitive total compensation program, which we view as the sum of base salary, cash performance-based incentives, equity compensation and employee benefits, each of which recognizes and rewards individual performance and contributions to our success, allowing us to attract, retain, and motivate talented executives with the skills and abilities needed to drive our desired business results.

The specific objectives of our executive compensation program are to:

- reward the successful achievement of our financial growth objectives;
- drive the development of a successful and profitable business;
- attract, motivate, reward, and retain highly qualified executives who are important to our success;
- recognize strong performers by offering cash performance-based incentive compensation and equity awards that have the potential to reward individual achievement as well as contributions to our overall success; and
- create value for our stockholders.

COMPENSATION PROGRAM DESIGN

Our executive compensation program for fiscal 2020 reflected our stage of development as a growing publicly-traded company. Accordingly, the compensation of our Named Executive Officers consisted of base salary, a short-term cash incentive compensation opportunity, long-term equity compensation in the form of PRSUs for our Chief Executive Officer and time-based restricted stock units ("RSUs") for our other Named Executive Officers, and certain employee health and welfare benefits.

We offer cash compensation in the form of base salaries and cash incentive compensation opportunities with an annual payment component. Typically, we have structured our annual cash incentive compensation opportunities to focus on the achievement of specific short-term financial and operational objectives that will further our longer-term growth objectives.

Executive Compensation

Additionally, equity awards for shares of our common stock serve as a key component of our executive compensation program. For 2020, we granted (i) PRSUs (which become eligible to vest only if the threshold performance is achieved) to our Chief Executive Officer and (ii) RSUs (which provide certain value to recipients and limit dilution to our stockholders) to our other Named Executive Officers. In the future, we may introduce other forms of equity awards, as we deem appropriate, into our executive compensation program to offer our Named Executive Officers additional types of long-term incentive compensation that further the objective of aligning the recipient's interests with those of our stockholders.

Finally, we offer executives standard health and welfare benefits that are generally available to our other employees, including medical, dental, vision, flexible spending accounts, life insurance and 401(k) plans.

We have not adopted any formal policies or guidelines for allocating compensation between current and long-term compensation or between cash and non-cash compensation, although we use competitive market data to understand the competitive market framework for pay mix. Within this overall framework, our compensation committee reviews each component of executive compensation separately and also takes into consideration the value of each Named Executive Officer's compensation package as a whole and its relative value in comparison to our other Named Executive Officers.

Our compensation committee evaluates our compensation philosophy and executive compensation program as circumstances require, and reviews executive compensation annually. As part of this review, we expect that our compensation committee will apply our philosophy and the objectives outlined above, together with consideration for the levels of compensation that we would be willing to pay to ensure that our executive compensation remains competitive and that we meet our retention objectives, as well as the cost to us if we were required to find a replacement for a key executive officer.

COMPENSATION-SETTING PROCESS

Role of our Compensation Committee

Compensation decisions for our executives are made by our compensation committee. Currently, our compensation committee is responsible for reviewing, evaluating and approving the compensation arrangements, plans, policies, and practices for our Named Executive Officers and overseeing and administering our cash-based and equity-based compensation plans.

Each fiscal year, our compensation committee, after consulting with our management team and its compensation consultant, establishes our corporate performance objectives and makes decisions with respect to any base salary adjustment, and approves the corporate performance objectives and target annual cash incentive compensation opportunities and equity awards for our executive officers, including our Named Executive Officers, for the upcoming fiscal year. With respect to (i) our cash incentive compensation plan, (ii) the performance-based equity grant to our Chief Executive Officer in 2020, and (iii) the performance-based equity to all of our Named Executive Officers in 2021, our compensation committee determines the applicable goals for each corporate performance objective used for the applicable year.

Our compensation committee reviews our executive compensation program from time to time, including any incentive compensation plans, to determine whether they are appropriate, properly coordinated, and achieve their intended purposes, and to make any modifications to existing plans and arrangements or to adopt new plans or arrangements.

Role of Management

In carrying out its responsibilities, our compensation committee works with members of our management team, including our Chief Executive Officer and our Vice President, Global Human Resources. Typically, our management team (together with our compensation consultant) assists our compensation committee in the execution of its responsibilities by providing information on corporate and individual performance, market data, and management's perspective and recommendations on compensation matters.

Typically, except with respect to her own compensation, our Chief Executive Officer will make recommendations to our compensation committee regarding compensation matters, including the compensation of our executive officers. Our Chief Executive Officer also participates in meetings of our compensation committee, except with respect to discussions involving her own compensation in which case she leaves the meeting.

While our compensation committee solicits the recommendations and proposals of our Chief Executive Officer with respect to compensation-related matters, these recommendations and proposals are only one factor in our compensation committee's decision-making process.

Role of Compensation Consultant

Our compensation committee is authorized to retain the services of one or more executive compensation advisors from time to time, as it sees fit, in connection with carrying out its duties.

In fiscal 2020, our compensation committee continued to engage Radford, a national compensation consulting firm, to assist us in executing our executive compensation strategy and guiding principles, assessing current executive total compensation levels against competitive market practices, developing a compensation peer group and advising on potential executive compensation decisions for fiscal 2020. Our compensation committee provided Radford with instructions regarding the goals of our executive compensation program and the parameters of the competitive review of executive officer compensation packages that it was to conduct. In particular, the compensation committee instructed Radford to analyze whether the compensation packages of our executive officers were consistent with our compensation philosophy and competitive relative to market comparables. The compensation committee further instructed Radford to evaluate the following components to assist the compensation committee in establishing fiscal 2020 compensation: base salary; target and actual annual incentive compensation; target and actual total cash compensation (base salary and annual incentive compensation); long-term incentive compensation (equity awards); target and actual total direct compensation (base salary, annual incentive compensation and long-term incentive compensation); and beneficial ownership of our common stock.

Radford does not provide any services to us other than the services provided to our compensation committee. Our compensation committee has assessed the independence of Radford taking into account, among other things, the factors set forth in Exchange Act Rule 10C-1 and the listing standards of the New York Stock Exchange, and has concluded that no conflict of interest exists with respect to the work that Radford performs for our compensation committee.

Use of Competitive Data

To assess the competitiveness of our executive compensation program and to assist in setting compensation levels, Radford provided market data for the compensation peer group approved by our compensation committee.

Competitive Positioning

In fiscal 2020, our compensation committee continued to compare and analyze our executive compensation program with that of a formal compensation peer group of companies.

In fiscal 2020, our compensation committee reviewed our executive compensation peer group, highlighting potential outliers in the existing group and considering a broader screen of the technology market. In considering an updated peer group, our compensation committee considered the following criteria: (i) companies in the computer networking, communication products/services and software sectors with a focus on growing technology companies; (ii) companies with revenues between \$1 billion to \$5.5 billion (approximately 0.5x to 2.5x of our then-current trailing 12-month revenue); and (iii) companies with market capitalization generally between \$6 and \$40 billion (approximately 0.3x to 2x of our then-current market capitalization). As a result, the following group was our executive compensation peer group for fiscal 2020 compensatory decisions made prior to July 20, 2020:

Executive Compensation

Executive Compensation Peer Group from July 22, 2019 to July 19, 2020

Akamai Technologies	F5 Networks	NetApp	ServiceNow	VMWare
Autodesk	Fortinet	Nutanix	Splunk	Workday
Citrix Systems	Juniper Networks	Palo Alto Networks	Tableau Software	
Dropbox	Mellanox Technologies	Red Hat	Twitter	

With respect to fiscal 2020 executive compensation decisions made on and following July 20, 2020, our compensation committee reconsidered the peer group, highlighting potential outliers in the existing group and adjusting for changes in our market capitalization. In considering an updated peer group, our compensation committee considered the following criteria: (i) companies in the computer networking, communication products/services and software sectors with a focus on growing technology companies; (ii) companies with revenues between \$1 billion to \$5.5 billion (approximately 0.5x to 2.5x of our then-current trailing 12-month revenue); and (iii) companies with market capitalization generally between \$5 and \$35 billion (approximately 0.3x to 2x of our then-current market capitalization). As a result, the following group was our executive compensation peer group for fiscal 2020 compensatory decisions made on and following July 20, 2020:

Executive Compensation Peer Group on and following July 20, 2020

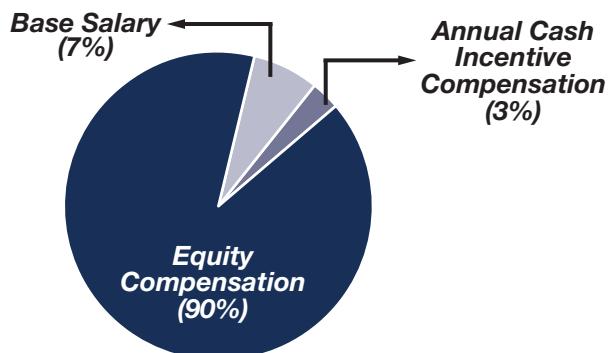
Akamai Technologies	F5 Networks	Nutanix	Twitter
Autodesk	Fortinet	Palo Alto Networks	VMWare
Citrix Systems	Juniper Networks	ServiceNow	Workday
Dropbox	NetApp	Splunk	

As a result of changes in our compensation peer group, we positioned at the 36th percentile in terms of revenue and the 68th percentile in terms of market capitalization.

Radford provides our compensation committee with market data from our compensation peer group regarding each element of our executive compensation program. However, our compensation committee does not benchmark in our compensation peer group with respect to any particular element of compensation.

Executive Compensation Program Components

For 2020, the portion of our Named Executive Officers' actual total direct compensation (which consists of the base salaries and annual cash incentive plan compensation paid to our Named Executive Officers with respect to 2020 and the grant-date fair values of the equity awards granted to our Named Executive Officers in 2020, with each such value calculated in the same manner as set forth in our Fiscal 2020 Summary Compensation Table below) represented by each material component of our executive compensation program was as follows:



■ Base Salary ■ Annual Cash Incentive Compensation ■ Equity Compensation

The following describes each component of our executive compensation program, the rationale for each, and how the compensation amounts and awards were determined for fiscal 2020.

Base Salary. Base salary is the primary fixed component of our executive compensation program. We use base salary to compensate our Named Executive Officers for services rendered during the fiscal year and to ensure that we remain competitive in attracting and retaining executive talent.

Our compensation committee reviews the base salaries of each Named Executive Officer annually and makes adjustments as it determines to be reasonable and necessary to reflect the scope of a Named Executive Officer's performance, contributions, responsibilities, experience, prior salary level, position (in the case of a promotion), and market conditions. We typically establish the initial base salary of a Named Executive Officer through arm's-length negotiation at the time, after taking into consideration his or her position, qualifications, experience, salary expectations, and the base salaries of our other executives.

For fiscal 2020, our compensation committee determined not to make any changes to the base salaries of our Named Executive Officers (which were generally below the market 25th percentile in our compensation peer group) as it thought the base salary levels continued to be appropriate.

Our Named Executive Officers' base salaries for fiscal 2020 were as follows:

Named Executive Officer	Base Salary through 2020
Jayshree Ullal	\$300,000
Ita Brennan	\$300,000
Kenneth Duda	\$300,000
Anshul Sadana	\$300,000
Marc Taxay	\$300,000

Annual Cash Incentive Compensation; 2020 Bonus Plan

We use cash incentive compensation under our omnibus Employee Incentive Plan to motivate our executive officers, including our Named Executive Officers, to achieve our annual financial and key operational objectives, while making progress towards our longer-term strategic goals. Each fiscal year, our compensation committee sets the terms and conditions of the Employee Incentive Plan for that fiscal year, which identifies the plan participants and establishes the target cash incentive opportunity for each participant, the performance measures to be used to determine whether to make payouts related to the fiscal year and the associated target levels for each measure, and the potential payouts based on actual performance for the fiscal year. Typically, cash incentive payouts have been determined after the end of the applicable performance period based on our performance against one or more financial and operational performance objectives for the performance period as set forth in our annual operating plan.

In February 2020, our compensation committee set the terms and conditions of the Employee Incentive Plan for fiscal 2020 (the "2020 Bonus Plan"). The 2020 Bonus Plan included financial performance metrics for revenue and non-GAAP operating income for the year. These two financial metrics determine the funding of the overall bonus pool available for distribution. No payout would be made under the plan if achievement of the revenue metric was below 85% of target.

Once the overall funding level of the 2020 Bonus Plan was determined as outlined above, our compensation committee would evaluate performance for each of our Named Executive Officers. In determining the payout for each Named Executive Officer, our compensation committee would consider factors including: (A) contribution of the individual to the achievement of the quantitative financial measures set forth above regarding the funding of the overall bonus pool; (B) achievement against additional objectives related to the future growth of our business, including ability to diversify and deliver in new markets; (C) consistent execution on product quality, innovation and support; and (D) overall individual performance. The 2020 Bonus Plan provided for a single annual payout to each participant following the end of fiscal 2020 after our compensation committee evaluated corporate and individual performance as outlined above.

For purposes of our 2020 Bonus Plan, we define revenue in accordance with GAAP, and non-GAAP operating income as GAAP operating income, less stock-based compensation expenses, other non-recurring items, one time acquisition related costs and the amortization of intangible assets. A reconciliation of the non-GAAP financial metrics to the related

Executive Compensation

GAAP financial measure is set forth in our quarterly and annual press release announcing our financial results for the fourth quarter and fiscal 2020.

Our compensation committee approved the following preliminary targets for the 2020 annual cash incentive compensation of our Named Executive Officers (which provided each of our Named Executive Officers with target total cash compensation at or around the market 25th percentile in our compensation peer group). For our Chief Executive Officer, this target was 100% of base salary, while the targets for our other Named Executive Officers was 60% of base salary. These targets are not strict targets and merely inform the aggregate of bonuses that will be accrued for financial accounting purposes. Once a total incentive pool is accrued for all participants in the 2020 Bonus Plan, our compensation committee looks at the performance for the year across the key metrics discussed above and factors in individual performance and market comparable compensation in our peer group in determining a total incentive paid to each Named Executive Officer.

For fiscal 2020, we achieved revenue of approximately \$2.32 billion (a decrease of 3.9% from 2019, but below our plan target by approximately 8.2%). In addition, we achieved non-GAAP operating income of approximately \$874.8 million (a decrease of 5.2% from 2019 levels, and below our plan target by approximately 11.5%). Our Compensation Committee considered our overall achievement against these key metrics and determined it was appropriate to fund the 2020 Bonus Plan at an 80% level.

Following the funding of the 2020 Bonus Plan based on the financial metrics outlined above, our compensation committee looked at performance with respect to the other key metrics including diversification and delivery into new markets, product quality, innovation and support, and individual performance. Our compensation committee considered that we made good progress with respect to diversification of our revenue base during the year, including the expansion of our enterprise datacenter and campus businesses. Also, our compensation committee considered continued strong execution on product quality, innovation and customer satisfaction and observed consistent product performance metrics for the year.

Given our overall financial performance for the year and the significant progress made against our non-financial objectives for the year combined with our compensation committee's determination of individual performance for each of our Named Executive Officers and including consideration of our total cash compensation being at or around the 25th percentile of compensation of our peer group, the total payouts to our Named Executive Officers under the 2020 Bonus Plan were made as set forth below. Our Chief Executive Officer declined her proposed bonus payout for 2020, given that we had not achieved our financial targets for the year.

Named Executive Officer	Actual Incentive Compensation
Ita Brennan	\$140,000
Kenneth Duda	\$125,000
Anshul Sadana	\$160,000
Marc Taxay	\$140,000

Equity Compensation

We use equity awards to incentivize and reward our executives (including our Named Executive Officers) for long-term corporate performance based on the value of our common stock and, thereby, to align the interests of our executives with those of our stockholders. We grant stock options covering shares of our common stock and full value awards for shares of our common stock, or awards without a purchase price, such as RSU awards.

New hire, or initial, equity awards for our executives are established through arm's-length negotiations at the time the individual executive is hired. In making these awards, we consider, among other things, the prospective role and responsibility of the individual executive, competitive factors, the expectations concerning the size of the equity award, the cash compensation to be received by the executive, and the need to create a meaningful opportunity for reward predicated on the creation of long-term stockholder value.

In addition, we grant equity awards to our executives when our compensation committee determines that such awards are necessary or appropriate to recognize corporate and individual performance, in recognition of a promotion, or to

achieve our retention objectives. To date, we have not applied a rigid formula in determining the size of these equity awards. Instead, our compensation committee has determined the size of such equity awards for an individual executive after taking into consideration market data compiled from our compensation peer group, a compensation analysis performed by Radford, the equity award recommendations of our Chief Executive Officer, the scope of an executive's performance, contributions, responsibilities, and experience, and the amount of equity compensation held by the executive, including the current economic value of his outstanding unvested equity awards and the ability of this equity to satisfy our retention objectives, market conditions, and internal equity considerations. In making its award decisions, our compensation committee has exercised its judgment and discretion to set the size of each award at a level it considered appropriate to create a meaningful opportunity for reward predicated on the creation of long-term stockholder value. Equity awards to our named executive officers typically have multi-year vesting periods of four or more years.

2020 Performance-Based Awards

The equity award granted to our Chief Executive Officer was a performance-based award of PRSUs granted in February 2020. We granted the PRSUs to our Chief Executive Officer to incentivize her and drive stockholder value creation. The table below describes the PRSUs granted to our Chief Executive Officer. The intended value was converted into a target number of PRSUs using a 30-day average trading price in accordance with our standard practices.

Named Executive Officer	Target Number of PRSUs	Intended Value
Jayshree Ullal	27,000	\$5,500,000

The metrics, targets, and actual performance and resulting payout for our Chief Executive Officer's fiscal 2020 PRSUs are shown in the following table:

Performance Period: January 1, 2020 – December 31, 2020					
Metrics	Weight	Performance Range	Payout	Results	
Revenue	75%	Minimum: \$ 2.4 billion	50%	\$ 2.32 billion	
		Target: \$ 2.524 billion	100%		
		Maximum: \$ 2.6 billion	150%		
Non-GAAP Operating Income	25%	Minimum: \$ 840 million	50%	\$874.8 million	
		Target: \$ 987.1 million	100%		
		Maximum: \$1,036.1 million	150%		

The number of PRSUs determined based on actual achievement as described above became eligible to vest upon determination of achievement. 25% of PRSUs that became eligible to vest on the first quarterly vesting date after the date the level of achievement of the performance goals was determined, and the remainder of the PRSUs that become eligible to vest will vest in equal quarterly installments over an additional 3 years.

For fiscal 2020, the minimum revenue goal was not achieved. Our non-GAAP operating income was \$874.8 million, above the threshold goal but below the target goal, resulting in 4,178 PRSUs becoming eligible to vest.

2020 Time-Based Awards

The equity awards granted in fiscal 2020 to our Named Executive Officers other than our Chief Executive Officer consisted of RSUs. We granted these awards to ensure that these Named Executive Officers receive a base value regardless of fluctuations in our stock price, while incentivizing stockholder growth to deliver greater value for the Company and the Named Executive Officer. In determining the size of these awards, our compensation committee considered market compensation data from our peer group, the unvested equity held by each of these Named Executive Officers and the Named Executive Officer's expected future contributions to the Company and towards growing stockholder value. To promote retention, the awards vest in equal quarterly installments over a period of approximately 4 years from May 2021. In prior fiscal years, we provided equity compensation to our named executive officers in a mix of options and RSUs. For fiscal 2020, our compensation committee adopted new equity grant guidelines providing for grants of 100% RSUs as the most appropriate method to deliver certain value to recipients in this period.

Executive Compensation

The numbers of shares of our common stock covered by each equity award granted to our Named Executive Officers other than our Chief Executive Officer in 2020 were as set forth in the chart below. The intended value was converted into RSUs using a 30-day average trading price in accordance with our standard practices.

Named Executive Officer	RSUs	Intended Value
Ita Brennan	14,540	\$3,000,000
Anshul Sadana	24,230	\$5,000,000
Kenneth Duda	10,660	\$2,200,000
Marc Taxay	10,180	\$2,100,000

WELFARE AND OTHER EMPLOYEE BENEFITS

We have established a tax-qualified Section 401(k) retirement plan for all employees who satisfy certain eligibility requirements, including requirements relating to age and length of service. In 2020, we made matching contributions for the contributions made to the 401(k) plan by our employees, including our Named Executive Officers. We intend for the plan to qualify under Section 401(a) of the Internal Revenue Code (the “Code”), so that contributions by employees to the plan, and income earned on plan contributions, are not taxable to employees until withdrawn from the plan.

In addition, we provide other benefits to our Named Executive Officers on the same basis as all of our full-time employees. These benefits include standard health, vacation and other benefits offered to our employees.

PERQUISITES AND OTHER PERSONAL BENEFITS

We generally do not provide perquisites to our Named Executive Officers or other personal benefits beyond what is provided to employees on a broad basis.

Executive Officer Employment Arrangements

JAYSHREE ULLAL OFFER LETTER

We have entered into an offer letter with Jayshree Ullal, our President and Chief Executive Officer, pursuant to which Ms. Ullal is an at-will employee. Ms. Ullal’s current annual base salary is \$300,000 per year, and her target annual bonus is targeted at \$300,000. Ms. Ullal is also eligible to participate in all of our standard health, vacation and other benefits offered to our employees.

ITA BRENNAN OFFER LETTER & SEVERANCE AGREEMENT

Ms. Brennan joined us as our new Chief Financial Officer in May 2015. We have entered into an offer letter with Ms. Brennan that provides that she is an at-will employee. Ms. Brennan currently receives a base salary of \$300,000 per year, and her annual bonus is targeted at \$180,000. Ms. Brennan is also eligible to participate in all of our standard health, vacation and other benefits offered to our employees.

In addition, we entered into a severance agreement with Ms. Brennan, effective May 2015. The severance agreement provides that if Ms. Brennan’s employment is involuntarily terminated other than for “cause” (as generally defined below) or if Ms. Brennan resigns for “good reason” (as generally defined below) then, subject to her execution of a release of claims, Ms. Brennan will receive continuing payments of her base salary for 12 months and accelerated vesting of time-based equity awards that would have vested had Ms. Brennan remained employed with us for 12 months following her termination of employment date. If the qualified termination of employment occurred during the period beginning on, and for 12 months following a change in control, then the equity acceleration benefit would be 50% of the then-unvested equity awards (and for any equity awards that vest based on the achievement of performance criteria, assuming the performance criteria had been achieved at target levels for the relevant performance periods), if greater than the acceleration benefit described in the previous sentence.

For purposes of the severance agreement with Ms. Brennan, "cause" means generally:

- an act of dishonesty made by her in connection with her responsibilities as an employee;
- her conviction of, or plea of nolo contendere to, a felony or any crime involving fraud, embezzlement or any other act of moral turpitude;
- her gross misconduct;
- her unauthorized use of disclosure of any proprietary information or trade secrets of ours or any other party to

whom she owes a duty of non-disclosure as a result of her relationship with us;

- her willful breach of any obligations under any written agreement or covenant with us; or
- her continued failure to perform his or her duties after a demand from us setting the basis of our belief and failure to cure within 10 business days after receiving such notice.

For purposes of the severance agreement with Ms. Brennan, "good reason" means generally a resignation within 30 days following the expiration of any cure period following the occurrence of one or more of the following, without her consent:

- a material diminution of her authority, duties or responsibilities (which includes a reduction in authority, duties or responsibilities in connection with our being acquired and made part of a larger entity);
- a material reduction of her base salary (which excludes a reduction in her base salary of 15% or less in any one

year) other than a reduction applied to management generally; or

- a material change in the geographic location of her primary work facility or location (which excludes a relocation of less than 50 miles from her then-present location).

Ms. Brennan must provide written notice within 90 days of the initial existence of good reason and provide a cure period of 30 days following the date of such notice.

ANSHUL SADANA OFFER LETTER

We have entered into an offer letter with Anshul Sadana, our Chief Operating Officer, pursuant to which Mr. Sadana is an at-will employee. Mr. Sadana's current annual base salary is \$300,000 per year, and his annual bonus is targeted at \$180,000, which does not consider the over-performance pool. Mr. Sadana is also eligible to participate in all of our standard health, vacation and other benefits offered to our employees.

KENNETH DUDA OFFER LETTER

We have entered into an offer letter with Kenneth Duda, our Chief Technology Officer and Senior Vice President, Software Engineering, pursuant to which Mr. Duda is an at-will employee. Mr. Duda's current annual base salary is \$300,000 per year, and his annual bonus is targeted at \$180,000. Mr. Duda is also eligible to participate in all of our standard health, vacation and other benefits offered to our employees.

MARC TAXAY OFFER LETTER & SEVERANCE AGREEMENT

We have entered into an offer letter with Marc Taxay, our Senior Vice President, General Counsel, pursuant to which Mr. Taxay is an at-will employee. Mr. Taxay's current annual base salary is \$300,000 per year and he is eligible for an annual bonus targeted at \$180,000. Mr. Taxay is also eligible to participate in all of our standard health, vacation and other benefits offered to our employees.

In addition, we entered into a severance agreement with Mr. Taxay, effective March 2015. The severance agreement provides that if Mr. Taxay's employment is involuntarily terminated other than for "cause" (as generally defined below) or if Mr. Taxay resigns for "good reason" (as generally defined below) then, subject to his execution of a release of claims, Mr. Taxay will receive continuing payments of his base salary for 12 months and accelerated vesting of time-based equity awards that would have vested had Mr. Taxay remained employed with us for 12 months following his termination of employment date. If the qualified termination of employment occurred during the period beginning on, and for 12 months following a change in control, then the equity acceleration benefit would be 50% of the then-unvested equity awards, if greater than the acceleration benefit described in the previous sentence.

Executive Compensation

For purposes of the severance agreement with Mr. Taxay, “cause” and “good reason” have the same general meanings as set forth in Ms. Brennan’s severance agreement.

Fiscal 2020 Summary Compensation Table

The following table provides information regarding the total compensation for services rendered in all capacities that was earned by our Named Executive Officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards \$(⁽³⁾)	Option Awards \$(⁽³⁾)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Jayshree Ullal Chief Executive Officer	2020	300,000	—	6,033,690 ⁽¹⁾	—	—	9,282 ⁽⁴⁾	6,342,972
	2019	300,000	—	—	1,075,639	—	8,532	1,384,171
	2018	300,000	—	5,903,000	988,542	350,000	8,532	7,550,074
Ita Brennan Chief Financial Officer	2020	300,000	—	3,169,865	—	140,000	9,282 ⁽⁴⁾	3,619,147
	2019	300,000	—	1,651,375	537,820	150,000	8,532	2,647,727
	2018	300,000	—	2,331,255	915,205	300,000	8,532	3,854,992
Kenneth Duda Chief Technology Officer	2020	300,000	5,800 ⁽²⁾	2,323,987	—	125,000	9,282 ⁽⁴⁾	2,764,069
	2019	300,000	5,800	1,849,540	1,075,639	160,000	8,532	3,399,511
	2018	280,769	—	2,993,050	1,345,381	320,000	8,502	4,947,702
Anshul Sadana Chief Operating Officer	2020	300,000	—	5,282,382	—	160,000	9,282 ⁽⁴⁾	5,751,664
	2019	300,000	—	5,284,400	1,738,477	220,000	8,532	7,551,409
	2018	290,385	—	3,532,630	1,464,327	440,000	8,517	5,735,859
Marc Taxay Senior Vice President, General Counsel	2020	300,000	—	2,219,342	—	140,000	2,809 ⁽⁴⁾	2,662,151
	2019	300,000	—	1,651,375	537,820	150,000	8,532	2,647,727

- (1) Amount reported represents the grant-date fair value based upon target level of achievement. If maximum performance were deemed achieved for Ms. Ullal’s performance-based restricted stock unit, the grant-date fair value of such award would be \$9,050,535. Based on actual achievement for fiscal 2020, 4,178 PRSUs became eligible to vest, and the balance of the PRSUs have already been forfeited. The fair value as of the grant date of those PRSUs that were not forfeited was approximately \$933,658.
- (2) The amount reported for fiscal 2020 represents a patent bonus award and a spot bonus award paid by the Company to Mr. Duda.
- (3) The amounts reported represent the aggregate grant-date fair value of the restricted stock units or stock options awarded to the Named Executive Officer, calculated in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification Topic 718 (“ASC Topic 718”). The assumptions used in calculating the grant-date fair value of the stock options reported in this column are set forth in our audited consolidated financial statements included in our Annual Report on Form 10-K, as filed with the SEC on February 19, 2021.
- (4) The amounts reported for fiscal 2020 include matching contributions from the Company for the contributions made to the 401(k) plan by the Named Executive Officer and a life insurance premium paid on the Named Executive Officer’s behalf.

Outstanding Equity Awards at 2020 Fiscal Year-End

The following table sets forth information regarding outstanding stock options and stock awards held by our Named Executive Officers as of December 31, 2020.

Name	Grant Date	Option Awards				Stock Awards		Market Value of Shares or Units of Stock That Have Not Vested \$(⁽²⁾)
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾		
Jayshree Ullal	1/13/2014 ⁽³⁾⁽²⁴⁾	4,000	—	22.49	1/12/2024	—	—	—
	2/12/2016 ⁽⁴⁾	—	20,000	56.24	2/11/2026	—	—	—
	2/6/2017 ⁽⁵⁾	—	19,250	95.51	2/5/2027	—	—	—
	2/6/2017 ⁽⁶⁾	—	—	—	—	8,250	2,397,203	—
	3/9/2018 ⁽⁷⁾	—	—	—	—	11,250	3,268,913	—
	4/13/2018 ⁽⁸⁾	1,107	6,833	244.20	4/12/2028	—	—	—
	2/8/2019 ⁽⁹⁾	—	9,792	226.34	2/7/2029	—	—	—
	2/14/2020 ⁽¹⁰⁾	—	—	—	—	27,000	7,845,390	—
Ita Brennan	6/16/2015 ⁽¹¹⁾	9,000	—	84.97	6/15/2025	—	—	—
	9/11/2015 ⁽³⁾	8,000	2,000	64.46	9/10/2025	—	—	—
	2/12/2016 ⁽¹²⁾	11,000	5,000	56.24	2/11/2026	—	—	—
	3/10/2017 ⁽¹³⁾	—	—	—	—	4,800	1,394,736	—
	3/9/2018 ⁽⁷⁾	—	—	—	—	2,812	817,083	—
	4/13/2018 ⁽⁸⁾	729	4,271	244.20	4/12/2028	—	—	—
	11/9/2018 ⁽⁹⁾	52	2,448	244.43	11/8/2028	—	—	—
	11/9/2018 ⁽¹⁴⁾	—	—	—	—	3,281	953,360	—
	2/8/2019 ⁽⁹⁾	104	4,896	226.34	2/7/2029	—	—	—
	5/10/2019 ⁽¹⁴⁾	—	—	—	—	5,859	1,702,450	—
	5/8/2020 ⁽¹⁵⁾	—	—	—	—	14,540	4,224,888	—
Kenneth Duda	10/4/2011 ⁽¹⁶⁾	20,000	—	3.33	10/2/2021	—	—	—
	12/27/2012 ⁽¹⁷⁾	20,000	—	4.18	12/26/2022	—	—	—
	3/11/2013 ⁽¹⁸⁾	100,000	—	7.76	3/10/2023	—	—	—
	1/13/2014 ⁽³⁾⁽²⁵⁾	20,000	—	22.49	1/12/2024	—	—	—
	2/11/2014 ⁽¹⁹⁾⁽²⁶⁾	100,000	—	30.67	2/10/2024	—	—	—
	12/16/2014 ⁽³⁾	40,000	10,000	68.34	12/15/2024	—	—	—
	9/11/2015 ⁽³⁾	16,000	4,000	64.46	9/10/2025	—	—	—
	2/12/2016 ⁽¹²⁾	18,750	6,250	56.24	2/11/2026	—	—	—
	3/10/2017 ⁽¹³⁾	—	—	—	—	8,000	2,324,560	—
	3/9/2018 ⁽⁷⁾	—	—	—	—	3,375	980,674	—
	4/13/2018 ⁽⁸⁾	1,167	6,833	244.20	4/12/2028	—	—	—
	11/9/2018 ⁽⁹⁾	63	2,937	244.43	11/8/2028	—	—	—
	11/9/2018 ⁽¹⁴⁾	—	—	—	—	4,687	1,361,902	—
	2/8/2019 ⁽⁹⁾	208	9,792	226.34	2/7/2029	—	—	—
	5/10/2019 ⁽¹⁴⁾	—	—	—	—	6,562	1,906,720	—
	5/8/2020 ⁽¹⁵⁾	—	—	—	—	10,660	3,097,476	—

Executive Compensation

Name	Grant Date	Option Awards				Stock Awards		Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽²⁾
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾		
Anshul Sadana	1/13/2014 ⁽³⁾⁽²⁷⁾	4,800	—	22.49	1/12/2024	—	—	—
	2/11/2014 ⁽¹⁹⁾⁽²⁸⁾	41,668	—	30.67	2/10/2024	—	—	—
	12/16/2014 ⁽³⁾	—	10,000	68.34	12/15/2024	—	—	—
	9/11/2015 ⁽³⁾	—	4,000	64.46	9/10/2025	—	—	—
	2/12/2016 ⁽¹²⁾	—	6,250	56.24	2/11/2026	—	—	—
	10/14/2016 ⁽⁶⁾	—	—	—	—	3,000	871,710	—
	3/10/2017 ⁽¹³⁾	—	—	—	—	8,000	2,324,560	—
	3/9/2018 ⁽⁷⁾	—	—	—	—	3,937	1,143,974	—
	4/13/2018 ⁽⁸⁾	1,167	6,833	244.20	4/12/2028	—	—	—
	11/9/2018 ⁽⁹⁾	83	3,917	244.43	11/8/2028	—	—	—
	11/9/2018 ⁽¹⁴⁾	—	—	—	—	5,625	1,634,457	—
	2/8/2019 ⁽⁹⁾	292	13,708	226.34	2/7/2029	—	—	—
	5/10/2019 ⁽²⁰⁾	792	1,208	264.22	5/9/2029	—	—	—
	5/10/2019 ⁽²¹⁾	—	—	—	—	7,800	2,266,446	—
	5/10/2019 ⁽¹⁴⁾	—	—	—	—	7,500	2,179,275	—
	5/8/2020 ⁽¹⁵⁾	—	—	—	—	24,230	7,040,511	—
Marc Taxay	12/16/2014 ⁽³⁾	—	2,000	68.34	12/15/2024	—	—	—
	9/11/2015 ⁽³⁾	—	2,000	64.46	9/10/2025	—	—	—
	2/12/2016 ⁽¹²⁾	—	2,500	56.24	2/11/2026	—	—	—
	4/8/2016 ⁽²²⁾	250	750	65.01	4/07/2026	—	—	—
	4/8/2016 ⁽²³⁾	—	—	—	—	600	174,342	—
	3/10/2017 ⁽¹³⁾	—	—	—	—	4,800	1,394,736	—
	3/9/2018 ⁽⁷⁾	—	—	—	—	2,812	817,083	—
	4/13/2018 ⁽⁸⁾	729	4,271	244.20	04/12/2028	—	—	—
	11/9/2018 ⁽⁹⁾	52	2,448	244.43	11/08/2028	—	—	—
	11/9/2018 ⁽¹⁴⁾	—	—	—	—	3,281	953,360	—
	2/8/2019 ⁽⁹⁾	104	4,896	226.34	02/07/2029	—	—	—
	5/10/2019 ⁽¹⁴⁾	—	—	—	—	5,859	1,702,450	—
	5/8/2020 ⁽¹⁵⁾	—	—	—	—	10,180	2,958,003	—

(1) Represents (i) restricted stock awards and (ii) shares of restricted stock issued upon the early exercise of stock options, in each case that remained unvested as of December 31, 2020. All vesting is subject to the named executive officer's continued role as a service provider to us through the applicable vesting date.

(2) This column represents the market value of the shares of our common stock underlying the restricted stock awards or restricted stock as of December 31, 2020, based on the closing price of our common stock, as reported on the New York Stock Exchange, of \$290.57 per share on December 31, 2020, the last trading day of our fiscal 2020.

(3) This option vests with respect to 1/5th of the shares granted on December 1, 2017 with the remaining shares vesting in equal amounts over the next 48 months.

(4) This option vests with respect to 1/60th of the shares each month from January 1, 2017.

(5) This option vests with respect to 1/5th of the shares granted on February 6, 2018 with the remaining shares vesting in equal amounts over the next 48 months.

(6) This award of restricted stock units vests with respect to 1/20th of the shares each quarter from February 20, 2017.

(7) This award of restricted stock units vests with respect to 1/16th of the shares each quarter from May 20, 2019.

(8) This option vests with respect to 1/48th of the shares each month from June 1, 2020.

(9) This option vests with respect to 1/48th of the shares each month from December 1, 2020.

- (10) This performance stock award was granted in February 2020 and is earned based on attainment of certain performance conditions. The number of shares reflects the shares available at target (100%). Maximum payout is 150%. Shares earned vest 25% on February 22, 2021, and will continue to vest at a rate of 6.25% quarterly thereafter. A quarterly vest date is the first market trading day on or after February 20, May 20, August 20, and November 20 of each year.
- (11) This option vests with respect to 1/5th of the shares on May 18, 2016 with the remaining shares vesting in equal amounts over the next 48 months.
- (12) This option vests with respect to 1/60th of the shares each month from April 1, 2017.
- (13) This award of restricted stock units vests with respect to 1/20th of the shares each quarter from February 20, 2018.
- (14) This award of restricted stock units vests with respect to 1/16th of the shares each quarter from November 20, 2020.
- (15) This award of restricted stock units vests with respect to 1/16th of the shares each quarter from May 20, 2021.
- (16) This option vests 1/4th of shares granted on September 30, 2013 with the remaining shares vesting in equal amounts over the next 36 months.
- (17) This option vests 1/4th of shares granted on December 1, 2014 with the remaining shares vesting in equal amounts over the next 36 months.
- (18) This option vests 1/4th of shares granted on December 1, 2016 with the remaining shares vesting in equal amounts over the next 36 months.
- (19) This option vests 1/5th of shares granted on December 1, 2018 with the remaining shares vesting in equal amounts over the next 48 months.
- (20) This option vests with respect to 1/48th of the shares each month from June 10, 2019.
- (21) This award of restricted stock units vests with respect to 1/20th of the shares each quarter from May 20, 2019.
- (22) This option vests with respect to 1/60th of the shares each month from April 28, 2016.
- (23) This award of restricted stock units vests with respect to 1/20th of the shares each quarter from May 20, 2016.
- (24) The option is subject to an early exercise provision and is immediately exercisable. At the end of 2020, 4,000 shares of the amount exercisable were unvested.
- (25) The option is subject to an early exercise provision and was immediately exercisable at the time of grant. At the end of 2020, 4,000 shares of the exercisable shares were unvested.
- (26) The option is subject to an early exercise provision and was immediately exercisable at the time of grant. At the end of 2020, 40,000 shares of the exercisable shares were unvested.
- (27) The option is subject to an early exercise provision and was immediately exercisable at the time of grant. At the end of 2020, 4,800 shares of the exercisable shares were unvested.
- (28) The option is subject to an early exercise provision and is immediately exercisable. At the end of 2020, 40,000 shares of the amount exercisable were unvested.

Fiscal 2020 Grants of Plan-Based Awards

The following table presents information regarding the amount of plan-based awards granted to our Named Executive Officers during our fiscal year ended December 31, 2020.

Named Executive Officer	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (Target) (\$) ⁽¹⁾	All Other Stock Awards: Number of Shares or Units (#) ⁽²⁾	All Other Option Awards: Number of Shares Underlying Options (#) ⁽²⁾	Exercise Price of Option Awards (\$)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽³⁾
Jayshree Ullal	—	300,000	—	—	—	—
	2/14/2020	—	27,000	—	—	6,033,690
Ita Brennan	—	180,000	—	—	—	—
	5/8/2020	—	14,540	—	—	3,169,865
Kenneth Duda	—	180,000	—	—	—	—
	5/8/2020	—	10,660	—	—	2,323,987
Anshul Sadana	—	180,000	—	—	—	—
	5/8/2020	—	24,230	—	—	5,282,382
Marc Taxay	—	180,000	—	—	—	—
	5/8/2020	—	10,180	—	—	2,219,342

(1) Each Named Executive Officer has the following target annual bonus under the 2020 Bonus Plan: (i) Ms. Ullal: \$300,000; (ii) Ms. Brennan: \$180,000; (iii) Mr. Duda: \$180,000; (iv) Mr. Sadana: \$180,000; (v) Mr. Taxay: \$180,000.

(2) The restricted stock unit awards were made under the 2014 Equity Incentive Plan.

(3) The amounts reported in the Grant Date Fair Value of Stock and Option Awards column represent the grant date fair value of restricted stock awards granted in fiscal 2020, calculated in accordance with ASC Topic 718.

Fiscal 2020 Option Exercises and Stock Vested

The following table presents information regarding the exercise of stock options and the vesting of stock awards by our Named Executive Officers during our fiscal year ended December 31, 2020.

Named Executive Officer	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise \$(⁽¹⁾)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting \$(⁽²⁾)
Jayshree Ullal	72,518	11,707,367	13,250	3,123,246
Ita Brennan	10,000	1,760,120	13,260	3,076,414
Kenneth Duda	80,000	18,374,400	8,751	2,087,364
Anshul Sadana	64,445	13,575,621	14,525	3,452,469
Marc Taxay	10,666	1,713,638	7,660	1,825,598

(1) Based on the market price of our common stock on the date of exercise less the option exercise price paid for those shares, multiplied by the number of shares for which the option was exercised.

(2) Based on the market price of our common stock on the vesting date or last trading date, multiplied by the number of shares vested.

Pension Benefits

We did not sponsor any defined benefit pension or other actuarial plan for our Named Executive Officers during fiscal 2020.

Nonqualified Deferred Compensation

We did not maintain any nonqualified defined contribution or other deferred compensation plans or arrangements for our Named Executive Officers during fiscal 2020.

Potential Payments Upon Termination or Change in Control

The tables below provide an estimate of the value of the compensation and benefits due to each of our Named Executive Officers for our fiscal year ended December 31, 2020, in the events described below, assuming that the termination of employment and change in control was effective on December 31, 2020, under the applicable employment agreements described above. The actual amounts to be paid can only be determined at the time of the termination of employment.

TERMINATION OF EMPLOYMENT UNRELATED TO A CHANGE IN CONTROL

Named Executive Officer	Value of Accelerated Equity Awards (\$) ⁽¹⁾			
	Salary Continuation (\$)	Restricted Stock Units	Options	Total (\$)
Ita Brennan	300,000	2,560,793	1,556,628	4,417,421
Marc Taxay	300,000	2,497,739	1,701,598	4,499,337

- (1) The amounts reported in the table reflect the aggregate market value of the unvested shares of our common stock underlying outstanding restricted stock unit awards and stock options that would become vested on a qualifying termination. For the unvested stock options, the aggregate market value is computed by multiplying (i) the number of shares of our common stock underlying unvested and outstanding stock options at December 31, 2020, that would become vested by (ii) the difference between \$290.57 (the closing market price of our common stock on the New York Stock Exchange on December 31, 2020) and the exercise price of such option. For the restricted stock unit awards, the aggregate market value is computed by multiplying (i) the number of unvested shares of our common stock subject to outstanding restricted stock awards or outstanding restricted stock unit awards at December 31, 2020, that would become vested by (ii) \$290.57 (the closing market price of our common stock on the New York Stock Exchange on December 31, 2020).

TERMINATION OF EMPLOYMENT IN CONNECTION WITH A CHANGE IN CONTROL

Named Executive Officer	Value of Accelerated Equity Awards (\$) ⁽¹⁾			
	Salary Continuation (\$)	Restricted Stock Units	Options	Total (\$)
Ita Brennan	300,000	4,546,258	1,702,274	6,548,532
Marc Taxay	300,000	4,087,158	1,847,243	6,234,401

- (1) The amounts reported in the table reflect the aggregate market value of the unvested shares of our common stock underlying outstanding restricted stock unit awards and stock options that would become vested on a qualifying termination. For the unvested stock options, the aggregate market value is computed by multiplying (i) the number of shares of our common stock underlying unvested and outstanding stock options at December 31, 2020, that would become vested by (ii) the difference between \$290.57 (the closing market price of our common stock on the New York Stock Exchange on December 31, 2020) and the exercise price of such option. For the restricted stock unit awards, the aggregate market value is computed by multiplying (i) the number of unvested shares of our common stock subject to outstanding restricted stock unit awards at December 31, 2020, that would become vested by (ii) \$290.57 (the closing market price of our common stock on the New York Stock Exchange on December 31, 2020).

