



Earlier today, we announced that Gigamon has entered into a definitive agreement to be acquired and taken private by Elliott Management. Today's announcement marks the conclusion of a thorough process that our Board of Directors launched to review options to enhance shareholder value. This FAQ was prepared to help address questions from Investors.

**1. What was announced today?**

- Gigamon announced that it has entered into a definitive agreement to be acquired by Elliott Management, a leading multi-strategy private investment firm. Elliott's investment is being led by its private equity affiliate, Evergreen Coast Capital.
- Upon the closing of the transaction, Gigamon shareholders will receive \$38.50 in cash for each share of Gigamon common stock held.
- The purchase price represents a premium of approximately 21% to the Company's unaffected closing price on April 28, 2017, the day following the Company's release of its first quarter financial results.
- Following the completion of the transaction, which we expect to occur in the first quarter of 2018, Gigamon will become a privately held company, which means we will no longer be traded on the New York Stock Exchange.

**2. Why did you agree to be acquired?**

- The Gigamon Board of Directors conducted a thorough review of available options to enhance shareholder value and unanimously concluded that this transaction represents the best path forward to maximize value for our shareholders.

**3. Why did Gigamon choose Elliott?**

- As part of its review, the Board of Directors evaluated a number of alternatives for our company, ranging from remaining a standalone, public company to pursuing a strategic sale to a go-private transaction like this.
- After thoroughly analyzing all of the options, the Board concluded that this transaction represents the best way to maximize shareholder value.
- Elliott's private equity affiliate, Evergreen Coast Capital, is led by Isaac Kim, a former principal at Golden Gate Capital, who has successfully invested in numerous technology companies, partnering with world-class teams.
- Elliott and its affiliates have invested in other technology companies spanning networking, security and infrastructure such as EMC, Symantec, Informatica, Citrix, SonicWall, Juniper, LifeLock, BMC, Blue Coat, Brocade, Aruba Networks, Fortinet, Imperva, and One Identity.
- Importantly, Elliott shares our vision for our company and wants to help advance our longer-term strategic plan.

**4. How does this transaction benefit Gigamon investors?**

- Upon closing, the transaction would provide immediate cash value for our shareholders and represents a premium of approximately 21% to the Company's unaffected closing price on April 28, 2017, the day following the Company's release of its first quarter financial results.



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**5. Will there be a vote on this transaction by shareholders? When and how?**

- Yes. The transaction is subject to customary closing conditions, including the affirmative vote of a majority of the votes cast by Gigamon shareholders.
- The shareholder vote will be sought at a special meeting of shareholders to be scheduled.

**6. How does this transaction benefit Gigamon?**

- The Board of Directors and executive team believe this transaction is in the best interest of all Gigamon stakeholders.
- For example, moving forward as a privately held Company will allow us to execute our longterm strategy without the additional obligations associated with being a public company.

**7. Who will lead the company? Will there be changes in executive leadership?**

- There are no plans to change the Gigamon management team.

**8. When will the transaction be complete?**

- We anticipate the transaction to be completed in the first quarter of 2018.

**9. If I have further questions about the announcement, who should I ask?**

- Investor questions will be handled by Jennifer Gianola at +1 (408) 831-4452 or [jennifer.gianola@Gigamon.com](mailto:jennifer.gianola@Gigamon.com).



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**Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally relate to future events, including the timing of the proposed transaction and other information related to the proposed transaction. In some cases, you can identify forward-looking statements because they contain words such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these words or other similar terms or expressions that concern the proposed transaction and our expectations, strategy, plans or intentions regarding it. Forward-looking statements in this communication include, but are not limited to, (i) our expectations regarding the timing, completion and expected benefits of the proposed transaction, (ii) our plans, objectives and intentions with respect to our future operations, our customers and our market, and (iii) the expected impact of the proposed transaction on our business. Our expectations and beliefs regarding these matters may not materialize, and actual results in future periods are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks include the risk that the transaction may not be completed in a timely manner or at all; the effect of the announcement or pendency of the transaction on our business relationships, results of operations and business generally; risks that the proposed transaction disrupts current plans and operations; and general market, political, economic and business conditions. The forward-looking statements contained in this communication are also subject to other risks and uncertainties, including those more fully described in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the period ended December 31, 2016 and our most recently filed quarterly report on Form 10-Q. The forward-looking statements in this communication are based on information available to Gigamon as of the date hereof.

**Additional Information and Where to Find It**

Gigamon will file relevant materials with the Securities and Exchange Commission (the “SEC”) in connection with the proposed merger, including a preliminary proxy statement on Schedule 14A. Under the proposed terms, promptly after filing its definitive proxy statement with the SEC, Gigamon will mail or otherwise make available the definitive proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the proposed transaction. **GIGAMON STOCKHOLDERS AND OTHER INVESTORS ARE ADVISED TO CAREFULLY READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN RESPECT OF THE PROPOSED MERGER WHEN THEY BECOME AVAILABLE, AS THOSE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER AND THE PARTIES TO THE PROPOSED MERGER.** Gigamon stockholders and other investors may obtain free copies of the definitive proxy statement, the preliminary proxy statement and other relevant materials in connection with the proposed merger (when they become available), along with other documents filed by Gigamon with the SEC, at the SEC’s website (<http://www.sec.gov>).