

SCIENTIFIC ATLANTA INC  
Form DFAN14A  
December 21, 2005

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Scientific-Atlanta, Inc.**

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(Name of Registrant as Specified In Its Charter)

**Cisco Systems, Inc.**

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Filed by Cisco Systems, Inc.

Pursuant to Rule 14a-12 of the

Securities Exchange Act of 1934

Subject Company: Scientific-Atlanta, Inc.

Commission File No.: 001-05517

The following is a slide presentation posted and accessible to Scientific-Atlanta employees on Cisco's Acquisition Central site in connection with the proposed merger between Cisco Systems, Inc. and Scientific-Atlanta, Inc.

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Conference Call

November 18, 2005

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Forward-Looking Statements

**FORWARD-LOOKING STATEMENTS**

Forward-Looking Statements

This  
press  
release  
contains  
forward-looking  
statements  
which  
are  
subject  
to  
safe  
harbors  
created  
under  
the  
U.S.  
federal  
securities  
laws.  
These  
statements  
include,  
among  
others,  
statements  
regarding  
the  
expected  
financial  
performance  
of  
Cisco  
(including  
earnings  
projections)  
following  
completion  
of  
the  
acquisition,  
Cisco's  
ability  
to  
achieve  
the  
expected  
synergies  
and  
other  
strategic

benefits  
as  
a  
result  
of  
the  
acquisition,  
the  
strengthening  
of  
Cisco's  
leadership  
position  
across  
the  
entire  
networked  
digital  
home  
as  
a  
result  
of  
the  
acquisition,  
and  
the  
timeframe  
during  
which  
the  
acquisition  
is  
expected  
to  
close.  
Statements  
regarding  
future  
events  
are  
based  
on  
the  
parties'  
current  
expectations  
and  
are  
necessarily



subject  
to  
associated  
risks  
related  
to,  
among  
other  
things,  
obtaining  
Scientific-Atlanta's  
shareholder  
and  
regulatory  
approval  
of  
the  
acquisition,  
the  
potential  
impact  
on  
the  
business  
of  
Scientific-Atlanta  
due  
to  
uncertainty  
about  
the  
acquisition,  
the  
retention  
of  
employees  
of  
Scientific-Atlanta  
and  
the  
ability  
of  
Cisco  
to  
successfully  
integrate  
Scientific-Atlanta's  
market  
opportunities,  
technology,

personnel  
and  
operations  
and  
to  
achieve  
planned  
synergies.  
Therefore,  
actual  
results  
may  
differ  
materially  
and  
adversely  
from  
those  
expressed  
in  
any  
forward-looking  
statements.  
For  
information  
regarding  
other  
related  
risks,  
see  
the  
"Risk  
Factors"  
section  
of  
Cisco's  
most  
recent  
Form  
10-K  
filed  
with  
the  
SEC  
on  
September  
19,  
2005  
and  
of

Cisco s  
subsequently  
filed  
Forms  
10-Q.  
The  
parties  
undertake  
no  
obligation  
to  
revise  
or  
update  
any  
forward-looking  
statements  
for  
any  
reason.  
Additional  
Information  
and  
Where  
to  
Find  
It  
Scientific-Atlanta  
has  
agreed  
to  
file  
a  
proxy  
statement  
in  
connection  
with  
the  
proposed  
acquisition.  
The  
proxy  
statement  
will  
be  
mailed  
to  
the  
shareholders

of  
Scientific-Atlanta.  
Scientific-Atlanta's  
shareholders  
are  
urged  
to  
read  
the  
proxy  
statement  
and  
other  
relevant  
materials  
when  
they  
become  
available  
because  
they  
will  
contain  
important  
information  
about  
the  
acquisition  
and  
Scientific-Atlanta.  
Investors  
and  
security  
holders  
may  
obtain  
free  
copies  
of  
these  
documents  
(when  
they  
are  
available)  
and  
other  
documents  
filed  
with

the  
Securities  
and  
Exchange  
Commission  
at  
the  
SEC's  
web  
site  
at  
[www.sec.gov](http://www.sec.gov).