Risk Assessment and Compensation Practices

Our management assesses and discusses with our compensation committee our compensation policies and practices for our employees as they relate to our risk management, and based upon this assessment, we believe that, for the following reasons, any risks arising from such policies and practices are not reasonably likely to have a material adverse effect on us in the future:

- Our annual bonus plan considers a multiple of performance factors and allows our compensation committee to review performance on a holistic basis minimizing risk related to our short-term variable compensation; and
- Our equity awards include multi-year vesting schedules requiring a long-term employee commitment.

Other Compensation Policies

Stock Ownership Guidelines. In April 2019, our board of directors adopted stock ownership guidelines. Our stock ownership guidelines are designed to encourage our directors and our chief executive officer to achieve and maintain a meaningful equity stake in our Company and more closely align their interests with those of our stockholders. The guidelines provide that our chief executive officer should accumulate and hold, within five years from the later of the date of the adoption of the stock ownership guidelines or the date such chief executive officer became chief executive officer, an investment level in our common stock of three times the chief executive officer's annual base salary.

Executive Compensation

Clawback Policy. In April 2019, our compensation committee adopted a Clawback Policy that permits the Company to seek the recovery of both cash and equity compensation from an executive officer if: (i) the Company restates its financial statements as a result of a material error; (ii) the amount of cash incentive compensation or performance-based equity compensation that was paid that was determined based on achievement of specific financial results paid to the executive officer would have been less if the financial statements had been correct; (iii) no more than three years have elapsed since the original filing date of the financial statements upon which the incentive compensation was determined; and (iv) the compensation committee determines that gross negligence, fraud or intentional misconduct by such executive officer caused the material error.

Hedging or Pledging Policies. Our insider trading policy prohibits our directors, officers, employees and agents from engaging in transactions in publicly-traded options, such as puts and calls, and other derivative securities with respect to the Company's securities. This prohibition extends to any hedging or similar transaction designed to decrease the risks associated with holding Company securities. Stock options, stock appreciation rights and other securities issued pursuant to Company benefit plans or other compensatory arrangements with the Company are not subject to this prohibition.

These policies were established in part because transactions in derivative securities may reflect a short term and speculative interest in the Company's securities and may create the appearance of impropriety, even where a transaction does not involve trading on inside information. Trading in derivatives may also focus attention on short-term performance at the expense of the Company's long-term objectives. In addition, the application of securities laws to derivatives transactions can be complex, and persons engaging in derivatives transactions run an increased risk of violating securities laws.

In addition, our insider trading policy prohibits certain executive officers from pledging the Company's securities as collateral for loans. Short sales with respect to the Company's securities are prohibited under our policy.

Tax and Accounting Considerations

Deductibility of Executive Compensation. Section 162(m) of the Code generally disallows public companies a tax deduction for federal income tax purposes of remuneration in excess of \$1 million paid to the Chief Executive Officer and certain other highly compensated executive officers.

Our compensation committee may consider the deductibility of compensation when making decisions, but may authorize the payment of compensation that is not deductible when it believes it appropriate.

Taxation of “Parachute” Payments. Sections 280G and 4999 of the Code provide that executive officers and directors who hold significant equity interests and certain other service providers may be subject to significant additional taxes if they receive payments or benefits in connection with a change in control that exceeds certain prescribed limits and that we (or a successor) may forfeit a deduction on the amounts subject to this additional tax. We did not provide any of our Named Executive Officers with a “gross-up” or other reimbursement payment for any tax liability that the Named Executive Officer might owe as a result of the application of Sections 280G or 4999, and we have not agreed and are not otherwise obligated to provide any Named Executive Officer with such a “gross-up” or other reimbursement.

Accounting for Share-Based Compensation. We follow ASC Topic 718 for our share-based compensation awards. ASC Topic 718 requires companies to measure the compensation expense for all share-based compensation awards made to employees and directors, including stock options, based on the grant date “fair value” of these awards. This calculation is performed for accounting purposes and reported in the compensation tables below, even though our Named Executive Officers may never realize any value from their awards. ASC Topic 718 also requires companies to recognize the compensation cost of their share-based compensation awards in their income statements over the period that an executive officer is required to render service in exchange for the option or other award.

CEO Pay Ratio

As required by Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of our Chief Executive Officer:

For 2020, our last completed fiscal year:

- the median of the annual total compensation of all employees of our Company (other than our Chief Executive Officer), was \$193,223; and
- the annual total compensation of our Chief Executive Officer, as reported in the Fiscal 2020 Summary Compensation Table presented elsewhere in this proxy statement, was \$6,342,972.

Based on this information, for 2020, the ratio of the annual total compensation of our Chief Executive Officer to the median of the annual total compensation of all employees was approximately 33 to 1. This pay ratio is a reasonable estimate based on our reasonable judgement and assumptions and calculated in a manner consistent with Item 402(u) of Regulation S-K. SEC rules do not specify a single methodology for identification of the median employee or calculation of the pay ratio, and other companies may use assumptions and methodologies that are different from those used by us in calculating their pay ratio. Accordingly, the pay ratio disclosed by other companies may not be comparable to the Company's pay ratio as disclosed above.

Consistent with Item 402(u) of Regulation S-K, our Chief Executive Officer's annual total compensation for the purposes of the pay ratio is as presented in our Fiscal 2020 Summary Compensation Table. Importantly, that includes the grant-date fair value based upon target level of achievement of the 27,000 PRSUs granted to our Chief Executive Officer in February 2020. The grant-date fair value of those PRSUs was \$6,033,690. However, as noted in our Fiscal 2020 Summary Compensation Table, only 4,178 of those PRSUs became eligible to vest as a result of performance in 2020 against the established performance metrics. The balance of the PRSUs have already been forfeited. The fair value as of the grant date of those PRSUs that were not forfeited was approximately \$933,658.

To identify the median of the annual total compensation of all our employees, as well as to determine the annual total compensation of the "median employee," the methodology and the material assumptions, adjustments, and estimates that we used were as follows:

- We selected October 31, 2020 as the date upon which we would identify the median employee.
- To identify the "median employee" from our employee population we used payroll and equity plan records.
 - The compensation measure included the following: annual base salary for salaried employees (or hourly rate multiplied by estimated work schedule for hourly employees), actual incentive compensation paid in 2020 as of the determination date, and grant date fair value of equity awards granted in 2020.
 - We did not apply any de minimis exclusions to remove certain employees in non-U.S. jurisdictions allowed by Item 402(u).
 - Amounts paid in foreign currency were converted into United States dollars using 2020 average exchange rates.
 - The calculation was performed for all employees, excluding Ms. Ullal, whether employed on a full-time, part-time, or seasonal basis. Because there was an even number of employees, two individuals were identified as the median. We selected the employee with the longest tenure as that employee was a better representative of the median compensation.

With respect to the annual total compensation of the "median employee," we identified and calculated the elements of such employee's compensation for 2020 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of \$193,223.

With respect to the annual total compensation for our Chief Executive Officer, we used the amount reported in the "Total" column of our Summary Compensation Table for Fiscal Year 2020.

Compensation Committee Report

The compensation committee has reviewed and discussed the section titled “Executive Compensation” with management. Based on such review and discussion, the compensation committee has recommended to the board of directors that the section titled “Executive Compensation” be included in this proxy statement.

Respectfully submitted by the members of the compensation committee of the board of directors:

Charles Giancarlo (Chair)
Daniel Scheinman
Mark Templeton

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of December 31, 2020. Information is included for equity compensation plans approved by our stockholders and equity compensation plans not approved by our stockholders. We will not grant equity awards in the future under any of the equity compensation plans not approved by our stockholders included in the table below.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflecting in Column (a))
Equity compensation plans approved by stockholders	5,245,390 ⁽¹⁾	45.17 ⁽²⁾	20,099,684 ⁽³⁾
Equity compensation plans not approved by stockholders	—	—	—
Total	5,245,390	45.17	20,099,684

(1) Includes 3,429,739 shares underlying stock options and 1,815,651 shares of restricted stock units.

(2) The weighted average exercise price is calculated based solely on outstanding stock options.

(3) Includes the following plans: Arista Networks, Inc. 2014 Equity Incentive Plan (“2014 Plan”), Awake Security 2014 Equity Incentive Plan, and Arista Networks, Inc. 2014 Employee Stock Purchase Plan (“ESPP”). Our 2014 Plan provides that on the first day of each fiscal year beginning in 2016 and ending in (and including) 2024, the number of shares available for issuance thereunder is automatically increased by a number equal to the least of (i) 12,500,000 shares, (ii) 3% of the outstanding shares of our common stock as of the last day of our immediately preceding year, or (iii) such other amount as our board of directors may determine. On January 1, 2021, the number of shares available for issuance under our 2014 Plan increased by 2,285,228 shares pursuant to these provisions. Our ESPP provides that on the first day of each fiscal year beginning in 2015 and ending in (and including) 2034, the number of shares available for issuance thereunder is automatically increased by a number equal to the least of (i) 2,500,000 shares, (ii) 1% of the outstanding shares of our common stock on the first day of such year, or (iii) such other amount as our board of directors may determine. On January 1, 2021, the number of shares available for issuance under our ESPP increased by 761,742 shares pursuant to these provisions. These increases are not reflected in the table above.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of April 8, 2021 for:

- each of our directors and nominees for director;
- each of our Named Executive Officers;
- all of our current directors and executive officers as a group; and
- each person or group, who beneficially owned more than 5% of our common stock.

We have determined beneficial ownership in accordance with the rules of the SEC, and thus it represents sole or shared voting or investment power with respect to our securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares that they beneficially owned, subject to community property laws where applicable.

We have based our calculation of the percentage of beneficial ownership on 76,271,362 shares of our common stock outstanding as of April 8, 2021. We have deemed shares of our common stock subject to stock options that are currently exercisable or exercisable within 60 days of April 8, 2021 and RSUs that vest within 60 days of April 8, 2021, which are subject to vesting conditions expected to occur to be outstanding and to be beneficially owned by the person holding the stock option for the purpose of computing the percentage ownership of that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Arista Networks, Inc., 5453 Great America Parkway, Santa Clara, California 95054. The information provided in the table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
5% Stockholders:		
The Bechtolsheim Family Trust ⁽¹⁾	12,451,753	16.33%
The Vanguard Group ⁽²⁾	5,806,247	7.61%
The 2010 David R. Cheriton Irrevocable Trust dtd July 28,2010 ⁽³⁾	4,217,061	5.53%
BlackRock, Inc. ⁽⁴⁾	4,459,732	5.85%
Named Executive Officers and Directors:		
Jayshree Ullal ⁽⁵⁾	3,219,599	4.22%
Ita Brennan ⁽⁶⁾	39,990	*
Kenneth Duda ⁽⁷⁾	777,941	1.02%
Anshul Sadana ⁽⁸⁾	60,795	*
Marc Taxay ⁽⁹⁾	5,605	*
Kelly Battles ⁽¹⁰⁾	619	*
Charles Giancarlo ⁽¹¹⁾	70,084	*
Ann Mather ⁽¹²⁾	4,138	*
Daniel Scheinman ⁽¹³⁾	8,922	*
Mark Templeton ⁽¹⁴⁾	6,286	*
Nikos Theodosopoulos ⁽¹⁵⁾	5,296	*
All executive officers and directors as a group (13 persons) ⁽¹⁶⁾	16,947,560	22.01%

* Represents beneficial ownership of less than one percent (1%) of the outstanding shares of our common stock.

Security Ownership of Certain Beneficial Owners and Management

- (1) Includes 12,451,753 shares held by the Bechtolsheim Family Trust for which trust Mr. Bechtolsheim serves as trustee. Mr. Bechtolsheim may be deemed to exercise sole voting and investment power over such shares held by the trust.
- (2) Based solely upon a Schedule 13G/A filed with the SEC on February 10, 2021 by The Vanguard Group ("Vanguard") reporting beneficial ownership as of December 31, 2020. Vanguard reported sole voting power with respect to 0 shares and shared voting power with respect to 95,696 shares. Vanguard reported sole dispositive power with respect to 5,558,528 shares and shared dispositive power with respect to 247,719 shares. The address for Vanguard is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.
- (3) Based upon a Schedule 13G/A filed with the SEC on February 12, 2021. Includes 4,217,061 shares held in an irrevocable, directed trust for the benefit of the minor children of Mr. Cheriton. The trustee of the trust is the South Dakota Trust Company, LLC and Mr. Cheriton ultimately has the ability to replace the trustee. The investment management functions of the trust are handled by the investment committee of the trust. The address for the trustee of the trust is c/o South Dakota Trust Company LLC, 201 South Phillips Ave., Suite 200, Sioux Falls, South Dakota 57104.
- (4) Based solely upon a Schedule 13G filed with the SEC on January 29, 2021 by BlackRock, Inc. ("BlackRock") reporting beneficial ownership as of December 31, 2020. BlackRock reported sole voting power with respect to 3,909,414 shares and sole dispositive power with respect to 4,459,732 shares. The address for BlackRock is 55 East 52nd Street, New York, New York 10055.
- (5) Includes 2,067,998 shares held by Jayshree Ullal and Vijay Ullal as Trustees of the 2000 Ullal Trust dated February 15, 2000. Mr. and Ms. Ullal may be deemed to be the beneficial owner of the shares and to have shared voting and investment control over such shares. Includes 1,138,000 shares held in trusts for Ms. Ullal's family members for which trusts Ms. Ullal serves as trustee. Ms. Ullal may be deemed to exercise sole voting and investment control over shares held in each of the trusts. Includes 526 shares held directly by Ms. Ullal. Includes 13,075 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units or the exercise of outstanding exercisable options held by Ms. Ullal, of which 2,000 shares may be repurchased by us, if exercised, at the original exercise price.
- (6) Includes 35,879 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units or the exercise of outstanding exercisable options held by Ms. Brennan.
- (7) Includes 117,310 shares held by Kenneth Duda and Jennifer Duda as Trustees of the Kenneth Duda and Jennifer Duda Family Trust dated September 24, 2004. Mr. and Ms. Duda may be deemed to be the beneficial owners of the shares and to have shared voting and investment control over such shares. Includes 125,630 shares held in grantor retained annuity trusts of which Mr. Duda is Trustee; 127,525 shares held in grantor retained annuity trusts of which Mr. Duda's spouse is Trustee; 45,806 shares held in trusts for Mr. Duda's children for which trusts Mr. Duda serves as Trustee; 30,800 shares held in a 501(c) foundation for which Mr. Duda and his spouse serve as co-trustees and 9,765 shares held directly by Mr. Duda. Includes 321,105 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units or the exercise of outstanding exercisable options held by Mr. Duda, of which 32,000 shares may be repurchased by us, if exercised, at the original exercise price.
- (8) Includes 59,137 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units or the exercise of outstanding exercisable options held by Mr. Sadana, of which 32,400 shares may be repurchased by us, if exercised, at the original exercise price.
- (9) Includes 5,605 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units or the exercise of outstanding exercisable options held by Mr. Taxay.
- (10) Includes 255 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units held by Ms. Battles.
- (11) Includes 58,329 shares held of record by Mr. Giancarlo as trustee of the Giancarlo Family Trust UAD 11/02/98. Mr. Giancarlo may be deemed to be the beneficial owner of the shares and to have voting and investment power over such shares. Includes 11,536 shares held directly by Mr. Giancarlo. Also includes 219 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units held by Mr. Giancarlo.
- (12) Includes 3,552 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units or the exercise of outstanding exercisable options held by Ms. Mather, of which 2,500 shares may be repurchased by us, if exercised, at the original exercise price.
- (13) Includes 219 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock held by Mr. Scheinman.
- (14) Includes 261 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units held by Mr. Templeton.
- (15) Includes 261 shares issuable within 60 days of April 8, 2021 upon vesting of restricted stock units held by Mr. Theodosopoulos.
- (16) Includes 719,090 shares issuable within 60 days of April 8, 2021 upon vesting of options and restricted stock units or the early exercise of outstanding options, 68,900 of which shares are unvested and may be repurchased by us, if exercised, at the original exercise price in the event of the termination of employment or other services to us.

DELINQUENT SECTION 16(A) REPORTS

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of Arista Networks common stock to file with the SEC reports regarding their ownership and changes in ownership of our securities, and to furnish copies of such reports to the Company. As a matter of practice, we assist our officers and directors in preparing initial ownership reports and reporting ownership changes, and typically file those reports on their behalf. Based solely on our review of such forms in our possession and the representations of our officers and directors, we believe that during 2020, all Section 16(a) filing requirements were satisfied, except that a Form 4 filed on December 15, 2020 reporting the exercise and sale of 1,375 shares of common stock by Ms. Ullal was inadvertently filed late due to an administrative error.

RELATED PERSON TRANSACTIONS

In addition to the compensation arrangements, including employment, termination of employment and change in control arrangements discussed above in the sections titled “Board of Directors and Corporate Governance—Director Compensation” and “Executive Compensation,” we describe below transactions and series of similar transactions, since the beginning of our last fiscal year, to which we were a party or will be a party, in which:

- the amounts involved exceeded or will exceed \$120,000; and
- any of our directors, nominees for director, executive officers or holders of more than 5% of our outstanding capital stock,

or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest.

Other than as described below, there has not been, nor is there any currently proposed, transactions or series of similar transactions to which we have been or will be a party.

Investors’ Rights Agreement

We are party to an investors’ rights agreement which provides, among other things, that certain holders of our common stock have the right to demand that we file a registration statement or request that their shares of our common stock be covered by a registration statement that we are otherwise filing.

Other Transactions

Charles Giancarlo, a member of our board of directors, also serves as chief executive officer and a member of the board of directors of Pure Storage, Inc., a data storage solutions company, since August 2017. Pure Storage, Inc. has purchased, and may purchase from time to time, our products in the ordinary course of business and we have also purchased, and may purchase from time to time, products from Pure Storage in the ordinary course of business (collectively, the “Pure Storage Transactions”). Mr. Giancarlo did not participate in negotiations involving, and does not have a direct or indirect material interest in, these transactions. Our audit committee has established certain guidelines to pre-approve the Pure Storage Transactions, subject to the review by our audit committee at each regularly scheduled audit committee meeting that such Pure Storage Transactions complied with such guidelines.

We have granted stock options and restricted stock units to our Named Executive Officers and certain of our directors. See the section titled “Executive Compensation—Outstanding Equity Awards at 2020 Year-End” for a description of these stock options and restricted stock units. In the ordinary course of business, we enter into offer letters and employment agreements with our executive officers. We have also entered into indemnification agreements with each of our directors and officers. The indemnification agreements and our certificate of incorporation and bylaws require us to indemnify our directors and officers to the fullest extent permitted by Delaware law.

Other than as described above under this section titled “Related Person Transactions,” since January 1, 2020, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest. We believe the terms of the transactions described above were comparable to terms we could have obtained in arm’s-length dealings with unrelated third parties.

Policies and Procedures for Related Party Transactions

Our audit committee has the primary responsibility for reviewing and approving or ratifying related party transactions. We have a formal written policy providing that a related party transaction is any transaction between us and an executive officer, director, nominee for director, beneficial owner of more than 5% of any class of our capital stock, or any member of the immediate family of any of the foregoing persons, in which such party has a direct or indirect material interest and the aggregate amount involved exceeds \$120,000. In reviewing any related party transaction, our audit committee is to consider the relevant facts and circumstances available to our audit committee, including, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, and the extent of the related party’s interest in the transaction. Our audit committee has determined that certain transactions will be deemed to be pre-approved by our audit committee, including certain executive officer and director compensation, transactions with another company at which a related party’s only relationship is as a non-executive employee, director or beneficial owner of less than 10% of that company’s shares, transactions where a related party’s interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis, and transactions available to all employees generally. If advance approval of a transaction is not feasible, the Chair of our audit committee may approve the transaction and the transaction may be ratified by our audit committee in accordance with our formal written policy.

OTHER MATTERS

Householding

We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, stockholders of record who have the same address and last name and have not previously requested electronic delivery of proxy materials will receive a single envelope containing the Notices for all stockholders having that address. The Notice for each stockholder will include that stockholder’s unique control number needed to vote his or her shares. This procedure reduces our printing costs, mailing costs, and fees. Upon written or oral request, we will deliver promptly a separate copy of the Notice and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. To receive a separate copy, or, if a stockholder is receiving multiple copies, to request that we only send a single copy of the Notice and, if applicable, our proxy materials, such stockholder may contact us at the following phone number (408) 547-5500 or address:

Arista Networks, Inc.
Attention: Investor Relations
5453 Great America Parkway
Santa Clara, California 95054

Stockholders who beneficially own shares of our common stock held in street name may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

Stockholder Proposals

Stockholders may present proposals for inclusion in our proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals in writing to our Secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our 2022 annual meeting of stockholders, our Secretary must receive the written proposal at our principal executive offices no later than December 22, 2021. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 under the Exchange Act regarding the inclusion of stockholder proposals in Company-sponsored proxy materials. Stockholder proposals should be addressed to:

Arista Networks, Inc.
Attention: Secretary
5453 Great America Parkway
Santa Clara, California 95054

Our amended and restated bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy statement. Our amended and restated bylaws provide that the only business that may be conducted at an annual meeting is business that is (i) specified in our proxy materials with respect to such meeting, (ii) otherwise properly brought before the annual meeting by or at the direction of our board of directors, or (iii) properly brought before the annual meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Secretary, which notice must contain the information specified in our amended and restated bylaws. To be timely for our 2022 annual meeting of stockholders, our Secretary must receive the written notice at our principal executive offices:

- not earlier than the close of business on February 5, 2022; and
- not later than the close of business on March 7, 2022.

NOMINATION OF DIRECTOR CANDIDATES

Stockholders may recommend director candidates for consideration by our nominating and corporate governance committee. Any such recommendations should include the nominee's name and qualifications for membership on our board of directors and should be directed to our Secretary at the address set forth above. For additional information regarding stockholder recommendations for director candidates, see "Board of Directors and Corporate Governance—Stockholder Recommendations for Nominations to the Board of Directors."

In addition, our amended and restated bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our amended and restated bylaws. In addition, the stockholder must give timely notice to our Secretary in accordance with our amended and restated bylaws, which, in general, require that the notice be received by our Secretary within the time period described above under "Stockholder Proposals" for stockholder proposals that are not intended to be included in a proxy statement.

Availability of Bylaws

You may contact our Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

Fiscal Year 2020 Annual Report and SEC Filings

Our financial statements for our fiscal year ended December 31, 2020 are included in our Annual Report on Form 10-K, which we will make available to stockholders at the same time as this proxy statement. This proxy statement and our annual report are posted on the Financial Information section of our website at <http://investors.arista.com> and are available from the SEC at its website at www.sec.gov. You may also obtain a copy of our annual report without charge by sending a written request to Arista Networks, Inc., Attention: Investor Relations, 5453 Great America Parkway, Santa Clara, California 95054.

* * *

Other Matters

The board of directors does not know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented at the Annual Meeting, the persons named in the enclosed proxy card will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters.

It is important that your shares of our common stock be represented at the Annual Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone or by using the Internet as instructed on the enclosed proxy card or execute and return, at your earliest convenience, the enclosed proxy card in the envelope that has also been provided.

THE BOARD OF DIRECTORS

Santa Clara, California

April 21, 2021

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the fiscal year ended December 31, 2020

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the transition period from

to

Commission file number: 001-36468

ARISTA NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-1751121

(I.R.S. Employer
Identification Number)

5453 Great America Parkway
Santa Clara, California 95054
(Address of principal executive offices)

(408) 547-5500

(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class Common Stock, \$0.0001 par value	Trading Symbol(s) ANET	Name of each exchange on which registered New York Stock Exchange
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Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was approximately \$12,365,036,121 as of June 30, 2020 (the last business day of the registrant's most recently completed second fiscal quarter) based on the closing price of the registrant's common stock on the New York Stock Exchange on such date. Shares held by persons who may be deemed affiliates have been excluded. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

On February 12, 2021, 76,331,573 shares of the registrant's common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement relating to its 2021 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A within 120 days after the registrant's fiscal year end of December 31, 2020 are incorporated by reference into Part III of this Annual Report on Form 10-K.

ARISTA NETWORKS, INC.

TABLE OF CONTENTS

	<u>Page</u>
PART I	
Item 1. Business	1
Item 1A. Risk Factors	14
Item 1B. Unresolved Staff Comments	46
Item 2. Properties	46
Item 3. Legal Proceedings	46
Item 4. Mine Safety Disclosures	46
PART II	
Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	47
Item 6. Selected Consolidated Financial Data	48
Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations	50
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	64
Item 8. Financial Statements and Supplementary Data	66
Item 9. Change in and Disagreements With Accountants on Accounting and Financial Disclosure	108
Item 9A. Controls and Procedures	108
Item 9B. Other Information	109
PART III	
Item 10. Directors, Executive Officers, and Corporate Governance	110
Item 11. Executive Compensation	110
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	110
Item 13. Certain Relationships and Related Transactions and Director Independence	110
Item 14. Principal Accountant Fees and Services	110
PART IV	
Item 15. Exhibits and Financial Statement Schedules	111
Item 16. Form 10-K Summary	114
Signatures	115

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, including the sections entitled "Business," "Risk Factors," "Use of Proceeds," and "Management's Discussion and Analysis of Financial Condition and Results of Operations," contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, as Section 21E of the Securities Exchange Act of 1934, as amended, which statements involve substantial risks and uncertainties. The words "believe," "may," "will," "potentially," "estimate," "continue," "anticipate," "intend," "could," "would," "project," "plan," "predict," "expect" and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements.

These forward-looking statements include, but are not limited to, statements concerning the following:

- our ability to maintain an adequate rate of revenue growth and our future financial performance, including our expectations regarding our revenue, cost of revenue, gross profit or gross margin and operating expenses;
- our belief that the networking market is rapidly evolving and has a significant potential opportunity for growth;
- our ability to expand our leadership position in the network switch industry, including the areas of mobility, virtualization, network monitoring, cloud computing and cloud networks, and to develop new products and expand our business into new markets such as the campus workspace, enterprise data center and security markets;
- our ability to satisfy the requirements for networking solutions and to successfully anticipate technological shifts and market needs, innovate new products, rapidly develop new features and applications, and bring them to market in a timely manner including any increased adoption of new technology solutions or consumption models such as commoditized hardware technology or open source networking solutions;
- the demand for our solutions, products and services we offer;
- our business plan and our ability to effectively manage our growth;
- our ability to integrate and realize the benefits of our recent and future acquisitions;
- costs associated with defending intellectual property infringement and other claims and the potential outcomes of such disputes, such as any claims discussed in "Legal Proceedings";
- our ability to retain and increase sales to existing customers and attract new end customers, including large end customers;
- the budgeting cycles and purchasing practices of end customers, including large end customers who may receive lower pricing terms due to volume discounts or who may elect to re-assign allocations to multiple vendors based upon specific network roles or projects;
- the growth and buying patterns of our large end customers in which large bulk purchases may or may not occur in certain quarters;
- our inability to fulfill our end customers' orders due to supply chain delays, access to key commodities or technologies or events that impact our manufacturers or their suppliers such as the recent U.S. trade wars or the impact of the COVID-19 pandemic;
- our expectations regarding the impact of the COVID-19 pandemic on our business;
- the deferral or cancellation of orders by end customers, warranty returns or delays in acceptance of our products;
- our ability to further penetrate our existing customer base and sell more complex and higher-performance configurations of our products;
- our ability to displace existing products in established markets;
- our belief that increasing channel leverage will extend and improve our engagement with a broad set of customers;

- our plans to continue to expand our sales force, marketing activities and relationships with channel, technology and system-level partners;
- our plans to invest in our research and development;
- our ability to timely and effectively scale and adapt our existing technology;
- the benefits realized by our customers in their use of our products and services including lower total cost of ownership;
- our ability to expand our business domestically and internationally;
- the effects of increased competition in our market and our ability to compete effectively;
- the effects of seasonal and cyclical trends on our results of operations;
- our expectations concerning relationships with third parties;
- the attraction and retention of qualified employees and key personnel;
- our ability to maintain, protect and enhance our brand and intellectual property;
- economic and industry trends;
- estimates and estimate methodologies used in preparing our financial statements;
- future trading prices of our common stock;
- our belief that we have adequately reserved for uncertain tax positions;
- global economic and political conditions that introduce instability into the U.S. economy;
- the impact of global and domestic tax reform;
- the impact of tariffs imposed by the U.S. on goods from other countries and tariffs imposed by other countries on U.S. goods;
- our belief that our existing cash and cash equivalents together with cash flow from operations will be sufficient to meet our working capital requirements and our growth strategies for the foreseeable future; and
- our ability to identify, complete and realize the benefits of future acquisitions of or investments in complementary companies, products, services or technologies.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described in the section titled “Risk Factors” and elsewhere in this Annual Report on Form 10-K. Moreover, we operate in a very competitive and rapidly changing environment, and new risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Annual Report on Form 10-K may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events.

The forward-looking statements made in this Annual Report on Form 10-K relate only to events as of the date on which the statements are made. We undertake no obligation to update any forward-looking statements made in this Annual Report on Form 10-K to reflect events or circumstances after the date of this Annual Report on Form 10-K or to reflect new information or the occurrence of unanticipated events, except as required by law. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make.

PART I

Item 1. Business

Arista Networks pioneered software-driven, cognitive cloud networking for large-scale data center and campus workspace environments. Our cloud networking solutions consist of our Extensible Operating System ("EOS"), a set of network applications and our Ethernet switching and routing platforms. Our cloud networking solutions deliver industry-leading performance, scalability, availability, programmability, automation and visibility.

In recent years, we have sought to bring the operational consistency and principles of cloud networking to the broader enterprise and campus markets with our Cognitive Cloud Networking approach. Our cognitive single-tier Spline™ campus network extends EOS across the campus workspace and the data center. In addition, we acquired Mojo Networks, Inc. ("Mojo"), the inventor of Cognitive WiFi™ to extend these same cognitive principles to the wireless network. CloudVision®, our network-wide approach for workload orchestration and automation, leverages EOS and Cognitive WiFi™ features, to deliver a turnkey workflow orchestration and automation solution for cloud networking to our enterprise customers.

In the early part of 2020, we acquired Big Switch Networks, a pioneer in network monitoring software. These Big Switch capabilities, integrated with the Arista switching portfolio, power the DANZ Monitoring Fabric (DMF), a leading network monitoring solution. We also completed the acquisition of Awake Security, an AI-driven network detection and response (NDR) security company, at the end of 2020. We believe the combination of DMF and Awake Security capabilities delivers the next generation of operationally efficient network security and visibility.

In addition, we continued to expand our data center and campus network product portfolio during 2020 including the introduction of the 750 Series modular chassis, a modular campus PoE switch that delivers high performance, security, visibility and power network security and visibility.

Since we began shipping our products, we have grown rapidly, and, according to market research, we have achieved the second largest market share in data center Ethernet switch ports and revenue, excluding China. We have been profitable and cash flow positive for each year since 2010.

We sell our products through both our direct sales force and our channel partners. Our end customers span a range of industries and include large internet companies, service providers, financial services organizations, government agencies, media and entertainment companies and others. Our customers include six of the largest cloud services providers based on annual revenue.

Our Market Opportunity

We compete primarily in the data center switching market for 10 Gigabit Ethernet and above, excluding blade switches. We added advanced routing capabilities to our R-Series switches, which in addition to switching address the Data Center Interconnect (DCI) market and parts of the wide area networking routing market. We more recently began to compete in the enterprise campus market for 1 Gigabit Ethernet switching and above and in the cloud-managed wireless networking market. In addition, our acquisitions of Big Switch Networks and Awake Security enhance our ability to address a portion of the Network Monitoring and Network Detection and Response (NDR) security markets.

We believe that cloud computing represents a fundamental shift from traditional legacy network architectures. As organizations of all sizes have moved workloads to the cloud, spending on cloud and next-generation data centers has increased rapidly, while traditional legacy IT spending has grown more slowly.

Our Customers

As of December 31, 2020, we had delivered our cloud networking solutions to over 7000 end customers worldwide. Our end customers span a range of industries and include large internet companies, service providers, financial services organizations, government agencies, media and entertainment companies and others. For the years ended December 31, 2020, 2019 and 2018, purchases by Microsoft accounted for more than 10% of our total revenue.

Cloud Networking and Digital Transformation Market Drivers

Digital transformation is fundamentally changing the way IT infrastructure is built and how applications are delivered from a cloud environment. In cloud computing, applications are distributed across thousands of servers. These servers are connected with high-speed network switches that, together, form a pool of resources that allows applications to be rapidly deployed and cost-effectively updated. Cloud computing enables ubiquitous and on-demand network access to these applications from internet-connected devices including personal computers, tablets, IoT (Internet of Things) devices, and smartphones.

Nearly all consumer applications today are delivered as cloud services. Enterprise applications are rapidly moving to the cloud as well since cloud services are easier and more cost effective to deploy, scale and operate than traditional applications. Internet leaders like Amazon, Facebook, Google, and Microsoft pioneered the development of large-scale cloud data centers in order to meet the growing demands of their users, including business customers. Enterprises and service providers around the world are adopting cloud computing technologies in order to achieve similar performance improvements and cost reductions.

The aggregate network bandwidth in the cloud can be orders of magnitude higher than typical legacy data center networks. Therefore, the networks in such cloud environments must be architected and built in a new way. We refer to these next-generation data center networks as cloud networks. Cloud networks must deliver high capacity, high availability and predictable performance, and must be programmable to allow integration with third-party applications for network, management, automation, orchestration and network services.

Examples of key secular trends driving network transformation are illustrated below:



Limitations of Traditional Enterprise Data Center and Campus Networks

We believe that cloud networks and legacy networks are fundamentally different. In a traditional data center, specific applications are installed on a small number of servers, and most network traffic is server-to-client, or “north-south” traffic, which results in perhaps a few terabits/second of aggregate network bandwidth. In the cloud, most network traffic is server-to-server, or “east-west” traffic. The aggregate network bandwidth in the cloud can exceed 1 petabit/second, orders of magnitude higher than that of typical legacy data center networks.

The much larger scale of cloud networks requires much higher network availability since network outages in the cloud are costly to customers. Traditional network switches have evolved, and the features and capabilities of their operating system have expanded over many years without addressing the structural deficiencies of their underlying software architectures, making it difficult to achieve high network switch reliability.

Some networking vendors have built products that use proprietary protocols to address the scaling needs of next-generation data centers. However, proprietary protocols are generally disfavored by internet companies or cloud service providers because they create vendor lock-in.

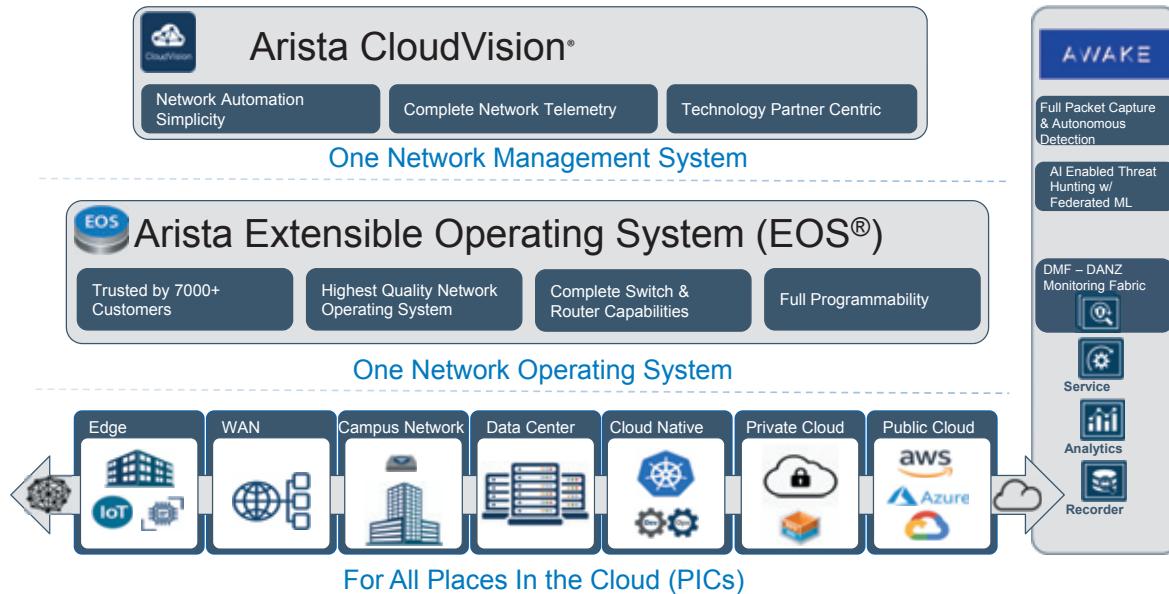
Legacy enterprise networks are generally not programmable and, as a result, are extremely difficult to integrate with third-party applications for network management, automation, orchestration and network services. This lack of integration forces customers to continue to rely on time consuming, error-prone manual processes that may be cost-prohibitive.

Traditional enterprise wired and wireless campus networks must cope with an ever-increasing number of endpoint IoT (Internet of Things) devices for users to be connected anywhere. Campus administrators have sought to address the resulting increased network complexities and bottlenecks through the adoption of a myriad of platforms, operating systems, proprietary features and network management tools. Coupled with the explosive growth of IoT and the requirement for workloads, the operational costs of managing these complexities have become prohibitive.

Our Cloud Networking Solutions

Our cloud networking solutions consist of EOS, a set of networking applications and our Gigabit Ethernet platforms. At the core of our cloud networking platform is EOS, which was architected to be fully programmable, modular and reliable. The programmability of EOS has allowed us to expand our software applications to address the ever increasing demands of cloud networking, including workflow automation, network visibility, analytics and network detection and response, and has further allowed us to integrate rapidly with a wide range of third-party applications for virtualization, management, automation, orchestration and network services.

An overview of our cloud networking solutions is shown below:



Our Mission

Deliver the best cloud networking solutions for private, public and hybrid cloud deployments

The key benefits of our cloud networking solutions are as follows:

Capacity, Performance and Scalability

Our cloud networking platform enables data center networks to scale to hundreds of thousands of physical servers and millions of virtual machines with the least number of switching tiers. We achieve this by leveraging standard protocols to meet the scale requirements of cloud computing. We have used active-active Layer 2 and Layer 3 network topologies to enable customers to build extremely large and resilient networks.

High Availability

Our highly modular EOS software architecture was designed to be fault-isolating and self-healing in order to deliver higher availability compared to legacy network operating systems. In addition, our customers can non-disruptively upgrade our switches running in the network using our Smart System Upgrade, or SSU application, without interrupting the network service.

Open and Programmable

Our EOS software was purpose-built to offer programmable interfaces throughout all levels of our software. This has allowed us to integrate our cloud networking platform with a wide range of leading third-party applications. For example, we support VMware NSX, OpenConfig/YANG and Microsoft System Center for orchestration and fast provisioning, enabling true workload mobility and automatic provisioning of physical switches. We enable customers, through Application Programming Interfaces (APIs), to write their own scripts to customize and optimize their networks.

Workflow Automation

Our EOS software enables enterprises to provision networking resources in minutes with no manual intervention through our Zero Touch Provisioning. We also natively support Ansible, CFEngine, Chef, Puppet, virtual network orchestration applications and third-party management tools. CloudVision, a network-wide approach for workload orchestration and workflow automation, delivers a turnkey solution to enterprises looking to modernize their data centers for cloud networking. CloudVision extends the same EOS architectural approach across the network for state, topology, monitoring and visibility. This enables enterprises to move to cloud-class automation without needing significant internal development. Finally, EOS embraces the DevOps model, which is a software development method that combines development and operations, to provision and monitor servers, storage and network resources in a unified fashion.

Network Visibility

Our EOS software provides a set of tools and applications that proactively monitor, detect and notify network managers when network issues arise, delivering real-time data to third-party network performance and security applications to provide detailed application visibility. Our network visibility applications provide real-time insight into the status of the network.

Through the integration of DANZ features native to Arista switches with Big Switch's monitoring software, we provide the DANZ Monitoring Fabric (DMF). DMF delivers network traffic analysis, data analytics and contextual insights to enterprises looking for network wide observability.

Security

Macro-Segmentation Services (MSSTM) is one of the services enabled via CloudVision. Since CloudVision maintains a network-wide database of all states within the network, as well as direct integration with hypervisor resources like VMware vSphere and NSX, Macro-Segmentation extends the concept of fine-grained inter-hypervisor security to cloud networks by enabling dynamic security and services for physical to virtual workloads, and is a complement to fine-grained security delivered via Micro-Segmentation that is already implemented in the virtual switch of the physical host on which a VM is running.

Lower Total Cost of Ownership

Our cloud networking platform offers architectural and system advantages that provide our customers with cost-effective and highly available cloud networking solutions. We believe our programmable, scalable leaf-spine architectures, combined with industry-leading applications, significantly reduce networking costs when compared to legacy network designs, enabling faster time to service and improved availability. Our automation tools reduce the operational costs of provisioning, managing and monitoring a data center network and speed up service delivery. Our visibility tools provide high levels of visibility into complex network environments without the need for additional data collection equipment. As a result, this lowers operational costs because fewer network engineers are needed to operate large networks.

Cognitive Cloud Networking for the Campus Workspace

Our Cognitive Cloud Networking solutions for the next-generation campus are based on three principles:

Universal Cloud Network - We offer our Universal Cloud Network as an alternative to brittle, proprietary solutions from legacy vendors. Our Universal Cloud Network is an open, standards-based design focusing on software-driven control principles. Our collapsed SplineTM approach consolidates traditional campus core and aggregation layers into a simple single tier with high availability.

Cognitive Management Plane - There is a void in management plane consistency and a need for data-driven analytics in the campus, as in the data center. We believe that a common model can be applied across both footprints, saving customers operational costs. The Cognitive Management Plane (CMP) is a data-driven repository for the automated actions across network analytics.

Securing The Campus - Securing the Campus spline requires a holistic approach to network segmentation, device compliance and auditing, as well as service integration with our security partners. We deliver these capabilities through EOS, DMF, Awake Security, and CloudVision.

Our Competitive Strengths

We believe the following strengths will allow us to maintain and extend our technology leadership position in cognitive cloud networking and next-generation data center and campus workspace Ethernet products:

- **Purpose-Built Cloud Networking Platform.** We have developed a highly scalable cloud networking platform that uses software to address the needs of large-scale internet companies, cloud service providers, and large enterprises including financial services organizations, government agencies and media and entertainment companies, including virtualization, big data and low-latency applications. As a result, our cloud networking platform does not have the inherent limitations of legacy network architectures.
- **Broad and Differentiated Portfolio.** Using multiple merchant silicon architectures, we deliver switches, capable of routing, with industry-leading capacity, low latency, port density and power efficiency, and have innovated in areas such as deep packet buffers, highly available modular hardware, and reversible cooling options. Our broad portfolio has allowed us to offer customers products that best match their specific requirements.
- **Single Binary Image Software.** The single binary image of EOS software allows us to maintain feature consistency across our entire product portfolio and enables us to introduce new software innovations into the market that become available to our entire installed base without a “forklift upgrade” (i.e., a broad upgrade of the data center infrastructure).
- **Rapid Development of New Features and Applications.** Our highly modular EOS software has allowed us to rapidly deliver new features and applications while preserving the structural integrity and quality of our network operating system. We believe our ability to deliver new features and capabilities more quickly than legacy switch/router operators provides us with a strategic advantage given that the requirements in cloud and next-generation data center networking continue to evolve rapidly.
- **Deep Understanding of Customer Requirements.** We have developed close working relationships with many of our largest customers that provide us with insights about their needs and future requirements. This has allowed us to develop and deliver products to market that meet customer demands and expectations as well as to rapidly grow sales to existing customers.
- **Strong Management and Engineering Team with Significant Data Center Networking Expertise.** Our management and engineering team consists of networking veterans with extensive data center and campus networking expertise. Our President and Chief Executive Officer, Jayshree Ullal, has over 30 years of networking expertise from silicon to systems companies. Andy Bechtolsheim, our Founder and Chief Development Officer, was previously a founder and chief system architect at Sun Microsystems. Kenneth Duda, our Founder and Chief Technology Officer, led the software development effort of EOS.
- **Significant Technology Lead.** We believe that our networking technology represents a fundamental advance in networking software. Our EOS software is a key cloud networking software stack that is state-driven and a result of tremendous research and development efforts.

