
**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): August 4, 2026

Vistance Networks, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36146
(Commission File Number)

27-4332098
(IRS Employer
Identification No.)

2601 Telecom Parkway
Richardson, Texas
(Address of Principal Executive Offices)

75082
(Zip Code)

Registrant's Telephone Number, Including Area Code: (972) 952-9700

Not Applicable

(Former name or former address, if changed since last report.)

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 (see General Instructions A.2. below):

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	VISN	The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 4, 2026, Joanne M. Maguire notified the Board of Directors of Vistance Networks, Inc. (the “Company”) that she will be retiring as a director of the Company, effective immediately. Ms. Maguire’s decision to retire was not because of any disagreement with the Company, management or the Board of Directors. As a result of Ms. Maguire’s retirement, the size of the Board of Directors was reduced to seven members and Thomas J. Manning, a current director of the Company, was appointed to the Nominating & Corporate Governance Committee of the Board of Directors.

Item 8.01. Other Events.

On August 6, 2026, Vistance Networks, Inc. (the “Company”) announced in a press release that its Board of Directors has declared the payment of a one-time special cash distribution (the “Special Distribution”). The Special Distribution of \$5.00 per share will be paid on August 27, 2026, to stockholders of record of the Company at the close of business on August 17, 2026. Pursuant to Nasdaq Rule 11140(b)(2), since the amount of the Special Distribution will be 25% or greater of the value of the Company’s common stock, the ex-dividend date shall be August 28, 2026, the first business day following the payment date. A copy of the press release announcing the Special Distribution is attached hereto as Exhibit 99.1.

U.S. Federal Tax Treatment of the Special Distribution

The Company does not believe it has a meaningful amount of current and accumulated “earnings and profits.” As such, the Company currently expects that, for U.S. federal income tax purposes, the Special Distribution will be treated, first, as a return of capital to shareholders to the extent of their tax basis in their Company stock, and, thereafter, as capital gain from the sale or exchange of Company stock.

The expected tax treatment of the Special Distribution is based upon currently available information and is subject to change. To the extent the Company has current or accumulated earnings and profits, as determined under U.S. federal income tax principles, the Special Distribution will be treated as a dividend.

Within forty-five days following the Special Distribution, the Company will prepare and file in accordance with Treasury Regulations (including by posting a copy on the investor relations section of its website) an IRS Form 8937 reflecting the tax treatment of the Special Distribution, which may be based on available estimates and updated following a final determination.

The information set forth above is provided only for general use and does not constitute a complete description of all of the U.S. federal or other tax consequences of the Special Distribution. Shareholders should consult their own tax advisors concerning such consequences.

Item 9.01. Financial Statements and Exhibits.

Exhibit.	Description.
99.1	Vistance Networks, Inc. press release, dated August 6, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Dated: August 6, 2026

Vistance Networks, Inc.

By: /s/ Kyle D. Lorentzen

Name: Kyle D. Lorentzen

Title: Executive Vice President and
Chief Financial Officer



Press Release

Vistance Networks Board Approves Special Distribution

Richardson, TX, August 6, 2026 – [Vistance Networks](#) (NASDAQ: VISN) (“Vistance” or the “Company”), a global provider of intelligent network solutions, today announced its Board of Directors (the “Board”) declared a special cash distribution of \$5.00 per share, payable on August 27, 2026, to holders of record of its common stock as of the close of business on August 17, 2026.

Pursuant to Nasdaq Rule 11140(b)(2), since the amount of the special cash distribution will be 25% or greater of the value of the Company’s common stock, the ex-dividend date shall be August 28, 2026, the first business day following the payment date.

The Company will fund the payment of the distribution with cash proceeds received in connection with the sale of its Ruckus Networks business to Belden Inc. on July 1, 2026.

—END—

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About Vistance Networks:

Vistance Networks (NASDAQ: VISN) shapes the future of communications technology, pushing past what is possible. We deliver solutions that bring reliability and performance to a world always in motion. Our global team of innovators and employees are trusted advisors who listen to customers first, then deliver value. Discover more at www.vistancenetworks.com.

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This press release includes forward-looking statements that are based on information currently available to management, management’s beliefs, as well as on a number of assumptions concerning future events. Forward-looking statements are not a guarantee of performance and are subject to a number of uncertainties and other factors, which could cause the actual results to differ materially from those currently expected. In providing forward-looking statements, the company does not intend, and is not undertaking any obligation or duty, to update these statements as a result of new information, future events or otherwise.

Source: Vistance Networks