In  
addition,  
investors  
and  
security  
holders  
may  
obtain  
free  
copies  
of  
the  
documents  
filed  
with  
the  
SEC  
by  
Scientific-Atlanta  
by  
going  
to  
Scientific-Atlanta's  
Investor  
Relations  
page  
on  
its  
corporate  
website  
at  
[www.scientific-atlanta.com](http://www.scientific-atlanta.com).

In  
addition,  
Scientific-Atlanta  
and  
its  
officers

and  
directors  
may  
be  
deemed  
to  
be  
participants  
in  
the  
solicitation  
of  
proxies  
from  
Scientific-Atlanta's  
shareholders  
with  
respect  
to  
the  
acquisition.

A  
description  
of  
any  
interests  
that  
Scientific-Atlanta's  
officers  
and  
directors  
have  
in  
the  
acquisition  
will  
be  
available  
in  
the  
proxy  
statement.

In  
addition,  
Cisco  
and  
its  
officers  
and  
directors

may  
be  
deemed  
to  
have  
participated  
in  
the  
solicitation  
of  
proxies  
from  
Scientific-Atlanta's  
shareholders  
in  
favor  
of  
the  
approval  
of  
the  
acquisition.  
Information  
concerning  
Cisco's  
directors  
and  
executive  
officers  
is  
set  
forth  
in  
Cisco's  
proxy  
statement  
for  
its  
2005  
annual  
meeting  
of  
shareholders,  
which  
was  
filed  
with  
the  
SEC  
on

September  
26,  
2005,  
and  
annual  
report  
on  
Form  
10-K  
filed  
with  
the  
SEC  
on  
September  
19,  
2005.

These  
documents  
are  
available  
free  
of  
charge  
at  
the  
SEC's  
web  
site  
at  
[www.sec.gov](http://www.sec.gov)  
or  
by  
going  
to  
Cisco's  
Investor  
Relations  
Website  
at  
<http://www.cisco.com/go/investors>.



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Agenda

Cisco's Overall Strategy for the Service Provider

and Consumer Market Segments

How Scientific-Atlanta Enhances  
Overall Strategy

Scientific-Atlanta's View on the Marketplace

Q&A

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Cisco

Now the Quad Play Leader

Data / Voice / Mobility / Video

Video is emerging as the **key strategic application**  
in the service provider quadruple play bundle

Scientific-Atlanta's scale, experience  
builds on Cisco's  
commitment / leadership in the service provider market

Combined team offers **unmatched experience**  
in delivering large-scale video systems and networks

Linksys and Scientific-Atlanta combination extends Cisco's  
leadership position across the networked digital home

Cisco international presence and IP leadership creates  
strategic synergies that **accelerate combined**  
growth opportunity

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Scientific-Atlanta

Completes the Quad Play

Offering

Voice

Voice

VoIP Becoming

Mainstream

VoIP Becoming

Mainstream

Win Video, Win

the Consumer

Win Video, Win

the Consumer

Video

Video

Broadband

Buildout

Ramping

Broadband

Buildout

Ramping

Data

Data

IP Mobility



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Cisco Welcomes a World-Class Team  
Subscriber Systems  
End-to-End Subscriber Systems,

DVR & Non-DVR Set tops,  
HD & standard definition Set tops,  
System & Client Software,  
Cable HSD/Voice Modems,  
Home Networks  
Transmission Networks  
HFC Networks,  
Satellite Systems, Head-ends,  
Network Management,  
Digital  
Transport  
SciCARE  
Systems Integration,  
24/7 Customer Support, Consulting,  
Remote Maintenance & Network Management, Training  
Installation and Program Management

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Catching the Video Market Transition