Our Products and Technology

Our portfolio of products and technology consists of our Core Data center/Cloud Switching Products, our Adjacent Campus and Routing Products and our Network Software and Services.

Extensible Operating System

The core of our cloud networking platform is our EOS which runs on top of standard Linux and offers programmability at all layers of the stack. All of our Ethernet switching and routing platforms run on our EOS software.

EOS is based on a new and innovative architecture that is highly modular and consists of more than 100 separate processes that we call agents, each one handling specific protocol processing, device driver or system management functions. Each agent runs in user space as a separate Linux process and is completely protected and isolated from all other agents.

We are constantly investing in our core infrastructure to provide the capabilities required for building modern cloud networks and enhancing scalability. New requirements for use in cloud and service provider networks and hybrid cloud deployments in enterprises require on-going upgrades and extensions to our state-oriented architecture.

EOS Attributes

The modular and programmable architecture of EOS enables us to offer a set of attributes, capabilities and features that are essential for cloud networking and next-generation data centers.

High Availability

EOS is self-healing in the sense that individual processes can be restarted without impacting application traffic. This architectural design principle supports self-healing resiliency in our software, easier software maintenance and module independence, higher software quality overall, and faster time-to-market for new features that customers require.

Programmable at All Layers

EOS is programmable at all layers from the Linux kernel to switch configuration, provisioning, automation and detailed monitoring of the network. Public cloud providers have leveraged tools such as the EOS Software Development Kit (“SDK”) and eAPI to implement fully customized infrastructure automation solutions.

Workflow Visibility

Through EOS, we have developed a wide range of applications available to our customers for purchase as additional licenses that enable enhanced network monitoring and visibility without requiring additional external monitoring devices. This includes (i) DataANalyZer (DANZ), which provides access to raw network data for analysis by security, troubleshooting and performance management tools, (ii) Latency/loss ANalyZer (LANZ), which provides access to internal network performance loads and packet loss and latency occurring at the microsecond level, (iii) Network Telemetry, which provides network state information including correlations with the dynamic state of the systems operating on the network such as Hypervisors and, distributed job controls, and (iv) Network Tracers, which provide active integration and diagnostics for various workload conditions dependent upon network performance.

Network Automation

EOS supports Puppet, Chef and Ansible, which enable automatic network configuration in the same manner as servers and storage. In addition, EOS provides tools that greatly reduce network operational costs.

Core Datacenter/Cloud

We offer one of the broadest product lines of datacenter 1/2.5/5/10/25/40/50/100/400 Gigabit Ethernet switches in the industry, comprising of 7000 Series, 7130 Series, 7150 Series, 7160 Series, 7170 Series and 7500 Series.

We deliver switching platforms with industry-leading capacity, low latency, port density and power efficiency. We have also innovated in areas such as deep packet buffers, embedded optics and reversible cooling.

Adjacent Campus and Routing

Cognitive Campus Switching and Routing

Our adjacent products include our Cognitive Campus switching products such as our 720XP fixed PoE switches, 750 modular PoE switches and 7300X3 spline switches, as well as our Universal Spine and Leaf Routing products such as our 7020R fixed routers, 7280R fixed routers, 7368X4 modular router, 7500R modular routers and 7800R modular routers.

Cognitive WiFi

Cognitive WiFi consists of our access point solutions (“APs”) that are tailored for a controller-less wireless network. These APs are available in disaggregated options harnessing the power of cloud, machine learning and cognitive networking. By integrating with CloudVision, Cognitive WiFi is based on a similar CMP model for cognitive analytics unifying the operational experience across wired and wireless. It enhances real-time insight into the experience of WiFi clients to connect and utilize the network. Cognitive WiFi also includes a suite of WiFi Tracer tools for wireless security, reachability and network health diagnostics.

Networking Software and Services

CloudVision

CloudVision is our network management plane solution for workload orchestration and workflow automation, which delivers a turnkey solution for cloud networking. CloudVision’s abstraction of the physical network to a broader, network-wide perspective provides a simplified approach for consistent network operations across network domains, including data center, campus wired and wireless, routing interconnect, and multi-cloud networks.

CloudVision highlights include: Centralized representation of distributed network state, allowing for a single point of integration and network-wide visibility and analytics; Controller-agnostic support for physical and virtual workload orchestration through open APIs; Turn-key automation for zero touch provisioning, configuration management and network-wide upgrades and rollback; Compliance dashboard for security, audit and patch management; Cognitive AI/ML for dynamic insights and recommendations, built on a modern approach of real-time streaming for telemetry and as a replacement for legacy polling per device; Granular visibility and historical troubleshooting with predictive insights across the unified edge wired and wireless networks, including IoTvision, and finally Multi-domain segmentation for the zero trust enterprise, enabling macro-segmentation services (MSS®) for an open and scalable approach for network policy management and with dynamic integrations into security management systems from Arista’s security ecosystem partners.

DANZ Monitoring Fabric (DMF)

DANZ Monitoring Fabric (DMF) is a next-generation network packet broker (NPB) architected for pervasive, organization-wide visibility and security, delivering multi-tenant monitoring-as-a-service. DMF enables IT operators to pervasively monitor all user, device/IoT and application traffic (north-south and east-west) by gaining complete visibility into physical, virtual and container environments. Deep hop-by-hop visibility, predictive analytics and scale-out packet capture — integrated through a single dashboard — enable simplified network performance monitoring (NPM) and SecMon workflows for real-time and historical context, delivering a one-stop visibility solution for on-premise data centers, enterprise campus/branch and 4G/5G mobile networks.

Awake Security

Awake Security is an advanced network detection and response (NDR) solution that delivers answers, not alerts. By combining artificial intelligence with human expertise, Awake Security autonomously hunts for both insider and external attacker behaviors, while providing triage, digital forensics and incident response across the new network — campus workspace, data center, Internet of Things (IoT)/operational technology (OT) and cloud networks.

The Awake AI-driven Security Platform deeply analyzes billions of network communications to autonomously discover, profile and classify every device, user and application across any network. Using a multi-dimensional ensemble machine learning approach, Awake Security then models complex adversarial behaviors and detects threats by connecting the dots across entities, time, protocols and attack stages.

CloudEOS

CloudEOS™ is Arista's multi-cloud and cloud-native networking solution enabling a highly secure and reliable networking experience with consistent segmentation, telemetry, provisioning and troubleshooting for the entire enterprise. It can be deployed across the enterprise edge, WAN, campus workspace, data center, on-premises Kubernetes clusters, and multiple public and private clouds. CloudEOS provides multi-cloud connectivity across the entire enterprise cloud environment with high-performance virtual and container-based instances of EOS software that simplify network operations and integrate with declarative cloud provisioning toolchains like Terraform, Ansible, and other popular CloudOps and DevOps tools.

CloudEOS is designed for consumption on Amazon AWS, Microsoft Azure, and Google public clouds via their marketplace and service catalogs, and it is also available as a cloud-native instance for deployment in Kubernetes clusters. With CloudEOS and CloudVision, customers can integrate their cloud network deployments with the elasticity and automation of the public cloud, private cloud and cloud native platforms.

Arista A-Care Services

We have designed our customer support offerings, Arista A-Care Services, to provide our customers with high levels of support. Our global team of support engineers engages directly with client IT teams and is available at all times over e-mail, by phone or through our website.

We offer multiple service options that allow our customers to select the product replacement service level that best meets their needs. We stock spare parts in over 183 locations around the world through our third-party logistics suppliers. All of our service options include unlimited access to bug-fixes, new-feature-releases, online case management and our community forums.

Sales and Marketing

We market and sell our products through our direct sales force and in partnership with our channel partners, including distributors, value-added resellers, systems integrators and OEM partners. We also sell in conjunction with various technology partners. To facilitate channel coordination and increase productivity, we have created a partner program, the Arista Partner Program, to engage partners who provide value-added services and extend our reach into the marketplace. Authorized training partners perform technical training of our channel partners and end customers. Our partners commonly receive an order from an end customer prior to placing an order with us, and we confirm the identification of the end customer prior to accepting such orders. Our partners generally do not stock inventory received from us.

Our sales organization is supported by systems engineers with deep technical expertise and responsibility for pre-sales technical support and solutions engineering for our end customers, systems integrators, original equipment manufacturers, or OEMs, and channel partners. A pool of shared channel sales and marketing representatives also supports these teams. Each sales team is responsible for a geographical territory, has responsibility for a number of major direct end-customer accounts or has assigned accounts in a specific vertical market.

Our marketing activities consist primarily of technology conferences, web marketing, trade shows, product demonstrations, seminars and events, public relations, analyst relations, demand generation and direct marketing to build our brand, increase end-customer awareness, communicate our product advantages and generate qualified leads for our field sales force and channel partners.

Seasonality

Our rapid historical growth may have reduced the impact of seasonal or cyclical factors that might have influenced our business to date. As our increasing size causes our growth rate to slow, seasonal or cyclical variations in our operations may become more pronounced over time and may materially affect our business, financial condition, results of operations and prospects. We operate on a December 31st year end and have typically experienced higher sequential product revenue growth in the fourth quarter, followed by flat-to-declining sequential growth in the first quarter of the following year. We believe that this seasonality results from a number of factors, including the procurement, budgeting and deployment cycles of many of our end customers.

Research and Development

We believe our future success depends on our ability to develop new products and features that address the needs of our end customers. Our in-house engineering personnel are responsible for the development, quality, documentation, support and release of our products. We plan to continue to invest in resources to conduct our research and development efforts.

Manufacturing

We subcontract the manufacturing of all of our products to various contract manufacturers. Our primary manufacturing partners are Jabil Circuit and Sanmina Corporation. This approach allows us to reduce our costs, manufacturing overhead and inventory position and allows us to adjust more quickly to changing end-customer demand. We require all of our manufacturing locations to be ISO-9001 certified. We have four direct fulfillment facilities worldwide to hold finished goods inventory, perform product transformations, and install our EOS software to ship to customers and partners.

Our contract manufacturing partners procure the majority of the components needed to build our products and assemble our products according to our design specifications. This allows us to leverage the purchasing power of our contract manufacturing partners. We retain complete control over the bills of material, test procedures and quality assurance programs. Our personnel work closely with our partners and review on an ongoing basis forecasts, inventory levels, processes, capacity, yields and overall quality. Our contract manufacturing partners procure components and assemble our products based on our demand forecasts. These forecasts represent our estimates of future demand for our products based upon historical trends and analyses from our sales and product management functions as adjusted for overall market conditions.

Our products rely on key components, including merchant silicon, integrated circuit components and power supplies purchased from a limited number of suppliers, including certain sole source providers. We also expect to see increased consolidation among our component suppliers. Generally, neither we nor our contract manufacturers have a written agreement with these component providers to guarantee the supply of the key components used in our products, nor do we have exclusive rights to such key components, and our suppliers could suffer shortages, delay shipments, prioritize shipments to other vendors, increase prices or cease manufacturing such products or selling them to us at any time. The supply of components may also be adversely affected by geopolitical conditions such as international trade wars like the U.S. trade war with China and the impact of public health epidemics like the coronavirus currently spreading around the world.

Our product development efforts also depend upon continued collaboration with our key suppliers, including our merchant silicon vendors such as Broadcom and Intel. As we develop our product roadmap and continue to expand our relationships with these and other merchant silicon vendors, it is critical that we work in tandem with our key merchant silicon vendors to ensure that their silicon includes improved features and that our products take advantage of such improved features. This enables us to focus our research and development resources on software core competencies and to leverage the investments made by merchant silicon vendors to achieve cost-effective solutions.

Once the completed products are manufactured and tested, our contract manufacturing partners ship them to various direct fulfillment facilities in the United States, the Netherlands and Singapore for final configuration, quality-control inspection and shipment to our distribution partners and end customers. After the products are shipped to our end customers, our products are installed by the end customers or by third-party service providers such as system integrators or value-added resellers on their behalf.

Competition

The markets in which we compete are highly competitive and characterized by rapidly-changing technology, changing end-customer needs, evolving industry standards, frequent introductions of new products and services and industry consolidation. We expect competition to intensify in the future as the market for cloud networking expands and existing competitors and new market entrants introduce new products or enhance existing products.

The data center and campus networking markets have been historically dominated by Cisco, with competition also coming from other large network equipment and system vendors, including Extreme Networks, Dell/EMC, Hewlett Packard Enterprise and Juniper Networks. Most of our competitors and some strategic alliance

partners have made acquisitions and/or have entered into or extended partnerships or other strategic relationships to offer more comprehensive product lines, including cloud networking solutions. For example, Broadcom acquired Brocade Communications Systems, Extreme Networks purchased certain data center networking assets from Broadcom/Brocade and Avaya as well as Aerohive Networks, Dell acquired EMC, Hewlett Packard Enterprise acquired Aruba Networks and Juniper Networks acquired Mist Systems.

We also face competition from other companies and new market entrants, current technology partners and end customers who may acquire or develop network switches and cloud service solutions for internal use and/or to broaden their portfolio of products to market and sell to customers. Some of these competitors are developing networking products based on off-the-shelf or commoditized hardware technology, or “white box” hardware, particularly where an end customer’s network strategy seeks to emphasize deployment of such product offerings or adopt a disaggregated approach to the procurement of hardware and software. End customers may also increase their adoption of networking solutions based upon open source network operating systems that may be provided for free and used either on “white box” or proprietary hardware. The entrance of new competitors into our markets or the increased adoption of these new technology solutions or consumption models may cause downward pricing pressures, result in lost sales or otherwise have a material adverse effect on our business, prospects, financial condition and operating results.

In the network detection and response (NDR) market, Awake Security competes with other network security vendors including Cisco, DarkTrace, and ExtraHop. Lastly, in the network packet broker (NPB) market, Arista DANZ Monitoring Fabric competes with Gigamon, IXIA, and other network monitoring software providers.

Our relationships with our strategic alliance partners or suppliers may also shift as industry dynamics change. If strategic alliance partners acquire or develop competitive products or services, our relationship with those partners may be adversely impacted, which could lead to more variability to our results of operations and impact the pricing of our solutions.

The principal competitive factors applicable to our products include:

- breadth of product offerings and features;
- reliability and product quality;
- ease of use;
- pricing;
- total cost of ownership, including automation, monitoring and integration costs;
- performance and scale;
- programmability and extensibility;
- interoperability with other products;
- ability to be bundled with other vendor offerings; and
- quality of service, support and fulfillment.

We believe our products compete favorably with respect to these factors. Our EOS software offers high reliability, integrates with existing network protocols and is open and programmable. We believe the combination of EOS, a set of network applications and our 1/2.5/5/10/25/40/50/100/400 Gigabit Ethernet platforms make our offering highly competitive for both cloud and enterprise data centers. However, many of our competitors have greater name recognition, longer operating histories, larger sales and marketing budgets and resources, broader distribution and established relationships with channel partners and end customers, greater access to larger end-customer bases, greater end-customer support resources, greater manufacturing resources, the ability to leverage their sales efforts across a broader portfolio of products, the ability to leverage purchasing power when purchasing subcomponents, the ability to bundle competitive offerings with other products and services, the ability to develop their own silicon chips, the ability to set more aggressive pricing policies, lower labor and development costs,

greater resources to make acquisitions, larger intellectual property portfolios and substantially greater financial, technical, research and development or other resources.

Intellectual Property

Our success and ability to compete depend substantially upon our core technology and intellectual property. We rely on patent, trademark and copyright laws, trade secret protection and confidentiality agreements with our employees, end customers, resellers, systems integrators and others to protect our intellectual property rights. We file U.S and foreign patent applications to protect our intellectual property and believe that the duration of our issued patents is adequate relative to the expected lives of our products. Patents generally have a duration of twenty years from filing. The remaining duration on the individual patents in our patent portfolio varies.

We cannot assure that any of our patent applications will result in the issuance of a patent or whether the examination process will result in patents of valuable breadth or applicability. In addition, any patents that may be issued may be contested, circumvented, found unenforceable or invalidated, and we may not be able to prevent third parties from infringing them. We also license software from third parties for integration into our products, including open source software and other software available on commercially-reasonable terms. We own a number of trademarks in the U.S. and other jurisdictions, including Arista, EOS, CloudVision, CloudStream, CVP, CVX, Health Tracer, MapReduce Tracer, Path Tracer, MXP, MSS, RAIL, Score, SPLINE, SuperSpine, SSU, FlexRoute, NetRollBack, NetDB, OSFP, AlgoMatch, Macro-Segmentation and Macro-Segmentation Service.

We control access to and use of our software, technology and other proprietary information through internal and external controls, including contractual protections with employees, contractors, end customers and partners. Our software is protected by U.S. and international copyright, patent and trade secret laws. Despite our efforts to protect our software, technology and other proprietary information, unauthorized parties may still copy or otherwise obtain and use our software, technology and other proprietary information. In addition, we intend to expand our international operations, and effective patent, copyright, trademark and trade secret protection may not be available or may be limited in foreign countries.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. If we become more successful, we believe that competitors will be more likely to try to develop products that are similar to ours and that may infringe our proprietary rights. It may also be more likely that competitors or other third parties will claim that our products infringe their proprietary rights. In particular, large and established companies in our industry have extensive patent portfolios and are regularly involved in both offensive and defensive litigation. From time to time, third parties, including certain of these large companies and non-practicing entities, may assert patent, copyright, trademark and other intellectual property rights against us, our channel partners or our end customers, whom our standard license and other agreements obligate us to indemnify against such claims.

Successful claims of infringement by a third party, if any, could prevent us from distributing certain products or performing certain services, require us to expend time and money to develop non-infringing solutions or force us to pay substantial damages, royalties or other fees. We cannot assure that we do not currently infringe, or that we will not in the future infringe, upon any third-party patents or other proprietary rights.

Human Capital Resources

At Arista, we seek to maintain an environment that is open, diverse and inclusive, and where our people feel valued, included and accountable. One of Arista's key principles is always doing the right thing for our employees. We are committed to maintaining the highest level of professional and ethical standards in the conduct of our business around the world. As of December 31, 2020, we employed approximately 2613 full-time employees worldwide. None of our employees is represented by unions. We consider our relationship with our employees to be good and have not experienced significant interruptions of operations due to labor disagreements.

Diversity and Equal Employment

We seek to maintain an environment that is open, diverse and inclusive, and where our employees feel valued. We believe that diverse and inclusive teams enhance individual and company performance and help us attract and retain the best talent available. We strive to build an inclusive culture that encourages, supports and

celebrates the diverse voices of our employees. As part of the Arista way, we believe in treating peers with respect, mentoring individuals and developing teams for overall success.

We are proud to be an S&P 500 company with both a female CEO and CFO. We also actively promote the hiring of female engineers by supporting periodic technology sessions for female engineers. In addition, we support under-represented employee affinity organizations and actively recruit from under-represented universities and professional societies.

Arista affirms the principle of equal employment opportunity without regard to any protected characteristic, including but not limited to race, religion, national origin, color, gender, age, disability, pregnancy, marital status, ancestry, military status or sexual orientation. We practice and promote such policies in all locations as appropriate under applicable law. We affirm this principle of freedom from discrimination in all aspects of the employment relationship from recruitment and hiring, through performance evaluations, compensation and promotions. At Arista, we believe that all employees should be treated with dignity and respect.

Health and Safety

We are committed to protecting the health and safety of our employees, visitors, and the public. Our policy is to maintain our facilities and run our business operations in a manner that does not jeopardize the occupational health and safety of employees.

During the COVID-19 pandemic, Arista asked its employees to work from home with limited exceptions. Essential workers have been given to access to our facilities as may be permitted under applicable laws after instituting additional health and safety measures to reduce the risk of COVID-19. We work to provide safe working environments in our operations.

Compensation and Benefits

Arista provides competitive and comprehensive benefit packages that are designed to help employees make the best decisions for themselves, their family and their lifestyle. Our compensation committee provides oversight of our compensation policies, plans, benefit programs and overall compensation philosophy.

Along with Arista's traditional healthcare benefits, Arista has created a detailed injury and illness prevention program to better protect employees from occupational risks of injury or illness. Arista periodically hosts wellness days, whose purpose is to raise awareness on health issues, increase education on preventive medicine and available services and shift employee behavior through interactive activities and live presentations. We also maintain a community engagement program, which provides opportunities for our employees to engage in community service.

Available Information

Our website is located at www.arista.com and our investor relations website is located at investors.arista.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available free of charge on the Investors portion of our web-site as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (SEC). The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

Webcasts of our earnings calls and certain events we participate in or host with members of the investment community are on our investor relations website. Additionally, we announce investor information, including news and commentary about our business and financial performance, SEC filings, notices of investor events, and our press and earnings releases, on our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our corporate governance guidelines, board committee charters, and code of conduct, is also available on our investor relations website under the heading "Governance." The contents of our websites, or information that can be accessed through our websites, are not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 1A. Risk Factors

You should consider carefully the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, which could materially affect our business, financial condition, results of operations and prospects. The risks described below are not the only risks facing us. Risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially affect our business, financial condition, results of operations and prospects.

Risk Factors Summary

Our business is subject to numerous risks and uncertainties, including those highlighted in Part I, Item 1A titled “Risk Factors.” These risks include, but are not limited to, the following:

Risks Related to Our Business and Industry

- the COVID-19 pandemic could materially adversely affect our business;
- the networking market is rapidly evolving;
- failure to successfully pursue new products and services and expand into adjacent markets could adversely affect our business;
- our revenue and revenue growth may decline;
- our results of operations may vary significantly from period to period;
- our gross margins vary and may be adversely affected;
- shipment delays could cause revenue to fall;
- adverse economic conditions and reduced information technology and network infrastructure spending may adversely affect our business;
- we face intense competition and industry consolidation;
- we are subject to risks associated with international sales and operations;
- we face risks associated with the acquisition and integration of complementary companies, products or technologies;
- seasonal fluctuations impact revenue;
- fluctuations in currency exchange rates could adversely affect our business;
- failure to raise any needed capital on favorable terms could harm our business.

Risks Related to Customers and Sales

- if we are unable to attract new large customers or sell additional products and services to our existing customers, our revenue growth will be adversely affected;
- large purchases by a limited number of customers represent a substantial portion of our revenue;
- if we are unable to increase market awareness of our products, our revenue may not continue to grow or may decline;
- some large customers require more favorable terms;
- sales of our switches generate most of our product revenue;
- sales prices of our products and services may decrease;
- sales cycle can be long and unpredictable;
- inability to offer high quality support and services could adversely affect our business;
- declines in maintenance renewals by customers could harm our business;
- indemnification provisions under sales contracts could expose us to losses;
- we rely on distributors, systems integrations and resellers to sell our products;
- sales to government entities are subject to a number of risks and challenges;
- we are exposed to credit risk of channel partners and customers.

Risks Related to Products and Services

- product quality problems, defects, errors or vulnerabilities could harm our business;
- failure to anticipate technological shifts could harm our business;
- our products must interoperate with operating systems, software and hardware developed by others.

Risks Related to Supply Chain and Manufacturing

- managing the supply of our products and product components is complex;
- some key components in our products come from sole or limited sources of supply which results in risks of supply shortages and supply changes;
- we depend on third-party manufacturers to build our products;
- future sales forecasts may be materially inaccurate which could result in incorrect levels of inventory.

Risks Related to Intellectual Property and Other Proprietary Rights

- assertions by third parties of intellectual property infringement could harm our business;
- failure to protect our intellectual property rights could harm our competitive position;
- we rely on the availability of licenses to third party software and other intellectual property;
- failure to comply with open source software could restrict our ability to sell our products;
- risk that our competitors could develop products that are similar to or better than ours because we provide access to our software and selected source code to certain partners, which creates additional risks.

Risks Related to Litigation

- we may become involved in litigation that may materially adversely affect us.

Risks Related to Cybersecurity and Data Privacy

- defects, errors or vulnerabilities in our security network products or the failure of our products to detect security breaches could harm our business;
- breaches of our cybersecurity systems or other security breaches could harm our business and our products.

Risks Related to Accounting, Compliance, Regulation and Tax

- failure to maintain effective internal control over financial reporting could adversely affect the accuracy and timing of our financial reporting;
- if our critical accounting policies are based on incorrect assumptions, our results of operations could fall below analyst and investor expectations and result in a decline in the market price of our common stock;
- enhanced U.S. tax, tariff, import/export restrictions or other trade barriers may negatively affect our business;
- changes in our effective tax rate or new tax laws could adversely affect our results;
- failure to comply with government laws and regulations could harm our business;
- we are subject to governmental export and import controls that could impair our ability to compete in international markets or subject us to liability for violations.

Risks Related to Ownership of Our Common Stock

- the trading price of our common stock is volatile and the value of your investment may decline;
- any reduction or discontinuance of our stock repurchase program could cause the market price of our common stock to decline;
- sales of substantial amounts of our common stock could reduce the market price of our common stock;
- insiders have substantial control over us;
- our charter documents and Delaware law could discourage takeover attempts and lead to management entrenchment.

General Risks

- if we are unable to hire, retain and train personnel and senior management, our business could suffer;
- natural disasters, terrorism and other catastrophic events could harm our business;
- we have not paid dividends and do not intend to pay dividends for the foreseeable future.

Risks Related to Our Business and Industry

The COVID-19 pandemic could materially adversely affect our business, financial condition, results of operations and prospects.

The COVID-19 pandemic has had and could continue to have an adverse impact on the business operations of our company and our customers, partners, manufacturers, suppliers, distribution fulfillment centers and service depots. To comply with the shelter in place orders and to safeguard our employees, we closed all of our offices, with limited exceptions for essential employees in certain locations, and the vast majority of our employees continue to work from home. In addition, we experienced, and may continue to experience, manufacturing and supply chain disruptions and logistic challenges. Our contract manufacturers in Malaysia, Mexico and the United States are impacted by the pandemic and have experienced shelter in place orders, workforce disruptions and delays in production and exporting products. While our contract manufacturers have made significant progress, they may be subject to supply constraints. Similar to our manufacturing facilities, our direct fulfillment centers and service depots continue to operate with varying degrees of government restriction on access, which can materially impact our ability to ship products or provide support services to our customers. As a result of COVID-19 related manufacturing disruptions, the lead times for our products have increased and our supply chain costs have increased which has adversely impacted our gross margins. In addition, we have and may continue to purchase buffer inventories of components and products that have extended lead times to ensure adequate supply to support long-term customer demand, and this may increase the risk of future excess and obsolete inventory and could have a negative impact on our gross margins.

As the COVID-19 pandemic continues, we have experienced and may continue to experience additional risks including:

- more manufacturing disruptions and supply shortages;
- longer lead-times for component parts incorporated into our products;
- reduced capacity and output at factories and factory closures;
- disruptions in logistics which impact the movement of components and finished products;
- overall increased demand for materials which could result in a limited supply of materials and components that are incorporated in our products;
- delays in product shipments and limits on our ability to provide in-person support services to customers;
- increased risk of future excess and obsolete inventory as we increase our inventory buffers of long lead time components to support longer term customer demand; and
- further increased lead times for our products.

The COVID-19 pandemic could limit our ability to add new customers and cause sales disruptions, order cancellations, longer upgrade cycles by customers for network equipment and overall lower demand for our products and services. Customers may purchase products in advance of their internal demand which could result in lower purchases in subsequent quarters. We could face increased risk of customer defaults and delays in payment.

In addition, the COVID-19 pandemic has adversely affected, and may continue to adversely affect, the global economy and financial markets, which may result in an extended economic slowdown or a global recession that could adversely impact our business. Due to the duration of the pandemic, the uncertainty around vaccination deployment with respect to the COVID-19 pandemic, the uncertainty around the impact of new strains of COVID-19 and uncertain timing of a global recovery, we are unable to predict the full impact of the COVID-19 pandemic on our business operations and financial performance.

The networking market is rapidly evolving. If this market does not evolve as we anticipate or our target end customers do not adopt our networking solutions, we may not be able to compete effectively, and our ability to generate revenue will suffer.

A substantial portion of our business and revenue depends on the growth and evolution of the networking market. The market demand for networking solutions has increased in recent years as end customers have deployed

larger, more sophisticated networks and have increased the use of virtualization and cloud computing. The continued growth of this market will be dependent upon many factors including but not limited to the adoption of and demand for our end customers' products and services, the expansion, evolution and build out of our end customers' networks, the capacity utilization of existing network infrastructures, changes in the technological requirements for the products and services to be deployed in these networks, the amount and mix of capital spending by our end customers, the development of network switches and cloud service solutions by our large end customers for internal use, the financial performance and prospects of our end customers, the availability of capital resources to our end customers, changes in government regulation that could impact networking business models including those regulations related to cybersecurity, privacy, data protection and net neutrality, our ability to provide networking solutions that address the needs of end customers more effectively and economically than those of other competitors or existing technologies and general economic conditions, including the impact of the COVID-19 pandemic.

If the networking solutions market does not develop in the way we anticipate or otherwise experiences a slow-down, if our solutions do not offer benefits compared to competing networking products or if end customers do not recognize the benefits that our solutions provide, then our business, financial condition, results of operations and prospects could be materially adversely affected.

We pursue new product and service offerings and expand into adjacent markets, and if we fail to successfully carry out these initiatives, our business, financial condition, or results of operations could be adversely impacted.

We have made substantial investments to develop new products and services and enhancements to existing products through our acquisitions and research and development efforts to expand our product offerings and maintain our revenue growth. If we are unable to anticipate technological changes in our industry by introducing new or enhanced products and services in a timely and cost-effective manner, if we fail to introduce products and services that meet market demand, or if we do not successfully expand into adjacent markets, we may lose our competitive position, our products may become obsolete, and our business, financial condition or results of operations could be adversely affected. For example, as we introduce our 400 GbE and 800 GbE products, our ability to continue to maintain our competitive position with our customers will depend on their acceptance of these products.

Additionally, from time to time, we invest in expansion into adjacent markets, including campus switching, WiFi networking and network security markets. Although we believe these solutions are complementary to our current offerings, we have less experience and a more limited operating history in these markets, and our efforts in this area may not be successful. Expanding our services in existing and new markets and increasing the depth and breadth of our presence imposes significant burdens on our marketing, compliance, and other administrative and managerial resources. Our plan to expand and deepen our market share in our existing markets and possibly expand into additional markets is subject to a variety of risks and challenges. Our success in these new markets depends on a variety of factors, including but not limited to our ability to develop new products, new product features and services that address the customer requirements for these markets, attract a customer base in markets in which we have less experience, compete with new and existing competitors in these adjacent markets, and gain market acceptance of our new products.

Developing our products is expensive, and the investment in product development may involve a long payback cycle. We expect to continue to invest heavily in software development in order to expand the capabilities of our cloud networking platform and introduce new products and features. We expect that our results of operations will be impacted by the timing and size of these investments. These investments may take several years to generate positive returns, if ever.

Additionally, future market share gains may take longer than planned and cause us to incur significant costs. If we are unable to attract new large end customers or to sell additional products and services to our existing end customers, our revenue growth will be adversely affected and our revenue could decrease. Difficulties in any of our new product development efforts or our efforts to enter adjacent markets could adversely affect our operating results and financial condition.

Our revenue and our revenue growth rate may decline.

Our revenue growth rate in previous periods may not be indicative of our future performance. We have experienced annual revenue growth rates of -3.9%, 12.1%, and 30.7% in 2020, 2019, and 2018, respectively. In the

future our revenue growth rates may be volatile as we become more penetrated in our existing customer base and product markets, and as we look to enter and expand into new markets. In addition, COVID-19 related disruptions may have a negative impact on demand from our customers in future periods and on our ability to add new customers. Other factors may also contribute to declines in our growth rates, including changes in demand for our products and services, particularly from our large end customers, changes in capital spending by our large end customers, increased competition, our ability to successfully manage our expansion or continue to capitalize on growth opportunities, the maturation of our business, general economic and international trade conditions, and our ability to be successful in adjacent markets, such as campus switching, WiFi networking markets and network security markets. For example, we have experienced volatility in demand from certain of our large end customers. Overall demand from larger customers may decline in future periods, which would impact our future revenue growth. You should not rely on our revenue for any prior quarterly or annual period as an indication of our future revenue or revenue growth. If we are unable to maintain consistent revenue or revenue growth, our business, financial condition, results of operations and prospects could be materially adversely affected and our stock price could be volatile.

Our results of operations may vary significantly from period to period and be unpredictable and if we fail to meet the expectations of analysts or investors or our previously issued financial guidance, or if any forward-looking financial guidance does not meet the expectation of analysts or investors, the market price of our common stock could decline substantially.

Our results of operations have historically varied from period to period, and we expect that this trend will continue. As a result, you should not rely upon our past financial results for any period as indicators of future performance. Our results of operations in any given period can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- the disruption caused by COVID-19 and the government restrictions in response to the pandemic;
- our inability to fulfill our end customers' orders due to the availability of inventory, supply chain delays, access to key commodities or technologies or events that impact our manufacturers or their suppliers;
- our ability to increase sales to existing customers and attract new end customers, including large end customers;
- the budgeting, sales and implementation cycles, purchasing practices and buying patterns of end customers, including large end customers who may receive lower pricing terms due to volume discounts and who may or may not make large bulk purchases in certain quarters or who may elect to re-assign allocations to multiple vendors based upon specific network roles or projects;
- changes in the growth rate of existing or new customers, including large end customers and service providers, changes in end-customer, distributor or reseller requirements or market needs, and changes in growth rates of the networking market;
- the cost and potential outcomes of existing and future litigation;
- increased expenses resulting from the tariffs imposed by the U.S. on goods from other countries and tariffs imposed by other countries on U.S. goods, including the tariffs implemented by the U.S. government on various imports from China;
- changes in our pricing policies, whether initiated by us or as a result of competition;
- the amount and timing of operating costs and capital expenditures related to the operation and expansion of our business;
- difficulty forecasting, budgeting and planning due to limited visibility beyond the first two quarters into the spending plans of current or prospective customers;
- deferral, reduction or cancellation of orders from end customers, including in anticipation of new products or product enhancements announced by us or our competitors, or warranty returns;

- the inclusion of any acceptance provisions in our customer contracts or any delays in acceptance of those products;
- the actual or rumored timing and success of new product and service introductions by us or our competitors or any other change in the competitive landscape of our industry, including consolidation among our competitors or end customers;
- our ability to successfully expand our business domestically and internationally;
- our ability to increase the size and production of our sales or distribution channel, or any disruption in, or termination of, our sales or distribution channels;
- decisions by potential end customers to purchase our networking solutions from larger, more established vendors, white box vendors or their primary network equipment vendors;
- insolvency or credit difficulties confronting our end customers, which could adversely affect their ability to purchase or pay for our products and services, or confronting our key suppliers, including our sole source suppliers, which could disrupt our supply chain;
- seasonality or cyclical fluctuations in our markets;
- future accounting pronouncements or changes in our accounting policies;
- our overall effective tax rate, including impacts caused by any reorganization in our corporate structure, any changes in our valuation allowance for domestic deferred tax assets and any new legislation or regulatory developments, including the Tax Cuts and Jobs Act of 2017 (the “Tax Act”);
- increases or decreases in our expenses caused by fluctuations in foreign currency exchange rates, as an increasing portion of our expenses are incurred and paid in currencies other than the U.S. dollar;
- general economic conditions, both domestically and in foreign markets, and disruptions in our business and the markets due to, among other things, health epidemics, natural disasters, terrorism and other catastrophic events;
- increases in cybersecurity threats, including security threats from state sponsors; and
- other risk factors described in this Annual Report on Form 10-K.

Any one of the factors above or the cumulative effect of several of the factors described above may result in significant fluctuations in our financial and other results of operations and may cause the market price of our common stock to decline. In the past, we have failed to meet investor financial expectations and the market price of our common stock declined. This variability and unpredictability could result in our failure to meet our revenue, gross margins, results of operations or other expectations contained in any forward looking financial guidance we have issued or the expectations of securities analysts or investors for a particular period. If we fail to meet or exceed such guidance or expectations for these or any other reasons, the market price of our common stock could decline substantially, and we could face costly lawsuits, including securities class action suits.

We expect our gross margins to vary over time and to be adversely affected by numerous factors.

We expect our gross margins to vary over time and the gross margins we have achieved in recent years may not be sustainable and may be adversely affected in the future by numerous factors, including but not limited to changes in end-customer, geographic or product mix, increased price competition, introduction of new products and new business models including the sale and delivery of more software and subscription solutions, increases in material or component costs and production costs, entry into new markets or growth in lower margin markets, entry in markets with different pricing and cost structures, pricing discounts given to customers, costs associated with defending intellectual property infringement and other claims and the potential outcomes of such disputes, excess inventory and inventory holding charges, changes in shipment volume, the timing of revenue recognition and revenue deferrals, increased costs arising from tariffs, increased costs arising from epidemics, changes in distribution channels, increased warranty costs, and our ability to execute our operating plans. We determine our operating expenses largely on the basis of anticipated revenues and a high percentage of our expenses are fixed in the short and medium term. As a result, a failure or delay in generating or recognizing revenue could cause

significant variations in our operating results and operating margin from quarter to quarter. Failure to sustain or improve our gross margins reduces our profitability and may have a material adverse effect on our business and stock price.

Interruptions or delays in shipments could cause our revenue for the applicable period to fall below expected levels.

We may be subject to supply chain delays, or end-customer buying patterns in which a substantial portion of sales orders and shipments may occur in the second half of each quarter. This places significant pressure on order review and processing, supply chain management, manufacturing, inventory and quality control management, shipping and trade compliance to ensure that we have properly forecasted supply purchasing, manufacturing capacity, inventory and quality compliance and logistics. A significant interruption in these critical functions, it could result in delayed order fulfillment, adversely affect our business, financial condition, results of operations and prospects and result in a decline in the market price of our common stock.

Adverse economic conditions or reduced information technology and network infrastructure spending may adversely affect our business, financial condition, results of operations and prospects.

Our business depends on the overall demand for information technology, network connectivity and access to data and applications. Weak domestic or global economic conditions, fear or anticipation of such conditions, international trade disputes, global pandemics, or a reduction in information technology and network infrastructure spending even if economic conditions improve, could adversely affect our business, financial condition, results of operations and prospects in a number of ways, including longer sales cycles, lower prices for our products and services, higher default rates among our distributors, and reduced unit sales and lower or no growth. For example, the global macroeconomic environment could be negatively affected by, among other things, the COVID-19 pandemic or other epidemics, instability in global economic markets resulting from fiscal and monetary stimulus measures to counteract the impact of the COVID-19 pandemic, increased U.S. trade tariffs and trade disputes between the U.S., China and other countries, instability in the global credit markets, the impact and uncertainty regarding global central bank monetary policy, including the instability in the geopolitical environment as a result of the withdrawal of the United Kingdom from the European Union ("EU"), political demonstrations, and foreign governmental debt concerns. Such challenges have caused, and are likely to continue to cause, uncertainty and instability in local economies and in global financial markets. In addition, the COVID-19 pandemic has caused business disruptions around the world and may result in customers delaying or canceling capital expenditures on information technology and network infrastructure, which may affect the overall demand for our products. Continuing or worsening economic instability could adversely affect spending for IT, network infrastructure, systems and tools. A longer period of economic uncertainty or a downturn may also significantly affect financing markets, the availability of capital and the terms and conditions of financing arrangements, including the overall cost of financing as well as the financial health or creditworthiness of our end customers. Circumstances may arise in which we need, or desire, to raise additional capital, and such capital may not be available on commercially reasonable terms, or at all.

We face intense competition, especially from larger, well-established companies and industry consolidation may lead to further increased competition, which may harm our business, financial condition, results of operations and prospects.

The markets in which we compete, including the markets for data center, campus networking and network security, are intensely competitive, and we expect competition to increase in the future from established competitors and new market entrants. This competition could result in increased pricing pressure, reduced profit margins, increased sales and marketing expenses and our failure to increase, or the loss of, market share, any of which would likely seriously harm our business, financial condition, results of operations and prospects.

The data center and campus networking markets have been historically dominated by Cisco, with competition also coming from other large network equipment and system vendors, including Extreme Networks, Dell/EMC, Hewlett Packard Enterprise, and Juniper Networks. Most of our competitors and some strategic alliance partners have made acquisitions and/or have entered into or extended partnerships or other strategic relationships to offer more comprehensive product lines, including cloud networking solutions and network security. For example, Broadcom acquired Brocade Communications Systems, Extreme Networks purchased certain data center networking assets from Broadcom/Brocade and Avaya, Dell acquired EMC, and Hewlett Packard Enterprise

acquired Aruba Networks. This industry consolidation may lead to increased competition and may harm our business. Large system vendors are increasingly seeking to deliver top-to-bottom cloud networking solutions to end customers that combine cloud-focused hardware and software solutions to provide an alternative to our products. We expect this trend to continue as companies attempt to strengthen their market positions in an evolving industry and as companies are acquired or are unable to continue operations. Industry consolidation may result in stronger competitors that are better able to compete with us, and this could lead to more variability in our results of operations and could have a material adverse effect on our business, the pricing of our solutions, financial condition, results of operations and prospects.

We also face competition from other companies and new market entrants, including current technology partners, suppliers and end customers or other cloud service providers who may acquire or develop network switches and cloud service solutions for internal use and/or to broaden their portfolio of products to market and sell to customers. Some of these competitors are developing networking products based on off-the-shelf or commoditized hardware technology, or “white box” hardware, particularly where an end customer’s network strategy seeks to emphasize deployment of such product offerings or adopt a disaggregated approach to the procurement of hardware and software. End customers may also increase their adoption of networking solutions based upon open source network operating systems that may be provided for free and used either on “white box” or proprietary hardware. The entrance of new competitors into our markets or the increased adoption of these new technology solutions or consumption models may cause downward pricing pressures, result in lost sales or otherwise have a material adverse effect on our business, prospects, financial condition and operating results.

Our relationships with our strategic alliance partners or suppliers may also shift as industry dynamics changes. If strategic alliance partners acquire or develop competitive products or services, our relationship with those partners may be adversely impacted, which could lead to more variability to our results of operations and impact the pricing of our solutions.

Many of our existing and potential competitors enjoy substantial competitive advantages, such as greater name recognition and longer operating histories, larger sales and marketing budgets and resources, broader distribution and established relationships with channel partners and end customers, the ability to leverage their sales efforts across a broader portfolio of products, the ability to bundle competitive offerings with other products and services, the ability to develop their own silicon chips, the ability to set more aggressive pricing policies, lower labor and development costs, greater resources to make acquisitions, larger intellectual property portfolio, and substantially greater financial, technical, research and development or other resources.

In addition, large competitors may have more extensive relationships with and within existing and potential end customers that provide them with an advantage in competing for business with those end customers. For example, certain large competitors encourage end customers of their other products and services to adopt their data networking solutions through discounted bundled product packages. Our ability to compete will depend upon our ability to provide a better solution than our competitors at a more competitive price. We may be required to make substantial additional investments in research, development, marketing and sales in order to respond to competition, and we cannot assure you that these investments will achieve any returns for us or that we will be able to compete successfully in the future.

We also expect increased competition if our market continues to expand. As we continue to expand globally, we may see new competition in different geographic regions. In particular, we may experience price-focused competition from competitors in Asia, especially from China. As we expand into new markets, we will face competition not only from our existing competitors but also from other competitors, including existing companies with strong technological, marketing, and sales positions in those markets, as well as those with greater resources, including technical and engineering resources, than we do. Conditions in our market could change rapidly and significantly as a result of technological advancements or other factors.

We are subject to a number of risks associated with the expansion of our international sales and operations.

