

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

PROCERA NETWORKS INC

CIK: **1165231** | IRS No.: **330974674** | State of Incorporation: **NV** | Fiscal Year End: **0102**
Type: **8-K** | Act: **34** | File No.: **001-33691** | Film No.: **13520724**
SIC: **7371** Computer programming services

Mailing Address
4121 CLIPPER COURT
FREMONT CA 94538

Business Address
4121 CLIPPER COURT
FREMONT CA 94538
510-230-2777

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 9, 2013

Procera Networks, Inc.

(Exact name of registrant as specified in its charter)

Nevada
**(State or other jurisdiction
of incorporation)**

001-33691
**(Commission
File Number)**

33-0974674
**(IRS Employer
Identification No.)**

4121 Clipper Court, Fremont, CA
(Address of principal executive offices)

94538
(Zip Code)

Registrant's telephone number, including area code: (510) 230-2777

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

As previously reported, on January 7, 2013, Procera Networks, Inc. (the “Company”) and Procera Networks Kelowna ULC, an indirect wholly-owned subsidiary of the Company, entered into a Share Purchase Agreement (the “Purchase Agreement”) with Vineyard Networks Inc. (“Vineyard”), the holders of all of the outstanding equity of Vineyard (the “Shareholders”) and John Drope & Associates Ltd., as representative of the Shareholders, to acquire all of the outstanding capital shares of Vineyard (the “Acquisition”). The Acquisition was completed on January 9, 2013. Pursuant to the Purchase Agreement, the Company paid approximately \$27.214 million (CDN) for the Acquisition, comprised of approximately \$12.248 million (CDN) in cash and approximately 825,060 shares of the Company’s common stock. The final Acquisition price is subject to adjustment based on a post-closing audit of Vineyard’s working capital as of the closing.

The foregoing description of the Purchase Agreement does not purport to be a complete description of all terms of the Purchase Agreement and is qualified in its entirety by reference to the full text of the Purchase Agreement, which the Company anticipates will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the year ended December 31, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 9, 2013

Procera Networks, Inc.

By: /s/ Charles Constanti

Name: Charles Constanti

Title: Chief Financial Officer and Principal Accounting Officer