HIGH DEFINITION

HIGH DEFINITION

DIGITAL CABLE  
DIGITAL CABLE  
IPTV  
IPTV  
DVR  
DVR  
INTERACTIVE TV  
INTERACTIVE TV  
Video Network  
Convergence  
Video Network  
Convergence  
Advanced  
Video  
Quality  
Advanced  
Video  
Quality  
Personalized  
Video  
Experience  
Personalized  
Video  
Experience  
VIDEO TO OTHER DEVICES  
VIDEO TO OTHER DEVICES

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Cable operators are entering network and set top box upgrade cycle to deliver advanced video services

Telco s have begun building entirely new infrastructures for video entertainment delivery

2004

2009

Telco IPTV

Cable Video

SP Video The Next Investment Wave

\$9.9B

\$3.6B

CAGR = 22%

Source: Infonetics, Cisco

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Cisco Delivers the Complete Digital Home

Home Networking, Media Sharing

Throughout the Home

Home Networking, Media Sharing  
Throughout the Home  
Networked Entertainment  
Networked Entertainment  
Digital, DVR, High Definition  
Digital, DVR, High Definition  
Voice & Video  
Voice & Video  
End User  
Audio, Video, Interactive Content  
Audio, Video, Interactive Content  
Content  
Content  
ADSL2+, FTTx,  
DOCSIS 3.0, WiFi  
ADSL2+, FTTx,  
DOCSIS 3.0, WiFi  
Broadband  
Broadband



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Global Technology and Customer Synergy

U.S.A.

International

Sell  
complementary  
product lines  
Migrate to  
IP video  
Migrate to  
IP video  
Sell  
complementary  
product lines

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Note: Not drawn to scale

Accelerating the Growth Opportunity

10 12%

12 16%

FY 05 10 CAGR

Head-end Systems

Set Top Boxes

Data & Voice CPE

Video Head-ends

Set Top Boxes

System Integration

International Expansion

Quadruple Play Integration

Networked Digital Home

Cable

Cable

Telco / IPTV

Telco / IPTV

Synergies

Synergies

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1  
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Additional Information About The Merger and  
Where To Find It  
In

connection  
with  
the  
proposed  
merger  
and  
required  
shareholder  
approval,  
Scientific-Atlanta,  
Inc.  
(the

Company ) has filed with the SEC a preliminary proxy statement and will file with the SEC a definitive proxy statement that will contain important information about the merger. The proxy statement will be mailed to the shareholders of the Company. Investors and security holders of the Company are urged to read the proxy statement, and any other relevant materials filed by the Company because they contain, or will contain, important information about the Company and the merger. All documents filed

by  
the  
Company  
with  
the  
SEC  
may  
be  
obtained  
for  
free  
at  
the  
SEC's  
website  
at  
[www.sec.gov](http://www.sec.gov).

In  
addition, the documents filed with the SEC by the Company may be  
obtained free of charge by  
contacting the Company at 5030 Sugarloaf Parkway, Lawrenceville,  
Georgia 30044, (770)  
236-5000 or  
online at <http://www.sciatl.com>.

The Company and its executive officers and directors may be deemed to be participants in the solicitation of proxies from the shareholders of the Company with respect to the merger. Information about the executive officers and directors of the Company and their ownership of the Company's common stock is set forth in the preliminary proxy statement referenced above, which was filed with the SEC on December

7, 2005. Investors and security holders may obtain more detailed  
information  
regarding the direct and indirect interests of the Company and its respective executive officers and directors in the acquisition by reading the preliminary proxy statement, as well as the definitive proxy

statement regarding the merger that the Company will file with the SEC.

In addition, Cisco and its officers and directors may be deemed to have participated in the solicitation of proxies from Scientific-Atlanta's shareholders in favor of the approval of the acquisition. Information concerning Cisco's directors and executive officers is set forth in Cisco's proxy statement for its 2005 annual meeting of shareholders, which was filed with the SEC on September 26, 2005, and annual



report on Form 10-K filed with the SEC on September 19, 2005. These documents are available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) or by going to Cisco's Investor Relations Website at <http://www.cisco.com/go/investors>

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