Our ability to grow our business and our future success will depend to a significant extent on our ability to expand our operations and customer base worldwide. Many of our customers, resellers, partners, suppliers and manufacturers operate around the world. Operating in a global marketplace, we are subject to risks associated with having an international reach and compliance and regulatory requirements. Our international sales and operations are subject to a number of risks, including the following:

- ability to establish necessary business relationships and to comply with local business requirements, including distributor and reseller relationships;
- greater difficulty in enforcing contracts and accounts receivable collection and longer collection periods and non-standard terms with customers related to payment, warranties or performance obligations;
- increased expenses incurred in establishing and maintaining our international operations;
- fluctuations in exchange rates between the U.S. dollar and foreign currencies where we do business;
- general economic and political conditions in these foreign markets;
- risks associated with U.S. and foreign legal requirements, including those relating to anti-corruption, anti-bribery, privacy, data protection and the importation, certification and localization of our products in foreign countries;
- risks associated with U.S. government trade restrictions, including those which may impose restrictions, including prohibitions, on the exportation, re-exportation, sale, shipment or other transfer of programming, technology, components, and/or services to foreign persons;
- greater risk of unexpected changes in regulatory practices, tariffs and tax laws and treaties, including the Tax Act, particularly since there has been a change in U.S. presidential administration;
- greater risk of unexpected changes in tariffs imposed by the U.S. and other countries;
- deterioration of political relations between the U.S. and China, Russia, Canada, Mexico, the United Kingdom and the EU, which could have a material adverse effect on our sales and operations in these countries;
- the uncertainty of protection for intellectual property rights in some countries; and
- heightened risk of unfair or corrupt business practices in certain geographies and of improper or fraudulent sales arrangements that may impact financial results and result in restatements of, or irregularities in, financial statements.

These and other factors could harm our ability to gain future international revenue and, consequently, materially affect our business, financial condition, results of operations and prospects. Expanding our existing international operations and entering into additional international markets will require significant management attention and financial commitments. Our failure to successfully manage our international operations and the associated risks effectively could limit our future growth or materially adversely affect our business, financial condition, results of operations and prospects.

We may invest in or acquire other businesses which could require significant management attention, disrupt our business, dilute stockholder value and adversely affect our business, financial condition, results of operations and prospects.

As part of our business strategy, we may make investments in complementary companies, products or technologies which could involve licenses, additional channels of distribution, discount pricing or investments in or acquisitions of other companies. For example, we completed the acquisitions of Awake Security in October 2020 and Big Switch Networks in February 2020 which require management to focus efforts on integrating Awake Security and Big Switch Networks with the company. We may not be able to find suitable investment or acquisition candidates and we may not be able to complete such investments or acquisitions on favorable terms, if at all. If we do complete investments or acquisitions, we may not ultimately strengthen our competitive position or achieve our goals, and any investments or acquisitions we complete could be viewed negatively by our end customers, investors and securities analysts. Through acquisitions, we continue to expand into new markets and new market segments and we may experience challenges in entering into new market segments for which we have not previously manufactured and sold products, including facing exposure to new market risks, difficulty achieving expected business results due to a lack of experience in new markets, products or technologies or the initial dependence on unfamiliar distribution partners or vendors.

In addition, investments and acquisitions may result in unforeseen operating difficulties and expenditures. For example, if we are unsuccessful at integrating any acquisitions or retaining key talent from those acquisitions, or the technologies associated with such acquisitions, into our company, the business, financial condition, results of operations and prospects of the combined company could be adversely affected. We may have difficulty retaining the employees of any acquired business or the acquired technologies or research and development expectations may prove unsuccessful. Any integration process may require significant time and resources, and we may not be able to manage the process successfully. Acquisitions may also disrupt our ongoing business, divert our resources and require significant management attention that would otherwise be available for development of our business. We may not successfully evaluate or utilize the acquired technology or personnel or accurately forecast the financial effects of an acquisition transaction, including accounting charges. Any acquisition or investment could expose us to unknown liabilities. Moreover, we cannot assure you that the anticipated benefits of any acquisition or investment would be realized or that we would not be exposed to unknown liabilities. We may not be successful in retaining or expanding the customers and sales activities of any acquired business or in realizing the expected operational and cost efficiencies anticipated with the acquisition. We may have to pay cash, incur debt or issue equity securities to pay for any such investment or acquisition, each of which could adversely affect our financial condition or the market price of our common stock. The sale of equity or issuance of debt to finance any such acquisitions could result in dilution to our stockholders. The incurrence of indebtedness would result in increased fixed obligations and could also include covenants or other restrictions that would impede our ability to manage our operations. Moreover, if the investment or acquisition becomes impaired, we may be required to take an impairment charge, which could adversely affect our financial condition or the market price of our common stock.

Seasonality may cause fluctuations in our revenue and results of operations.

We operate on a December 31st year end and have typically experienced higher sequential product revenue growth in the fourth quarter, followed by flat to declining sequential growth in the first quarter of the following year. We believe that this seasonality results from a number of factors, including the procurement, budgeting and deployment cycles of many of our end customers. Our rapid historical growth may have reduced the impact of seasonal or cyclical factors that might have influenced our business to date. As our increasing size causes our growth rate to slow, seasonal or cyclical variations in our operations may become more pronounced over time and may materially affect our business, financial condition, results of operations and prospects.

We are exposed to fluctuations in currency exchange rates, which could adversely affect our business, financial condition, results of operations and prospects.

Our sales contracts are primarily denominated in U.S. dollars, and therefore, substantially all of our revenue is not subject to foreign currency risk. However, a strengthening U.S. dollar could increase the real cost of our products to our end customers outside of the U.S., which could adversely affect our business, financial condition, results of operations and prospects. In addition, a decrease in the value of the U.S. dollar relative to foreign currencies could increase our product and operating costs in foreign locations. Further, a portion of our operating expenses is incurred outside the U.S., is denominated in foreign currencies and is subject to fluctuations due to changes in foreign currency exchange rates. If we are not able to successfully hedge against the risks associated with the currency fluctuations, our business, financial condition, results of operations and prospects could be adversely affected.

If we needed to raise additional capital to expand our operations, invest in new products or for other corporate purposes, our failure to do so on favorable terms could reduce our ability to compete and could harm our business, financial condition, results of operations and prospects.

We expect that our existing cash and cash equivalents, will be sufficient to meet our anticipated cash needs for the foreseeable future. If we did need to raise additional funds to expand our operations, invest in new products or for other corporate purposes, we may not be able to obtain additional debt or equity financing on favorable terms. If we raise additional equity financing, our stockholders may experience significant dilution of their ownership interests, and the market price of our common stock could decline. Furthermore, if we engage in debt financing, the holders of such debt would have priority over the holders of common stock, and we may be required to accept terms that restrict our ability to incur additional indebtedness or impose other restrictions on our business. We may also be required to take other actions that would otherwise be in the interests of the debt holders, including maintaining specified liquidity or other ratios, any of which could harm our business, financial condition, results of operations and prospects. If we need additional capital and cannot raise it on acceptable terms, we may not be able to, among

other things, enhance our products and services, expand our sales and marketing and research and development organizations, acquire complementary technologies, products or businesses, and respond to competitive pressures or unanticipated working capital requirements. Our failure to do any of these things could seriously harm our business, financial condition, results of operations and prospects.

Risks Related to Customers and Sales

If we are unable to attract new large end customers or to sell additional products and services to our existing end customers, our revenue growth will be adversely affected and our revenue could decrease.

To increase our revenue, we must add new end customers and large end customers and sell additional products and services to existing end customers. For example, one of our sales strategies is to target specific projects at our current end customers because they are familiar with the operational and economic benefits of our solutions, thereby reducing the sales cycle into these customers. We also believe the opportunity with current end customers to be significant given their existing infrastructure and expected future spend. Another one of our sales strategies is focused on increasing penetration in the enterprise and campus markets. However, sales strategies focused on expansion to adjacent markets can require more time and effort since enterprise and campus end customers typically start with small purchases, and there is often a long testing period. For this reason, in order to grow our revenue, it is important for us to attract new large end customers. Some factors that may limit our ability to attract new large end customers include, but are not limited to, saturation with certain of the large cloud networking customers, competition, decreased capital spending of such customers, a limited number of such customers, and a decline in growth of such customers. If we fail to attract new large end customers, including enterprise and campus end customers, or fail to reduce the sales cycle and sell additional products to our existing end customers, our business, financial condition, results of operations and prospects will be harmed.

We expect large purchases by a limited number of end customers to continue to represent a substantial portion of our revenue, and any loss, delay, decline or other change in expected purchases could result in material quarter-to-quarter fluctuations of our revenue or otherwise adversely affect our results of operations.

Historically, large purchases by a relatively limited number of end customers have accounted for a significant portion of our revenue. We have experienced unpredictability in the timing of orders from these large end customers primarily due to changes in demand patterns specific to these customers, the time it takes these end customers to evaluate, test, qualify and accept our products, and the overall complexity of these large orders. We expect continued variability in our customer concentration and timing of sales on a quarterly and annual basis. For example, sales to our end customer Microsoft and Facebook in fiscal 2019 collectively represented 40% of our total revenue, whereas sales to our end customer Microsoft in fiscal 2020 amounted to 21.5% of our revenues, with our end customer Facebook representing less than 10% of our revenues in the period. These changes contributed to a year-over-year decline in our revenue for fiscal 2020 compared to fiscal 2019. However, this decline in revenue was offset in part by stronger sales to our enterprise and other cloud and service provider customers. In addition, we typically provide pricing discounts to large end customers, which may result in lower margins for the period in which such sales occur.

As a consequence of the concentrated nature of our customer base and their purchasing behavior, our quarterly revenue and results of operations may fluctuate from quarter to quarter and are difficult to estimate. Changes in the business requirements or focus, upgrade cycles, vendor selection, project prioritization, manner in which spending allocations are assigned among multiple vendors based upon specific network roles or projects, financial prospects, lack of growth of our customers, capital resources and expenditures or purchasing behavior and deceleration in spending of our key end customers could significantly decrease our sales to such end customers or could lead to delays, reductions or cancellations of planned purchases of our products or services. Moreover, because our sales will be based primarily on purchase orders, our customers may cancel, delay, reduce or otherwise modify their purchase commitments with little or no notice to us. This limited visibility regarding our end customers' product needs, the timing and quantity of which could vary significantly, requires us to rely on estimated demand forecasts to determine how much material to purchase and product to manufacture. Our failure to accurately forecast demand can lead to product shortages which could lead to delays in fulfilling current and future purchase orders that can impede production by our customers and harm our customer relationships. And, in the event of a cancellation or reduction of an order, we may not have enough time to reduce operating expenses to mitigate the effect of the lost revenue on our business, which could materially affect our operating results.

We may be unable to sustain or increase our revenue from our large end customers, grow revenues with new or other existing end customers at the rate we anticipate or at all, or offset the discontinuation of concentrated purchases by our larger end customers with purchases by new or existing end customers. These customers could choose to divert all or a portion of their business with us to one of our competitors, re-assign spending allocations, increase their adoption of "white box" solutions and open source network operating systems, demand pricing concessions for our services, require us to provide enhanced services that increase our costs, or reduce their spending levels. If these factors drove some of our large customers to cancel all or a portion of their business relationships with us, the growth in our business and the ability to meet our current and long-term financial forecasts may be materially impacted. We expect that such concentrated purchases will continue to contribute materially to our revenue for the foreseeable future and that our results of operations may fluctuate materially as a result of such larger end customers' buying patterns. In addition, we may see consolidation of our customer base, such as among Internet companies and cloud service providers, which could result in loss of end customers. The loss of such end customers, or a significant delay or reduction in their purchases, including reductions or delays due to customer departures from recent buying patterns, or an unfavorable change in competitive conditions could materially harm our business, financial condition, results of operations and prospects.

If we are unable to increase market awareness of our company and our new products and services, our revenue may not continue to grow or may decline.

We have not yet established broad market awareness of our new products and services, including new products we introduced in the campus workspace and network security markets. Market awareness of our value proposition and products and services will be essential to our continued growth and our success, particularly for the service provider and broader enterprise markets. If our marketing efforts are unsuccessful in creating market awareness of our company and our products and services or in gaining access to new customer markets, then our business, financial condition, results of operations and prospects will be adversely affected, and we will not be able to achieve sustained growth.

Some of our large end customers require more favorable terms and conditions from their vendors and may request price concessions. As we seek to sell more products to these end customers, we may be required to agree to terms and conditions that may have an adverse effect on our business or ability to recognize revenue.

Our large end customers have significant purchasing power and, as a result, may receive more favorable terms and conditions than we typically provide to other end customers, including lower prices, bundled upgrades, extended warranties, acceptance terms, indemnification terms and extended return policies and other contractual rights. As we seek to sell more products to these large end customers, an increased mix of our shipments may be subject to such terms and conditions, which may reduce our margins or affect the timing of our revenue recognition and thus may have an adverse effect on our business, financial condition, results of operations and prospects.

Sales of our switches generate most of our product revenue, and if we are unable to continue to grow sales of these products, our business, financial condition, results of operations and prospects will suffer.

Historically, we have derived substantially all of our product revenue from sales of our switches, and we expect to continue to do so for the foreseeable future. We have experienced declines in sales prices for our products, including our 10 Gigabit Ethernet modular and fixed switches. A decline in the price of switches and related services, or our inability to increase sales of these products, would harm our business, financial condition, results of operations and prospects more seriously than if we derived significant revenue from a larger variety of product lines and services. Our future financial performance will also depend upon successfully developing and selling next-generation versions of our switches. If we fail to deliver new products, new features, or new releases that end customers want and that allow us to maintain leadership in what will continue to be a competitive market environment, our business, financial condition, results of operations and prospects will be harmed.

The sales prices of our products and services may decrease, which may reduce our gross profits and adversely affect our results of operations.

The sales prices for our products and services may decline for a variety of reasons, including competitive pricing pressures, discounts, a change in our mix of products and services, the introduction of new products and services by us or by our competitors including the adoption of "white box" solutions, promotional programs, product and related warranty costs or broader macroeconomic factors. In addition, we have provided, and may in the future

provide, pricing discounts to large end customers, which may result in lower margins for the period in which such sales occur. Our gross margins may also fluctuate as a result of the timing of such sales to large end customers.

We have experienced declines in sales prices for our products and services. Competition continues to increase in the market segments in which we participate, and we expect competition to further increase in the future, thereby leading to increased pricing pressures. Larger competitors with more diverse product and service offerings may reduce the price of products and services that compete with ours or may bundle them with other products and services. Additionally, although we generally price our products and services worldwide in U.S. dollars, currency fluctuations in certain countries and regions may adversely affect actual prices that partners and end customers are willing to pay in those countries and regions. Furthermore, sales prices and gross profits for our products may decrease over product life cycles. Decreased sales prices for any reason may reduce our gross profits and adversely affect our result of operations.

Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our sales and revenue are difficult to predict and may vary substantially from period to period, which may cause our results of operations to fluctuate significantly.

The timing of our sales and revenue recognition is difficult to predict because of the length and unpredictability of our products' sales cycles. A sales cycle is the period between initial contact with a prospective end customer and any sale of our products. End-customer orders often involve the purchase of multiple products. These orders are complex and difficult to complete because prospective end customers generally consider a number of factors over an extended period of time before committing to purchase the products and solutions we sell. End customers, especially our large end customers, often view the purchase of our products as a significant and strategic decision and require considerable time to evaluate, test and qualify our products prior to making a purchase decision and placing an order. The length of time that end customers devote to their evaluation, contract negotiation and budgeting processes varies significantly. In addition, customers may delay upgrades to their network infrastructure which extends the upgrade and sales cycle. Our products' sales cycles can be lengthy in certain cases, especially with respect to our prospective large end customers. During the sales cycle, we expend significant time and money on sales and marketing activities and make investments in evaluation equipment, all of which lower our operating margins, particularly if no sale occurs. Even if an end customer decides to purchase our products, there are many factors affecting the timing of our recognition of revenue, which makes our revenue difficult to forecast. For example, there may be unexpected delays in an end customer's internal procurement processes, particularly for some of our larger end customers for which our products represent a very small percentage of their total procurement activity. In addition, due to the COVID-19 pandemic, the sales cycle may be extended and there may be delays and reductions of expenditures and cancellations by end customers. There are many other factors specific to end customers that contribute to the timing of their purchases and the variability of our revenue recognition, including the strategic importance of a particular project to an end customer, budgetary constraints and changes in their personnel.

Even after an end customer makes a purchase, there may be circumstances or terms relating to the purchase that delay our ability to recognize revenue from that purchase. In addition, the significance and timing of our product enhancements, and the introduction of new products by our competitors, may also affect end customers' purchases. For all of these reasons, it is difficult to predict whether a sale will be completed, the particular period in which a sale will be completed or the period in which revenue from a sale will be recognized. If our sales cycles lengthen, our revenue could be lower than expected, which would have an adverse effect on our business, financial condition, results of operations and prospects.

Our ability to sell our products is highly dependent on the quality of our support and services offerings, and our failure to offer high-quality support and services could have a material adverse effect on our business, financial condition, results of operations and prospects.

Once our products are deployed within our end customers' networks, our end customers depend on our support organization and our channel partners to resolve any issues relating to our products. High-quality support is critical for the successful marketing and sale of our products. If we or our channel partners do not assist our end customers in deploying our products effectively, do not succeed in helping our end customers resolve post-deployment issues quickly or do not provide adequate ongoing support, or if we experience quality issues with these new products, it could adversely affect our ability to sell our products to existing end customers and could harm our reputation with potential end customers. In addition, as we expand our operations internationally, our support

organization will face additional challenges, including those associated with delivering support, training and documentation in languages other than English. Our failure or the failure of our channel partners to maintain high-quality support and services could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our business depends on end customers renewing their maintenance and support contracts. Any decline in maintenance renewals could harm our future business, financial condition, results of operations and prospects.

We typically sell our products with maintenance and support as part of the initial purchase, and a portion of our annual revenue comes from renewals of maintenance and support contracts. Our end customers have no obligation to renew their maintenance and support contracts after the expiration of the initial period, and they may elect not to renew their maintenance and support contracts, to renew their maintenance and support contracts at lower prices through alternative channel partners or to reduce the product quantity under their maintenance and support contracts, thereby reducing our future revenue from maintenance and support contracts. If our end customers, especially our large end customers, do not renew their maintenance and support contracts or if they renew them on terms that are less favorable to us, our revenue may decline and our business, financial condition, results of operations and prospects will suffer.

Our standard sales contracts contain indemnification provisions requiring us to defend our end customers against third-party claims, including against infringement of certain intellectual property rights that could expose us to losses which could seriously harm our business, financial conditions, results of operations and prospects.

Under the indemnification provisions of our standard sales contracts, we agree to defend our end customers and channel partners against third-party claims asserting infringement of certain intellectual property rights, which may include patents, copyrights, trademarks or trade secrets, and to pay judgments entered on such claims. An adverse ruling in such litigation may potentially expose us to claims in the event that claims are brought against our customers based on the ruling and we are required to indemnify such customers.

Our exposure under these indemnification provisions is frequently limited to the total amount paid by our end customer under the agreement. However, certain agreements include indemnification provisions that could potentially expose us to losses in excess of the amount received under the agreement. Any of these events, including claims for indemnification, could seriously harm our business, financial condition, results of operations and prospects.

In addition to our own direct sales force, we rely on distributors, systems integrators and value-added resellers to sell our products, and our failure to effectively develop, manage or prevent disruptions to our distribution channels and the processes and procedures that support them could cause a reduction in the number of end customers of our products.

Our future success is highly dependent upon maintaining our relationships with distributors, systems integrators and value-added resellers and establishing additional sales channel relationships. We anticipate that sales of our products to a limited number of channel partners will continue to account for a material portion of our total product revenue for the foreseeable future. We provide our channel partners with specific training and programs to assist them in selling our products, but these steps may not be effective. In addition, our channel partners may be unsuccessful in marketing, selling and supporting our products and services. If we are unable to develop and maintain effective sales incentive programs for our channel partners, we may not be able to incentivize these partners to sell our products to end customers. These partners may have incentives to promote our competitors' products to the detriment of our own or may cease selling our products altogether. One of our channel partners could elect to consolidate or enter into a strategic partnership with one of our competitors, which could reduce or eliminate our future opportunities with that channel partner. Our agreements with our channel partners may generally be terminated for any reason by either party with advance notice. We may be unable to retain these channel partners or secure additional or replacement channel partners. The loss of one or more of our significant channel partners requires extensive training, and any new or expanded relationship with a channel partner may take several months or more to achieve productivity.

Where we rely on the channel partners for sales of our products, we may have little or no contact with the ultimate users of our products that purchase through such channel partners, thereby making it more difficult for us to

establish brand awareness, ensure proper delivery and installation of our products, service ongoing end-customer requirements, estimate end-customer demand and respond to evolving end-customer needs. In addition, our channel partner sales structure could subject us to lawsuits, potential liability and reputational harm if, for example, any of our channel partners misrepresent the functionality of our products or services to end customers, fail to comply with their contractual obligations or violate laws or our corporate policies. If we fail to effectively manage our existing sales channels, or if our channel partners are unsuccessful in fulfilling the orders for our products, if we are unable to enter into arrangements with, and retain a sufficient number of, high-quality channel partners in each of the regions in which we sell products and keep them motivated to sell our products, our ability to sell our products and our business, financial condition, results of operations and prospects will be harmed.

A portion of our revenue is generated by sales to government entities, which are subject to a number of challenges and risks.

We anticipate increasing our sales efforts to U.S. and foreign, federal, state and local governmental end customers in the future. Sales to government entities are subject to a number of risks. Selling to government entities can be highly competitive, expensive and time consuming, often requiring significant upfront time and expense without any assurance that these efforts will generate a sale. The substantial majority of our sales to date to government entities have been made indirectly through our channel partners. Government certification requirements for products like ours may change and, in doing so, restrict our ability to sell into the government sector until we have attained revised certifications. Government demand and payment for our products and services may be affected by public sector budgetary cycles and funding authorizations, with funding reductions or delays adversely affecting public sector demand for our products and services. Government entities may have statutory, contractual or other legal rights to terminate contracts with our distributors and resellers for convenience or due to a default, and any such termination may adversely impact our future business, financial condition, results of operations and prospects. Selling to government entities may also require us to comply with various regulations that are not applicable to sales to non-government entities, including regulations that may relate to pricing, classified material, prohibitions against use of certain foreign components in our products and services and other matters. Complying with such regulations may also require us to put in place controls and procedures to monitor compliance with the applicable regulations that may be costly or not possible. We are not currently certified to perform work under classified contracts with government entities. Failure to comply with any such regulations could adversely affect our business, prospects, results of operations and financial condition. Governments routinely investigate and audit government contractors' administrative processes, and any unfavorable audit could result in the government ceasing to buy our products and services, a reduction of revenue, fines or civil or criminal liability if the audit uncovers improper or illegal activities, any of which could materially adversely affect our business, financial condition, results of operations and prospects. The U.S. government may require certain products that it purchases to be manufactured in the U.S. and other relatively high-cost manufacturing locations, and we may not manufacture all products in locations that meet these requirements. Any of these and other circumstances could have a material adverse effect on our business, financial condition, results of operations and prospects. In addition, the U.S. government may require that products it purchases contain a certain threshold of "domestic origin" components in order to meet "Buy America" requirements.

We are exposed to the credit risk of our channel partners and some of our end customers, which could result in material losses.

Most of our sales are on an open credit basis, with standard payment terms of 30 days in the United States and, because of local customs or conditions, longer in some markets outside the U.S. We monitor individual end-customer payment capability in granting such open credit arrangements, seek to limit such open credit to amounts we believe the end customers can pay and maintain reserves we believe are adequate to cover exposure for doubtful accounts. We are unable to recognize revenue from shipments until the collection of those amounts becomes reasonably assured. Any significant delay or default in the collection of significant accounts receivable could result in an increased need for us to obtain working capital from other sources, possibly on worse terms than we could have negotiated if we had established such working capital resources prior to such delays or defaults. Any significant default could adversely affect our results of operations and delay our ability to recognize revenue.

A material portion of our sales is derived through our distributors, systems integrators and value-added resellers. Some of our distributors, systems integrators and value-added resellers may experience financial difficulties, which could adversely affect our collection of accounts receivable. Distributors tend to have more

limited financial resources than other systems integrators, value-added resellers and end customers. Distributors represent potential sources of increased credit risk because they may be less likely to have the reserve resources required to meet payment obligations. Our exposure to credit risks of our channel partners may increase if our channel partners and their end customers are adversely affected by global or regional economic conditions. One or more of these channel partners could delay payments or default on credit extended to them, either of which could materially adversely affect our business, financial condition, results of operations and prospects.

Risks Related to Products and Services

Product quality problems, defects, errors or vulnerabilities in our products or services could harm our reputation and adversely affect our business, financial condition, results of operations and prospects.

We produce highly complex products that incorporate advanced technologies, including both hardware and software technologies. Despite testing prior to their release, our products may contain undetected defects or errors, especially when first introduced or when new versions are released. Product defects or errors could affect the performance of our products, could result in a failure of appropriate updates to be distributed or installed, could delay the development or release of new products or new versions of products, and could result in warranty claims and product liability claims from customers. Any actual or perceived defect, error, or vulnerability in our products or services, or other allegations of unsatisfactory performance could cause us to lose revenue or market share, increase our service costs, cause us to incur substantial costs in analyzing, correcting or redesigning the products or otherwise addressing defects, errors or vulnerabilities, cause us to lose significant end customers, harm our reputation and market positions, subject us to liability for damages, subject us to litigation, regulatory inquiries or investigations, and divert our resources from other tasks, any one of which could materially adversely affect our business, financial condition, results of operations and prospects.

From time to time, we have had to replace certain components of products that we had shipped and provide remediation in response to the discovery of defects or bugs, including failures in software protocols or defective component batches resulting in reliability issues, in such products, and we may be required to do so in the future. We may also be required to provide full replacements or refunds for such defective products. We cannot assure you that such remediation or any of the other circumstances described above, including claims, litigation, or regulatory investigations, would not have a material effect on our business, financial condition, results of operations and prospects.

If we do not successfully anticipate technological shifts and develop products and product enhancements that meet those technological shifts, if those products are not made available in a timely manner or do not gain market acceptance, or if we do not successfully manage product introductions, we may not be able to compete effectively, and our ability to generate revenue will suffer.

We must continue to enhance our existing products and develop new technologies and products that address emerging technological trends, evolving industry standards and changing end-customer needs. The process of enhancing our existing products and developing new technology is complex and uncertain, and new offerings requires significant upfront investment that may not result in material design improvements to existing products or result in marketable new products or costs savings or revenue for an extended period of time, if at all.

In addition, new technologies could render our existing products obsolete or less attractive to end customers, and our business, financial condition, results of operations and prospects could be materially adversely affected if such technologies are widely adopted. For example, end customers may prefer to address their network switch requirements by licensing software operating systems separately and placing them on “white box” hardware rather than purchasing integrated hardware products as has occurred in the server industry. Additionally, end customers may require product upgrades including higher Ethernet speeds and additional functionality to address the increasing demands of the cloud computing environments.

In the past several years, we have announced a number of new products and enhancements to our products and services, including new products in the campus workspace and network security markets. The success of our new products depends on several factors including, but not limited to, appropriate new product definition, the development of product features that sufficiently meet end-user requirements, our ability to manage the risks associated with new product production ramp-up issues, component costs, availability of components, timely completion and introduction of these products, prompt solution of any defects or bugs in these products, our ability to support these products, differentiation of new products from those of our competitors and market acceptance of

these products. For example, our new product releases will require strong execution from our third-party merchant silicon chip suppliers to develop and release new merchant silicon chips that satisfy end-customer requirements, to meet expected release schedules and to provide sufficient quantities of these components. If we are unable to successfully manage our product introductions or transitions, or if we fail to penetrate new markets, as a result of any of these or other factors, our business, financial condition, results of operations and prospects could be adversely affected.

Our product releases introduced new software products that include the capability for disaggregation of our software operating systems from our hardware. The success of our strategy to expand our software business is subject to a number of risks and uncertainties including the additional development efforts and costs to create these new products or make them compatible with other technologies, the potential for our strategy to negatively impact revenues and gross margins and additional costs associated with regulatory compliance.

We may not be able to successfully anticipate or adapt to changing technology or end-customer requirements on a timely basis, or at all. If we fail to keep up with technology changes or to convince our end customers and potential end customers of the value of our solutions even in light of new technologies, we may lose customers, decrease or delay market acceptance and sales of our present and future products and services and materially and adversely affect our business, financial condition, results of operations and prospects.

Our products must interoperate with operating systems, software applications and hardware that is developed by others, and if we are unable to devote the necessary resources to ensure that our products interoperate with such software and hardware, we may lose or fail to increase market share and experience a weakening demand for our products.

Generally, our products comprise only a part of the network infrastructure and must interoperate with our end customers' existing infrastructure, specifically their networks, servers, software and operating systems, which may be manufactured by a wide variety of vendors and original equipment manufacturers, or OEMs. Our products must comply with established industry standards in order to interoperate with the servers, storage, software and other networking equipment in the network infrastructure such that all systems function efficiently together. We depend on the vendors of servers and systems in a data center to support prevailing industry standards. Often, these vendors are significantly larger and more influential in driving industry standards than we are. Also, some industry standards may not be widely adopted or implemented uniformly and competing standards may emerge that may be preferred by our end customers.

In addition, when new or updated versions of these software operating systems or applications are introduced, we must sometimes develop updated versions of our software so that our products will interoperate properly. We may not accomplish these development efforts quickly, cost-effectively or at all. These development efforts require capital investment and the devotion of engineering resources. If we fail to maintain compatibility with these systems and applications, our end customers may not be able to adequately utilize our products, and we may lose or fail to increase market share and experience a weakening in demand for our products, among other consequences, which would adversely affect our business, financial condition, results of operations and prospects.

Risks Related to Supply Chain and Manufacturing

Managing the supply of our products and product components is complex. Insufficient component supply and inventory may result in lost sales opportunities or delayed revenue, while excess inventory may harm our gross margins.

Managing our extended supply chain is complex, and our inventory management systems and related supply-chain visibility tools may not enable us to forecast accurately and effectively manage the supply of our products and product components. Our ability to manage our supply chain may also be adversely affected by other factors including shortages of components used to manufacture our products, a reduction or interruption of supply, prioritization of component shipments to other vendors, cessation of manufacturing of such components by our suppliers and geopolitical conditions such as the U.S. trade war with China and the impact of public health epidemics like the COVID-19 pandemic. Insufficient component supply, or any increases in the time required to manufacture our products, may lead to inventory shortages that could result in increased customer lead times for our products, delayed revenue or loss of sales opportunities altogether as potential end customers turn to competitors' products that are readily available. In addition, the COVID-19 pandemic has created manufacturing and supply

chain disruptions, including temporary closures of certain of our contract manufacturer facilities and shortages of certain components and, as a result, has extended lead times for our products.

In order to reduce manufacturing lead times and plan for adequate component supply, from time to time we may issue purchase orders for components and products that are non-cancelable and non-returnable. In addition, we may purchase components and products that have extended lead teams to ensure adequate supply to support long-term customer demand and mitigate the impact of COVID-19 related supply disruptions. We establish a liability for non-cancelable, non-returnable purchase commitments with our component inventory suppliers for quantities in excess of our demand forecasts, or for products that are considered obsolete. In addition, we establish a liability and reimburse our contract manufacturer for component inventory purchased on our behalf that has been rendered excess or obsolete due to manufacturing and engineering change orders, or in cases where inventory levels greatly exceed our demand forecasts. If we ultimately determine that we have excess inventory or obsolete inventory, we may have to reduce our prices and write down inventory to its estimated realizable value, which in turn could result in lower gross margins. If we are unable to effectively manage our supply and inventory, our business, financial condition, results of operations and prospects could be adversely affected.

Because some of the key components in our products come from sole or limited sources of supply, we are susceptible to supply shortages or supply changes, which could disrupt or delay our scheduled product deliveries to our end customers and may result in the loss of sales and end customers.

Our products rely on key components, including merchant silicon chips, integrated circuit components, printed circuit boards, connectors, custom-tooled sheet metal and power supplies that we purchase or our contract manufacturers purchase on our behalf from a limited number of suppliers, including certain sole source providers. Generally, we do not have guaranteed supply contracts with our component suppliers, and our suppliers could suffer shortages, delay shipments, prioritize shipments to other vendors, increase prices or cease manufacturing such products or selling them to us at any time. Supply of these components may also be adversely affected by industry consolidation which could result in increased component prices or fewer sourcing options as well as geopolitical conditions such as international trade wars like the U.S. trade war with China and the impact of public health epidemics like the COVID-19 pandemic. For example, in the past, we have experienced shortages in inventory for dynamic random access memory integrated circuits and delayed releases of the next generation of chipset, which delayed our production and/or the release of our new products. We have also recently experienced shortages and delays relating to certain components as a result of manufacturing and supply disruptions due to the COVID-19 pandemic.

If we are unable to obtain sufficient quantities of these components on commercially reasonable terms or in a timely manner, or if we are unable to obtain alternative sources for these components, sales of our products could be delayed or halted entirely or we may be required to redesign our products. Any of these events could result in lost sales, reduced gross margins or damage to our end customer relationships, which would adversely impact our business, financial condition, results of operations and prospects.

Our reliance on component suppliers also yields the potential for the infringement or misappropriation of third-party intellectual property rights due to the incorporation of such components into our products. We may not be indemnified by such component suppliers for such infringement or misappropriation claims. Any litigation for which we do not receive indemnification could require us to incur significant legal expenses in defending against such claims or require us to pay substantial royalty payments or settlement amounts that would not be reimbursed by our component suppliers.

Our product development efforts are also dependent upon the success of our continued collaboration with our key merchant silicon vendors such as Broadcom and Intel. As we develop our product roadmap, we select specific merchant silicon from these vendors for each new product. It is critical that we work in tandem with these vendors to ensure that their silicon includes improved features, that our products take advantage of such improved features, and that such vendors are able to supply us with sufficient quantities on commercially reasonable term to meet customer demand. Reliance on these relationships allows us to focus our research and development resources on our software core competencies while leveraging their investments and expertise. The merchant silicon vendors may not be successful in continuing to innovate, meet deadlines for the release of their products or produce a sufficient supply of their products. Moreover, these vendors may not collaborate with us or may become competitive with us by selling merchant silicon for “white boxes” or other products to our customers.

If our key merchant silicon vendors do not continue to innovate, if there are delays in the release of their products or supply shortages, if they no longer collaborate in such fashion or if such merchant silicon is not offered to us on commercially reasonable terms, our products may become less competitive, our own product launches could be delayed or we may be required to redesign our products to incorporate alternative merchant silicon, which could result in lost sales, reduce gross margins, damage to our customer relationships or otherwise have a material effect on revenue and business, financial condition, results of operations and prospects.

In the event of a shortage or supply interruption from our component suppliers, we may not be able to develop alternate or second sources in a timely manner. Further, long-term supply and maintenance obligations to end customers increase the duration for which specific components are required, which may increase the risk of component shortages or the cost of carrying inventory. In addition, our component suppliers change their selling prices frequently in response to market trends, including industry-wide increases in demand, and because we do not have contracts with these suppliers or guaranteed pricing, we are susceptible to availability or price fluctuations related to raw materials and components. If we are unable to pass component price increases along to our end customers or maintain stable pricing, our gross margins could be adversely affected and our business, financial condition, results of operations and prospects could suffer.

Because we depend on third-party manufacturers to build our products, we are susceptible to manufacturing delays and pricing fluctuations that could prevent us from shipping end-customer orders on time, if at all, or on a cost-effective basis, which may result in the loss of sales and end customers.

We depend on third-party contract manufacturers to manufacture our product lines. A significant portion of our cost of revenue consists of payments to these third-party contract manufacturers. Our reliance on these third-party contract manufacturers reduces our control over the manufacturing process, quality assurance, product costs and product supply and timing, which exposes us to risk. Our reliance on contract manufacturers also yields the potential for their infringement of third party intellectual property rights in the manufacturing of our products or their misappropriation of our intellectual property rights in the manufacturing of other customers' products. If we are unable to manage our relationships with our third-party contract manufacturers effectively, or if these third-party manufacturers suffer delays or disruptions or quality control problems in their operations, experience increased manufacturing lead times, capacity constraints or fail to meet our future requirements for timely delivery, our ability to ship products to our end customers would be severely impaired, and our business, financial condition, results of operations and prospects would be seriously harmed.

To the extent that our products are manufactured at facilities in foreign countries, we may be subject to additional risks associated with complying with local rules and regulations in those jurisdictions, including shelter in place orders issued in connection with the COVID-19 pandemic. For example, due to the COVID-19 pandemic, some of our contract manufacturers experienced temporary closures and labor shortages as a result of shelter in place orders similar to the orders currently issued in their local jurisdictions. While our manufacturing sites are currently operational, further shelter in place orders or factory closures in these or other manufacturing sites would result in material disruptions, increased lead times and supply shortages of our products.

Our contract manufacturers typically fulfill our supply requirements on the basis of individual orders. We do not have long-term contracts with our third-party manufacturers that guarantee capacity, the continuation of particular pricing terms or the extension of credit limits. Accordingly, they are not obligated to continue to fulfill our supply requirements, which could result in supply shortages, and the prices we are charged for manufacturing services could be increased on short notice. For example, a competitor could place large orders with the third-party manufacturer, thereby utilizing all or substantially all of such third-party manufacturer's capacity and leaving the manufacturer little or no capacity to fulfill our individual orders without price increases or delays, or at all. Our contract with one of our contract manufacturers permits it to terminate the agreement for convenience, subject to prior notice requirements. We may not be able to develop alternate or second contract manufacturers in a timely manner.

If we add or change contract manufacturers or change any manufacturing plant locations within a contract manufacturer network, we would add additional complexity and risk to our supply chain management and may increase our working capital requirements. Ensuring a new contract manufacturer or new plant location is qualified to manufacture our products to our standards and industry requirements could take significant effort and be time consuming and expensive. Any addition or change in manufacturers may be extremely costly, time consuming and we may not be able to do so successfully.

In addition, we may be subject to additional significant challenges to ensure that quality, processes and costs, among other issues, are consistent with our expectations and those of our customers. A new contract manufacturer or manufacturing location may not be able to scale its production of our products at the volumes or quality we require. This could also adversely affect our ability to meet our scheduled product deliveries to our end customers, which could damage our customer relationships and cause the loss of sales to existing or potential end customers, late delivery penalties, delayed revenue or an increase in our costs which could adversely affect our gross margins. This could also result in increased levels of inventory subjecting us to increased excess and obsolete charges that could have a negative impact on our operating results.

Any production interruptions, labor shortages or disruptions for any reason, including those noted above, as well as a natural disaster, epidemic (such as the COVID-19 pandemic), capacity shortages, adverse results from intellectual property litigation or quality problems, at one of our manufacturing partners would adversely affect sales of our product lines manufactured by that manufacturing partner and adversely affect our business, financial condition, results of operations and prospects.

We base our inventory requirements on our forecasts of future sales. If these forecasts are materially inaccurate, we may procure inventory that we may be unable to use in a timely manner or at all.

We and our contract manufacturers procure components and build our products based on our forecasts. These forecasts are based on estimates of future demand for our products, which are in turn based on historical trends and analysis from our sales and marketing organizations, adjusted for overall market conditions and other factors. To the extent our forecasts are materially inaccurate or if we otherwise do not need such inventory, we may under- or over-procure inventory, and such inaccuracies in our forecasts could materially adversely affect our business, financial condition and results of operations.

Risks Related to Intellectual Property and Other Proprietary Rights

Assertions by third parties of infringement or other violations by us of their intellectual property rights, or other lawsuits asserted against us, could result in significant costs and substantially harm our business, financial condition, results of operations and prospects.

Patent and other intellectual property disputes are common in the network infrastructure, network security and Wi-Fi industries and have resulted in protracted and expensive litigation for many companies. Many companies in the network infrastructure, network security and Wi-Fi industries, including our competitors and other third parties, as well as non-practicing entities, own large numbers of patents, copyrights, trademarks and trade secrets, which they may use to assert claims of patent infringement, misappropriation, or other violations of intellectual property rights against us. From time to time, they have or may in the future also assert such claims against us, our end customers or channel partners whom we typically indemnify against claims that our products infringe, misappropriate or otherwise violate the intellectual property rights of third parties. For example, we have previously been involved in litigation with Cisco and OptumSoft.

As the number of products and competitors in our market increases and overlaps occur or if we enter into new markets, claims of infringement, misappropriation and other violations of intellectual property rights may increase. Any claim of infringement, misappropriation or other violations of intellectual property rights by a third party, even those without merit, could cause us to incur substantial costs defending against the claim, distract our management from our business and require us to cease use of such intellectual property. In addition, some claims for patent infringement may relate to subcomponents that we purchase from third parties. If these third parties are unable or unwilling to indemnify us for these claims, we could be substantially harmed.

The patent portfolios of most of our competitors are larger than ours. This disparity may increase the risk that our competitors may sue us for patent infringement and may limit our ability to counterclaim for patent infringement or settle through patent cross-licenses. In addition, future assertions of patent rights by third parties, and any resulting litigation, may involve patent holding companies or other adverse patent owners who have no relevant product revenue and against whom our own patents may therefore provide little or no deterrence or protection. We cannot assure you that we are not infringing or otherwise violating any third-party intellectual property rights.

The third-party asserters of intellectual property claims may be unreasonable in their demands, or may simply refuse to settle, which could lead to expensive settlement payments, longer periods of litigation and related

expenses, additional burdens on employees or other resources, distraction from our business, supply stoppages and lost sales.

An adverse outcome of a dispute may require us to pay substantial damages or penalties including treble damages if we are found to have willfully infringed a third party's patents; cease making, licensing, using or importing into the U.S. products or services that are alleged to infringe or misappropriate the intellectual property of others; expend additional development resources to attempt to redesign our products or services or otherwise to develop non-infringing technology, which may not be successful; enter into potentially unfavorable royalty or license agreements in order to obtain the right to use necessary technologies or intellectual property rights; and indemnify our partners and other third parties. Any damages, penalties or royalty obligations we may become subject to as a result of an adverse outcome, and any third-party indemnity we may need to provide, could harm our business, financial condition, results of operations and prospects. Royalty or licensing agreements, if required or desirable, may be unavailable on terms acceptable to us, or at all, and may require significant royalty payments and other expenditures. Further, there is little or no information publicly available concerning market or fair values for license fees, which can lead to overpayment of license or settlement fees. In addition, some licenses may be non-exclusive, and therefore our competitors may have access to the same technology licensed to us. Suppliers subject to third-party intellectual property claims also may choose or be forced to discontinue or alter their arrangements with us, with little or no advance notice to us. Any of these events could seriously harm our business, financial condition, results of operations and prospects.

In the event that we are found to infringe any third party intellectual property, we could be enjoined, or subject to other remedial orders that would prohibit us, from making, licensing, using or importing into the U.S. such products or services. In order to resume such activities with respect to any affected products or services, we (or our component suppliers) would be required to develop technical redesigns to this third party intellectual property that no longer infringe the third party intellectual property. In any efforts to develop technical redesigns for these products or services, we (or our component suppliers) may be unable to do so in a manner that does not continue to infringe the third party intellectual property or that is acceptable to our customers. These redesign efforts could be extremely costly and time consuming as well as disruptive to our other development activities and distracting to management. Moreover, such redesigns could require us to obtain approvals from the court or administrative body to resume the activities with respect to these affected solutions. We may not be successful in our efforts to obtain such approvals in a timely manner, or at all. Any failure to effectively redesign our solutions or to obtain timely approval of those redesigns by a court or administrative body may cause a disruption to our product shipments and materially and adversely affect our business, prospects, reputation, results of operations, and financial condition. For example, in two prior investigations brought by Cisco in the International Trade Commission ("ITC"), we were subjected to remedial orders that prohibited us from importing and selling after importation any products the ITC found to infringe Cisco's patents. As a result, we were required to redesign certain aspects of our products and obtain U.S. Customs and Border Protection's approval of those redesigns before we could continue to import those products into the United States.

If we are unable to protect our intellectual property rights, our competitive position could be harmed or we could be required to incur significant expenses to enforce our rights.

