

Ferris Paul
Form SC 13G
February 14, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. ____)***

Calix, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
13100M509
(CUSIP Number)
December 31, 2010
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1

Azure Venture Partners I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 2,523,656¹

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 2,523,656

SHARED DISPOSITIVE POWER

WITH: 8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,523,656

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

¹ The percentages reported in this Schedule 13G are based upon 37,372,663 shares of Common Stock outstanding as of October 14, 2010 (according to the Form 10-Q filed by the issuer on October 22, 2010).

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1

Azure Ventures I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 78,476

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 78,476

SHARED DISPOSITIVE POWER

WITH: 8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

78,476

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1

Azure Partners I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 41,430

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 41,430

SHARED DISPOSITIVE POWER

WITH: 8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

41,430

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1

Azure I, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 1,181

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON

1,181

SHARED DISPOSITIVE POWER

8

WITH:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,181

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1
Azure Capital Partners VC Administrators, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 2,602,132

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7
2,602,132

SHARED DISPOSITIVE POWER

WITH: 8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,602,132

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1
Azure Capital Partners CO Administrators, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 42,611

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7
42,611

SHARED DISPOSITIVE POWER

WITH: 8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
42,611

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1 Paul Ferris

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States of America

SOLE VOTING POWER

5

NUMBER OF

SHARES BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
2,644,743

EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH: 8 SHARED DISPOSITIVE POWER
2,644,743

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,644,743

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1
Michael Kwatinetz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States of America

SOLE VOTING POWER

5

NUMBER OF

SHARES BENEFICIALLY OWNED BY

| | |
|---|---------------------|
| 6 | SHARED VOTING POWER |
| | 2,644,743 |

EACH REPORTING PERSON

| | |
|---|------------------------|
| 7 | SOLE DISPOSITIVE POWER |
|---|------------------------|

WITH:

| | |
|---|--------------------------|
| 8 | SHARED DISPOSITIVE POWER |
| | 2,644,743 |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,644,743

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1

Cameron Lester

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF

SHARES
BENEFICIALLY
OWNED BY

SHARED VOTING POWER

6

2,644,743

EACH
REPORTING
PERSON

7

SOLE DISPOSITIVE POWER

WITH:

8

SHARED DISPOSITIVE POWER

2,644,743

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,644,743

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 13100M509

NAMES OF REPORTING PERSONS

1

Paul Weinstein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF

SHARES
BENEFICIALLY
OWNED BY

SHARED VOTING POWER

6

2,644,743

EACH
REPORTING
PERSON

7

SOLE DISPOSITIVE POWER

WITH:

8

SHARED DISPOSITIVE POWER

2,644,743

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

2,644,743

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

7.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

NOTE: This Statement on Schedule 13G is being filed on behalf of: (i) Azure Venture Partners I, L.P., (ii) Azure Ventures I, L.P., (iii) Azure Partners I, L.P., (iv) Azure I, L.P., (together with Azure Venture Partners I, L.P., Azure Ventures I, L.P. and Azure Partners I, L.P., the Azure Investing Entities) (v) Azure Capital Partners VC Administrators, LLC, which is sole general partner of each of Azure Venture Partners I, L.P. and Azure Ventures I, L.P., (vi) Azure Capital Partners CO Administrators, LLC (together with Azure Capital Partners VC Administrators, LLC, the Azure GP Entities), which is the sole general partner of each of Azure Partners I, L.P. and Azure I, L.P., (vii) Paul Ferris (Mr. Ferris), a manager of each of the Azure GP Entities, (viii) Michael Kwatinetz (Mr. Kwatinetz), a manager of each of the Azure GP Entities (ix) Cameron Lester (Mr. Lester), a manager of each of the Azure GP Entities and (x) Paul Weinstein (Mr. Weinstein), a manager of each of the Azure GP Entities. Mr. Ferris, Mr. Kwatinetz, Mr. Lester and Mr. Weinstein (collectively, the Managers) may be deemed to have shared voting and investment power over the shares held by each of the Azure Investing Entities and therefore may be deemed to share beneficial ownership of the shares held by Azure Investing Entities by virtue of their status as controlling persons of each of the Azure GP Entities. Each of these individuals disclaims beneficial ownership of such shares, except to the extent of his or her pecuniary interest therein. Each of the Azure GP Entities disclaims beneficial ownership of the shares held by the Azure Investing Entities, except to the extent of each such entity s pecuniary interest therein.

