

JUNIPER NETWORKS INC
Form S-8
August 08, 2012

As filed with the Securities and Exchange Commission on August 8, 2012

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT

Under
The Securities Act of 1933

JUNIPER NETWORKS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0422528
(I.R.S. Employer
Identification Number)

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1194 North Mathilda Avenue

Sunnyvale, California 94089

(408) 745-2000

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Juniper Networks, Inc. 2006 Equity Incentive Plan

Juniper Networks, Inc. 2008 Employee Stock Purchase Plan

(Full title of the plan)

Mitchell Gaynor, Esq.

Executive Vice President and General Counsel

Juniper Networks, Inc.

1194 North Mathilda Avenue

Sunnyvale, California 94089

(408) 745-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Katharine A. Martin, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, California 94304

Telephone: (650) 493-9300

Mary Anne Becking, Esq.

Juniper Networks, Inc.

1194 North Mathilda Avenue

Sunnyvale, California 94089

Telephone: (408) 745-2000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not Check if a smaller reporting company) Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.00001 par value (Common Stock), to be issued pursuant to the terms of the Juniper Networks, Inc. 2008 Employee Stock Purchase Plan (the ESPP) | 7,000,000 shares(1) | \$17.12 | \$119,840,000(2) | \$13,733.66 |
| Common Stock to be issued pursuant to the Juniper Networks, Inc. 2006 Equity Incentive Plan (the 2006 Plan) | 25,000,000 shares(1) | \$17.12 | \$428,000,000(2) | \$49,048.80 |

- (1) This registration statement also shall cover any additional shares of Registrant's common stock that become issuable under the ESPP or the 2006 Plan, as the case may be, by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the Registrant's receipt of consideration that results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act of 1933, as amended, on the basis of \$17.12 per share, the average of the high and low prices of the Registrant's Common Stock on August 1, 2012, as reported on the New York Stock Exchange.

EXPLANATORY NOTE

Juniper Networks, Inc. (the Registrant) has prepared this registration statement in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register (a) 25,000,000 additional shares of common stock, \$0.00001 par value of the Registrant (Common Stock), under the Juniper Networks, Inc. 2006 Equity Incentive Plan, which Common Stock is in addition to the (i) 69,455,465 shares of Common Stock registered on the Registrant's Form S-8 filed with the Securities and Exchange Commission (the Commission) on March 9, 2007 (Commission File No. 333-141211), (ii) 30,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed with the Commission on August 10, 2010 (Commission File No. 333-168734) and (iii) 30,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed with the Commission on August 9, 2011 (Commission File No. 333-176171); and (b) 7,000,000 additional shares of Common Stock under the Juniper Networks, Inc. 2008 Employee Stock Purchase Plan, which Common Stock is in addition to the 12,000,000 shares of Common Stock registered on the Registrant's Form S-8 filed with the Commission on June 16, 2008 (Commission File No. 333-151669) (collectively, the Prior Registration Statements).

This registration statement relates to securities of the same class as that to which the Prior Registration Statements relate, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this registration statement, except as amended hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

| Number | Description |
|--------|---|
| 4.1 | Juniper Networks, Inc. Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, filed with the Commission on March 27, 2001) |
| 4.2 | Juniper Networks, Inc. Certificate of Amendment of Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of Registrant's Current Report on Form 8-K, filed with the Commission on May 24, 2012) |
| 4.3 | Amended and Restated Bylaws of Juniper Networks, Inc. (incorporated by reference to Exhibit 3.2 of Registrant's Current Report on Form 8-K, filed with the Commission on May 24, 2012) |
| 4.4 | Juniper Networks, Inc. 2006 Equity Incentive Plan, as amended and restated (incorporated by reference to Exhibit 10.1 of Registrant's Current Report on Form 8-K, filed with the Commission on May 24, 2012) |
| 4.5 | Juniper Networks, Inc. 2008 Employee Stock Purchase Plan, as amended and restated (incorporated by reference to Exhibit 10.2 of Registrant's Current Report on Form 8-K, filed with the Commission on May 24, 2012) |
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1) |
| 24.1 | Power of Attorney (contained in signature page of this registration statement) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on August 8, 2012.

JUNIPER NETWORKS, INC.

By: /s/ KEVIN R. JOHNSON
 Kevin R. Johnson
 Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Robyn M. Denholm and Mitchell L. Gaynor, jointly and severally, as his or her true and lawful attorneys-in-fact, each with full power of substitution and resubstitution, for him or her, and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that each of said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|--|---|----------------|
| /s/ KEVIN R. JOHNSON Kevin R. Johnson | Chief Executive Officer and Director (Principal Executive Officer) | August 8, 2012 |
| /s/ ROBYN M. DENHOLM Robyn M. Denholm | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 8, 2012 |
| /s/ GENE ZAMISKA Gene Zamiska | Vice President, Finance and Corporate Controller (Principal Accounting Officer) | August 8, 2012 |
| /s/ SCOTT KRIENS Scott Kriens | Chairman of the Board of Directors | June 18, 2012 |
| /s/ PRADEEP SINDHU Pradeep Sindhu | Chief Technical Officer and Vice Chairman of the Board of Directors | June 22, 2012 |

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|---|----------|----------------|
| <i>/s/ ROBERT M. CALDERONI</i> Robert M. Calderoni | Director | June 22, 2012 |
| <i>/s/ MARY B. CRANSTON</i> Mary B. Cranston | Director | August 8, 2012 |
| <i>/s/ MERCEDES JOHNSON</i> Mercedes Johnson | Director | August 8, 2012 |
| <i>/s/ J. MICHAEL LAWRIE</i> J. Michael Lawrie | Director | June 18, 2012 |
| <i>/s/ WILLIAM F. MEEHAN</i> William F. Meehan | Director | June 20, 2012 |
| <i>/s/ DAVID SCHLOTTERBECK</i> David Schlotterbeck | Director | August 8, 2012 |
| <i>/s/ WILLIAM R. STENSRUD</i> William R. Stensrud | Director | June 18, 2012 |

INDEX TO EXHIBITS

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