We depend on our ability to protect our proprietary technology. We rely on trade secret, patent, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which offer only limited protection.

The process of obtaining patent protection is expensive and time-consuming, and we may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. We may choose not to seek patent protection for certain innovations and may choose not to pursue patent protection in certain jurisdictions. Further, we do not know whether any of our pending patent applications will result in the issuance of patents or whether the examination process will require us to narrow our claims. To the extent that additional patents are issued from our patent applications, which is not certain, they may be contested, circumvented or invalidated in the future. Moreover, the rights granted under any issued patents may not provide us with proprietary protection or competitive advantages, and, as with any technology, competitors may be able to develop similar or superior technologies to our own now or in the future. In addition, we rely on confidentiality or license agreements with third parties in connection with their use of our products and technology. There is no guarantee that such parties will abide

by the terms of such agreements or that we will be able to adequately enforce our rights, in part because we rely on “shrink-wrap” licenses in some instances.

We have not registered our trademarks in all geographic markets. Failure to secure those registrations could adversely affect our ability to enforce and defend our trademark rights and result in indemnification claims. Further, any claim of infringement by a third party, even those claims without merit, could cause us to incur substantial costs defending against such claim, could divert management attention from our business and could require us to cease use of such intellectual property in certain geographic markets.

Despite our efforts, the steps we have taken to protect our proprietary rights may not be adequate to preclude misappropriation of our proprietary information or infringement of our intellectual property rights, and our ability to police such misappropriation or infringement is uncertain, particularly in countries outside of the United States.

Detecting and protecting against the unauthorized use of our products, technology and proprietary rights is expensive, difficult and, in some cases, impossible. Litigation may be necessary in the future to enforce or defend our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of management resources, either of which could harm our business, financial condition, results of operations and prospects, and there is no guarantee that we would be successful. Furthermore, many of our current and potential competitors have the ability to dedicate substantially greater resources to protecting their technology or intellectual property rights than we do. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing upon or misappropriating our intellectual property, which could result in a substantial loss of our market share.

We rely on the availability of licenses to third-party software and other intellectual property.

Many of our products and services include software or other intellectual property licensed from third parties, and we otherwise use software and other intellectual property licensed from third parties in our business. This exposes us to risks over which we may have little or no control. For example, a licensor may have difficulties keeping up with technological changes or may stop supporting the software or other intellectual property that it licenses to us. Also, it will be necessary in the future to renew licenses, expand the scope of existing licenses or seek new licenses, relating to various aspects of these products and services or otherwise relating to our business, which may result in increased license fees. These licenses may not be available on acceptable terms, if at all. In addition, a third party may assert that we or our end customers are in breach of the terms of a license, which could, among other things, give such third party the right to terminate a license or seek damages from us, or both. The inability to obtain or maintain certain licenses or other rights or to obtain or maintain such licenses or rights on favorable terms, or the need to engage in litigation regarding these matters, could result in delays in releases of products and services and could otherwise disrupt our business, until equivalent technology can be identified, licensed or developed, if at all, and integrated into our products and services or otherwise in the conduct of our business. Moreover, the inclusion in our products and services of software or other intellectual property licensed from third parties on a nonexclusive basis may limit our ability to differentiate our products from those of our competitors. Any of these events could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our products contain third-party open source software components, and failure to comply with the terms of the underlying open source software licenses could restrict our ability to sell our products.

Our products contain software modules licensed to us by third-party authors under “open source” licenses. Use and distribution of open source software may entail greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or other contractual protections regarding infringement claims or the quality of the code. Some open source licenses contain requirements that we make available source code for modifications or derivative works we create based upon the type of open source software that we use. If we combine our software with open source software in a certain manner, we could, under certain open source licenses, be required to release portions of the source code of our software to the public. This would allow our competitors to create similar products with lower development effort and time and ultimately could result in a loss of product sales for us.

Although we monitor our use of open source software to avoid subjecting our products to conditions we do not intend, the terms of many open source licenses have not been interpreted by U.S. courts, and these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our

products. Moreover, we cannot assure you that our processes for controlling our use of open source software in our products will be effective. If we are held to have breached the terms of an open source software license, we could be required to seek licenses from third parties to continue offering our products on terms that are not economically feasible, to re-engineer our products, to discontinue the sale of our products if re-engineering could not be accomplished on a timely basis or to make generally available, in source code form, our proprietary code, any of which could adversely affect our business, financial condition, results of operations and prospects.

We provide access to our software and other selected source code to certain partners, which creates additional risk that our competitors could develop products that are similar to or better than ours.

Our success and ability to compete depend substantially upon our internally developed technology, which is incorporated in the source code for our products. We seek to protect the source code, design code, documentation and other information relating to our software, under trade secret, patent and copyright laws. However, we have chosen to provide access to selected source code of our software to several of our partners for co-development, as well as for open application programming interfaces ("APIs"), formats and protocols. Though we generally control access to our source code and other intellectual property and enter into confidentiality or license agreements with such partners as well as with our employees and consultants, this combination of procedural and contractual safeguards may be insufficient to protect our trade secrets and other rights to our technology. Our protective measures may be inadequate, especially because we may not be able to prevent our partners, employees or consultants from violating any agreements or licenses we may have in place or abusing their access granted to our source code. Improper disclosure or use of our source code could help competitors develop products similar to or better than ours.

Risks Related to Litigation

We may become involved in litigation that may materially adversely affect us.

From time to time, we may become involved in legal proceedings relating to matters incidental to the ordinary course of our business, including patent, copyright, commercial, product liability, employment, class action, whistleblower and other litigation, in addition to governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources, cause us to incur significant expenses or liability and/or require us to change our business practices. For example, we were previously involved in litigation with Cisco and OptumSoft. Because of the potential risks, expenses and uncertainties of litigation, we may, from time to time, settle disputes, even where we have meritorious claims or defenses. Although we have insurance which may provide coverage for some kinds of claims we may face, that insurance may not cover some kinds of claims or types of relief and may not be adequate in a particular case. Because litigation is inherently unpredictable, we cannot assure you that the results of any of these actions will not have a material adverse effect on our business, financial condition, results of operations and prospects.

For more information regarding the litigation in which we have been involved, see the "Legal Proceedings" subheading in Note 7. Commitments and Contingencies of the Notes to Condensed Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K incorporated herein by reference.

Risks Related to Cybersecurity and Data Privacy

Defects, errors or vulnerabilities in our products, the failure of our products to detect security breaches, the misuse of our products or the risks of product liability could harm our reputation and adversely impact our operating results.

Our products, services and internal network systems could become a target for security attacks, including attacks specifically designed to disrupt our business and our customers and introduce malicious software and attacks by state sponsors. If our products, services or internal networks, system or data are or are perceived to have been compromised, our reputation may be damaged and our financial results may be negatively affected.

Organizations are increasingly subject to a wide variety of attacks on their networks, systems, endpoints, products and services, and no security solution, including our security platform, can address all possible security threats or block all methods of penetrating a network, products and services or otherwise perpetrating a security incident. Additionally, any defects, errors, or vulnerabilities in our security platform or in the hardware upon which it is deployed, including a failure to implement updates to such platform, could temporarily or permanently limit our detection capabilities and expose our end-customers' networks, leaving their networks unprotected against the latest

security threats. If customers of our security platform do suffer a data security incident or data breach, even if it is not attributable to a failure of our platform to identify any threat or vulnerability, customers may believe that our platform failed to detect a threat or vulnerability, which could harm our reputation or negatively affect our financial results.

The classifications of application type, virus, spyware, vulnerability exploits, data, or URL categories by our security platform may also falsely detect, report and act on applications, content, or threats that do not actually exist. These false positives may impair the perceived reliability of our security platform and may therefore adversely impact market acceptance of our security platform. Any such false identification of important files or applications could result in damage to our reputation, negative publicity, loss of channel partners, end-customers and sales, increased costs to remedy any problem, and costly litigation.

Breaches of our cybersecurity systems, or other security breaches or incidents with respect to our products, services, networks, systems, or data, could degrade our ability to conduct our business operations and deliver products and services to our customers, delay our ability to recognize revenue, compromise the integrity of our software products and our networks, systems, and data, result in significant data losses and the theft of our intellectual property, damage our reputation, expose us to liability to third parties and require us to incur significant additional costs to maintain the security of our networks and data.

We increasingly depend upon our IT systems to conduct virtually all of our business operations, ranging from our internal operations and product development activities to our marketing and sales efforts and communications with our customers and business partners. Computer programmers or other persons or organizations may attempt to penetrate our network security, or that of our website or systems, and access or obtain confidential, personal, or otherwise sensitive or proprietary information about us or our customers or cause interruptions of our service. These risks may increase due to the current COVID-19 pandemic. Because the techniques used to access or sabotage networks and systems change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. In addition, our software and sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including “bugs” and other problems that could cause the software or applications to fail or otherwise to unexpectedly interfere with the operation of the system. We face risks of others gaining unauthorized access to our products and services and introducing malicious software. We have also outsourced a number of our business functions to third-parties, including our manufacturers, logistics providers, and cloud service providers, and our business operations also depend, in part, on the success of these third parties’ own cybersecurity measures. Similarly, we rely upon distributors, resellers and system integrators to sell our products and our sales operations depend, in part, on the reliability of their cybersecurity measures. Additionally, we depend upon our employees to appropriately handle confidential data and deploy our IT resources with the use of security measures designed to prevent exposure of our network systems to security breaches and the loss of data. We and all of the aforementioned third parties also face the risk of malicious software, phishing schemes and other social engineering methods, fraud and other malfeasance, cybersecurity threats from state sponsors, and intentional or negligent acts or omissions of employees and contractors. Furthermore, our acquisition of Awake Security and our provision of its NDR platform may result in us being a more attractive target for such attacks. Accordingly, if our cybersecurity systems and measures or those of any of the aforementioned third parties fail to protect against sophisticated cyber-attacks, the mishandling of data by employees and contractors, or any other means of unauthorized access to, or use of, our manufacturing process, products, services, networks, systems, or data that we or such third parties maintain, operate, or process, our ability to conduct our business effectively could be damaged in a number of ways, including:

- sensitive data regarding our business or our customers, including intellectual property and other proprietary data, could be stolen;
- our electronic communications systems, including email and other methods, or other systems, could be disrupted, and our ability to conduct our business operations could be seriously damaged until such systems can be restored, which we may be unable to achieve in a prompt manner or at all;
- our ability to process customer orders and electronically deliver products and services could be degraded, and our distribution channels could be disrupted, resulting in delays in revenue recognition;

- defects and security vulnerabilities could be introduced into our software, thereby damaging the reputation and perceived reliability and security of our products and potentially making the data systems of our customers vulnerable to further data loss and cyber incidents;
- our manufacturing process, products, services, supply chain, network systems and data could be corrupted; and
- personal data of our customers, employees, contractors, and business partners could be accessed, obtained, or used without authorization, or otherwise compromised.

Should any of the above events occur, or be perceived to occur, we could be subject to significant claims for liability from our customers and others and regulatory investigations and actions from governmental agencies, and we could be required to expend significant capital and other resources to remediate and otherwise address any data security incident or breach, including to notify individuals, entities, or regulatory bodies and to implement measures in an effort to prevent further breaches or incidents. In addition, our ability to protect our intellectual property rights could be compromised and our reputation and competitive position could be significantly harmed. Also, the regulatory and contractual actions, litigation, investigations, fines, penalties and liabilities relating to data breaches that result in losses of, damage or destruction of, or unauthorized access to or acquisition of, credit card information or other personal or sensitive data of users of our services can be significant in terms of fines and reputational impact and necessitate changes to our business operations that may be disruptive to us. Additionally, we could incur significant costs in order to upgrade our cybersecurity systems and other measures in an effort to prevent security breaches and other incidents. Even the perception of inadequate security may damage our reputation and negatively impact our ability to win new customers and retain existing customers. Consequently, our financial performance and results of operations could be adversely affected by any of the foregoing types of security breaches, incidents, vulnerabilities, or other matters, or the perception that any of them have occurred.

In addition, we cannot assure that any limitation of liability provisions in our customer agreements, contracts with third-party vendors and service providers or other contracts would be enforceable or adequate or would otherwise protect us from any liabilities or damages with respect to any particular claim relating to a security breach or other security-related matter. We also cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any future claim will not be excluded or otherwise be denied coverage by any insurer. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our reputation, financial condition and operating results.

Risks Related to Accounting, Compliance, Regulation and Tax

If we fail to maintain effective internal control over financial reporting in the future, the accuracy and timing of our financial reporting may be adversely affected.

Assessing our processes, procedures and staffing in order to improve our internal control over financial reporting is an ongoing process. Preparing our financial statements involves a number of complex processes, many of which are done manually and are dependent upon individual data input or review. These processes include, but are not limited to, calculating revenue, inventory costs and the preparation of our statement of cash flows. While we continue to automate our processes and enhance our review controls to reduce the likelihood for errors, we expect that for the foreseeable future many of our processes will remain manually intensive and thus subject to human error.

If our estimates or judgments relating to our critical accounting policies are based on assumptions that change or prove to be incorrect or if there is a change in accounting principles, our results of operations could fall below expectations of securities analysts and investors, resulting in a decline in the market price of our common stock.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. A change in these principles or interpretations could harm our revenue and financial results, and could affect the reporting of transactions completed before the announcement of a change. In addition, we base our estimates on historical experience and on various other

assumptions that we believe to be reasonable under the circumstances, as described in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, in Part II, Item 7, of this Annual Report on Form 10-K, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. Significant assumptions and estimates used in preparing our consolidated financial statements include those related to revenue recognition, inventory valuation and contract manufacturer/supplier liabilities, income taxes and loss contingencies. If our assumptions change or if actual circumstances differ from those in our assumptions, our results of operations may be adversely affected and may fall below the expectations of securities analysts and investors, resulting in a decline in the market price of our common stock.

Enhanced United States tax, tariff, import/export restrictions, Chinese regulations or other trade barriers may have a negative effect on global economic conditions, financial markets and our business.

There is currently significant uncertainty about the future relationship between the United States, and various other countries, most significantly China, with respect to trade policies, treaties, tariffs and taxes. In 2018, the Office of the U.S. Trade Representative (the “USTR”) enacted a tariff of 10% on imports into the U.S. from China, including communications equipment products and components manufactured and imported from China. Since then, additional tariffs have been imposed by the USTR on imports into the United States from China, and China has also imposed tariffs on imports into China from the United States. Although the United States and China signed an interim trade agreement in January 2020, the parties are continuing to negotiate a trade agreement.

In addition, due to concerns with the security of products and services from certain telecommunications and video providers based in China, U.S. Congress has enacted bans on the use of certain Chinese-origin components or systems either in items sold to the U.S. government or in the internal networks of government contractors and subcontractors (even if those networks are not used for government-related projects). Further, the Chinese Government has responded to these U.S. actions by indicating its intention to develop an unreliable entity list, which may limit the ability of companies on the list to engage in business with Chinese customers.

If tariffs, trade restrictions, or trade barriers remain in place or if new tariffs, trade restrictions, or trade barriers are placed on products such as ours by U.S. or foreign governments, especially China, our costs may increase. We believe we can adjust our supply chain and manufacturing practices to minimize the impact of the tariffs, but our efforts may not be successful, there can be no assurance that we will not experience a disruption in our business related to these or other changes in trade practices and the process of changing suppliers in order to mitigate any such tariff costs could be complicated, time-consuming, and costly.

The U.S. tariffs may also cause customers to delay orders as they evaluate where to take delivery of our products in connection with their efforts to mitigate their own tariff exposure. Such delays create forecasting difficulties for us and increase the risk that orders might be canceled or might never be placed. Current or future tariffs imposed by the U.S. may also negatively impact our customers' sales, thereby causing an indirect negative impact on our own sales. Even in the absence of further tariffs, the related uncertainty and the market's fear of an escalating trade war might cause our distributors and customers to place fewer orders for our products, which could have a material adverse effect on our business, liquidity, financial condition, and/or results of operations.

Given the relatively fluid regulatory environment in China and the United States and uncertainty how the U.S. government or foreign governments will act with respect to tariffs, international trade agreements and policies, a trade war, further governmental action related to tariffs or international trade policies, or additional tax or other regulatory changes in the future could directly and adversely impact our financial results and results of operations.

Changes in our income taxes or our effective tax rate, enactment of new tax laws or changes in the application of existing tax laws of various jurisdictions or adverse outcomes resulting from examination of our income tax returns could adversely affect our results.

Our income taxes are subject to volatility and could be adversely affected by several factors, many of which are outside of our control, including earnings that are lower than anticipated in countries that have lower tax rates and higher than anticipated in countries that have higher tax rates; our ability to generate and use tax attributes; changes in the valuation of our deferred tax assets and liabilities; expiration of or lapses in the federal research and development (“R&D”) tax credit laws; transfer pricing adjustments; tax effects of nondeductible compensation, including certain stock-based compensation; tax costs related to inter-company realignments; changes in accounting

principles; imposition of withholding or other taxes on payments by subsidiaries or customers; or a change in our decision to indefinitely reinvest certain foreign earnings.

Significant judgment is required to evaluate our tax positions and determine our income tax liability. The accounting guidance for uncertainty in income taxes applies to all income tax positions, including the potential recovery of previously paid taxes, which if settled unfavorably could adversely affect income taxes or additional paid-in capital. In addition, tax laws are dynamic and subject to change. Changes in tax laws and regulations and interpretations of such laws and regulations, including taxation of earnings outside of the U.S., the introduction of a base erosion anti-abuse tax and the disallowance of tax deductions for certain expense, as well as changes that may be enacted in the future, could impact the tax treatment of our earnings and cash and cash equivalent balances we currently maintain. Furthermore, due to shifting economic and political conditions, tax policies or rates in various jurisdictions, including the United States, may be subject to significant change.

Finally, we are subject to the examination of our income tax returns by the Internal Revenue Service (“IRS”) and other tax authorities. Audits by the IRS or other tax authorities are subject to inherent uncertainties and could result in unfavorable outcomes, including potential fines or penalties. As we operate in numerous taxing jurisdictions, the application of tax laws can be subject to diverging and sometimes conflicting interpretations by tax authorities of these jurisdictions. The expense of defending and resolving such an audit may be significant. The amount of time to resolve an audit is also unpredictable and may divert management’s attention from our business operations. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our income taxes. We cannot assure you that fluctuations in our provision for income taxes or our effective tax rate, the enactment of new tax laws or changes in the application or interpretation of existing tax laws or adverse outcomes resulting from examination of our tax returns by tax authorities will not have an adverse effect on our business, financial condition, results of operations and prospects.

Failure to comply with governmental laws and regulations could harm our business, financial condition, results of operations and prospects.

Our business is subject to regulation by various federal, state, local and foreign governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, workplace safety, product safety, environmental laws, consumer protection laws, privacy, data protection, anti-bribery laws, import/export controls, conflict minerals, federal securities laws and tax laws and regulations. In certain jurisdictions, these regulatory requirements may be more stringent than those in the United States. For example, the EU has implemented the General Data Protection Regulation (“GDPR”). The GDPR provides for substantial obligations relating to the handling, storage and other processing of data relating to individuals and administrative fines for violations, which can be up four percent of the previous year’s annual revenue or €20 million, whichever is higher. We have relied on the E.U.-U.S. and Swiss-U.S. Privacy Shield programs, and the use of model contractual clauses approved by the E.U. Commission, to legitimize these transfers. Both the E.U.-U.S. Privacy Shield and these model contractual clauses have been subject to legal challenge. We continue to analyze the July 2020 “Schrems II” decision by the Court of Justice of the European Union and its impact on our data transfer mechanisms as well as subsequent guidance from data privacy regulators. The effects of this decision are uncertain and difficult to predict. Among other effects, we may experience additional costs associated with increased compliance burdens and new contract negotiations with third parties that aid in processing data on our behalf. We may experience reluctance or refusal by current or prospective European customers to use our products, and we may find it necessary or desirable to make further changes to our handling of personal data of residents of the European Economic Area (“EEA”). The regulatory environment applicable to the handling of EEA residents’ personal data, and our actions taken in response, may cause us to assume additional liabilities or incur additional costs and could result in our business, operating results and financial condition being harmed. Additionally, we and our customers may face a risk of enforcement actions by data protection authorities in the EEA relating to personal data transfers to us and by us from the EEA. Any such enforcement actions could result in substantial costs and diversion of resources, distract management and technical personnel and negatively affect our business, operating results, and financial condition. Further, the UK has implemented legislation that substantially provides for the GDPR, which provides for fines of up to the greater of 17.5 million British Pounds or four percent of the previous year’s annual revenue, whichever is higher. The relationship between the UK and the EU in relation to certain aspects of data protection law remains unclear following the UK’s exit from the EU, including with respect to regulation of data transfers between EU member states and the UK.

Several jurisdictions have passed new laws and regulations relating to privacy, data protection, and other matters, and other jurisdictions are considering imposing additional restrictions. These laws continue to develop and may be inconsistent from jurisdiction to jurisdiction. For example, the California Consumer Privacy Act (“CCPA”) became operative on January 1, 2020. The CCPA requires covered companies to, among other things, provide new disclosures to California consumers, and affords such consumers new abilities to opt-out of certain sales of personal information. Certain aspects of the CCPA and its interpretation remain uncertain and are likely to remain uncertain for an extended period. Further, a new privacy law, the California Privacy Rights Act (“CPRA”), was approved by the voters in the November 3, 2020 election. The CPRA modifies the CCPA significantly, creating obligations relating to consumer data beginning on January 1, 2022, with implementing regulations expected on or before July 1, 2022, and enforcement beginning July 1, 2023. Passage of the CPRA has resulted, has resulted in further uncertainty and may require us to incur additional costs and expenses in an effort to comply. In addition, some countries are considering or have enacted legislation requiring local storage and processing of data that could increase the cost and complexity of delivering our services. Accordingly, we cannot predict the full impact of the CCPA, the CPRA or other evolving privacy and data protection obligations on our business or operations. Complying with emerging and changing legal and regulatory requirements relating to privacy, data protection and other matters may cause us to incur costs or require us to change our business practices, which could harm our business, financial condition, results of operations and prospects.

We are also subject to environmental laws and regulations governing the management and disposal of hazardous materials and wastes, including the hazardous material content of our products and laws relating to the collection, recycling and disposal of electrical and electronic equipment. Our failure, or the failure of our partners, including our contract manufacturers, to comply with past, present and future environmental laws could result in fines, penalties, third-party claims, reduced sales of our products, re-engineering our products, substantial product inventory write-offs and reputational damage, any of which could harm our business, financial condition, results of operations and prospects. We also expect that our business will be affected by new environmental laws and regulations on an ongoing basis applicable to us and our partners, including our contract manufacturers. To date, our expenditures for environmental compliance have not had a material effect on our results of operations or cash flows. Although we cannot predict the future effect of such laws or regulations, they will likely result in additional costs or require us to change the content or manufacturing of our products, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

From time to time, we may receive inquiries from governmental agencies or we may make voluntary disclosures regarding our compliance with applicable governmental regulations or requirements relating to various matters, including import/export controls, federal securities laws and tax laws and regulations which could lead to formal investigations. Actual or alleged noncompliance with applicable laws, regulations or other governmental requirements could lead to regulatory investigations, enforcement actions, and other proceedings, private claims and litigation, and potentially may subject us to sanctions, mandatory product recalls, enforcement actions, disgorgement of profits, fines, damages, civil and criminal penalties or injunctions. If any governmental fines, penalties, or other sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, our business, financial condition, results of operations and prospects could be materially adversely affected. In addition, responding to any investigation, action or other proceeding will likely result in a significant diversion of management’s attention and resources and an increase in professional fees. Enforcement actions, investigations, and fines, penalties, and other sanctions could harm our business, financial condition, results of operations and prospects.

We are subject to governmental export and import controls that could impair our ability to compete in international markets or subject us to liability if we violate these controls.

Our products may be subject to various export controls and because we incorporate encryption technology into certain of our products, certain of our products may be exported from various countries only with the required export license or through an export license exception. If we were to fail to comply with the applicable export control laws, customs regulations, economic sanctions or other applicable laws, we could be subject to monetary damages or the imposition of restrictions which could be material to our business, operating results and prospects and could also harm our reputation. Further, there could be criminal penalties for knowing or willful violations, including incarceration for culpable employees and managers. Obtaining the necessary export license or other authorization for a particular sale may be time-consuming and may result in the delay or loss of sales opportunities. Furthermore, certain export control and economic sanctions laws prohibit the shipment of certain products, technology, software and services to embargoed countries and sanctioned governments, entities, and persons. Even though we take

precautions to ensure that we and our channel partners comply with all relevant regulations, any failure by us or our channel partners to comply with such regulations could have negative consequences, including reputational harm, government investigations and penalties.

As our company grows, we also continue developing procedures and controls to comply with export control and other applicable laws. Historically, we have had some instances where we inadvertently have not fully complied with certain export control laws, but we have disclosed them to, and implemented corrective actions with, the appropriate government agencies.

In addition, various countries regulate the import of certain encryption technology, including through import permit and license requirements, and have enacted laws that could limit our ability to distribute our products or could limit our end customers' ability to implement our products in those countries. Any change in export or import regulations, economic sanctions or related legislation, shift in the enforcement or scope of existing regulations or change in the countries, governments, persons or technologies targeted by such regulations could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential end customers with international operations or create delays in the introduction of our products into international markets. Any decreased use of our products or limitation on our ability to export or sell our products could adversely affect our business, financial condition, results of operations and prospects.

Risks Related to Ownership of Our Common Stock

The trading price of our common stock has been and may continue to be volatile, and the value of your investment could decline.

The trading price of our common stock has historically been and is likely to continue to be volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. These fluctuations could cause you to lose all or part of your investment in our common stock. Factors that could cause fluctuations in the market price of our common stock include, but are not limited to, forward-looking statements related to future revenue, gross margins and earnings per share, changes or decreases in our growth rate, manufacturing, supply or distribution shortages or constraints, ratings changes by securities analysts, actual or anticipated announcements of new products by our company or our competitors, litigation, actual or anticipated changes or fluctuations in our results of operations, regulatory developments, repurchases of our common stock, departures of key executives, major catastrophic events, and broad market and industry fluctuations.

In addition, technology stocks have historically experienced high levels of volatility and, if the market for technology stocks or the stock market in general experiences a loss of investor confidence, the market price of our common stock could decline for reasons unrelated to our business, financial condition, results of operations and prospects. The market price of our common stock might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been brought against that company. If the market price of our common stock is volatile, we may become the target of securities litigation. Securities litigation could result in substantial costs and divert our management's attention and resources from our business and prospects. This could have a material adverse effect on our business, financial condition, results of operations and prospects.

We have adopted a stock repurchase program to repurchase shares of our common stock, however, any future decisions to reduce or discontinue repurchasing our common stock pursuant to our stock repurchase program could cause the market price for our common stock to decline.

Although our board of directors has authorized a share repurchase program, any determination to execute our stock repurchase program will be subject to, among other things, our financial position and results of operations, available cash and cash flow, capital requirements, and other factors, as well as our board of director's continuing determination that the repurchase program is in the best interests of our shareholders and is in compliance with all laws and agreements applicable to the repurchase program. Our stock repurchase program does not obligate us to acquire any common stock. If we fail to meet any expectations related to stock repurchases, the market price of our common stock could decline, and could have a material adverse impact on investor confidence. Additionally, price volatility of our common stock over a given period may cause the average price at which we repurchase our common stock to exceed the stock's market price at a given point in time.

We may further increase or decrease the amount of repurchases of our common stock in the future. Any reduction or discontinuance by us of repurchases of our common stock pursuant to our current share repurchase authorization program could cause the market price of our common stock to decline. Moreover, in the event repurchases of our common stock are reduced or discontinued, our failure or inability to resume repurchasing common stock at historical levels could result in a lower market valuation of our common stock.

Sales of substantial amounts of our common stock in the public markets, or the perception that such sales might occur, could reduce the market price that our common stock might otherwise attain and may dilute your voting power and your ownership interest in us.

Sales of a substantial number of shares of our common stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our common stock and may make it more difficult for you to sell your common stock at a time and price that you deem appropriate and may dilute your voting power and your ownership interest in us. Based on shares outstanding as of December 31, 2020, holders of approximately 21.9 % of our common stock have rights, subject to some conditions, to require us to file registration statements covering the sale of their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. In addition, we have registered the offer and sale of all shares of common stock that we may issue under our equity compensation plans. If holders, by exercising their registration rights, sell large numbers of shares, it could adversely affect the market price of our common stock.

Insiders have substantial control over us, which could limit your ability to influence the outcome of key transactions, including a change of control.

Our directors, executive officers and each of our stockholders who own greater than 10% of our outstanding common stock together with their affiliates, in the aggregate, beneficially own approximately 21.8% of the outstanding shares of our common stock, based on shares outstanding as of December 31, 2020. As a result, these stockholders, if acting together, could exercise a significant level of influence over matters requiring approval by our stockholders, including the election of directors and the approval of mergers, acquisitions or other extraordinary transactions. They may also have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentration of ownership may also discourage a potential investor from acquiring our common stock due to the limited voting power of such stock or otherwise may have the effect of delaying, preventing or deterring a change of control of our company, could deprive our stockholders of an opportunity to receive a premium for their common stock as part of a sale of our company and might ultimately affect the market price of our common stock.

Our charter documents and Delaware law could discourage takeover attempts and lead to management entrenchment.

Our amended and restated certificate of incorporation and amended and restated bylaws contain provisions that could delay or prevent a change in control of our company. These provisions could also make it difficult for stockholders to elect directors that are not nominated by the current members of our board of directors or take other corporate actions, including effecting changes in our management. These provisions include:

- a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors;
- the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;
- the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors;
- a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders;
- the requirement that a special meeting of stockholders may be called only by the chairman of our board of directors, our president, our secretary or a majority vote of our board of directors, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors;

- the requirement for the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation relating to the issuance of preferred stock and management of our business or our amended and restated bylaws, which may inhibit the ability of an acquirer to effect such amendments to facilitate an unsolicited takeover attempt;
- the ability of our board of directors, by majority vote, to amend the bylaws, which may allow our board of directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend the bylaws to facilitate an unsolicited takeover attempt; and
- advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholders' meeting, which may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer's own slate of directors or otherwise attempting to obtain control of us.

In addition, as a Delaware corporation, we are subject to Section 203 of the Delaware General Corporation Law. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time.

General Risks

If we are unable to hire, retain, train and motivate qualified personnel and senior management, our business, financial condition, results of operations and prospects could suffer.

Our future success depends, in part, on our ability to continue to attract and retain highly skilled personnel, particularly software engineering and sales personnel. In addition, our success in expanding into adjacent markets including the enterprise market requires a significant investment of time, effort and financial resources into hiring and training our sales force to address these markets. If we do not effectively train our direct sales force, we may be unable to add new end customers, increase sales to our existing end customers, and successfully expand into new markets. Competition for highly skilled personnel is often intense, especially in the San Francisco Bay Area where we have a substantial presence and need for highly skilled personnel. Many of the companies with which we compete for experienced personnel have greater resources than we have to provide more attractive compensation packages and other amenities. Research and development personnel are aggressively recruited by startup and growth companies, which are especially active in many of the technical areas and geographic regions in which we conduct product development. In addition, in making employment decisions, particularly in the high-technology industry, job candidates often consider the value of the stock-based compensation they are to receive in connection with their employment. Declines in the market price of our stock could adversely affect our ability to attract, motivate or retain key employees. In addition, our future performance also depends on the continued services and continuing contributions of our senior management to execute our business plan and to identify and pursue new opportunities and product innovations. Our employment arrangements with our employees do not generally require that they continue to work for us for any specified period, and therefore, they could terminate their employment with us at any time. If we are unable to attract or retain qualified personnel, or if there are delays in hiring required personnel, our business, financial condition, results of operations and prospects may be seriously harmed.

Our business is subject to the risks of earthquakes, fire, power outages, floods, health epidemics and other catastrophic events and to interruption by man-made problems such as terrorism.

Our corporate headquarters and the operations of our key manufacturing vendors, logistics providers and partners, as well as many of our customers, are located in areas exposed to risks of natural disasters such as earthquakes and tsunamis, including the San Francisco Bay Area, Japan and Taiwan. A significant natural disaster, such as an earthquake, tsunami, fire or a flood, or other catastrophic event such as the COVID-19 pandemic or other disease outbreak, could have a material adverse effect on our or their business, which could in turn materially affect our financial condition, results of operations and prospects. These events could result in manufacturing and supply chain disruptions, shipment delays, order cancellations, and sales delays which could result in missed financial targets. Any health epidemic could have a material adverse effect on our ability to obtain components for our products that are supplied from Asia or to manufacture our products in Asia. Any such disruption of our suppliers, our contract manufacturers or our service providers would likely impact our sales and operating results. In addition, a health epidemic could adversely affect the economies of many countries, resulting in an economic downturn that could affect demand for our products and likely impact our operating results. In addition, acts of terrorism could

cause disruptions in our business or the business of our manufacturers, logistics providers, partners or end customers or the economy as a whole. Given our typical concentration of sales at each quarter end, any disruption in the business of our manufacturers, logistics providers, partners or end customers that affects sales at the end of our quarter could have a particularly significant adverse effect on our quarterly results.

We have not paid dividends in the past and do not intend to pay dividends for the foreseeable future.

We have never declared nor paid any dividends on our common stock, and we do not anticipate paying any cash dividends in the future. As a result, you may only receive a return on your investment in our common stock if the market price of our common stock increases.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our corporate headquarters is located in Santa Clara, California where we currently lease approximately 210,000 square feet of space under a lease agreement that expires in 2023. In addition, we lease office spaces for operations, sales personnel and research and development in locations throughout the U.S. and various international locations, including Ireland, Canada, India, and Australia. We also lease data centers in the U.S., Ireland, Australia and the United Kingdom. We believe that our current facilities are adequate to meet our current needs and are being utilized by our business.

Item 3. Legal Proceedings

The information set forth under the “Legal Proceedings” in Note 7. Commitments and Contingencies of the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Market Information

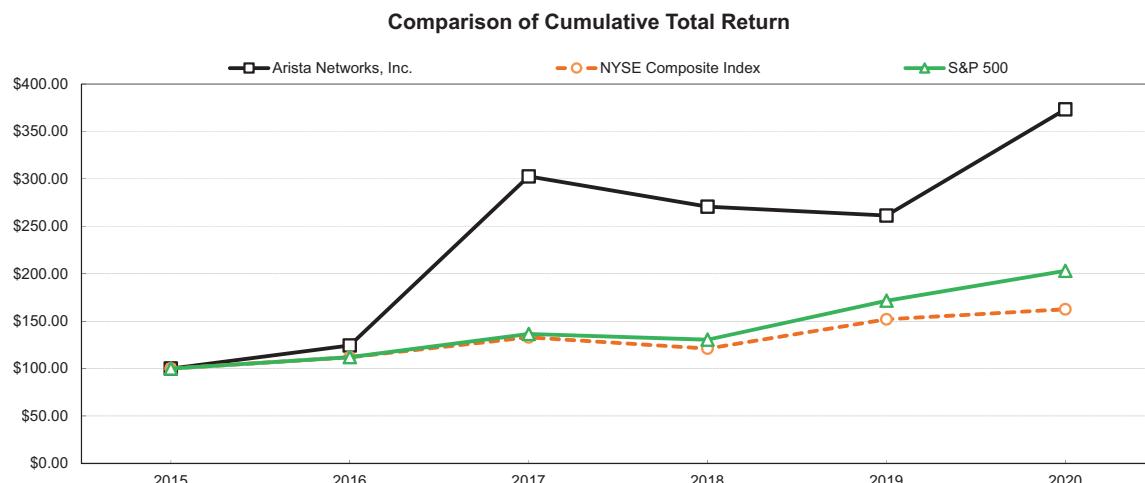
Our common stock is listed on the NYSE under the symbol "ANET". As of February 12, 2021, there were 61 holders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

Stock Performance Graph

The following shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent we specifically incorporate it by reference into such filing.

The following graph compares the cumulative total return of our common stock with the total return for the NYSE Composite Index and the Standard & Poor's 500 Index (the "S&P 500") from December 31, 2015 to December 31, 2020.

The graph assumes \$100 was invested at the market close on December 31, 2015 (the last trading day of the year) in the Company's common stock and in each of the aforementioned indices with the re-investment of dividends, if any. The stock price performance on the following graph is not necessarily indicative of future stock price performance.



Securities Authorized for Issuance Under Equity Compensation Plans

Information about securities authorized for issuance under our equity compensation plans is provided in Note 8. Stockholders' Equity and Stock-Based Compensation of the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K.

Recent Sales of Unregistered Equity Securities

There were no sales of unregistered securities during fiscal year 2020.

Issuer Repurchases of Equity Securities

Under our equity incentive plans, certain participants may exercise options prior to vesting, subject to a right of repurchase by us. During the fourth quarter of 2020, there were no repurchases of unvested shares of our common stock made pursuant to our equity incentive plans as a result of us exercising our rights nor pursuant to any publicly - announced plan or program.

Stock Repurchase Program

In April 2019, our board of directors authorized a \$1.0 billion stock repurchase program (the “Repurchase Program”). This authorization allows us to repurchase shares of our common stock over three years and will be funded from operating cash flows. Repurchases may be made at management’s discretion from time to time on the open market, through privately negotiated transactions, transactions structured through investment banking institutions, block purchases, trading plans under Rule 10b5-1 of the Exchange Act, or a combination of the foregoing. The Repurchase Program, which expires in April 2022, does not obligate us to acquire any of our common stock, and may be suspended or discontinued by us at any time without prior notice. We did not make any repurchases for the three months ended December 31, 2020, as disclosed in the table below (in thousands, except per share amounts). For our repurchase activities made during the rest of the year ended December 31, 2020, please refer to Note 8. Stockholders’ Equity and Stock-Based Compensation of the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K.

	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Publicly Announced Plans or Programs</u>
October 1, 2020 - October 31, 2020	—	\$ —	—	\$ 338,685
November 1, 2020 - November 30, 2020	—	—	—	338,685
December 1, 2020 - December 31, 2020	—	—	—	338,685

Item 6. Selected Consolidated Financial Data

The selected consolidated statements of operations data for fiscal 2020, 2019 and 2018, and the consolidated balance sheet data as of December 31, 2020 and 2019 are derived from our audited financial statements appearing in Part II, Item 8, “Financial Statements and Supplementary Data,” of this Annual Report on Form 10-K. The selected consolidated statements of operations data for fiscal 2017 and 2016, and the consolidated balance sheet data as of December 31, 2018, 2017 and 2016, are derived from audited financial statements not included in this Annual Report on Form 10-K. Our historical results are not necessarily indicative of the results to be expected in the future. The following selected consolidated financial data should be read in conjunction with Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” our consolidated financial statements, and the accompanying notes appearing in Part II, Item 8, “Financial Statements and Supplementary Data,” of this Annual Report on Form 10-K to fully understand factors that may affect the comparability of the information presented below.

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(in thousands, except per share data)				
Consolidated Statements of Operations Data:					
Revenue	\$2,317,512	\$2,410,706	\$2,151,369	\$1,646,186	\$1,129,167
Cost of revenue ⁽¹⁾	835,626	866,368	777,992	584,417	406,051
Total gross profit	1,481,886	1,544,338	1,373,377	1,061,769	723,116
Operating expenses ⁽¹⁾ :					
Research and development	486,594	462,759	442,468	349,594	273,581
Sales and marketing	229,366	213,907	187,142	155,105	130,887
General and administrative	66,242	61,898	65,420	86,798	75,239
Legal settlement	—	—	405,000	—	—
Total operating expenses	782,202	738,564	1,100,030	591,497	479,707
Income from operations	699,684	805,774	273,347	470,272	243,409
Other income (expense), net	39,179	56,496	15,454	4,488	(1,184)
Income before income taxes	738,863	862,270	288,801	474,760	242,225
Provision for (benefit from) income taxes	104,306	2,403	(39,314)	51,559	58,036
Net income	\$ 634,557	\$ 859,867	\$ 328,115	\$ 423,201	\$ 184,189
Net income attributable to common stockholders:					
Basic	634,557	859,444	327,926	422,400	182,965
Diluted	634,557	859,468	327,941	422,468	183,039
Net income per share attributable to common stockholders:					
Basic	\$ 8.35	\$ 11.26	\$ 4.39	\$ 5.85	\$ 2.66
Diluted	\$ 7.99	\$ 10.63	\$ 4.06	\$ 5.35	\$ 2.50
Weighted-average shares used in computing net income per share attributable to common stockholders:					
Basic	75,984	76,312	74,750	72,258	68,771
Diluted	79,465	80,879	80,844	78,977	73,222

(1) Includes stock-based compensation expense as follows:

	Year Ended December 31,				
	2020	2019	2018	2017	2016
	(in thousands)				
Cost of revenue	\$ 6,272	\$ 4,637	\$ 5,087	\$ 4,353	\$ 3,620
Research and development	79,913	53,068	48,205	42,184	31,892
Sales and marketing	34,944	29,168	24,995	17,953	15,666
General and administrative	15,913	14,407	12,915	10,937	7,854
Total stock-based compensation	\$ 137,042	\$ 101,280	\$ 91,202	\$ 75,427	\$ 59,032

	December 31,				
	2020	2019	2018	2017	2016
	(in thousands)				
Consolidated Balance Sheet Data:					
Cash, cash equivalents and marketable securities	\$2,872,868	\$2,724,368	\$1,956,147	\$1,535,555	\$ 867,833
Working capital	3,068,755	2,874,562	2,108,298	1,736,524	1,066,573
Total assets	4,738,919	4,185,290	3,081,983	2,460,860	1,729,007
Total indebtedness	—	—	37,743	39,592	41,210
Total deferred revenue and customer contract liabilities	736,784	636,338	619,822	515,262	372,935
Total stockholders' equity	3,320,291	2,894,686	2,143,389	1,661,914	1,107,820

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion and analysis of our financial condition and results of operations together with the consolidated financial statements and related notes that are included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements based upon current plans, expectations and beliefs that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" and elsewhere in this Annual Report on Form 10-K.

Overview

Arista Networks pioneered software-driven, cognitive cloud networking for large-scale data center and campus workspace environments. Our industry-leading cloud networking platform is highly scalable and programmable, and purpose built to address the functional and performance requirements for cloud networks, including workflow automation, network visibility and analytics, and has further allowed us to integrate rapidly with a wide range of third-party applications for virtualization, management, automation, orchestration and network services.

We generate revenue primarily from sales of our switching and routing platforms, which incorporate our EOS software, and related network applications. We also generate revenue from post contract support, or PCS, which end customers typically purchase in conjunction with our products, and renewals of PCS. We sell our products through both our direct sales force and our channel partners. Our end customers span a range of industries and include large internet companies, service providers, financial services organizations, government agencies, media and entertainment companies and others.

Historically, large purchases by a relatively limited number of end customers have accounted for a significant portion of our revenue. We have experienced unpredictability in the timing of orders from these large end customers primarily due to changes in demand patterns specific to these customers, the time it takes these end customers to evaluate, test, qualify and accept our products, and the overall complexity of these large orders. We expect continued variability in our customer concentration and timing of sales on a quarterly and annual basis. For example, sales to our end customers Microsoft and Facebook in fiscal 2019 collectively represented 40% of our total revenue, whereas sales to our end customer Microsoft in fiscal 2020 amounted to 21.5% of our revenues, with our end customer Facebook representing less than 10% of our revenues in the period. These changes contributed to a year-over-year decline in our revenue for fiscal 2020. However, this decline in revenue from these large end customers was in part offset by stronger sales to our enterprise and other cloud and service provider customers. In addition, we typically provide pricing discounts to large end customers, which may result in lower margins for the period in which such sales occur.

We believe that cloud networking will continue to replace legacy network technologies across data center and campus environments. Our cloud networking platforms are well positioned to address the growing

cloud networking market, and to address increasing performance requirements driven by the growing number of connected devices, as well as the need for constant connectivity and access to data and applications.