CUSIP No. 13100M509

Item 1(a) Name of Issuer

Calix, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

1035 N. McDowell Boulevard

Petaluma, CA 94954

Item 2(a) Name of Person Filing

This Statement on Schedule 13G is being filed on behalf of the following:

- (i) Azure Venture Partners I, L.P., a Delaware limited partnership;
- (ii) Azure Ventures I, L.P., a Delaware limited partnership;
- (iii) Azure Partners I, L.P., a Delaware limited partnership;
- (iv) Azure I, L.P., a Delaware limited partnership (together with Azure Venture Partners I, L.P., Azure Ventures I, L.P. and Azure Partners I, L.P., the Azure Investing Entities);
- (v) Azure Capital Partners VC Administrators, LLC, a Delaware limited liability company and the sole general partner of each of Azure Venture Partners I, L.P. and Azure Ventures I, L.P.;
- (vi) Azure Capital Partners CO Administrators, LLC (together with Azure Capital Partners VC Administrators, LLC, the Azure GP Entities), a Delaware limited liability company and the sole general partner of each of Azure Partners I, L.P. and Azure I, L.P.;
- (vii) Paul Ferris (Mr. Ferris), a manager of each of the Azure GP Entities;
- (viii) Michael Kwatinetz (Mr. Kwatinetz), a manager of each of the Azure GP Entities;
- (ix) Cameron Lester (Mr. Lester), a manager of each of the Azure GP Entities; and
- (x) Paul Weinstein (Mr. Weinstein), a manager of each of the Azure GP Entities.

The foregoing entities and individuals are collectively referred to as the Reporting Persons.

Mr. Ferris, Mr. Kwatinetz, Mr. Lester and Mr. Weinstein (collectively, the Managers) may be deemed to have shared voting and investment power over the shares held by each of the Azure Investing Entities and therefore may be deemed to share beneficial ownership of the shares held by Azure Investing Entities by virtue of their status as controlling persons of each of the Azure GP Entities. Each of these individuals disclaims beneficial ownership of such shares, except to the extent of his or her pecuniary interest therein. Each of the Azure GP Entities disclaims beneficial ownership of the shares held by the Azure Investing Entities, except to the extent of each such entity's pecuniary interest therein.

CUSIP No. 13100M509

Item 2(b) Address of Principal Business Office

The address of each of the reporting persons is:

650 California Street
11th Floor
San Francisco, CA 94108

Item 2(c) Citizenship

| | |
|---|--------------------------|
| Azure Venture Partners I, L.P. | Delaware |
| Azure Ventures I, L.P. | Delaware |
| Azure Partners I, L.P. | Delaware |
| Azure I, L.P. | Delaware |
| Azure Capital Partners VC Administrators, LLC | Delaware |
| Azure Capital Partners CO Administrators, LLC | Delaware |
| Mr. Ferris | United States of America |
| Mr. Kwatinetz | United States of America |
| Mr. Lester | United States of America |
| Mr. Weinstein | United States of America |

Item 2(d) Title of Class of Securities

Common Stock

Item 2(e) CUSIP Number

CUSIP # 13100M509

Item 3 Not applicable.

Item 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2010, each of the following is the owner of record of the shares of Common Stock set forth next to his or its name:

| | |
|---|-----------|
| Azure Venture Partners I, L.P. | 2,523,656 |
| Azure Ventures I, L.P. | 78,476 |
| Azure Partners I, L.P. | 41,430 |
| Azure I, L.P. | 1,181 |
| Azure Capital Partners VC Administrators, LLC | 2,602,132 |
| Azure Capital Partners CO Administrators, LLC | 42,611 |
| Mr. Ferris | 2,644,743 |
| Mr. Kwatinetz | 2,644,743 |
| Mr. Lester | 2,644,743 |
| Mr. Weinstein | 2,644,743 |

As of December 31, 2010, Azure Venture Partners I, L.P. was the record owner of and beneficially owned 2,523,656 shares of Common Stock. Azure Capital Partners VC Administrators, LLC has the power to vote or direct the disposition of all of such shares.

CUSIP No. 13100M509

As of December 31, 2010, Azure Ventures I, L.P. was the record owner of and beneficially owned 78,476 shares of Common Stock. Azure Capital Partners VC Administrators, LLC has the power to vote or direct the disposition of all of such shares.

As of December 31, 2010, Azure Partners I, L.P. was the record owner of and beneficially owned 41,430 shares of Common Stock. Azure Capital Partners CO Administrators, LLC has the power to vote or direct the disposition of all of such shares.

As of December 31, 2010, Azure I, L.P. was the record owner of and beneficially owned 1,181 shares of Common Stock. Azure Capital Partners CO Administrators, LLC has the power to vote or direct the disposition of all of such shares.