The markets for cloud networking solutions are highly competitive and characterized by rapidly changing technology, changing end-customer needs, evolving industry standards, frequent introductions of new products and services and industry consolidation. We expect competition to intensify in the future as the market for cloud networking expands and existing competitors and new market entrants introduce new products or enhance existing products. Our future success is dependent upon our ability to continue to evolve and adapt to our rapidly changing environment. We must also continue to develop market leading products and features that address the needs of our existing and new customers, and increase sales in the enterprise data center switching, and campus workspace markets. We intend to continue expanding our sales force and marketing activities in key geographies, as well as our relationships with channel, technology and system-level partners in order to reach new end customers more effectively, increase sales to existing customers, and provide services and support. In addition, we intend to continue to invest in our research and development organization to enhance the functionality of our existing cloud networking platform, introduce new products and features, and build upon our technology leadership. We believe one of our greatest strengths lies in our ability to rapidly develop new features and applications.

Our development model is focused on the development of new products based on our EOS software and enhancements to EOS. We engineer our products to be agnostic with respect to the underlying merchant silicon architecture. Today, we combine our EOS software with merchant silicon into a family of switching and routing products. This enables us to focus our research and development resources on our software core competencies and to leverage the investments made by merchant silicon vendors to achieve cost-effective solutions. We work closely with third party contract manufacturers to manufacture our products. Our contract manufacturers deliver our products to our third party direct fulfillment facilities. We and our fulfillment partners then perform labeling, final configuration, quality assurance testing and shipment to our customers.

Recent Developments

The global coronavirus (“COVID-19”) pandemic and related shelter in place, travel and social distancing restrictions imposed by governments around the world in an effort to contain or slow its spread have negatively impacted the global economy, disrupted business, sales activities, supply chains and workforce participation, including our own, and created significant volatility and disruption of financial markets, and we expect that the global health crisis caused by COVID-19 will continue to negatively impact business activity for the foreseeable future.

We have taken numerous steps, and will continue to take further actions, in our approach to address COVID-19. We have prioritized the protection of our employees during this pandemic and, as a result, have closed our offices across the globe (including our corporate headquarters), limiting access to only those employees providing essential activities, instructed employees to work from home, and implemented travel restrictions. We continue to work closely with our contract manufacturers and supply chain partners who have experienced delays in component sourcing, workforce disruptions and governmental restrictions on the production and export of their products. Although we have worked diligently to drive improvements in these areas, including funding additional working capital and incremental purchase commitments, these delays have negatively impacted our ability to supply products to our customers on a timely basis. We expect to continue to invest in working capital as supply availability improves in order to address the risk of future COVID-19 related supply chain disruptions, but we cannot be certain that such disruptions will not occur. When the COVID-19 pandemic began, we initially experienced some volatility in customer demand, but sales activity subsequently stabilized and we experienced incremental improvements in overall demand as the year progressed. However, the supply chain disruptions outlined above and the earlier volatility in customer demand contributed in part to a year-over-year decline in total revenue for the year ended December 31, 2020.

The extent of the impact of COVID-19 on our operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, will depend on future developments, including the duration and spread of the pandemic, the breadth and duration of governmental

containment measures such as shelter in place, travel and social distancing restrictions as well as the reauthorization of or increase in such measures in the event of spikes in COVID-19 infection rates, the success of the COVID-19 vaccination deployment, and the impact on our customers, partners, contract manufacturers and supply chain, all of which are uncertain and cannot be predicted. However, any continued or renewed disruption in manufacturing and supply resulting from the COVID-19 pandemic or related containment measures could negatively impact our business. We also believe that any extended or renewed COVID-19 related economic disruption could have a negative impact on demand from our customers in future periods. Accordingly, current results and financial condition discussed herein may not be indicative of future operating results and trends.

In response to potential future COVID-19 related disruptions to our business, we have continued to carefully review our investment and spending plans, cautiously increasing incremental spending in the second half of fiscal 2020 as overall customer demand stabilized. Although management is actively monitoring the impact of COVID-19 on the Company's financial condition, liquidity, operations, suppliers, industry, and workforce, the full impact of the pandemic continues to evolve as of the date of this report. As such, the Company is unable to estimate the effects of COVID-19 on its future results of operations, financial condition, or liquidity.

Acquisitions

On February 5, 2020, we acquired Big Switch Networks, Inc. ("Big Switch"), a network monitoring and software-defined networking pioneer headquartered in Santa Clara, California. With the acquisition of Big Switch, we expanded our data center networking solutions and further strengthen our network monitoring and observability suite delivered through Arista's software platform CloudVision and DANZ (DataANalyZer) capabilities. In addition, on October 7, 2020, we completed the acquisition of Awake Security Inc. ("Awake Security"), a network detection and response ("NDR") platform provider headquartered in Santa Clara, California. With the acquisition of Awake Security, we added an NDR platform to our product portfolio that combines artificial intelligence (AI) with human expertise to autonomously hunt for and respond to insider and external threats.

Results of Operations

Year Ended December 31, 2020 Compared to Year Ended December 31, 2019

Revenue, Cost of Revenue and Gross Profit (in thousands, except percentages)

	Year Ended December 31,					
	2020		2019		Change in	
	\$	% of Revenue	\$	% of Revenue	\$	%
Revenue						
Product	\$1,830,842	79.0 %	\$2,021,150	83.8 %	\$ (190,308)	(9.4)%
Service	486,670	21.0	389,556	16.2	97,114	24.9
Total revenue	2,317,512	100.0	2,410,706	100.0	(93,194)	(3.9)
Cost of revenue						
Product	749,962	32.4	792,382	32.9	(42,420)	(5.4)
Service	85,664	3.7	73,986	3.0	11,678	15.8
Total cost of revenue	835,626	36.1	866,368	35.9	(30,742)	(3.5)
Gross profit	\$1,481,886	63.9 %	\$1,544,338	64.1 %	\$ (62,452)	(4.0)%
Gross margin	63.9 %		64.1 %			

Revenue by Geography (in thousands, except percentages)

	Year Ended December 31,			
	2020	% of Total	2019	% of Total
Americas	\$1,771,992	76.5 %	\$1,833,163	76.1 %
Europe, Middle East and Africa	326,729	14.1	381,651	15.8
Asia-Pacific	218,791	9.4	195,892	8.1
Total revenue	<u>\$2,317,512</u>	<u>100.0 %</u>	<u>\$2,410,706</u>	<u>100.0 %</u>

Revenue

Product revenue primarily consists of sales of our switching and routing products, and software licenses. Service revenue is primarily derived from sales of post-contract support, or PCS, which is typically purchased in conjunction with our products, and subsequent renewals of those contracts. We expect our revenue may vary from period to period based on, among other things, the timing, size, and complexity of orders, especially with respect to our large end customers.

Product revenue decreased \$190.3 million, or 9.4%, in the year ended December 31, 2020 compared to 2019. The decrease was primarily due to the recognition of \$125.1 million of deferred product revenue in the year ended December 31, 2019 related to customer acceptance of products shipped in prior periods. In addition, we experienced reduced sales to our larger customers during fiscal 2020, combined with the impact of some COVID-19 related supply constraints. Service revenue increased \$97.1 million, or 24.9% in the year ended December 31, 2020 compared to 2019 as a result of continued growth in initial and renewal support contracts as our customer installed base continued to expand. International revenues remained relatively constant at 23.5% of total revenues in the year ended December 31, 2020, compared to 23.9% in 2019, with a slight decrease in growth in our EMEA region, mostly offset by an increase in growth in our Asia-Pacific region. International revenue generally fluctuates based on the timing of deployments by certain of our large end customers.

Cost of Revenue and Gross Margin

Cost of product revenue primarily consists of amounts paid for inventory to our third-party contract manufacturers and merchant silicon vendors, overhead costs of our manufacturing operations, and other costs associated with manufacturing our products and managing our inventory. Cost of service revenue primarily consists of personnel and other costs associated with our global customer support and services organizations.

Cost of revenue decreased \$30.7 million or 3.5% for the year ended December 31, 2020 compared to 2019. The decrease in cost of revenue was primarily due to a corresponding decrease in product revenues, and was partially offset by incremental COVID-19 related supply chain costs and increased product transition costs.

Gross margin, or gross profit as a percentage of revenue, has been and will continue to be affected by a variety of factors, including pricing pressure on our products and services due to competition, the mix of sales to large end customers who generally receive lower pricing, manufacturing-related costs, including costs associated with supply chain sourcing activities, merchant silicon costs, the mix of products sold, and excess/obsolete inventory write-downs, including charges for excess/obsolete component inventory held by our contract manufacturers. We expect our gross margins to fluctuate over time, depending on the factors described above.

Gross margin slightly decreased from 64.1% for the year ended December 31, 2019 to 63.9% in 2020. Gross margin was negatively impacted by incremental COVID-19 related supply chain costs and some increased product transition costs, combined with the impact of fixed overhead costs on a lower revenue base. These negative impacts were partially offset by a reduction in sales to our larger end customers who generally receive larger discounts, and improved service margins as we scale our services organization.

Operating Expenses (in thousands, except percentages)

Our operating expenses consist of research and development, sales and marketing, and general and administrative expenses. The largest component of our operating expenses is personnel costs. Personnel costs consist of wages, benefits, bonuses and, with respect to sales and marketing expenses, sales commissions. Personnel costs also include stock-based compensation and travel expenses.

	Year Ended December 31,					
	2020		2019		Change in	
	\$	% of Revenue	\$	% of Revenue	\$	%
Operating expenses:						
Research and development	\$ 486,594	20.9 %	\$ 462,759	19.2 %	\$ 23,835	5.2 %
Sales and marketing	229,366	9.9	213,907	8.9	15,459	7.2
General and administrative	66,242	2.9	61,898	2.6	4,344	7.0
Total operating expenses	\$ 782,202	33.7 %	\$ 738,564	30.7 %	\$ 43,638	5.9 %

Research and development.

Research and development expenses consist primarily of personnel costs, prototype expenses, third-party engineering costs, and an allocated portion of facility and IT costs. Our research and development efforts are focused on new product development and maintaining and developing additional functionality for our existing products, including new releases and upgrades to our EOS software and applications. We expect our research and development expenses to increase in absolute dollars as we continue to invest in software development in order to expand the capabilities of our cloud networking platform, introduce new products and features, and build upon our technology leadership.

Research and development expenses increased \$23.8 million, or 5.2%, for the year ended December 31, 2020 compared to 2019. The increase was primarily due to a \$26.8 million increase in stock-based compensation from new and refresh grants during the current fiscal year, and a \$7.8 million increase in acquisition-related expenses and amortization of acquired intangible assets from our acquisition of Big Switch and Awake Security, partially offset by an \$11.4 million decrease in new product introduction costs, including third-party engineering and other product development costs.

Sales and marketing.

Sales and marketing expenses consist primarily of personnel costs, marketing, trade shows, and other promotional activities, and an allocated portion of facility and IT costs. We expect our sales and marketing expenses to increase in absolute dollars as we continue to expand our sales and marketing efforts worldwide.

Sales and marketing expenses increased \$15.5 million, or 7.2%, for the year ended December 31, 2020 compared to 2019. The increase was driven by increased headcount, resulting in increased compensation costs, including salaries and stock-based compensation, partially offset by a decrease in travel and other sales and marketing activities due to COVID-19.

General and administrative.

General and administrative expenses consist primarily of personnel costs and professional services costs. General and administrative personnel costs include those for our executive, finance, human resources and legal functions. Our professional services costs are primarily related to external legal, accounting, and tax services.

General and administrative expenses increased \$4.3 million, or 7.0%, for the year ended December 31, 2020 compared to 2019. The increase was primarily driven by acquisition-related costs from our acquisitions of Big Switch and Awake Security in the current fiscal year.

Other Income, Net (in thousands, except percentages)

Other income, net consists primarily of interest income from our cash, cash equivalents and marketable securities, gains and losses on our investments in privately-held companies, and foreign currency transaction gains and losses. We expect other income, net may fluctuate in the future as a result of the re-measurement of our private company equity investments upon the occurrence of observable price changes and/or impairments, changes in interest rates or returns on our cash and cash equivalents and marketable securities, and foreign currency exchange rate fluctuations.

	Year Ended December 31,					
	2020		2019		Change in	
	\$	% of Revenue	\$	% of Revenue	\$	%
Other income, net:						
Interest income	\$ 27,139	1.2 %	\$ 51,144	2.2 %	\$ (24,005)	(46.9)%
Gain on sale of marketable securities	9,432	0.4	—	—	9,432	100.0
Gain on investments in privately-held companies	4,164	0.2	5,427	0.2	(1,263)	(23.3)
Other income (expense)	(1,556)	(0.1)	(75)	—	(1,481)	1,974.7
Total other income, net	<u>\$ 39,179</u>	<u>1.7 %</u>	<u>\$ 56,496</u>	<u>2.4 %</u>	<u>\$ (17,317)</u>	<u>(30.7)%</u>

The unfavorable change in other income, net, during the year ended December 31, 2020 as compared to 2019 was driven by a \$24.0 million decrease in interest income largely due to lower interest rates. This was partially offset by a realized gain of \$9.4 million on the sale of marketable securities in the third quarter of the year ended December 31, 2020.

Provision for Income Taxes (in thousands, except percentages)

We operate in a number of tax jurisdictions and are subject to taxes in each country or jurisdiction in which we conduct business. Earnings from our non-U.S. activities are subject to local country income tax and may also be subject to U.S. income tax. Generally, our U.S. tax obligations are reduced by a credit for foreign income taxes paid on these foreign earnings, which avoids double taxation. Our tax expense to date consists of federal, state and foreign current and deferred income taxes.

	Year Ended December 31,					
	2020		2019		Change in	
	\$	% of Revenue	\$	% of Revenue	\$	%
Provision for income taxes						
Provision for income taxes	\$ 104,306	4.5 %	\$ 2,403	0.1 %	\$ 101,903	4,240.7
Effective tax rate	14.1 %		0.3 %			

For the years ended December 31, 2020 and 2019, we recorded an expense of \$104.3 million and \$2.4 million for income taxes, respectively, and our effective tax rate increased from 0.3% in 2019 to 14.1% in 2020. The change in our income taxes was largely attributable to a net tax benefit of \$86 million in 2019 resulting from an intra-entity transaction to sell our non-Americas economic and beneficial intellectual property rights. Further, while we experienced a decrease in worldwide profit before tax in 2020 compared to 2019, the tax benefits attributable to stock-based compensation also decreased, along with an increase in foreign earnings taxed in non-zero rate jurisdictions, resulting in overall higher tax expense. For further information regarding income taxes and the impact on our results of operations and financial position, refer to Note 10, Income Taxes of the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K.

Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

Revenue, Cost of Revenue and Gross Profit (in thousands, except percentages)

	Year Ended December 31,				Change in	
	2019		2018			
	\$	% of Revenue	\$	% of Revenue	\$	%
Revenue						
Product	\$2,021,150	83.8 %	\$1,841,100	85.6 %	\$180,050	9.8 %
Service	389,556	16.2	310,269	14.4	79,287	25.6
Total revenue	2,410,706	100.0	2,151,369	100.0	259,337	12.1
Cost of revenue						
Product	792,382	32.9	720,584	33.5	71,798	10.0
Service	73,986	3.0	57,408	2.7	16,578	28.9
Total cost of revenue	866,368	35.9	777,992	36.2	88,376	11.4
Gross profit	\$1,544,338	64.1 %	\$1,373,377	63.8 %	\$170,961	12.4 %
Gross margin		64.1 %		63.8 %		

Revenue by Geography (in thousands, except percentages)

	Year Ended December 31,			
	2019	% of Total	2018	% of Total
Americas	\$1,833,163	76.1 %	\$1,550,453	72.1 %
Europe, Middle East and Africa	381,651	15.8	414,069	19.2
Asia-Pacific	195,892	8.1	186,847	8.7
Total revenue	\$2,410,706	100.0 %	\$2,151,369	100.0 %

Revenue

Product revenue increased \$180.1 million, or 9.8%, in the year ended December 31, 2019 compared to 2018. The increase was primarily driven by increased demand from both new and existing customers, and the recognition of product deferred revenue related to sales in the prior year for which revenue was recognized in 2019. Service revenue increased \$79.3 million, or 25.6% in the year ended December 31, 2019 compared to 2018 as a result of continued growth in initial and renewal support contracts as our customer installed base has continued to expand. International revenues represented 23.9% of total revenues in the year ended December 31, 2019, compared to 27.9% in 2018, which was primarily due to a move toward U.S. deployments by certain of our large end customers during 2019. We continue to experience pricing pressure on our products and services due to competition, but demand for our products and growth in our installed base has more than offset this pricing pressure during the year. However, we have experienced reduced and volatile demand from certain of our large end customers during 2019.

Cost of Revenue and Gross Margin

Cost of revenue increased \$88.4 million or 11.4% for the year ended December 31, 2019 compared to 2018. The increase in cost of revenue was primarily due to the corresponding increases in product and service revenues.

Gross margin increased to 64.1% for the year ended December 31, 2019 compared to 63.8% in 2018. The increase in gross margin was primarily driven by an increase in product margins due to favorable customer mix, with lower discounts on smaller volume transactions, partially offset by increased product transition costs, including excess and obsolete inventory-related charges.

Operating Expenses (in thousands, except percentages)

	Year Ended December 31,					
	2019		2018		Change in	
	\$	% of Revenue	\$	% of Revenue	\$	%
Operating expenses:						
Research and development	\$ 462,759	19.2 %	\$ 442,468	20.6 %	\$ 20,291	4.6 %
Sales and marketing	213,907	8.9	187,142	8.7	26,765	14.3
General and administrative	61,898	2.6	65,420	3.0	(3,522)	(5.4)
Legal settlement	—	—	405,000	18.8	(405,000)	(100.0)
Total operating expenses	<u>\$ 738,564</u>	<u>30.7 %</u>	<u>\$1,100,030</u>	<u>51.1 %</u>	<u>\$(361,466)</u>	<u>(32.9)%</u>

Research and development

Research and development expenses increased \$20.3 million, or 4.6%, for the year ended December 31, 2019 compared to 2018. The increase was primarily due to a \$17.2 million increase in personnel costs driven primarily by headcount growth, and a \$7.8 million increase in development-related facilities costs due to facilities expansion and headcount growth, partially offset by a \$5.9 million decrease in new product introduction costs, including third-party engineering and other product development costs.

Sales and marketing

Sales and marketing expenses increased \$26.8 million, or 14.3%, for the year ended December 31, 2019 compared to 2018. The increase primarily included a \$23.4 million increase in personnel costs, which was driven by increased headcount as well as higher sales volumes, resulting in increased compensation costs, including commissions and stock-based compensation.

General and administrative

General and administrative expenses decreased \$3.5 million, or 5.4%, for the year ended December 31, 2019 compared to 2018. The decrease was primarily related to a reduced level of litigation activity as a result of the settlement of our litigation with Cisco in August 2018.

Legal settlement

During the three months ended June 30, 2018, we recorded \$405.0 million in legal settlement expenses in connection with the Term Sheet that was entered into on August 6, 2018 between the Company and Cisco, which included a \$400.0 million payment and \$5.0 million of legal fees associated with the settlement. Pursuant to the Term Sheet, the Company and Cisco obtained dismissals of all then ongoing district court and USITC litigation between us. On December 3, 2018, the parties entered into a mutual release and settlement agreement, which superseded the Term Sheet but did not substantially alter the terms.

Other Income, Net (in thousands, except percentages)

	Year Ended December 31,					
	2019		2018		Change in	
	\$	% of Revenue	\$	% of Revenue	\$	%
Other income, net:						
Interest income	\$ 51,144	2.2 %	\$ 31,666	1.4 %	\$ 19,478	61.5 %
Interest expense	—	—	(2,701)	(0.1)	2,701	(100.0)
Gain (loss) on investments in privately-held companies	5,427	0.2	(13,800)	(0.6)	19,227	(139.3)
Other income (expense)	(75)	—	289	—	(364)	(126.0)
Total other income, net	<u>\$ 56,496</u>	<u>2.4 %</u>	<u>\$ 15,454</u>	<u>0.7 %</u>	<u>\$ 41,042</u>	<u>265.6 %</u>

The favorable change in other income, net, during the year ended December 31, 2019 as compared to 2018 was driven by a \$19.5 million increase in interest income, as we continued to generate cash and expand our marketable securities portfolios, and a \$19.2 million favorable change on our investments in privately-held companies resulting from the gain on certain investments of \$5.4 million in 2019, compared to a net loss of \$13.8 million on these investments during 2018. Upon adoption of Accounting Standard Codification Topic 842 - Leases (“ASC 842”) on January 1, 2019, we derecognized the finance lease obligation associated with our build-to-suit lease, and therefore ceased to incur further interest expense as it relates to this obligation.

Provision for (Benefit from) Income Taxes (in thousands, except percentages)

	Year Ended December 31,					
	2019		2018		Change in	
	\$	% of Revenue	\$	% of Revenue	\$	%
Provision for (benefit from) income taxes	\$ 2,403	0.1 %	\$(39,314)	(1.9)%	\$ 41,717	(106.1)%
Effective tax rate		0.3 %		(13.6)%		

For the years ended December 31, 2019 and 2018, we recorded an expense of \$2.4 million and a benefit of \$39.3 million for income taxes, respectively. The change in our income taxes was largely attributable to a \$96.9 million tax benefit from the Cisco settlement in 2018 and an overall increase in worldwide earnings in 2019, partially offset by a net tax benefit of \$86 million in 2019 resulting from an intra-entity transaction to sell our non-Americas economic and beneficial intellectual property rights.

Liquidity and Capital Resources

Our principal sources of liquidity are cash, cash equivalents, marketable securities, and cash generated from operations. As of December 31, 2020, our total balance of cash, cash equivalents and marketable securities was \$2.9 billion, of which approximately \$421.0 million was held outside the U.S. in our foreign subsidiaries.

Our cash, cash equivalents and marketable securities are held for general business purposes including the funding of working capital. Our marketable securities investment portfolio is primarily invested in highly-rated securities, with the primary objective of minimizing the potential risk of principal loss. We plan to continue to invest for long-term growth. We believe that our existing balances of cash, cash equivalents and marketable securities, together with cash generated from operations will be sufficient to meet our working capital requirements and our growth strategies for at least the next 12 months. Our future capital requirements will depend on many factors, including our growth rate, the timing and extent of our spending to support research and development activities, the timing and cost of establishing additional sales and marketing capabilities, the introduction of new and enhanced product and service offerings, our costs associated with supply chain activities, including access to outsourced manufacturing, our costs related to investing in or acquiring complementary or strategic businesses and technologies, the continued market acceptance of our products, and stock repurchases. If we require or elect to seek additional capital through debt or equity financing in the future, we may not be able to raise capital on terms acceptable to us or at all. If we are required and unable to raise additional capital when desired, our business, operating results and financial condition may be adversely affected.

Cash Flows

	Year Ended December 31,		
	2020	2019	2018
	(in thousands)		
Cash provided by operating activities	\$ 735,114	\$ 963,034	\$ 503,119
Cash (used in) investing activities	(608,802)	(284,072)	(755,113)
Cash (used in) provided by financing activities	(346,339)	(217,964)	42,851
Effect of exchange rate changes	1,966	353	(1,390)
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>\$ (218,061)</u>	<u>\$ 461,351</u>	<u>\$ (210,533)</u>

Cash Flows from Operating Activities

Our operating activities consist of net income, adjusted for certain non-cash items, and changes in assets and liabilities.

During the year ended December 31, 2020, cash provided by operating activities was \$735.1 million, primarily from net income of \$634.6 million and net non-cash adjustments to net income of \$186.2 million, partially offset by a net increase of \$85.7 million in working capital requirements. The net non-cash adjustments primarily consist of \$137.0 million of stock-based compensation expenses and \$44.6 million of depreciation and amortization expenses. The increase in working capital primarily consisted of a \$235.3 million increase in inventory to help mitigate the impact of COVID-19 related supply chain disruptions, partially offset by a \$50.4 million increase in deferred revenue, a \$41.1 million increase in accounts payable related to the timing of production receipts, and a \$17.1 million increase in other liabilities primarily due to an increase in customer contract liabilities.

During the year ended December 31, 2019, cash provided by operating activities was \$963.0 million, primarily from net income of \$859.9 million and net non-cash adjustments to net income of \$62.4 million, partially offset by a net decrease of \$40.8 million in cash from changes in our operating assets and liabilities. Cash outflows from operating activities consisted of an \$11.9 million decrease in deferred revenue primarily due to the recognition of product deferred revenue related to contract acceptance terms, largely offset by increased service deferred revenue related to growth in customer service and support contracts, a \$60.2 million increase in accounts receivable due to timing of shipments, and an \$8.1 million increase in other assets resulting from increased spares inventory to support our customer base. These cash outflows were partially offset by cash inflows of \$54.3 million in prepaid expenses and other current assets from a decrease in deferred cost of inventory due to the recognition of product deferred revenue, \$23.5 million from an increase in income taxes payable, \$20.9 million decrease in inventories due to timing of product shipments and receipts, and \$16.4 million from increased accrued liabilities primarily due to an increase in supplier liability reserves for excess and obsolete component inventory.

Cash Flows from Investing Activities

Our investing activities consist of our marketable securities investments, business combinations, investments in privately-held companies, and capital expenditures.

During the year ended December 31, 2020, cash used in investing activities was \$608.8 million, primarily consisting of purchases of available-for-sale securities of \$2.7 billion, \$227.4 million for the acquisition of Big Switch and Awake Security, and purchases of property, equipment and intangible assets of 15.4 million, partially offset by proceeds of \$1.5 billion from maturities of marketable securities, proceeds from the sale of marketable securities of \$773.0 million and proceeds from the sale of one of our investments in privately-held companies of \$3.4 million.

During the year ended December 31, 2019, cash used in investing activities was \$284.1 million, primarily consisting of purchases of available-for-sale securities of \$1.5 billion, and purchases of property and equipment of 15.8 million, partially offset by proceeds of \$1.2 billion from maturities of marketable securities and proceeds from the sale of one of our investments in privately-held companies of \$28.2 million.

Cash Flows from Financing Activities

Our financing activities consist of proceeds from the issuance of our common stock under employee equity incentive plans, offset by repurchases of our common stock.

During the year ended December 31, 2020, cash used in financing activities was \$346.3 million, consisting primarily of payments for repurchases of our common stock of \$395.2 million and taxes paid of \$8.7 million upon vesting of restricted stock units, offset partially by proceeds from the issuance of common stock under employee equity incentive plans of \$57.6 million.

During the year ended December 31, 2019, cash used in financing activities was \$218.0 million, consisting primarily of payments for repurchases of our common stock of \$266.1 million and taxes paid of \$9.2 million upon vesting of restricted stock units, partially offset by proceeds from the issuance of common stock under employee equity incentive plans of \$57.4 million.

Stock Repurchase Program

We have periodically repurchased our common stock pursuant to our Repurchase Program authorized by our board of directors in April 2019. The Repurchase Program allows for stock repurchases of up to \$1.0 billion over three years and these repurchases are to be funded from operating cash flows. The Repurchase Program, which expires in April 2022, does not obligate us to acquire any of our common stock, and may be suspended or discontinued by us at any time without prior notice. As of December 31, 2020, the remaining authorized amount for repurchases under the Repurchase Program was \$338.7 million. Refer to Note 8. Stockholders' Equity and Stock-Based Compensation of the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K for further discussion.

Off-Balance Sheet Arrangements

As of December 31, 2020, we did not have any relationships with any unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities that would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Contractual Obligations and Commitments

Our contractual commitments will have an impact on our future liquidity. Our contractual obligations represent material expected or contractually committed future payment obligations. We believe that we will be able to fund these obligations through cash generated from operations and from our existing balances of cash, cash equivalent and marketable securities.

The following summarizes our contractual obligations and commitments as of December 31, 2020 (in thousands):

	Payments Due by Period				
	Total	Less than 1 Year	1 to 3 Years	3 to 5 Years	More than 5 Years
Operating lease obligations	104,258	21,770	41,423	21,139	19,926
Purchase commitments with contract manufacturers and suppliers	421,857	421,857	—	—	—
Other non-cancellable purchase obligations	32,103	32,103	—	—	—
Transition tax payable	6,343	—	—	6,343	—
Total	\$ 564,561	\$ 475,730	\$ 41,423	\$ 27,482	\$ 19,926

The contractual obligation table above excludes tax liabilities of \$46.7 million related to uncertain tax positions because we are unable to make a reasonably reliable estimate of the timing of settlement, if any, of these future payments.

In connection with the Tax Cuts and Jobs Act of 2017, we recorded a federal income tax payable for transition tax on the mandatory deemed repatriation of foreign earnings that will be payable over an eight-year period. The amounts included in the table above represent the remaining federal income tax payable after applying the first year's installment payment and early payments of future installments.

Critical Accounting Policies and Estimates

We have prepared our consolidated financial statements in accordance with accounting principles generally accepted in the United States ("GAAP" or "U.S. GAAP") and include our accounts and the accounts of our wholly owned subsidiaries. The preparation of these consolidated financial statements requires our management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the applicable periods. We base our estimates, assumptions and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances. Different assumptions and judgments would change the estimates used in the preparation of our consolidated financial statements, which, in turn, could change the results from those reported. We evaluate our estimates, assumptions and judgments on an ongoing basis. Actual results may differ from these estimates. To the extent that there are material differences between these estimates and our actual results, our future financial statements will be affected. The critical accounting estimates, assumptions and judgments that we believe have the most significant impact on our consolidated financial statements are the following:

Revenue Recognition

We generate revenue from sales of our products, which incorporate our EOS software and accessories such as cables and optics, to direct customers and channel partners together with PCS. We typically sell products and PCS in a single contract. We recognize revenue upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to be entitled to receive in exchange for those products or services. We apply the following five-step revenue recognition model:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when (or as) we satisfy the performance obligation

Post-Contract Customer Support

PCS, which includes technical support, hardware repair and replacement parts beyond standard warranty, bug fixes, patches and unspecified upgrades on a when-and-if-available basis, is offered under renewable, fee-based contracts. We initially defer PCS revenue and recognize it ratably over the life of the PCS contract as there is no discernible pattern of delivery related to these promises. We do not provide unspecified upgrades on a set schedule and address customer requests for technical support if and when they arise, with the related expenses recognized as incurred. PCS contracts generally have a term of one to three years. We include billed but unearned PCS revenue in deferred revenue.

Contracts with Multiple Performance Obligations

Most of our contracts with customers, other than renewals of PCS, contain multiple performance obligations with a combination of products and PCS. Products and PCS generally qualify as distinct performance obligations. Our hardware includes EOS software, which together deliver the essential functionality of our products. For contracts which contain multiple performance obligations, we allocate revenue to each distinct performance obligation based on the standalone selling price ("SSP"). Judgment is

required to determine the SSP for each distinct performance obligation. We use a range of amounts to estimate SSP for products and PCS sold together in a contract to determine whether there is a discount to be allocated based on the relative SSP of the various products and PCS.

If we do not have an observable SSP, such as when we do not sell a product or service separately, then SSP is estimated using judgment and considering all reasonably available information such as market conditions and information about the size and/or purchase volume of the customer. We generally use a range of amounts to estimate SSP for individual products and services based on multiple factors including, but not limited to, the sales channel (reseller, distributor or end customer), the geographies in which our products and services are sold, and the size of the end customer.

We limit the amount of revenue recognition for contracts containing forms of variable consideration, such as future performance obligations, customer-specific returns, and acceptance or refund obligations. We include some or all of an estimate of the related at risk consideration in the transaction price only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recorded under each contract will not occur when the uncertainties surrounding the variable consideration are resolved.

Most of our contracts with customers have payment terms of 30 days, with some large high volume customers having terms of up to 60 days. We have determined that our contracts generally do not include a significant financing component because the Company and the customer have specific business reasons other than financing for entering into such contracts. Specifically, both we and our customers seek to ensure the customer has a simplified way of purchasing our products and services.

We account for multiple contracts with a single partner as one arrangement if the contractual terms and/or substance of those agreements indicate that they may be so closely related that they are, in effect, parts of a single contract.

We may occasionally accept returns to address customer satisfaction issues even though there is generally no contractual provision for such returns. We estimate returns for sales to customers based on historical return rates applied against current-period shipments. Specific customer returns and allowances are considered when determining our sales return reserve estimate.

Our policy applies to the accounting for individual contracts. However, we have elected a practical expedient to apply the guidance to a portfolio of contracts or performance obligations with similar characteristics so long as such application would not differ materially from applying the guidance to the individual contracts (or performance obligations) within that portfolio. Consequently, we have chosen to apply the portfolio approach when possible, which we do not believe will happen frequently. Additionally, we will evaluate a portfolio of data, when possible, in various situations, including accounting for commissions, rights of return and transactions with variable consideration.

We report revenue net of sales taxes. We include shipping charges billed to customers in revenue and the related shipping costs are included in cost of product revenue.

Inventory Valuation and Contract Manufacturer/Supplier Liabilities

Inventories primarily consist of finished goods and strategic components, primarily integrated circuits. Inventories are stated at the lower of cost (computed using the first-in, first-out method) and net realizable value. Manufacturing overhead costs and inbound shipping costs are included in the cost of inventory. We record a provision when inventory is determined to be in excess of anticipated demand, or obsolete, to adjust inventory to its estimated realizable value.

Our contract manufacturers procure components and assemble products on our behalf based on our forecasts. We record a liability and a corresponding charge for non-cancellable, non-returnable purchase commitments with our contract manufacturers or suppliers for quantities in excess of our demand forecasts or that are considered obsolete due to manufacturing and engineering change orders resulting from design changes.

We use significant judgment in establishing our forecasts of future demand and obsolete material exposures. These estimates depend on our assessment of current and expected orders from our customers, product development plans and current sales levels. If actual market conditions are less favorable than those projected by management, which may be caused by factors within and/or outside of our control, we may be required to increase our inventory write-downs and liabilities to our contract manufacturers and suppliers, which could have an adverse impact on our gross margins and profitability. We regularly evaluate our exposure for inventory write-downs and adequacy of our contract manufacturer/supplier liabilities.

Income Taxes

Income tax expense is an estimate of current income taxes payable in the current fiscal year based on reported income before income taxes. Deferred income taxes reflect the effect of temporary differences and carryforwards that we recognize for financial reporting and income tax purposes.

We account for income taxes under the liability approach for deferred income taxes, which requires recognition of deferred income tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements, but have not been reflected in our taxable income. Estimates and judgments occur in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred income tax assets, which arise from temporary differences and carryforwards. Deferred income tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. We regularly assess the likelihood that our deferred income tax assets will be realized based on the positive and negative evidence available. We record a valuation allowance to reduce the deferred tax assets to the amount that we are more likely than not to realize.

We believe that we have adequately reserved for our uncertain tax positions, although we can provide no assurance that the final tax outcome of these matters will not be materially different. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact on our financial condition and results of operations. The provision for income taxes includes the effects of any reserves that we believe are appropriate, as well as the related net interest and penalties.

We regularly review our tax positions and benefits to be realized. We recognize tax liabilities based upon our estimate of whether, and to the extent to which, additional taxes will be due when such estimates are more likely than not to be sustained. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. We recognize interest and penalties related to income tax matters as income tax expense.

The U.S. tax rules require U.S. tax on foreign earnings, known as global intangible low taxed income (“GILTI”). Under U.S. GAAP, we are allowed to make an accounting policy choice of either (1) treating taxes due on future U.S. inclusions in taxable income related to GILTI as a current-period expense when incurred (the “period cost method”) or (2) factoring such amounts into a company’s measurement of its deferred taxes (the “deferred method”). We selected the deferred method of accounting and recorded the associated basis differences anticipated to influence prospective GILTI calculations.

Loss Contingencies

In the ordinary course of business, we are a party to claims and legal proceedings including matters relating to commercial, employee relations, business practices and intellectual property. In assessing loss contingencies, we use significant judgment and assumptions to estimate the likelihood of loss, impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss. We record a provision for contingent losses when it is both probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We will record a charge equal to the minimum estimated liability for litigation costs or a loss contingency only when both of the following conditions are met: (i) information available prior to issuance of our consolidated financial statements indicates that it is probable that a liability had been incurred at the date of the financial statements and (ii) the range of loss can be

reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted and whether new accruals are required.

Recent Accounting Pronouncements

Refer to “Recent Accounting Pronouncements” in Note 1. Organization and Summary of Significant Accounting Policies of the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk in the ordinary course of our business. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and rates. Our market risk exposure is primarily a result of fluctuations in foreign currency exchange rates, interest rates and investments in privately-held companies. The ongoing COVID-19 pandemic has increased the volatility of global financial markets, which may increase our foreign currency exchange risk and interest rate risk. For further discussion of the potential impacts of the COVID-19 pandemic on our business, operating results, and financial condition, see Risk Factors included in Part I, Item 1A of this Form 10-K.

Foreign Currency Exchange Risk

Our results of operations and cash flows are subject to fluctuations due to changes in foreign currency exchange rates. Substantially all of our revenue is denominated in U.S. dollars, and therefore, our revenue is not directly subject to foreign currency risk. However, we are indirectly exposed to foreign currency risk. A stronger U.S. dollar could make our products and services more expensive in foreign countries and therefore reduce demand. A weaker U.S. dollar could have the opposite effect. Such economic exposure to currency fluctuations is difficult to measure or predict because our sales are also influenced by many other factors.

Our expenses are generally denominated in the currencies in which our operations are located, which is primarily in the U.S. and to a lesser extent in Europe and Asia. Our results of operations and cash flows are, therefore, subject to fluctuations due to changes in foreign currency exchange rates and may be adversely affected in the future due to changes in foreign exchange rates. A hypothetical 10% change in foreign currency exchange rates on our monetary assets and liabilities would not be material to our financial condition or results of operations. To date, foreign currency transaction gains and losses and exchange rate fluctuations have not been material to our financial statements. While we have not engaged in the hedging of our foreign currency transactions to date and do not enter into any hedging contracts for trading or speculative purposes, we may in the future hedge selected significant transactions denominated in currencies other than the U.S. dollar.

Interest Rate Sensitivity

As of December 31, 2020 and 2019, we had cash, cash equivalents and available-for-sale marketable securities totaling \$2.9 billion and \$2.7 billion, respectively. Cash equivalents and marketable securities were invested primarily in money market funds, corporate bonds, U.S. agency mortgage-backed securities, U.S. treasury securities and commercial paper. Our primary investment objectives are to preserve capital and maintain liquidity requirements. In addition, our policy limits the amount of credit exposure to any single issuer. We do not enter into investments for trading or speculative purposes and have not used any derivative financial instruments to manage our interest rate risk exposure. Our primary exposure to market risk is interest income sensitivity, which is affected by changes in the general level of the interest rates in the U.S. A decline in interest rates would reduce our interest income on our cash, cash equivalents and marketable securities. For the years ended December 31, 2020, 2019 and 2018, the effect of a hypothetical 100 basis point increase or decrease in overall interest rates would not have had a material impact on our interest income.

On the other hand, the fair market value of our investments in fixed income securities may be adversely impacted. We would incur unrealized losses on fixed income securities if there is an increase in interest rates compared to interest rates at the time of purchase. Under certain circumstances, if we are forced to sell our marketable securities prior to maturity, we may incur realized losses in such investments. However,

because of the conservative and short-term nature of the investments in our portfolio, a change in interest rates is not expected to have a material impact on our consolidated financial statements.

Investments in Privately-Held Companies

Our non-marketable equity investments in privately-held companies are recorded in “Investments” in our consolidated balance sheets. As of December 31, 2020 and 2019, the total carrying amount of our investments in privately-held companies was \$8.3 million and \$4.2 million. During fiscal 2020, we recorded a net gain of \$4.1 million on certain investments, compared to a net gain of \$5.4 million during fiscal 2019. See Note 5, Investments of the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Annual Report on Form 10-K for details.

The privately-held companies in which we invested are in the startup or development stages. These investments are inherently risky because the markets for the technologies or products these companies are developing are typically in the early stages and may never materialize. We could lose our entire investment in these companies. Our evaluation of investments in privately-held companies is based on the fundamentals of the businesses invested in, including among other factors, the nature of their technologies and potential for financial return.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
Reports of Independent Registered Public Accounting Firm	67
Consolidated Balance Sheets	70
Consolidated Statements of Operations	71
Consolidated Statements of Comprehensive Income	72
Consolidated Statements of Stockholders' Equity	73
Consolidated Statements of Cash Flows	75
Notes to the Consolidated Financial Statements	76

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Arista Networks, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Arista Networks, Inc. (the Company) as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2020, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 18, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Inventory Valuation & Contract Manufacturer/Supplier Liabilities

Description of the Matter

As discussed in Note 1 of the consolidated financial statements, the Company's inventories are stated at the lower of cost (computed using the first-in, first-out method) and net realizable value. The Company's inventory balance totaled \$480 million on December 31, 2020. The Company records a provision when inventory is determined to be in excess of anticipated demand, or obsolete, to adjust inventory to its estimated realizable value. The Company records a contract manufacturer/supplier liability and a corresponding charge for non-cancellable, non-returnable purchase commitments with contract manufacturers or suppliers for quantities in excess of the Company's demand forecasts, or that are considered obsolete.

Auditing management's assessment of net realizable value for inventory and contract manufacturer/supplier liabilities was complex and highly judgmental due to the assessment of management's estimates of forecasted product demand, which can be impacted by changes in overall customer demand, changes in the timing of the introduction and customer adoption of new products, adjustments to manufacturing and engineering schedules, and overall general economic and market conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's determination of the net realizable value of inventory and the contract manufacturer/supplier liability. This included controls over the preparation of the demand and production forecasts, and the evaluation of the accuracy and completeness of the inventory provision and contract manufacturer/supplier liability.

To test the inventory provision and contract manufacturer/supplier liability, we performed audit procedures that included, among others, assessing the Company's methodology over the computation of the provision and liability, testing the significant assumptions and the underlying inputs used by the Company in its analysis including historical sales trends, expectations regarding future sales, changes in the Company's business, customer base, product roadmap and other relevant factors.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2008.

San Jose, California

February 18, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of Arista Networks, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Arista Networks, Inc.'s internal control over financial reporting as of December 31, 2020, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Arista Networks, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on the COSO criteria. We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of Arista Networks Inc. as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2020, and the related notes of the Company and our report dated February 18, 2021 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

San Jose, California
February 18, 2021

ARISTA NETWORKS, INC.
Consolidated Balance Sheets
(In thousands, except par value)

	December 31,	
	2020	2019
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 893,219	\$ 1,111,286
Marketable securities	1,979,649	1,613,082
Accounts receivable, net of rebates and allowances of \$4,497 and \$6,160, respectively	389,540	391,987
Inventories	479,668	243,825
Prepaid expenses and other current assets	94,922	111,456
Total current assets	<u>3,836,998</u>	<u>3,471,636</u>
Property and equipment, net	32,231	39,273
Acquisition-related intangible assets, net	122,790	45,235
Goodwill	189,696	54,855
Investments	8,314	4,150
Operating lease right-of-use assets	77,288	87,770
Deferred tax assets	441,531	452,025
Other assets	30,071	30,346
TOTAL ASSETS	<u>\$ 4,738,919</u>	<u>\$ 4,185,290</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 134,235	\$ 92,105
Accrued liabilities	143,357	140,249
Deferred revenue	396,259	312,668
Other current liabilities	94,392	52,052
Total current liabilities	<u>768,243</u>	<u>597,074</u>
Income taxes payable	53,053	55,485
Operating lease liabilities, non-current	72,397	83,022
Deferred revenue, non-current	254,568	262,620
Deferred tax liabilities, non-current	227,936	254,710
Other long-term liabilities	42,431	37,693
TOTAL LIABILITIES	<u>1,418,628</u>	<u>1,290,604</u>
Commitments and contingencies (Note 7)		
STOCKHOLDERS' EQUITY:		
Preferred stock, \$0.0001 par value—100,000 shares authorized and no shares issued and outstanding as of December 31, 2020 and 2019	—	—
Common stock, \$0.0001 par value—1,000,000 shares authorized as of December 31, 2020 and 2019; 76,174 and 76,389 shares issued and outstanding as of December 31, 2020 and 2019	8	8
Additional paid-in capital	1,292,431	1,106,305
Retained earnings	2,027,614	1,788,230
Accumulated other comprehensive income	238	143
TOTAL STOCKHOLDERS' EQUITY	<u>3,320,291</u>	<u>2,894,686</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 4,738,919</u>	<u>\$ 4,185,290</u>

The accompanying notes are an integral part of these consolidated financial statements.

ARISTA NETWORKS, INC.
Consolidated Statements of Operations
(In thousands, except per share amounts)

	Year Ended December 31,		
	2020	2019	2018
Revenue:			
Product	\$ 1,830,842	\$ 2,021,150	\$ 1,841,100
Service	486,670	389,556	310,269
Total revenue	<u>2,317,512</u>	<u>2,410,706</u>	<u>2,151,369</u>
Cost of revenue:			
Product	749,962	792,382	720,584
Service	85,664	73,986	57,408
Total cost of revenue	<u>835,626</u>	<u>866,368</u>	<u>777,992</u>
Gross profit	<u>1,481,886</u>	<u>1,544,338</u>	<u>1,373,377</u>
Operating expenses:			
Research and development	486,594	462,759	442,468
Sales and marketing	229,366	213,907	187,142
General and administrative	66,242	61,898	65,420
Legal settlement	—	—	405,000
Total operating expenses	<u>782,202</u>	<u>738,564</u>	<u>1,100,030</u>
Income from operations	<u>699,684</u>	<u>805,774</u>	<u>273,347</u>
Other income, net	<u>39,179</u>	<u>56,496</u>	<u>15,454</u>
Income before income taxes	<u>738,863</u>	<u>862,270</u>	<u>288,801</u>
Provision for (benefit from) income taxes	<u>104,306</u>	<u>2,403</u>	<u>(39,314)</u>
Net income	<u>\$ 634,557</u>	<u>\$ 859,867</u>	<u>\$ 328,115</u>
Net income attributable to common stockholders:			
Basic	<u>\$ 634,557</u>	<u>\$ 859,444</u>	<u>\$ 327,926</u>
Diluted	<u>\$ 634,557</u>	<u>\$ 859,468</u>	<u>\$ 327,941</u>
Net income per share attributable to common stockholders:			
Basic	<u>\$ 8.35</u>	<u>\$ 11.26</u>	<u>\$ 4.39</u>
Diluted	<u>\$ 7.99</u>	<u>\$ 10.63</u>	<u>\$ 4.06</u>
Weighted-average shares used in computing net income per share attributable to common stockholders:			
Basic	<u>75,984</u>	<u>76,312</u>	<u>74,750</u>
Diluted	<u>79,465</u>	<u>80,879</u>	<u>80,844</u>

The accompanying notes are an integral part of these consolidated financial statements.

ARISTA NETWORKS, INC.
Consolidated Statements of Comprehensive Income
(In thousands)

	Year Ended December 31,		
	2020	2019	2018
Net income	\$ 634,557	\$ 859,867	\$ 328,115
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	1,514	(686)	(2,069)
Available-for-sale investments:			
Changes in net unrealized gains (losses) on available-for-sale securities	8,013	4,823	13
Less: reclassification adjustment for net (gains) included in net income	(9,432)	—	—
Net change	(1,419)	4,823	13
Other comprehensive income (loss)	95	4,137	(2,056)
Comprehensive income	<u>\$ 634,652</u>	<u>\$ 864,004</u>	<u>\$ 326,059</u>

The accompanying notes are an integral part of these consolidated financial statements.

ARISTA NETWORKS, INC.
Consolidated Statements of Stockholders' Equity
(In thousands)

	Common Stock		Additional Paid- In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount				
Balance — December 31, 2017	73,706	\$ 7	\$ 804,731	\$ 859,114	\$ (1,938)	\$ 1,661,914
Cumulative-effect adjustment to beginning balance ⁽¹⁾	—	—	—	3,574	—	3,574
Net income	—	—	—	328,115	—	328,115
Other comprehensive loss, net of tax	—	—	—	—	(2,056)	(2,056)
Stock-based compensation	—	—	91,202	—	—	91,202
Issuance of common stock in connection with employee equity incentive plans	1,918	1	53,657	—	—	53,658
Tax withholding paid for net share settlement of equity awards	(36)	—	(8,878)	—	—	(8,878)
Vesting of early-exercised stock options	—	—	305	—	—	305
Common stock issued for business combinations	80	—	15,555	—	—	15,555
Balance — December 31, 2018	75,668	8	956,572	1,190,803	(3,994)	2,143,389
Cumulative-effect adjustment to beginning balance ⁽²⁾	—	—	—	3,702	—	3,702
Net income	—	—	—	859,867	—	859,867
Other comprehensive income, net of tax	—	—	—	—	4,137	4,137
Stock-based compensation	—	—	101,280	—	—	101,280
Issuance of common stock in connection with employee equity incentive plans	1,951	—	57,377	—	—	57,377
Repurchase of common stock	(1,189)	—	—	(266,142)	—	(266,142)
Tax withholding paid for net share settlement of equity awards	(41)	—	(9,200)	—	—	(9,200)
Vesting of early-exercised stock options	—	—	276	—	—	276
Balance — December 31, 2019	76,389	8	1,106,305	1,788,230	143	2,894,686
Net income	—	—	—	634,557	—	634,557
Other comprehensive income, net of tax	—	—	—	—	95	95
Stock-based compensation	—	—	137,128	—	—	137,128
Issuance of common stock in connection with employee equity incentive plans	1,834	—	57,556	—	—	57,556
Repurchase of common stock	(2,012)	—	—	(395,173)	—	(395,173)
Tax withholding paid for net share settlement of equity awards	(37)	—	(8,722)	—	—	(8,722)
Vesting of early-exercised stock options	—	—	164	—	—	164
Balance — December 31, 2020	<u>76,174</u>	<u>\$ 8</u>	<u>\$1,292,431</u>	<u>\$2,027,614</u>	<u>\$ 238</u>	<u>\$ 3,320,291</u>

(1) On January 1, 2018, we adopted ASC 606 - Revenue from Contracts with Customers (“ASC 606”) and ASU 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory, which resulted in a cumulative-effect adjustment to the beginning balance of Retained Earnings for 2018.

(2) On January 1, 2019, we adopted ASC 842 - Leases, which resulted in a cumulative-effect adjustment to the beginning balance of Retained Earnings for 2019.

The accompanying notes are an integral part of these consolidated financial statements.

ARISTA NETWORKS, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,		
	2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 634,557	\$ 859,867	\$ 328,115
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization and other	44,590	32,849	27,671
Noncash lease expense	16,970	16,179	—
Stock-based compensation	137,042	101,280	91,202
Deferred income taxes	(9,144)	(75,741)	(57,896)
(Gain) loss on investments in privately-held companies, net	(4,164)	(5,427)	13,800
Gain on sale of marketable securities	(9,432)	—	—
Amortization (accretion) of investment premiums (discounts)	10,381	(6,771)	(3,360)
Changes in operating assets and liabilities:			
Accounts receivable, net	10,673	(60,210)	(77,916)
Inventories	(235,318)	20,927	51,054
Prepaid expenses and other current assets	13,846	54,259	21,411
Other assets	4,965	(8,112)	(3,389)
Accounts payable	41,161	(1,937)	39,337
Accrued liabilities	2,728	16,366	(14,786)
Deferred revenue	50,352	(11,939)	70,533
Income taxes payable	8,805	23,523	(112)
Other liabilities	17,102	7,921	17,455
Net cash provided by operating activities	<u>735,114</u>	<u>963,034</u>	<u>503,119</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from maturities of marketable securities	1,545,689	1,208,717	547,797
Purchases of marketable securities	(2,688,064)	(1,503,893)	(1,174,259)
Business combinations, net of cash acquired	(227,420)	(1,365)	(96,821)
Purchases of property, equipment and intangible assets	(15,384)	(15,751)	(23,830)
Investments in privately-held companies	3,399	28,220	(8,000)
Proceeds from sale of marketable securities	772,978	—	—
Net cash used in investing activities	<u>(608,802)</u>	<u>(284,072)</u>	<u>(755,113)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Principal payments of lease financing obligations	—	—	(1,929)
Proceeds from issuance of common stock under equity plans	57,556	57,378	53,658
Tax withholding paid on behalf of employees for net share settlement	(8,722)	(9,200)	(8,878)
Repurchase of common stock	(395,173)	(266,142)	—
Net cash (used in) provided by financing activities	<u>(346,339)</u>	<u>(217,964)</u>	<u>42,851</u>
Effect of exchange rate changes	<u>1,966</u>	<u>353</u>	<u>(1,390)</u>
NET INCREASE/(DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	<u>(218,061)</u>	<u>461,351</u>	<u>(210,533)</u>
CASH, CASH EQUIVALENTS AND RESTRICTED CASH —Beginning of period	<u>1,115,515</u>	<u>654,164</u>	<u>864,697</u>
CASH, CASH EQUIVALENTS AND RESTRICTED CASH —End of period (⁽¹⁾)	<u>\$ 897,454</u>	<u>\$ 1,115,515</u>	<u>\$ 654,164</u>

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:

ARISTA NETWORKS, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Year Ended December 31,		
	2020	2019	2018
Cash paid for income taxes, net of refunds	\$ 82,601	\$ 32,832	\$ 17,573
Cash paid for interest — lease financing obligation	—	—	2,692
SUPPLEMENTAL DISCLOSURES OF NON-CASH INVESTING AND FINANCING INFORMATION:			
Right-of-use assets recognized upon the adoption of ASC 842	\$ —	\$ 93,207	\$ —
Right-of-use assets obtained in exchange for new operating lease liabilities	6,627	10,948	—
Common stock issued for business combinations	—	—	15,555
Property and equipment included in accounts payable and accrued liabilities	1,565	2,120	2,340
Vesting of early exercised stock options and restricted stock awards	164	276	305

(1) See Note 4 of the accompanying notes for a reconciliation of the ending balance of cash, cash equivalents and restricted cash as shown in this consolidated statements of cash flows.

The accompanying notes are an integral part of these consolidated financial statements.

ARISTA NETWORKS, INC.
Notes to Consolidated Financial Statements

1. Organization and Summary of Significant Accounting Policies

Organization

Arista Networks, Inc. (together with our subsidiaries, "we," "our," "Arista," "Company" or "us") is a supplier of cloud networking solutions that use software innovations to address the needs of large-scale internet companies, cloud service providers and next-generation enterprises. Our cloud networking solutions consist of our EOS, a set of network applications and our Gigabit Ethernet switching and routing platforms. We are incorporated in the state of Delaware. Our corporate headquarters are located in Santa Clara, California, and we have wholly-owned subsidiaries throughout the world, including North America, Europe, Asia and Australia.

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Arista Networks, Inc. and its wholly-owned subsidiaries and are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). All significant intercompany accounts and transactions have been eliminated.

Certain reclassifications of prior period amounts were made in the current year to conform to the current period presentation.

Risk and uncertainties

The global coronavirus ("COVID-19") pandemic and resulting mitigation efforts by governments around the world to contain or slow its spread have negatively impacted the global economy, disrupted business, sales activities, global supply chains and workforce participation, including our own, and created significant volatility and disruption of financial markets.

Our contract manufacturers and suppliers have experienced delays in the production and export of their products, which have negatively impacted our supply chain and could negatively impact our business in the future. In addition, COVID-19 related disruptions may have a negative impact on demand from our customers in future periods. However, the extent of the impact of COVID-19 on our operational and financial performance, including our ability to execute our business strategies and initiatives in the expected time frame, and the impact of any initiatives and programs we may undertake to address financial and operational challenges, will depend on future developments, including the duration and spread of the pandemic and related mitigation efforts, as well as restrictions on travel and transport, all of which are uncertain and cannot be predicted. Management is actively monitoring the impact of the pandemic on the Company's financial condition, liquidity, operations, suppliers, industry, and workforce. As of the date of issuance of these consolidated financial statements, the extent to which the COVID-19 pandemic may materially impact the Company's financial condition, liquidity, or results of operations is uncertain.

Use of Estimates

The preparation of the accompanying consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the amounts reported and disclosed in the consolidated financial statements and accompanying notes. Those estimates and assumptions include, but are not limited to, revenue recognition and deferred revenue; allowance for doubtful accounts, sales rebates and return reserves; valuation of goodwill and acquisition-related intangible assets, accounting for income taxes, including the recognition of deferred tax assets and liabilities related to an intra-entity transaction to sell our non-Americas economic and beneficial intellectual property, valuation allowance on deferred tax assets and reserves for uncertain tax positions; estimate of useful lives of long-lived assets including intangible assets; valuation of inventory and contract manufacturer/supplier liabilities; and the recognition and measurement of contingent liabilities. We evaluate our estimates and assumptions based on historical experience and other factors and adjust these estimates and assumptions when facts and circumstances dictate. Actual results could differ materially from these estimates.

Concentrations of Business and Credit Risk

We work closely with third-party contract manufacturers to manufacture our products. As of December 31, 2020, we had two primary contract manufacturing partners, who provided substantially all of our electronic manufacturing services. Our contract manufacturing partners deliver our products to our third-party direct fulfillment facilities. We and our fulfillment partners then perform labeling, final configuration, quality assurance testing and shipment to our customers. Our products rely on key components, including certain integrated circuit components and power supplies, some of which our contract manufacturing partners purchase on our behalf from a limited number of suppliers, including certain sole-source providers. We generally do not have guaranteed supply contracts with our component suppliers, and our manufacturing partners could delay shipments or cease manufacturing such products or selling them to us at any time. If we are unable to obtain a sufficient quantity of these components on commercially reasonable terms or in a timely manner, or if we are unable to obtain alternative sources for these components, sales of our products could be delayed or halted entirely, or we may be required to redesign our products. Quality or performance failures of our products or changes in our contractors' or vendors' financial or business condition could disrupt our ability to supply quality products to our customers. Any of these events could result in lost sales and damage to our end-customer relationships, which would adversely impact our business, financial condition and results of operations.

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash, cash equivalents, marketable securities, restricted cash, and accounts receivable. Our cash equivalents, restricted cash and marketable securities are invested in high quality financial instruments with banks and financial institutions. Such deposits may be in excess of insured limits provided on such deposits.

Our accounts receivable are unsecured and represent amounts due to us based on contractual obligations of our customers. We mitigate credit risk with respect to accounts receivable by performing ongoing credit evaluations of our customers to assess the probability of collection based on a number of factors, including past transaction experience with the customer, evaluation of their credit history, the credit limits extended, review of the invoicing terms of the arrangement and current economic conditions that may affect a customer's ability to pay. In situations where a customer may be thinly capitalized and we have limited payment history with it, we will either establish a small credit limit or require it to prepay its purchases. We generally do not require our customers to provide collateral to support accounts receivable. We have recorded an allowance for doubtful accounts for accounts receivables that we have determined to be uncollectible. We mitigate credit risk with respect to accounts receivables by performing ongoing credit evaluations of the borrower to assess the probability of collecting all amounts due to us under the existing contractual terms.

We market and sell our products through both our direct sales force and our channel partners, including distributors, value-added resellers, system integrators and original equipment manufacturer ("OEM") partners, and in conjunction with various technology partners. Significant customers are those that represent more than 10% of our total net revenue during the period or net accounts receivable balance at each respective balance sheet date. As of December 31, 2020, we had two customers who represented 31% and 15% of total accounts receivable, respectively. As of December 31, 2019, we had one customer who represented 39% of total accounts receivable. For the years ended December 31, 2020 and 2018, there was one customer who represented 22% and 27% of our total revenue, respectively. For the year ended December 31, 2019, there were two customers who represented 23% and 17% of our total revenue, respectively.

Cash and Cash Equivalents

We consider all highly liquid investments with original or remaining maturities of three months or less at the time of purchase to be cash equivalents. Cash and cash equivalents consist of cash on deposit with various financial institutions and highly liquid investments in money market funds. Interest is accrued as earned. As of December 31, 2020 and 2019, we had restricted cash of \$4.2 million, respectively, and that primarily included \$4.0 million pledged as collateral representing a security deposit required for a facility lease. Our restricted cash is classified as other assets in the accompanying consolidated balance sheets.

Marketable Securities

We classify all highly liquid investments in debt and equity securities with maturities of greater than three months at the date of purchase as marketable securities. We have classified and accounted for our marketable securities as available-for-sale. We determine the appropriate classification of these investments at the time of purchase and reevaluate such designation at each balance sheet date. We may or may not hold securities with stated maturities greater than 12 months until maturity. After consideration of our risk versus reward objectives, as well as our liquidity requirements, we may sell these securities prior to their stated maturities. As we view these securities as available to support current operations, we classify securities with maturities beyond 12 months as current assets under the caption marketable securities in the accompanying consolidated balance sheets. We carry these securities at fair value, and report the unrealized gains and losses, net of taxes, as a component of stockholders' equity. We determine the cost of the debt investment sold based on an average cost basis at the individual security level, and record the interest income in other income, net in the accompanying consolidated statements of operations. We determine any realized gains or losses on the sale of marketable securities using the specific identification method, and record such gains and losses in other income, net in the accompanying consolidated statements of operations.

For our debt securities in an unrealized loss position, we determine whether a credit loss exists by considering information about the collectability of the instrument and current market conditions. We recognize an allowance for credit losses, up to the amount of the unrealized loss when appropriate, and write down the amortized cost basis of the investment if it is more likely than not we will be required to sell or we intend to sell the investment before recovery of its amortized cost basis.

Accounts Receivable

Accounts receivable are recorded at the invoiced amount, net of allowances for doubtful accounts, sales rebates and returns reserves. We estimate our allowance for doubtful accounts based upon the collectability of the receivables in light of historical trends, reasonable and supportable information of our customers' economic conditions that may affect our customers' ability to pay and prevailing economic conditions. This evaluation is done in order to identify issues that may impact the collectability of receivables and related estimated required allowance. Revisions to the allowance are recorded as an adjustment to bad debt expense. After appropriate collection efforts are exhausted, specific accounts receivable deemed to be uncollectible are charged against the allowance in the period they are deemed uncollectible. Recoveries of accounts receivable previously written-off are recorded as credits to bad debt expense. We primarily estimate our sales rebates and returns reserves based on historical rates applied against current period billings. Specific customer returns, rebates and allowances are considered when determining our estimates. Revisions to sales rebate and return reserves are recorded as adjustments to revenue.

Fair Value Measurements

Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We apply fair value accounting for all financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. These assets and liabilities include cash and cash equivalents, marketable securities, accounts receivable, accounts payable, and accrued liabilities. Cash equivalents, accounts receivable, accounts payable and accrued liabilities are stated at carrying values in our consolidated financial statements, which approximate their fair value due to the short-term nature of these instruments.

Assets and liabilities recorded at fair value on a recurring basis in the accompanying consolidated balance sheets are categorized based upon the level of judgment associated with the inputs used to measure their fair value. We use a fair value hierarchy to measure fair value, maximizing the use of observable inputs and minimizing the use of unobservable inputs. The three-tiers of the fair value hierarchy are as follows:

Level 1—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date;

Level II—Inputs are observable, unadjusted quoted prices in active markets for similar assets or liabilities, unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the related assets or liabilities; and

Level III—Unobservable inputs that are supported by little or no market data for the related assets or liabilities and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

Foreign Currency

The functional currency of our foreign subsidiaries is either the U.S. dollar or their local currency depending on the nature of the subsidiaries' activities.

Transaction re-measurement - Assets and liabilities denominated in a currency other than a subsidiary's functional currency are re-measured into the subsidiary's functional currency using exchange rates in effect at the end of the reporting period, with gains and losses recorded in other income, net in the consolidated statements of operations. To date, foreign currency transaction gains and losses and exchange rate fluctuations have not been material to our consolidated financial statements.

Translation - Assets and liabilities of subsidiaries denominated in foreign functional currencies are translated into U.S. dollars at the closing exchange rate on the balance sheet date and equity-related balances are translated at historical exchange rates. Revenues, costs and expenses in foreign functional currencies are translated using average exchange rates that approximate those in effect during the period. Translation adjustments are recorded within accumulated other comprehensive income, a separate component of total stockholders' equity.

Inventory Valuation and Contract Manufacturer/Supplier Liabilities

Inventories primarily consist of finished goods and strategic components, primarily integrated circuits. Inventories are stated at the lower of cost (computed using the first-in, first-out method) and net realizable value. Manufacturing overhead costs and inbound shipping costs are included in the cost of inventory. We record a provision when inventory is determined to be in excess of anticipated demand, or obsolete, to adjust inventory to its estimated realizable value. For the years ended December 31, 2020, 2019 and 2018, we recorded charges of \$50.5 million, \$41.2 million and \$20.8 million, respectively, within cost of product revenue for inventory write-downs.

Our contract manufacturers procure components and assemble products on our behalf based on our forecasts. We record a liability and a corresponding charge for non-cancellable, non-returnable purchase commitments with our contract manufacturers or suppliers for quantities in excess of our demand forecasts or that are considered obsolete due to manufacturing and engineering change orders resulting from design changes. For the years ended December 31, 2020 and 2019, we recorded a charge of \$14.9 million and \$11.7 million, respectively, within cost of product revenue for such liabilities with our contract manufacturers and suppliers. For the year ended December 31, 2018, we did not incur a net loss on such supplier liabilities.

We use significant judgment in establishing our forecasts of future demand and obsolete material exposures. These estimates depend on our assessment of current and expected orders from our customers, product development plans and current sales levels. If actual market conditions are less favorable than those projected by management, which may be caused by factors within and/or outside of our control, we may be required to increase our inventory write-downs and liabilities to our contract manufacturers and suppliers, which could have an adverse impact on our gross margins and profitability. We regularly evaluate our exposure for inventory write-downs and adequacy of our contract manufacturer/supplier liabilities.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets, generally three years. Our leasehold improvements are depreciated over the shorter of the estimated useful lives of the improvements or the remaining lease term.

Leases

We lease office space, data centers, and equipment under non-cancelable operating leases with various expiration dates through 2028. We determine if an arrangement contains a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, other current liabilities, and operating lease liabilities, non-current in our consolidated balance sheets. We do not have any finance leases in any of the periods presented.

ROU assets and lease liabilities are recognized at the commencement date based on the present value of remaining lease payments over the lease term. The interest rate implicit in our operating leases is not readily available, and therefore, an incremental borrowing rate is estimated based on a hypothetical interest rate on a collateralized basis with similar terms, payments, and economic environments. Operating lease right-of-use assets also include any prepaid lease payments and lease incentives.

Our operating lease agreements may contain rent concession, rent escalation, and option to renew provisions. Lease expense is recognized on a straight-line basis over the lease term commencing on the date we have the right to use the leased property. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that the option will be exercised. In addition, certain of our operating lease agreements contain tenant improvement allowances from landlords. These allowances are accounted for as lease incentives, and decrease our right-of-use asset and reduce lease expense over the lease term.

Our lease agreements may contain lease and non-lease components, which are combined and accounted for as a single lease component. We also elect to apply the short-term lease measurement and recognition exemption in which ROU assets and lease liabilities are not recognized for leases with terms of 12 months or less.

Business Combinations

We use the acquisition method to account for our business combinations in accordance with Accounting Standards Codification ("ASC") 805 - *Business Combinations*. We allocate the total fair value of purchase consideration to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the consideration transferred over the fair values of the assets acquired and liabilities assumed is recorded as goodwill. The results of operations of the acquired businesses are included in our consolidated financial statements from the date of acquisition. Acquisition-related transaction and restructuring costs are expensed as incurred.

During the measurement period, which is not to exceed one year from the acquisition date, we may record adjustments to the acquired assets and liabilities assumed, with a corresponding offset to goodwill or the preliminary purchase price, to reflect new information obtained about facts and circumstances that existed as of the acquisition date. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

Goodwill and Acquired Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in a business combination. The Company has one reporting unit and tests goodwill for impairment at least annually in the fourth quarter or more frequently if indicators of potential impairment exist. We first perform a qualitative assessment to determine whether it is more likely than not that the fair value of our reporting unit is less than its carrying amount. If the reporting unit does not pass the qualitative assessment, a quantitative test is performed by comparing the fair value of our reporting unit with its carrying amount. We would recognize an impairment loss for the amount by which the carrying amount exceeds the fair value. There were no impairment charges in any of the periods presented in the consolidated financial statements. See Note 6 Goodwill and Acquisition-Related Intangible Assets for additional information.

Acquired intangible assets are carried at cost less accumulated amortization. All acquired intangible assets have been determined to have definite lives and are amortized on a straight-line basis over their estimated useful lives, ranging from one to eight years. Acquired intangible assets are reviewed for impairment under the long-lived asset model described below. There were no impairment charges in any of the periods presented in

the consolidated financial statements. See Note 6 Goodwill and Acquisition-Related Intangible Assets for additional information.

Investments in Privately-Held Companies

Our equity investments in privately-held companies without readily determinable fair values are measured using the measurement alternative, defined by ASC 321 - *Investments-Equity Securities* as cost, less impairments, and remeasured based on observable price changes from orderly transactions of identical or similar securities of the same issuer. Any adjustments resulting from impairments and/or observable price changes are recorded within other income, net in our consolidated statements of operations. This election is reassessed each reporting period to determine whether investments in privately-held companies have a readily determinable fair value, in which case they would no longer be eligible for this election. The Company did not hold investments in privately-held companies whose fair value was readily determinable as of December 31, 2020 and 2019.

Impairment of Long-Lived Assets and Investments in Privately-Held Companies

The carrying amounts of our long-lived assets, including property and equipment, intangible assets, ROU assets and investments in privately-held companies, are periodically reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. We recognized impairment losses on certain private company investments during 2018. Refer to Note 5 Investments for additional information. No impairment of any other long-lived assets was identified for any of the periods presented in the consolidated financial statements.

Loss Contingencies

In the ordinary course of business, we are a party to claims and legal proceedings including matters relating to commercial, employee relations, business practices and intellectual property. In assessing loss contingencies, we use significant judgments and assumptions to estimate the likelihood of loss, impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss. We record a provision for contingent losses when it is both probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We will record a charge equal to the minimum estimated liability for litigation costs or a loss contingency only when both of the following conditions are met: (i) information available prior to issuance of our consolidated financial statements indicates that it is probable that a liability had been incurred at the date of the financial statements, and (ii) the range of loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted and whether new accruals are required.

Revenue Recognition

We generate revenue from sales of our products, which incorporate our EOS software and accessories such as cables and optics, to direct customers and channel partners together with post-contract customer support (“PCS”). We typically sell products and PCS in a single contract. We recognize revenue upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to be entitled to receive in exchange for those products or services. We apply the following five-step revenue recognition model:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligations in the contract
- Recognition of revenue when (or as) we satisfy the performance obligation

Post-Contract Customer Support

PCS, which includes technical support, hardware repair and replacement parts beyond standard warranty, bug fixes, patches and unspecified upgrades on a when-and-if-available basis, is offered under renewable, fee-based contracts. We initially defer PCS revenue and recognize it ratably over the life of the PCS contract as there is no discernible pattern of delivery related to these promises. We do not provide unspecified upgrades on a set schedule and address customer requests for technical support if and when they arise, with the related expenses recognized as incurred. PCS contracts generally have a term of one to three years. We include billed but unearned PCS revenue in deferred revenue.

Contracts with Multiple Performance Obligations

Most of our contracts with customers, other than renewals of PCS, contain multiple performance obligations with a combination of products and PCS. Products and PCS generally qualify as distinct performance obligations. Our hardware includes EOS software, which together deliver the essential functionality of our products. For contracts that contain multiple performance obligations, we allocate revenue to each distinct performance obligation based on the standalone selling price (“SSP”). Judgment is required to determine the SSP for each distinct performance obligation. We use a range of amounts to estimate SSP for products and PCS sold together in a contract to determine whether there is a discount to be allocated based on the relative SSP of the various products and PCS.

If we do not have an observable SSP, such as when we do not sell a product or service separately, then SSP is estimated using judgment and considering all reasonably available information such as market conditions and information about the size and/or purchase volume of the customer. We generally use a range of amounts to estimate SSP for individual products and services based on multiple factors including, but not limited to, the sales channel (reseller, distributor or end customer), the geographies in which our products and services are sold, and the size of the end customer.

We limit the amount of revenue recognition for contracts containing forms of variable consideration, such as future performance obligations, customer-specific returns, and acceptance or refund obligations. We include some or all of an estimate of the related at risk consideration in the transaction price only to the extent that it is probable that a significant reversal in the amount of cumulative revenue recorded under each contract will not occur when the uncertainties surrounding the variable consideration are resolved.

Most of our contracts with customers have payment terms of 30 days with some large high-volume customers having terms of up to 60 days. We have determined our contracts generally do not include a significant financing component because the Company and the customer have specific business reasons other than financing for entering into such contracts. Specifically, both we and our customers seek to ensure the customer has a simplified way of purchasing Arista products and services.

We account for multiple contracts with a single partner as one arrangement if the contractual terms and/or substance of those agreements indicate that they may be so closely related that they are, in effect, parts of a single contract.

We may occasionally accept returns to address customer satisfaction issues even though there is generally no contractual provision for such returns. We estimate returns for sales to customers based on historical return rates applied against current-period shipments. Specific customer returns and allowances are considered when determining our sales return reserve estimate.

Our policy applies to the accounting for individual contracts. However, we have elected a practical expedient to apply the guidance to a portfolio of contracts or performance obligations with similar characteristics so long as such application would not differ materially from applying the guidance to the individual contracts (or performance obligations) within that portfolio. Consequently, we have chosen to apply the portfolio approach when possible, which we do not believe will happen frequently. Additionally, we will evaluate a portfolio of data, when possible, in various situations, including accounting for commissions, rights of return and transactions with variable consideration.

We report revenue net of sales taxes. We include shipping charges billed to customers in revenue and the related shipping costs are included in cost of product revenue.

Contract Balances

A contract asset is recognized when we have a contractual right to consideration for both completed and partially completed performance obligations that have not yet been invoiced. Contract assets are included in other current assets in the accompanying consolidated balance sheets.

A contract liability is recognized when we have received customer payments in advance of our satisfaction of a performance obligation under a contract that is cancellable. Contract liabilities are included in other current liabilities and other long-term liabilities in the accompanying consolidated balance sheets.

Assets Recognized from Costs to Obtain a Contract with a Customer

We recognize an asset for the incremental costs of obtaining a contract with a customer if we expect the benefit of those costs to be longer than one year. We have determined that certain sales commissions earned by our sales force meet the requirements for capitalization. These costs are deferred and then amortized over a period of benefit that we have determined to be five years. Total capitalized costs to obtain a contract are included in other current and long-term assets on our consolidated balance sheets. As of December 31, 2020 and 2019, total capitalized costs to obtain contracts were \$10.1 million and \$8.9 million, respectively.

Research and Development Expenses

Costs related to the research, design and development of our products are charged to research and development expenses as incurred. Software development costs are capitalized beginning when a product's technological feasibility has been established and ending when the product is available for general release to customers. Generally, our products are released soon after technological feasibility has been established. As a result, costs incurred subsequent to achieving technological feasibility have not been significant and accordingly, all software development costs have been expensed as incurred.

Warranty

We offer a one-year warranty on all of our hardware products and a 90-day warranty against defects in the software embedded in the products. We use judgment and estimates when determining warranty costs based on historical costs to replace product returns within the warranty period at the time we recognize revenue. We accrue for potential warranty claims at the time of shipment as a component of cost of revenues based on historical experience and other relevant information. We reserve for specifically identified products if and when we determine we have a systemic product failure. Although we engage in extensive product quality programs, if actual product failure rates or use of materials differ from estimates, additional warranty costs may be incurred, which could reduce our gross margin. The accrued warranty liability is recorded in accrued liabilities in the accompanying consolidated balance sheets.

Segment Reporting

We develop, market and sell cloud networking solutions, which primarily consist of our switching and routing platforms and related network applications, and there are no segment managers who are held accountable for operations or operating results below the Company level. Our chief operating decision maker is our Chief Executive Officer, who reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. Accordingly, we have determined that we operate as one reportable segment.

Stock-Based Compensation

Stock-based compensation cost for equity awards is measured at the grant-date fair value using appropriate valuation techniques and recognized as expense over the requisite service or performance period. We account for forfeitures when they occur.

Stock-based compensation cost for stock options and restricted stock units ("RSUs") are recognized on a straight-line basis over the requisite service period, which is generally two to five years. The Company has

granted RSUs that vest upon the satisfaction of both service-based and performance-based conditions. The service-based condition for these awards is generally satisfied over four years. The performance-based conditions are satisfied upon achieving specified performance targets, such as financial or operating metrics. We record stock-based compensation expense for performance-based equity awards on an accelerated attribution method over the requisite service period, which is generally four years, and only if performance-based conditions are considered probable to be satisfied.

See Note 8. Stockholders' Equity and Stock-Based Compensation for a detailed discussion of the Company's stock plans, assumptions to the valuation techniques, and stock-based compensation expense.

Income Taxes

Income tax expense is an estimate of current income taxes payable in the current fiscal year based on reported income before income taxes. Deferred income taxes reflect the effect of temporary differences and carryforwards that we recognize for financial reporting and income tax purposes.

We account for income taxes under the liability approach for deferred income taxes, which requires recognition of deferred income tax assets and liabilities for the expected future tax consequences of events that have been recognized in our consolidated financial statements, but have not been reflected in our taxable income. Estimates and judgments occur in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred income tax assets, which arise from temporary differences and carryforwards. Deferred income tax assets and liabilities are measured using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. We regularly assess the likelihood that our deferred income tax assets will be realized based on the positive and negative evidence available. We record a valuation allowance to reduce the deferred tax assets to the amount that we are more likely than not to realize.

We believe that we have adequately reserved for our uncertain tax positions, although we can provide no assurance that the final tax outcome of these matters will not be materially different. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made and could have a material impact on our financial condition and results of operations. The provision for income taxes includes the effects of any reserves that we believe are appropriate, as well as the related net interest and penalties.

We regularly review our tax positions and benefits to be realized. We recognize tax liabilities based upon our estimate of whether, and to the extent to which, additional taxes will be due when such estimates are more likely than not to be sustained. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. We recognize interest and penalties related to income tax matters as income tax expense.

The U.S. tax rules require U.S. tax on foreign earnings, known as global intangible low taxed income ("GILTI"). Under U.S. GAAP, we are allowed to make an accounting policy choice of either (1) treating taxes due on future U.S. inclusions in taxable income related to GILTI as a current-period expense when incurred (the "period cost method") or (2) factoring such amounts into a company's measurement of its deferred taxes (the "deferred method"). We selected the deferred method of accounting and recorded the associated basis differences anticipated to influence prospective GILTI calculations.

Net Income per Share Attributable to Common Stockholders

Basic and diluted net income per share attributable to common stockholders are calculated in conformity with the two-class method required for participating securities. Our shares of common stock subject to repurchase are considered participating securities. Under the two-class method, net income attributable to common stockholders is calculated as net income less earnings attributable to participating securities. In computing diluted net income attributable to common stockholders, undistributed earnings are re-allocated to reflect the potential impact of dilutive securities. Basic net income per common share is computed by dividing the net income attributable to common stockholders by the weighted-average number of common shares outstanding during the period. Diluted net income per share attributable to common stockholders is computed

by dividing the net income attributable to common stockholders by the weighted-average number of common shares outstanding, including potentially dilutive common shares assuming the dilutive effect of outstanding stock options, restricted stock units, and employee stock purchase plan using the treasury stock method. Potentially dilutive shares whose effect would have been antidilutive are excluded from the computation of diluted net income per share.

Recently Adopted Accounting Pronouncements

Credit Losses of Financial Instruments

In June 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2016-13 (Topic 326), *Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments*, to replace the incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The proposed standard requires a financial asset measured at amortized cost basis to be presented at the net amount expected to be collected. For trade receivables, we are required to estimate lifetime expected credit losses. For available-for-sale debt securities, we are required to recognize an allowance for credit losses rather than a reduction to the carrying value of the asset. We adopted the new standard on January 1, 2020 under the modified retrospective approach with no material impact on our consolidated financial statements upon adoption. In addition, we continue to monitor the financial implications of the COVID-19 pandemic on expected credit losses.

Simplifying the Test for Goodwill Impairment

In January 2017, the FASB issued ASU 2017-04 (Topic 350), *Simplifying the test for goodwill impairment*, to eliminate Step 2 of the goodwill impairment test. Entities are required to record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. We adopted this standard prospectively on January 1, 2020 with no impact to our consolidated financial statements.

Changes to the Disclosure Requirements for Fair Value Measurement

In August 2018, the FASB issued ASU 2018-13 (Topic 820), *Fair Value Measurement: Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*, which eliminates, adds, and modifies certain disclosure requirements for fair value measurements. We adopted this standard on January 1, 2020 with no material impact on our consolidated financial statements. See Note 5 Investments for additional information on our Level 3 investments.

Recent Accounting Pronouncements Not Yet Effective

Income Taxes

In December 2019, the FASB issued ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*, which simplifies the accounting for incomes taxes by removing certain exceptions to the general principles in Topic 740 and amending existing guidance to improve consistent application. This new standard is effective for our interim and annual periods beginning January 1, 2021 with earlier adoption permitted. Most amendments within this standard are required to be applied on a prospective basis, while certain amendments must be applied on a retrospective or modified retrospective basis. We are currently evaluating the adoption impacts on our consolidated financial statements.

2. Business Combinations

On February 5, 2020, the Company completed its acquisition of Big Switch Networks, Inc. ("Big Switch"), a network monitoring and software-defined networking pioneer headquartered in Santa Clara, California. With the acquisition of Big Switch, we expect to expand our data center networking solutions and further strengthen our network monitoring and observability suite delivered through Arista's software platform CloudVision and DANZ (DataANalyZer) capabilities.

We paid an aggregate of \$73.3 million in cash for the acquisition of Big Switch, of which \$5.3 million was severance and other costs accounted for as a post-combination expense and excluded from the purchase

consideration. We also incurred certain acquisition-related expenses and restructuring costs of \$6.6 million, which primarily consisted of retention bonuses to continuing employees, professional and consulting fees, and facilities restructuring costs.

On October 7, 2020, the Company completed its acquisition of Awake Security, Inc. (“Awake Security”), a network detection and response (“NDR”) platform provider headquartered in Santa Clara, California. With the acquisition of Awake Security, we added an NDR platform to our product portfolio that combines artificial intelligence (AI) with human expertise to autonomously hunt for and respond to insider and external threats.

The Company acquired all outstanding shares of Awake Security for a total purchase consideration of \$180.5 million with cash. The acquisition-related costs were immaterial.

Certain unvested stock options held by Awake Security employees were assumed by the Company in connection with the acquisition. The portion of the fair value of the assumed stock options associated with pre-acquisition service of Awake employees was immaterial. The fair value of \$21.3 million of the unvested replacement options was excluded from the purchase price. These awards, which are subject to the recipients’ continued service with the Company, will be recognized ratably as stock-based compensation expense over the requisite service period.

Both acquisitions were accounted for as a business combination with the aggregate purchase price allocated to the assets acquired and liabilities assumed based on their estimated fair values as of the acquisition date. The Company prepared an initial assessment of the fair value of the assets acquired and liabilities assumed as of the acquisition date using preliminary information. Accordingly, the preliminary values reflected in the table below are subject to potential measurement period adjustments. The fair value is as follows (in thousands):

	Preliminary Purchase Price Allocation
Cash and cash equivalents	\$ 21,051
Other tangible assets	19,580
Liabilities	(28,598)
Intangible assets	101,640
Goodwill	134,841
Net assets acquired	\$ 248,514

The acquired intangible assets are amortized on a straight-line basis over their estimated useful lives, as we believe this method most closely reflects the pattern in which the economic benefits of the assets will be consumed. The following table shows the valuation of the intangible assets acquired (in thousands) along with their weighted average estimated useful lives:

	Acquisition Date Fair Value	Weighted Average Estimated Useful Life
Developed technology	\$ 72,220	7 years
Customer relationships	18,840	7 years
Trade name	6,520	5 years
Others	4,060	2 years
Total intangible assets acquired	\$ 101,640	

The goodwill of \$134.8 million is primarily attributable to the expected synergies created by incorporating the solutions of the acquired businesses into our technology platform, and the value of the

assembled workforce. The goodwill is not deductible for income taxes purposes. The Company's consolidated financial statements include the accounts of Big Switch and Awake Security starting as of the acquisition date. Pro forma and historical post-acquisition results of operations for these acquisitions were not material to the Company's consolidated financial statements.

3. Fair Value Measurements

We measure and report our cash equivalents, restricted cash, and available-for-sale marketable securities at fair value on a recurring basis. The following tables summarize the amortized costs, unrealized gains and losses, and fair values of these financial assets by significant investment category and their levels within the fair value hierarchy (in thousands):

	December 31, 2020						
	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	Level I	Level II	Level III
Financial Assets:							
<i>Cash Equivalents:</i>							
Money market funds	\$ 438,854	\$ —	\$ —	\$ 438,854	\$438,854	\$ —	\$ —
<i>Marketable Securities:</i>							
Commercial paper	51,211	—	—	51,211	—	51,211	—
Certificates of deposits ⁽¹⁾	50,136	3	—	50,139	—	50,139	—
U.S. government notes	523,320	187	(1)	523,506	523,506	—	—
Corporate bonds	878,484	1,167	(330)	879,321	—	879,321	—
Agency securities	475,132	343	(3)	475,472	—	475,472	—
	<u>1,978,283</u>	<u>1,700</u>	<u>(334)</u>	<u>1,979,649</u>	<u>523,506</u>	<u>1,456,143</u>	<u>—</u>
<i>Other Assets:</i>							
Money market funds - restricted	4,235	—	—	4,235	4,235	—	—
Total Financial Assets	<u>\$2,421,372</u>	<u>\$ 1,700</u>	<u>\$ (334)</u>	<u>\$2,422,738</u>	<u>\$966,595</u>	<u>\$1,456,143</u>	<u>\$ —</u>

(1) As of December 31, 2020, all of our certificates of deposits were domestic deposits.

December 31, 2019

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value	Level I	Level II	Level III
Financial							
<i>Cash</i>							
Money market funds	\$ 562,580	\$ —	\$ —	\$ 562,580	\$ 562,580	\$ —	\$ —
Certificates of deposits ⁽¹⁾	4,001	—	—	4,001	—	4,001	—
	566,581	—	—	566,581	562,580	4,001	4,001
<i>Marketable Securities:</i>							
Commercial	66,717	—	—	66,717	—	66,717	—
Certificates of deposits ⁽¹⁾	3,000	—	—	3,000	—	3,000	—
U.S. government	518,884	414	(20)	519,278	519,278	—	—
Corporate	787,741	2,392	(73)	790,060	—	790,060	—
Agency	233,491	577	(41)	234,027	—	234,027	—
	1,609,833	3,383	(134)	1,613,082	519,278	1,093,804	—
Other Assets:							
Money market funds -	4,229	—	—	4,229	4,229	—	—
Total Financial	\$2,180,643	\$ 3,383	\$ (134)	\$2,183,892	\$1,086,087	\$1,097,805	\$ —

(1) As of December 31, 2019, all of our certificates of deposits were domestic deposits.

As of December 31, 2020 and 2019, total unrealized losses of our marketable securities were immaterial. We invest in marketable securities that have maximum maturities of up to two years and are generally deemed to be low risk based on their credit ratings from the major rating agencies. The longer the duration of these marketable securities, the more susceptible they are to changes in market interest rates and bond yields. We expect to realize the full value of these investments upon maturity or sale and therefore, we do not consider any of our marketable securities to be impaired as of December 31, 2020. We did not recognize any credit losses or non-credit-related impairments related to our available-for-sale marketable securities for the year ended December 31, 2020. We determined that the gross unrealized losses on our marketable fixed-income securities as of December 31, 2019 and 2018 were temporary in nature and therefore, we did not recognize any impairment of our marketable fixed-income securities for the years ended December 31, 2019 and 2018, respectively.

As of December 31, 2020, the contractual maturities of our investments did not exceed 24 months. The fair values of available-for-sale marketable securities, by remaining contractual maturity, are as follows (in thousands):

	December 31, 2020
Due in 1 year or less	\$ 1,151,647
Due in 1 year through 2 years	828,002
Total marketable securities	\$ 1,979,649

The weighted-average remaining duration of our current marketable securities is approximately 0.9 years as of December 31, 2020.