As of December 31, 2010, Azure Capital Partners VC Administrators, LLC was the record owner of and beneficially owned 2,602,132 shares (the Azure VC Shares) of Common Stock. Azure Capital Partners VC Administrators, LLC has the power to vote or direct the disposition of all of the Azure VC Shares.

As of December 31, 2010, Azure Capital Partners CO Administrators, LLC was the record owner of and beneficially owned 42,611 shares (the Azure CO Shares and together with the Azure VC Shares, the Shares) of Common Stock. Azure Capital Partners CO Administrators, LLC has the power to vote or direct the disposition of all of the Azure CO Shares.

The Managers may be deemed to have shared voting and investment power over the shares held by each of the Azure Investing Entities and therefore may be deemed to share beneficial ownership of the Shares by virtue of their status as controlling persons of each of the Azure GP Entities. Each of the Managers disclaims beneficial ownership of the Shares, except to the extent of his or her pecuniary interest therein. Each of the Azure GP Entities disclaims beneficial ownership of the Shares, except to the extent of such entity's pecuniary interest therein.

(b) Percent of class:

| | |
|---|------|
| Azure Venture Partners I, L.P. | 6.8% |
| Azure Ventures I, L.P. | 0.2% |
| Azure Partners I, L.P. | 0.1% |
| Azure I, L.P. | 0.0% |
| Azure Capital Partners VC Administrators, LLC | 7.0% |
| Azure Capital Partners CO Administrators, LLC | 0.1% |
| Mr. Ferris | 7.1% |
| Mr. Kwatinetz | 7.1% |
| Mr. Lester | 7.1% |
| Mr. Weinstein | 7.1% |

CUSIP No. 13100M509

(c) Number of shares as to which the Reporting Person has:

| Reporting Person | Number of Shares | | | |
|---|------------------|-----------|-----------|-----------|
| | (i) | (ii) | (iii) | (iv) |
| Azure Venture Partners I, L.P. | 2,523,656 | 0 | 2,523,656 | 0 |
| Azure Ventures I, L.P. | 78,476 | 0 | 78,476 | 0 |
| Azure Partners I, L.P. | 41,430 | 0 | 41,430 | 0 |
| Azure I, L.P. | 1,181 | 0 | 1,181 | 0 |
| Azure Capital Partners VC Administrators, LLC | 2,602,132 | 0 | 2,602,132 | 0 |
| Azure Capital Partners CO Administrators, LLC | 42,611 | 0 | 42,611 | 0 |
| Mr. Ferris | 0 | 2,644,743 | 0 | 2,644,743 |
| Mr. Kwatinetz | 0 | 2,644,743 | 0 | 2,644,743 |
| Mr. Lester | 0 | 2,644,743 | 0 | 2,644,743 |
| Mr. Weinstein | 0 | 2,644,743 | 0 | 2,644,743 |

(i) Sole power to vote or to direct the vote

(ii) Shared power to vote or to direct the vote

(iii) Sole power to dispose or to direct the disposition of

(iv) Shared power to dispose or to direct the disposition of

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following o.

Item 6 Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

Not applicable.

CUSIP No. 13100M509

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2011.

AZURE VENTURE PARTNERS I, L.P.

By: Azure Capital Partners VC
Administrators, LLC, its general partner

By: /s/ Paul Ferris

Name: Paul Ferris

Title: Manager

AZURE VENTURES I, L.P.

By: Azure Capital Partners VC
Administrators, LLC, its general partner

By: /s/ Paul Ferris

Name: Paul Ferris

Title: Manager

AZURE PARTNERS I, L.P.

By: Azure Capital Partners CO
Administrators, LLC, its general partner

By: /s/ Paul Ferris

Name: Paul Ferris

Title: Manager

AZURE I, L.P.

By: Azure Capital Partners CO
Administrators, LLC, its general partner

By: /s/ Paul Ferris

Name: Paul Ferris

Title: Manager

CUSIP No. 13100M509

**AZURE CAPITAL PARTNERS VC
ADMINISTRATORS, LLC**

By: /s/ Paul Ferris

Name: Paul Ferris

Title: Manager

**AZURE CAPITAL PARTNERS CO
ADMINISTRATORS, LLC**

By: /s/ Paul Ferris

Name: Paul Ferris

Title: Manager

/s/ Paul Ferris

Paul Ferris

/s/ Michael Kwatinetz

Michael Kwatinetz

/s/ Cameron Lester

Cameron Lester

/s/ Paul Weinstein

Paul Weinstein

CUSIP No. 13100M509

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

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