4. Financial Statements Details

Cash, Cash Equivalents and Restricted Cash

The reconciliation of cash, cash equivalents and restricted cash reported in the accompanying consolidated balance sheets to the total of the same such amounts in the accompanying consolidated statements of cash flows is as follows (in thousands):

	December 31,	
	2020	2019
Cash and cash equivalents	\$ 893,219	\$ 1,111,286
Restricted cash included in other assets	4,235	4,229
Total cash, cash equivalents and restricted cash	<u>\$ 897,454</u>	<u>\$ 1,115,515</u>

Accounts Receivable, net

Accounts receivable, net consists of the following (in thousands):

	December 31,	
	2020	2019
Accounts receivable	\$ 394,037	\$ 398,147
Allowance for doubtful accounts	(659)	(638)
Product sales rebate and returns reserve	(3,838)	(5,522)
Accounts receivable, net	<u>\$ 389,540</u>	<u>\$ 391,987</u>

Allowance for Doubtful Accounts

Activities in the allowance for doubtful accounts consist of the following (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Balance at the beginning of year	\$ 638	\$ 507	\$ 112
Additions charged to expense	397	221	500
Deductions/write-offs	(376)	(90)	(105)
Balance at the end of year	<u>\$ 659</u>	<u>\$ 638</u>	<u>\$ 507</u>

Product Sales Rebate and Returns Reserve

Activities in the product sales rebate and returns reserve consist of the following (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Balance at the beginning of year	\$ 5,522	\$ 8,613	\$ 7,423
Additions charged against revenue	9,454	2,032	4,269
Consumption	(11,138)	(5,123)	(3,079)
Balance at the end of year	<u>\$ 3,838</u>	<u>\$ 5,522</u>	<u>\$ 8,613</u>

Inventories

Inventories consist of the following (in thousands):

	December 31,	
	2020	2019
Raw materials	\$ 219,218	\$ 96,712
Finished goods	260,450	147,113
Total inventories	<u><u>\$ 479,668</u></u>	<u><u>\$ 243,825</u></u>

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following (in thousands):

	December 31,	
	2020	2019
Inventory deposits	\$ 18,783	\$ 13,716
Prepaid income taxes	267	20,153
Other current assets	60,556	64,464
Other prepaid expenses and deposits	15,316	13,123
Total prepaid expenses and other current assets	<u><u>\$ 94,922</u></u>	<u><u>\$ 111,456</u></u>

Property and Equipment, net

Property and equipment, net consists of the following (in thousands):

	December 31,	
	2020	2019
Equipment and machinery	\$ 70,655	\$ 64,748
Computer hardware and software	40,081	36,627
Furniture and fixtures	3,787	3,774
Leasehold improvements	31,448	31,235
Construction-in-process	1,441	265
Property and equipment, gross	<u><u>147,412</u></u>	<u><u>136,649</u></u>
Less: accumulated depreciation	<u>(115,181)</u>	<u>(97,376)</u>
Property and equipment, net	<u><u>\$ 32,231</u></u>	<u><u>\$ 39,273</u></u>

Depreciation expense was \$20.1 million, \$19.0 million and \$21.6 million for the years ended December 31, 2020, 2019 and 2018, respectively.

Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	December 31,	
	2020	2019
Accrued payroll related costs	\$ 73,634	\$ 80,133
Accrued manufacturing costs	43,181	31,920
Accrued product development costs	6,733	11,410
Accrued warranty costs	9,314	6,742
Accrued professional fees	5,211	6,335
Accrued taxes	1,870	1,716
Other	3,414	1,993
Total accrued liabilities	\$ 143,357	\$ 140,249

Warranty Accrual

The following table summarizes the activity related to our accrued liability for estimated future warranty costs (in thousands):

	Year Ended December 31,	
	2020	2019
Warranty accrual, beginning of year	\$ 6,742	\$ 5,362
Liabilities accrued for warranties issued during the year	9,737	7,169
Warranty costs incurred during the year	(7,165)	(5,789)
Warranty accrual, end of year	\$ 9,314	\$ 6,742

Contract Balances

The following table summarizes the beginning and ending balances of our contract assets (in thousands):

	Year Ended December 31,	
	2020	2019
Contract assets, beginning balance	\$ 25,565	\$ 6,341
Contract assets, ending balance	16,380	25,565

The following table summarizes the activity related to our contract liabilities (in thousands):

	Year Ended December 31,	
	2020	2019
Contract liabilities, beginning balance	\$ 61,050	\$ 32,595
Less: Revenue recognized from beginning balance	(23,394)	(12,887)
Less: Beginning balance reclassified to deferred revenue	(1,638)	(894)
Add: Contract liabilities recognized	49,939	42,236
Contract liabilities, ending balance	\$ 85,957	\$ 61,050

As of December 31, 2020 and 2019, \$34.5 million and \$23.4 million, respectively, of our contract liabilities was recorded within other current liabilities with the remaining balance recorded within other long-term liabilities in the accompanying consolidated balance sheets.

Deferred Revenue and Performance Obligations

Deferred revenue is comprised mainly of unearned revenue related to multi-year PCS contracts, services and product deferrals related to acceptance clauses. The following table summarizes the activity related to our deferred revenue (in thousands):

	Year Ended December 31, 2020
Deferred revenue, beginning balance	\$ 575,288
Less: Revenue recognized from beginning balance	(305,792)
Add: Deferral of revenue in current period, excluding amounts recognized during the period	381,331
Deferred revenue, ending balance	<u><u>\$ 650,827</u></u>

Revenue from Remaining Performance Obligations

Revenue from remaining performance obligations represents contracted revenue that has not yet been recognized, which primarily includes contract liabilities and deferred revenue that will be recognized as revenue in future periods. As of December 31, 2020, approximately \$900.5 million of revenue is expected to be recognized from remaining performance obligations. We expect to recognize revenue on approximately 79% of these remaining performance obligations over the next 2 years and 21% during years 3 to 5.

Other Income, Net

Other income, net consists of the following (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Other income, net:			
Interest income	\$ 27,139	\$ 51,144	\$ 31,666
Interest expense	—	—	(2,701)
Gain on sale of marketable securities	9,432	—	—
Gain (loss) on investments in privately-held companies	4,164	5,427	(13,800)
Other income (expense)	<u>(1,556)</u>	<u>(75)</u>	<u>289</u>
Total other income, net	<u><u>\$ 39,179</u></u>	<u><u>\$ 56,496</u></u>	<u><u>\$ 15,454</u></u>

5. Investments

Investments in Privately-Held Companies

Our investments in privately-held companies do not have readily determinable fair values. Their initial cost is subsequently adjusted to fair value on a non-recurring basis based on observable price changes from orderly transactions of identical or similar securities of the same issuer or for impairment. These investments are classified within Level III of the fair value hierarchy as we estimate the value based on valuation methods using the observable transaction price at the transaction date and other significant unobservable inputs, such as volatility, rights, and obligations related to these securities. In addition, the valuation requires management judgment due to the absence of market price and lack of liquidity. The following table summarizes the activity related to our investments in privately-held companies held as of December 31, 2020 and 2019 (in thousands):

	December 31, 2020	December 31, 2019
Cost of investment	\$ 3,000	\$ 3,000
Cumulative impairment	—	—
Cumulative upward adjustment	5,314	1,150
Carrying amount of investment	<u><u>\$ 8,314</u></u>	<u><u>\$ 4,150</u></u>

During the year ended December 31, 2019, we recorded a realized gain of \$4.3 million upon the sale of one of our investments. In each of the years ended December 31, 2020, 2019 and 2018, we recorded \$4.2 million, \$1.2 million and \$1.2 million of unrealized gains, respectively. These unrealized gains were recorded on investments that were re-measured to fair value as of the date observable transactions occurred. In addition, during the year ended December 31, 2018, we recorded an impairment of \$15.0 million on one of our disposed investments. The aforementioned realized and unrealized gains and impairment were recorded within other income, net in the accompanying consolidated statements of operations.

6. Goodwill and Acquisition-Related Intangible Assets

Goodwill

The changes in the carrying values of goodwill for the years ended December 31, 2020 and 2019 are as follows (in thousands):

	Carrying Value
Balance at December 31, 2018	\$ 53,684
Additions related to acquisitions	1,171
Balance at December 31, 2019	<u>54,855</u>
Additions related to acquisitions (See Note 2 for additional information)	<u>134,841</u>
Balance at December 31, 2020	<u><u>\$ 189,696</u></u>

The Company performed an annual test for goodwill impairment in the fourth quarter of the fiscal years ended December 31, 2020 and 2019 and determined that goodwill was not impaired.

Acquisition-Related Intangible Assets

The following table presents details of our acquisition-related intangible assets as of December 31, 2020 and 2019 (in thousands, except for years):

	December 31, 2020			Weighted Average Remaining Useful Life (In Years)
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Developed technology	\$ 124,730	\$ (31,805)	\$ 92,925	5.2
Customer relationships	25,920	(4,298)	21,622	6.2
Trade name	8,990	(2,946)	6,044	4.3
Others	5,720	(3,521)	2,199	1.1
Total	<u><u>\$ 165,360</u></u>	<u><u>\$ (42,570)</u></u>	<u><u>\$ 122,790</u></u>	5.3

	December 31, 2019			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Remaining Useful Life (In Years)
Developed technology	\$ 52,510	\$ (14,326)	\$ 38,184	3.7
Customer relationships	7,080	(1,387)	5,693	5.8
Trade name	2,470	(1,112)	1,358	1.7
Others	1,660	(1,660)	—	0.0
Total	<u><u>\$ 63,720</u></u>	<u><u>\$ (18,485)</u></u>	<u><u>\$ 45,235</u></u>	3.9

Amortization expense related to acquisition-related intangible assets was \$24.1 million, \$13.4 million and \$5.1 million for the years ended December 31, 2020, 2019 and 2018, respectively.

As of December 31, 2020, future estimated amortization expense related to the acquired-related intangible assets is as follows (in thousands):

Years Ending December 31,	Future Amortization Expense
2021	\$ 29,235
2022	26,774
2023	22,781
2024	16,103
2025	9,750
Thereafter	18,147
Total	<u><u>\$ 122,790</u></u>

7. Commitments and Contingencies

Operating Leases

We lease various offices and data centers in North America, Europe, Asia and Australia under non-cancelable operating lease arrangements that expire on various dates through 2028. Some of our leases include options to extend the term of such leases for a period from three months to up to 10 years and/or options to early terminate the leases. As of December 31, 2020, we did not include any such options in determining the lease terms because we were not reasonably certain that we would exercise these options.

The following table summarizes the supplemental balance sheet information related to our operating leases (in thousands):

	December 31, 2020	December 31, 2019
Right-of-use assets:		
Operating lease right-of-use assets	\$ 77,288	\$ 87,770
Lease liabilities:		
Operating lease liabilities, current (included in other current liabilities)	17,773	16,052
Operating lease liabilities, non-current	72,397	83,022
Total operating lease liabilities	<u><u>\$ 90,170</u></u>	<u><u>\$ 99,074</u></u>

The following table summarizes our lease costs (in thousands):

	Year Ended December 31,	
	2020	2019
Operating lease costs:		
Fixed lease costs	\$ 23,392	\$ 22,544
Variable lease costs	7,459	6,255
Total operating lease costs	<u>\$ 30,851</u>	<u>\$ 28,799</u>

The operating lease costs in the table above include costs for long-term and short-term leases. Total short-term lease costs were immaterial. Fixed lease costs include expenses recognized for base rent payments on a straight-lined basis. Variable lease costs primarily include maintenance, utilities and operating expenses that are incremental to the fixed base rent payments, and are excluded from the calculation of operating lease liabilities and ROU assets. For the years ended December 31, 2020 and 2019, cash paid for amounts associated with our operating lease liabilities were approximately \$20.2 million and \$18.6 million, respectively, which were classified as operating activities in the accompanying consolidated statements of cash flows.

Maturities of operating lease liabilities as of December 31, 2020 are presented in the table below (in thousands):

Years ending December 31,	
2021	\$ 21,770
2022	21,890
2023	19,533
2024	11,730
2025	9,409
2026 and thereafter	<u>19,926</u>
Total undiscounted operating lease payments (excluding non-lease components)	104,258
Less: imputed interest	(14,088)
Present value of operating lease payments as of December 31, 2020	<u>\$ 90,170</u>

	December 31, 2020	December 31, 2019
Weighted-average remaining lease term — operating leases	5.4 years	6.0 years
Weighted-average discount rate — operating leases	5.0%	5.1%

Purchase Commitments

We outsource most of our manufacturing and supply chain management operations to third-party contract manufacturers, who procure components and assemble products on our behalf. A significant portion of our purchase orders to our contract manufacturers for finished products consists of non-cancellable purchase commitments. In addition, we purchase strategic component inventory from certain suppliers under non-cancellable purchase commitments, including integrated circuits, which are consigned to our contract manufacturers. As of December 31, 2020, we had non-cancellable purchase commitments of \$454.0 million, of which \$421.9 million was to our contract manufacturers and suppliers. In addition, we had deposits to our contract manufacturers to secure our purchase commitments in the amount of \$21.5 million and \$16.5 million as of December 31, 2020 and 2019, respectively, which were recorded within prepaid expenses and other current assets, as well as other assets in the accompanying consolidated balance sheets.

Guarantees

We have entered into agreements with some of our direct customers and channel partners that contain indemnification provisions relating to potential situations where claims could be alleged that our products infringe the intellectual property rights of a third party. We have at our option and expense the ability to repair any infringement, replace product with a non-infringing equivalent-in-function product or refund our customers all or a portion of the value of the product. Other guarantees or indemnification agreements include guarantees of product and service performance and standby letters of credit for leased facilities and corporate credit cards. We have not recorded a liability related to these indemnification and guarantee provisions and our guarantee and indemnification arrangements have not had any material impact on our consolidated financial statements to date.

Legal Proceedings

In the ordinary course of business, we are a party to claims and legal proceedings including matters relating to commercial, employee relations, business practices and intellectual property.

We record a provision for contingent losses when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Based on currently available information, management does not believe that any liabilities relating to other unresolved matters are probable or that the amount of any resulting loss is estimable, and believes these other matters are not likely, individually and in the aggregate, to have a material adverse effect on our financial position, results of operations or cash flows. However, litigation is subject to inherent uncertainties and our view of these matters may change in the future. Were an unfavorable outcome to occur, there exists the possibility of a material adverse impact on our financial position, results of operations or cash flows for the period in which the unfavorable outcome occurs, and potentially in future periods.

8. Stockholders' Equity and Stock-Based Compensation

Stock Repurchase Program

In April 2019, our board of directors authorized a \$1.0 billion stock repurchase program. This authorization allows us to repurchase shares of our common stock over three years and is funded from working capital. Repurchases may be made at management's discretion from time to time on the open market, through privately negotiated transactions, transactions structured through investment banking institutions, block purchases, trading plans under Rule 10b5-1 of the Exchange Act, or a combination of the foregoing. The Repurchase Program, which expires in April 2022, does not obligate us to acquire any of our common stock, and may be suspended or discontinued by us at any time without prior notice. As of December 31, 2020, the remaining authorized amount for stock repurchases under this program was approximately \$338.7 million.

A summary of the stock repurchase activity under the Repurchase Program is as follows (in thousands, except per share amounts):

	Year Ended December 31,	
	2020	2019
Aggregate purchase price	\$ 395,173	\$ 266,142
Shares repurchased	2,012	1,189
Average price paid per share	\$ 196.43	\$ 223.57

The aggregate purchase price of repurchased shares of our common stock is recorded as a reduction to retained earnings. All shares repurchased under the Repurchase Program have been retired.

2014 Equity Incentive Plan

In April 2014, the board of directors and stockholders approved the 2014 Equity Incentive Plan (the "2014 Plan"), effective on the first day that our common stock was publicly traded, and simultaneously terminated the 2004 and 2011 equity plans as to future grants. However, these plans will continue to govern the terms and conditions of the outstanding options previously granted thereunder.

Awards granted under the 2014 Plan could be in the form of Incentive Stock Options (“ISOs”), Nonstatutory Stock Options (“NSOs”), Restricted Stock Units (“RSUs”), Restricted Stock Awards (“RSAs”) or Stock Appreciation Rights (“SARs”). The number of shares available for grant and issuance under the 2014 Plan increases automatically on January 1 of each year commencing with 2016 by the number of shares equal to 3% of the outstanding shares of our common stock on the immediately preceding December 31, but not to exceed 12,500,000 shares (the “2014 Plan Evergreen Increase”), unless the board of directors, in its discretion, determines to make a smaller increase. Effective January 1, 2020, our board of directors authorized an increase of 2,291,660 shares to the shares available for issuance under the 2014 Plan. In connection with our acquisition of Awake Security, Inc., we assumed the stock options outstanding under the Awake Security 2014 Equity Incentive Plan and registered an additional 115,338 shares to be available for future issuance. As of December 31, 2020, there remained approximately 21.5 million shares available for issuance under the 2014 Plan. On February 8, 2021, our board of directors authorized an increase of 2,285,228 shares to shares available for future issuance under the 2014 Plan effective January 1, 2021.

2014 Employee Stock Purchase Plan

In April 2014, the board of directors and stockholders approved the 2014 Employee Stock Purchase Plan (the “ESPP”). The ESPP became effective on the first day that our common stock was publicly traded. The number of shares reserved for issuance under the ESPP increases automatically on January 1 of each year by the number of shares equal to 1% of our shares outstanding immediately preceding December 31, but not to exceed 2,500,000 shares, unless the board of directors, in its discretion, determines to make a smaller increase. Effective January 1, 2020, our board of directors authorized an increase of 763,886 shares to shares available for issuance under the ESPP. As of December 31, 2020, there remained 3,850,993 shares available for issuance under the ESPP. On February 8, 2021, our board of directors authorized an increase of 761,742 shares to shares available for issuance under the ESPP effective January 1, 2021.

Under our 2014 ESPP, eligible employees are permitted to acquire shares of our common stock at 85% of the lower of the fair market value of our common stock on the first trading day of each offering period or on the exercise date. Each offering period lasts approximately two years starting on the first trading date after February 15 and August 15 of each year. Participants may purchase shares of common stock through payroll deductions up to 10% of their eligible compensation, subject to Internal Revenue Service mandated purchase limits.

During the year ended December 31, 2020, we issued 105,667 shares at an average purchase price of \$183.45 under our 2014 ESPP.

Stock Option Activities

The following table summarizes the option activities and related information (in thousands, except years and per share amounts):

	Number of Shares Underlying Outstanding Options	Weighted-Average Exercise Price per Share	Weighted-Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value
Balance—December 31, 2019	4,564	\$ 42.50	4.4	\$ 740,387
Options granted	115	28.01		
Options exercised	(1,210)	31.55		
Options canceled	(39)	105.51		
Balance—December 31, 2020	<u>3,430</u>	\$ 45.17	3.6	\$ 841,659
Vested and exercisable—December 31, 2020	<u>2,263</u>	\$ 32.25	3.1	\$ 584,598

The weighted-average grant-date fair value of options granted during the years ended December 31, 2020, 2019 and 2018 was \$184.96, \$107.42 and \$121.18 per share, respectively. The aggregate intrinsic value of options exercised during the years ended December 31, 2020, 2019 and 2018 was \$245.9 million, \$323.1

million and \$283.8 million, respectively. The total fair value of options vested for the years ended December 31, 2020, 2019 and 2018 was approximately \$20.0 million, \$23.0 million and \$31.9 million, respectively.

Restricted Stock Unit (RSU) Activities

The following table summarizes the RSU activities and related information (in thousands, except per share amounts):

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
Unvested balance—December 31, 2019	1,070	\$ 190.35
RSUs granted	1,361	216.46
RSUs vested	(519)	164.46
RSUs forfeited/canceled	(96)	220.92
Unvested balance—December 31, 2020	<u><u>1,816</u></u>	<u><u>\$ 215.68</u></u>

The total fair value of RSUs vested for the years ended December 31, 2020, 2019 and 2018 was approximately \$85.4 million, \$65.7 million, and \$52.5 million, respectively.

Shares Available for Grant

The following table presents the stock activities and the total number of shares available for grant as of December 31, 2020 under our 2014 Equity Incentive Plan (in thousands):

	Number of Shares
Balance—December 31, 2019	15,146
Authorized ⁽¹⁾	2,407
Options granted	(115)
RSUs granted	(1,361)
Options canceled	39
RSUs forfeited	96
Shares traded for taxes	37
Balance—December 31, 2020	<u><u>16,249</u></u>

(1): The authorized number of shares consists of 2,291,660 shares approved by our board of directors under the aforementioned 2014 Equity Incentive Plan effective January 1, 2020, and 115,338 shares assumed under the Awake Security 2014 Equity Incentive Plan in conjunction with our acquisition of Awake Security.

Stock-Based Compensation Expense

The following table summarizes the stock-based compensation expense related to our equity awards (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Cost of revenue	\$ 6,272	\$ 4,637	\$ 5,087
Research and development	79,913	53,068	48,205
Sales and marketing	34,944	29,168	24,995
General and administrative	15,913	14,407	12,915
Total stock-based compensation	\$ 137,042	\$ 101,280	\$ 91,202

Determination of Fair Value

We record stock-based compensation awards based on fair value as of the grant date. We value RSUs at the market close price of our common stock on the grant date. For option awards and ESPP offerings, we use the Black-Scholes option pricing model to determine fair value. We recognize such costs as compensation expense generally on a straight-line basis over the requisite service period of the award.

Stock Options

For the years ended December 31, 2020, 2019 and 2018, the fair value of each stock option granted under our plans was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Year Ended December 31,		
	2020	2019	2018
Expected term (in years)	5.0	6.9	7.0
Risk-free interest rate	0.4 %	2.5 %	2.9 %
Expected volatility	43.5 %	42.8 %	44.6 %
Dividend rate	— %	— %	— %

ESPP

The following table summarizes the assumptions relating to our ESPP:

	Year Ended December 31,		
	2020	2019	2018
Expected term (in years)	1.6	1.1	1.1
Risk-free interest rate	0.4 %	1.8 %	2.4 %
Expected volatility	45.1 %	42.5 %	41.9 %
Dividend rate	— %	— %	— %

As of December 31, 2020, unrecognized stock-based compensation expenses by award type and their expected weighted-average recognition periods are summarized in the following table (in thousands, except years).

	December 31, 2020			
	Stock Option	RSU	ESPP	Restricted Stock
Unrecognized stock-based compensation expense	\$ 46,111	\$ 337,835	\$ 9,494	\$ 8,309
Weighted-average amortization period	2.8 years	3.4 years	1.2 years	3.2 years

9. Net Income Per Share

The following table sets forth the computation of our basic and diluted net income per share attributable to common stockholders (in thousands, except per share amounts):

	Year Ended December 31,		
	2020	2019	2018
Numerator:			
Basic:			
Net income	\$ 634,557	\$ 859,867	\$ 328,115
Less: undistributed earnings allocated to participating securities	—	(423)	(189)
Net income attributable to common stockholders, basic	<u>\$ 634,557</u>	<u>\$ 859,444</u>	<u>\$ 327,926</u>
Diluted:			
Net income attributable to common stockholders, basic	\$ 634,557	\$ 859,444	\$ 327,926
Add: undistributed earnings allocated to participating securities	—	24	15
Net income attributable to common stockholders, diluted	<u>\$ 634,557</u>	<u>\$ 859,468</u>	<u>\$ 327,941</u>
Denominator:			
Basic:			
Weighted-average shares used in computing net income per share attributable to common stockholders, basic	<u>75,984</u>	<u>76,312</u>	<u>74,750</u>
Diluted:			
Weighted-average shares used in computing net income per share attributable to common stockholders, basic	75,984	76,312	74,750
Add weighted-average effects of dilutive securities:			
Stock options and RSUs	3,462	4,565	6,083
Employee stock purchase plan	19	2	11
Weighted-average shares used in computing net income per share attributable to common stockholders, diluted	<u>79,465</u>	<u>80,879</u>	<u>80,844</u>
Net income per share attributable to common stockholders:			
Basic	<u>\$ 8.35</u>	<u>\$ 11.26</u>	<u>\$ 4.39</u>
Diluted	<u>\$ 7.99</u>	<u>\$ 10.63</u>	<u>\$ 4.06</u>

The following weighted-average outstanding shares of common stock equivalents were excluded from the computation of diluted net income per share attributable to common stockholders because their effects would have been anti-dilutive for the periods presented (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Stock options and RSUs	345	318	140
Employee stock purchase plan	83	82	71
Total	428	400	211

10. Income Taxes

The components of income before provision for income taxes are as follows (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Domestic	\$ 621,838	\$ 727,632	\$ 136,818
Foreign	117,025	134,638	151,983
Income before income taxes	<u>\$ 738,863</u>	<u>\$ 862,270</u>	<u>\$ 288,801</u>

The components of the provision for income taxes are as follows (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Current provision for income taxes:			
Federal	\$ 78,843	\$ 58,187	\$ 6,113
State	21,135	19,067	2,018
Foreign	12,891	928	10,451
Total current	<u>112,869</u>	<u>78,182</u>	<u>18,582</u>
Deferred tax expense (benefit):			
Federal	(17,592)	362,056	(57,726)
State	(849)	(4,511)	(4,164)
Foreign	9,878	(433,324)	3,994
Total deferred tax expense (benefit)	<u>(8,563)</u>	<u>(75,779)</u>	<u>(57,896)</u>
Total provision for (benefit from) income taxes	<u>\$ 104,306</u>	<u>\$ 2,403</u>	<u>\$ (39,314)</u>

The reconciliation of the statutory federal income tax rate and our effective income tax rate is as follows (in percentages):

	Year Ended December 31,		
	2020	2019	2018
U.S. federal statutory income tax rate	21.00 %	21.00 %	21.00 %
State tax, net of federal benefit	2.23	1.30	(0.59)
Taxes on foreign earnings differential	(0.92)	(2.59)	(3.37)
Tax credits	(2.64)	(3.10)	(7.68)
Change in valuation allowance	(0.18)	(0.10)	1.00
Intra-Entity Sale	—	(9.95)	—
Stock-based compensation	(5.65)	(6.56)	(24.90)
Tax Cuts and Jobs Act	—	—	(1.72)
Acquisition and integration costs	0.27	0.04	2.12
Other, net	0.01	0.24	0.53
Effective tax rate	14.12 %	0.28 %	(13.61)%

Excess tax benefits resulting from stock awards were \$58.7 million, \$77.9 million and \$75.5 million for the years ended December 31, 2020, 2019 and 2018, respectively.

We have operations and a taxable presence in numerous jurisdictions outside the U.S. On December 31, 2019, we completed an intra-entity transaction to sell our non-Americas economic and beneficial intellectual property ("IP") rights in exchange for a non-interest-bearing note of \$3.4 billion. As a result of the transaction, tax basis in the IP transferred equaled the fair market value of the qualifying IP that resulted in the recognition of a deferred tax asset of \$429.1 million, which was largely offset by a deferred tax liability of \$343.3 million associated with the future US tax on foreign earnings arising from the transaction for the difference between the local tax basis and U.S. GAAP book basis of the IP rights.

The tax effects of temporary differences that give rise to significant portions of deferred tax assets (liabilities) are as follows (in thousands):

	December 31,	
	2020	2019
Deferred tax assets:		
Intangible assets	\$ 392,053	\$ 419,911
Reserves and accruals not currently deductible	80,550	71,945
Tax credits	68,592	54,867
Lease financing obligation	22,080	22,547
Capitalized research and development expenses	23,656	16,169
Stock-based compensation	18,548	15,856
Net operating losses	23,998	8,857
Other	3,873	3,950
Gross deferred tax assets	<u>633,350</u>	<u>614,102</u>
Valuation allowance	<u>(82,638)</u>	<u>(67,331)</u>
Total deferred tax assets	<u><u>550,712</u></u>	<u><u>546,771</u></u>
Deferred tax liabilities:		
US tax on foreign earnings	(317,970)	(326,967)
Right of use asset	(18,764)	(20,038)
Other	(383)	(2,451)
Total deferred tax liabilities	<u>(337,117)</u>	<u>(349,456)</u>
Net deferred tax assets	<u><u>\$ 213,595</u></u>	<u><u>\$ 197,315</u></u>

The following table presents the breakdown between non-current deferred tax assets and liabilities (in thousands):

	December 31,	
	2020	2019
Deferred tax assets, non-current	\$ 441,531	\$ 452,025
Deferred tax liabilities, non-current	(227,936)	(254,710)
Total net deferred tax assets	<u>\$ 213,595</u>	<u>\$ 197,315</u>

Recognition of deferred tax assets is appropriate when realization of these assets is more likely than not. We believe that all deferred tax assets are realizable with the exception of California, Canada, and U.K. deferred tax assets. Therefore, we recorded a valuation allowance of \$82.6 million and \$67.3 million as of December 31, 2020 and 2019, respectively, against California, Canada, and U.K. deferred tax assets, since it is more likely than not that these assets will not be recognized.

As of December 31, 2020, we had \$245.1 million and \$97.4 million of net operating loss carryforwards for federal and state income tax purposes, respectively, from the acquisition of Mojo Networks, Big Switch Networks and Awake Security. These federal and state losses will begin to expire in 2027 and 2029, respectively. For foreign jurisdictions, we had combined foreign net operating loss carryforwards of \$12.8 million, which do not expire.

We had a federal credit of \$2.0 million from the acquisition of Awake Security, which will begin to expire in 2038 and a California state credit of \$128.7 million, which can be carried over indefinitely. For foreign jurisdictions, we had \$0.5 million of Canadian scientific research and experimental development tax credit carry-forwards, which will begin to expire in 2034.

Utilization of the net operating losses and tax credit carryforwards may be subject to limitations due to ownership change limitations provided in the Internal Revenue code and similar state or foreign provisions.

The Tax Cuts and Jobs Act enacted on December 22, 2017 requires a Transition Tax on previously untaxed accumulated and current foreign earnings. Correspondingly, all undistributed earnings are deemed to be taxed and distributions of the unremitted earnings do not have any significant U.S. federal income tax impact. We have not provided for any remaining tax effect, if any, of limited outside basis differences of our foreign subsidiaries based upon plans of future reinvestment. The determination of the future tax consequences of the remittance of these earnings is not practicable.

Uncertain Tax Positions

We recognize uncertain tax positions only to the extent that management believes that it is more likely than not the position will be sustained. The reconciliation of the beginning and ending amount of gross unrecognized tax benefits as of December 31, 2020, 2019 and 2018 is as follows (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Gross unrecognized tax benefits—beginning balance	\$ 93,806	\$ 74,436	\$ 48,835
Increases related to tax positions taken in a prior year	3,103	11,171	330
Increases related to tax positions taken during current year	20,274	22,714	27,413
Decreases related to tax positions taken in a prior year	(18,029)	(89)	(675)
Decreases related to settlements with taxing authorities	—	(12,388)	—
Decreases related to lapse of statute of limitations	(6,654)	(2,120)	(2,173)
Adjustment for acquisition	—	82	706
Gross unrecognized tax benefits—ending balance	\$ 92,500	\$ 93,806	\$ 74,436

As of December 31, 2020, 2019 and 2018, the total amount of gross unrecognized tax benefits was \$92.5 million, \$93.8 million and \$74.4 million, respectively, of which \$44.7 million, \$28.5 million and \$35.7 million would affect our effective tax rate if recognized.

Our policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. We have recorded a net expense for interest and penalties of \$0.1 million and \$0.2 million in the years ended December 31, 2020 and 2019, respectively. As of December 31, 2020 and 2019, we recognized a liability for interest and penalties of \$2.0 million and \$2.2 million, respectively.

The statute of limitations for Federal and most states remain open for 2017 and forward. Some states have net operating loss and tax credit carryforwards, and therefore remain open to examination. The majority of our foreign tax returns are open to audit under the statute of limitations of the respective foreign countries, where the subsidiaries are located. It is possible that the amount of existing unrecognized tax benefits may decrease within the next 12 months as a result of statute of limitation lapses or payments to tax authorities in certain jurisdictions; however, an estimate of the range cannot be made.

11. Geographical Information

We operate as one reportable segment. The following table represents revenue based on customers' shipping addresses (in thousands):

	Year Ended December 31,		
	2020	2019	2018
Americas	\$ 1,771,992	\$ 1,833,163	\$ 1,550,453
Europe, Middle East and Africa	326,729	381,651	414,069
Asia Pacific	218,791	195,892	186,847
Total revenue	\$ 2,317,512	\$ 2,410,706	\$ 2,151,369

Long-lived assets, excluding intercompany receivables, investments in subsidiaries, investments in privately-held companies and deferred tax assets, net by location are summarized as follows (in thousands):

	December 31,	
	2020	2019
United States	\$ 24,110	\$ 32,565
International	8,121	6,708
Total	\$ 32,231	\$ 39,273

12. Post-Employment Benefits

We have a 401(k) Plan that covers substantially all of our employees in the U.S. Effective January 1, 2017, we have elected to match 100% of employees' contributions up to a maximum of 3% of an employee's annual salary. Matching contributions are immediately vested. For the years ended December 31, 2020, 2019 and 2018, we contributed approximately \$7.4 million, \$5.1 million and \$4.6 million for the matching contributions, respectively.

13. Selected Quarterly Financial Information (Unaudited)

The following table sets forth selected unaudited quarterly consolidated statements of operations data for each of the quarters in the years ended December 31, 2020 and 2019. This unaudited selected quarterly financial data has been prepared on the same basis as our audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. In the opinion of management, the financial data set forth in the tables below reflect all normal recurring adjustments necessary for the fair statement of results of operations for these periods. Our historical results are not necessarily indicative of the results that may be expected in the future and the results of a particular quarter or other interim period are not necessarily indicative of the results for a full year. This financial data should be read in conjunction with the Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations, our consolidated financial statements and related notes included elsewhere in this Annual Report on Form 10-K.

	Three Months Ended							
	Dec. 31, 2020	Sep. 30, 2020	Jun. 30, 2020	Mar. 31, 2020	Dec. 31, 2019	Sep. 30, 2019	Jun. 30, 2019	Mar. 31, 2019
(in thousands, except for per share amounts)								
Revenue:								
Product	\$518,281	\$480,242	\$421,413	\$410,906	\$447,498	\$555,066	\$513,171	\$505,415
Service	130,201	125,189	119,157	112,123	105,048	99,349	95,150	90,009
Total revenue	648,482	605,431	540,570	523,029	552,546	654,415	608,321	595,424
Cost of revenue:								
Product	210,436	199,465	176,432	163,629	175,476	218,220	200,534	198,152
Service	23,462	21,004	20,049	21,149	20,767	18,921	17,596	16,702
Total cost of revenue	233,898	220,469	196,481	184,778	196,243	237,141	218,130	214,854
Gross profit	414,584	384,962	344,089	338,251	356,303	417,274	390,191	380,570
Operating expenses:								
Research and development	133,847	128,049	111,544	113,154	110,063	118,732	114,295	119,669
Sales and marketing	67,671	53,372	51,237	57,086	54,535	55,279	53,040	51,053
General and administrative	18,428	15,146	14,319	18,349	15,716	14,657	16,019	15,506
Total operating expenses	219,946	196,567	177,100	188,589	180,314	188,668	183,354	186,228
Income from operations	194,638	188,395	166,989	149,662	175,989	228,606	206,837	194,342
Total other income, net	5,542	13,224	8,256	12,157	11,183	19,169	13,811	12,333
Income before income taxes	200,180	201,619	175,245	161,819	187,172	247,775	220,648	206,675
Provision for (benefit from) income taxes	17,222	33,244	30,452	23,388	(73,520)	38,880	31,397	5,646
Net income	\$182,958	\$168,375	\$144,793	\$138,431	\$260,692	\$208,895	\$189,251	\$201,029
Net income per share attributable to common								
Basic	\$ 2.41	\$ 2.22	\$ 1.91	\$ 1.82	\$ 3.41	\$ 2.73	\$ 2.47	\$ 2.65
Diluted	\$ 2.31	\$ 2.12	\$ 1.83	\$ 1.73	\$ 3.25	\$ 2.59	\$ 2.33	\$ 2.47

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Management, with the participation of our Chief Executive Officer (“CEO”) and our Chief Financial Officer (“CFO”), evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2020. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Based on the evaluation of our disclosure controls and procedures as of December 31, 2020, our CEO and CFO concluded that, as of such date, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission (SEC) rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Securities and Exchange Act of 1934, as amended, that occurred during the year ended December 31, 2020 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Internal Controls

Our management, including our CEO and CFO, does not expect that our disclosure controls and procedures or our internal controls over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control

over financial reporting is a process designed under the supervision of our principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the Consolidated Financial Statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2020, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework (2013 framework). Based on that assessment, management concluded that, as of December 31, 2020, its internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with U.S. GAAP.

The effectiveness of our internal control over financial reporting, as of December 31, 2020, has been audited by Ernst & Young LLP, the independent registered public accounting firm that audits our Consolidated Financial Statements, as stated in their report included in Item 8 of this Annual Report on Form 10-K, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2020.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

Information required by this Item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 11. Executive Compensation

Information required by this Item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information required by this Item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 13. Certain Relationships and Related Transactions and Director Independence

Information required by this Item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Item 14. Principal Accountant Fees and Services

Information required by this Item is incorporated herein by reference to our definitive proxy statement with respect to our 2021 Annual Meeting of Stockholders to be filed with the SEC within 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

Documents filed as part of this Annual Report on Form 10-K are as follows:

1. Consolidated Financial Statements

Our Consolidated Financial Statements are listed in the “Index to Consolidated Financial Statements” under Part II, Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules

Financial statement schedules have been omitted because they are not required, not applicable, not present in amounts sufficient to require submission of the schedule, or the required information is shown in the Consolidated Financial Statements or Notes thereto.

3. Exhibits

The exhibits listed in the following Exhibit Index are filed or incorporated by reference into this report:

EXHIBIT INDEX

Exhibit Number	Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of the Registrant.	10-Q	001-36468	3.1	8/8/2014	
3.2	Bylaws of the Registrant.	10-Q	001-36468	3.2	8/8/2014	
4.1	Form of the Registrant's common stock certificate.	S-1/A	333-194899	4.1	4/21/2014	
4.2	Investors' Rights Agreement, dated October 16, 2004, between Registrant and certain holders of Registrant's capital stock named therein.	S-1	333-194899	4.2	3/31/2014	
4.3	Description of Registrant's securities registered under Section 12 of the Exchange Act					✓
10.1	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.	10-Q	001-36468	10.1	11/1/2019	
10.2 †	2004 Equity Incentive Plan.	S-1	333-194899	10.2	3/31/2014	
10.3 †	2011 Equity Incentive Plan.	S-1	333-194899	10.3	3/31/2014	
10.4 †	2014 Equity Incentive Plan.	S-1/A	333-194899	10.4	5/27/2014	
10.5 †	2014 Employee Stock Purchase Plan.	10-K	001-36468	10.5	3/12/2015	
10.6 †	Offer Letter, dated October 17, 2004, by and between the Registrant and Kenneth Duda.	S-1	333-194899	10.6	3/31/2014	
10.7 †	Offer Letter, dated June 8, 2007, by and between the Registrant and Anshul Sadana.	S-1	333-194899	10.7	3/31/2014	
10.8 †	Offer Letter, dated August 1, 2008, by and between the Registrant and Jayshree Ullal.	S-1	333-194899	10.8	3/31/2014	
10.9 †	Offer Letter, dated March 27, 2013, by and between the Registrant and Charles Giancarlo.	S-1	333-194899	10.9	3/31/2014	
10.10 †	Offer Letter, dated June 3, 2013, by and between the Registrant and Ann Mather.	S-1	333-194899	10.10	3/31/2014	
10.11	Lease between Arista Networks, Inc. and The Irvine Company LLC, dated August 10, 2012, as amended on February 28, 2013.	S-1	333-194899	10.15	3/31/2014	
10.12	Second Amendment to Lease, by and between Arista Networks, Inc. and The Irvine Company LLC, dated July 30, 2014.	10-Q	001-36468	10.1	8/8/2014	
10.13	License Agreement, dated November 30, 2004, by and between the Registrant and OptumSoft, Inc.	S-1	333-194899	10.16	3/31/2014	
10.14‡	Manufacturing Services Letter Agreement, dated February 5, 2007, between the Registrant and Jabil Circuit, Inc.	S-1	333-194899	10.17	3/31/2014	
10.15 †	Employee Incentive Plan.	S-1/A	333-194899	10.21	4/21/2014	
10.16 †	Offer Letter, dated May 18, 2015, by and between the Registrant and Ita Brennan.	8-K	001-36468	10.1	5/14/2015	
10.17 †	Severance Agreement, effective May 18, 2015, by and between the Registrant and Ita Brennan.	8-K	001-36468	10.2	5/14/2015	
10.18 †	2015 Global Sales Incentive Plan.	10-Q	001-36468	10.3	5/5/2016	
10.19 †	Offer letter, dated January 2, 2013, by and between the Registrant and Marc Taxay.	10-Q	001-36468	10.1	5/8/2017	
10.20 †	Severance Agreement, dated March 30, 2015, by and between the Registrant and Marc Taxay.	10-Q	001-36468	10.2	5/8/2017	

Exhibit Number	Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
10.21 †	Offer letter, dated February 14, 2017, by and between the Registrant and John McCool.	10-Q	001-36468	10.3	5/8/2017	
10.22 †	Severance Agreement, dated March 20, 2017, by and between the Registrant and John McCool.	10-Q	001-36468	10.4	5/8/2017	
10.23 ‡	Term Sheet of Mutual Release and Settlement Agreement, dated August 6, 2018, between the Registrant and Cisco Systems, Inc.	10-Q	001-36468	10.1	11/5/2018	
10.24 ‡	Mutual Release and Settlement Agreement, dated August 6, 2018, by and between the Registrant and Cisco Systems, Inc.	10-K	001-36468	10.24	2/15/2019	
10.25 †	Awake Security, Inc. 2014 Equity Incentive Plan	S-8	333-249591	99.1	10/22/2020	
21.1	List of Subsidiaries of the Registrant.					✓
23.1	Consent of Independent Registered Public Accounting Firm.					✓
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					✓
31.2	Certification of the Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002.					✓
32.1*	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.					✓
101.INS	XBRL Instance Document.					
101.SCH	XBRL Taxonomy Extension Schema Document.					
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.					
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.					
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.					
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.					
104.0	Cover Page Interactive File (formatted as Inline XBRL and contained in Exhibit 101)					

† Indicates a management contract or compensatory plan or arrangement.

‡ Confidential treatment has been requested for portions of this exhibit. These portions have been omitted and have been filed separately with the Securities and Exchange Commission.

* The certifications attached as Exhibit 32.1 that accompany this Annual Report on Form 10-K are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Arista Networks, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation language contained in such filing.

Item 16. Form 10-K Summary

None.

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.

ARISTA NETWORKS, INC.

(Registrant)

Dated: February 18, 2021

By: /s/ JAYSHREE ULLAL

Jayshree Ullal

President, Chief Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jayshree Ullal and Ita Brennan, jointly and severally, his or her attorney-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JAYSHREE ULLAL</u> Jayshree Ullal	President, Chief Executive Officer and Director (Principal Executive Officer)	February 18, 2021
<u>/s/ ITA BRENNAN</u> Ita Brennan	Chief Financial Officer (Principal Accounting and Financial Officer)	February 18, 2021
<u>/s/ ANDY BECHTOLSHEIM</u> Andy Bechtolsheim	Founder, Chief Development Officer and Chairman of the Board of Directors	February 18, 2021
<u>/s/ ANN MATHER</u> Ann Mather	Director	February 18, 2021
<u>/s/ CHARLES GIANCARLO</u> Charles Giancarlo	Director	February 18, 2021
<u>/s/ DAN SCHEINMAN</u> Dan Scheinman	Director	February 18, 2021
<u>/s/ KELLY BATTLES</u> Kelly Battles	Director	February 18, 2021
<u>/s/ MARK TEMPLETON</u> Mark Templeton	Director	February 18, 2021
<u>/s/ NIKOS THEODOSOPOULOS</u> Nikos Theodosopoulos	Director	February 18, 2021

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