

# JUNIPER NETWORKS INC

## FORM 8-K

(Current report filing)

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Address	1133 INNOVATION WAY SUNNYVALE, CA 94089
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

April 16, 2004

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Date of Report  
(Date of earliest event reported)

**Juniper Networks, Inc.**

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(Exact name of Registrant as Specified in Its Charter)

Delaware

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(State or other jurisdiction of  
incorporation or organization)

0-26339

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(Commission file number)

77-0422528

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(IRS employer  
identification number)

1194 N. Mathilda Avenue  
Sunnyvale, CA 94089

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(Address of principal executive offices)

(408) 745-2000

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(Registrant's telephone number,  
including area code)

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## ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On April 16, 2004, at approximately 11:00 a.m. PDT, Juniper Networks announced that stockholders of both Juniper Networks and NetScreen had voted to approve matters related to the proposed acquisition of NetScreen by Juniper Networks. At approximately 2:00 p.m. PDT on April 16, 2004, Juniper Networks announced that it had completed its acquisition of NetScreen. Copies of the press releases issued by Juniper Networks on April 16, 2004 are attached as Exhibits 99.1 and 99.2 and are each incorporated herein by reference.

Effective April 16, 2004, pursuant to the Agreement and Plan of Reorganization dated as of February 9, 2004 (the “Agreement”), among Juniper Networks, Inc. (“Juniper Networks”), NetScreen Technologies, Inc. (“NetScreen”) and Nerus Acquisition Corp., a wholly-owned subsidiary of Juniper Networks (“Merger Sub”), Merger Sub was merged with and into NetScreen with NetScreen continuing as the surviving corporation and a wholly-owned subsidiary of Juniper Networks (the “Merger”).

Pursuant to the Agreement, as a result of the Merger, each share of NetScreen common stock outstanding at the effective time of the Merger was converted into the right to receive 1.404 shares of Juniper Networks common stock. Following consummation of the Merger, NetScreen’s common stock was delisted from the Nasdaq Stock Market.

The issuance of Juniper Networks common stock under the Agreement as described above was registered under the Securities Act of 1933 pursuant to Juniper Networks’ registration statement on Form S-4 (File No. 333-113033) (the “Registration Statement”) filed with the Securities and Exchange Commission (the “SEC”) and declared effective on March 11, 2004. The Joint Proxy Statement / Prospectus of Juniper Networks and NetScreen included in the Registration Statement contains additional information about this transaction, including a copy of the Agreement.

## ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

### (a) Financial statements of business acquired.

(1) The historical consolidated financial statements of NetScreen including NetScreen’s consolidated balance sheet at September 30, 2003 and 2002, and the consolidated statements of operations, cash flows and stockholders’ equity for each of the fiscal years ended September 30, 2003, 2002 and 2001 were previously filed with the Registration Statement.

(2) The unaudited consolidated financial statements of NetScreen including NetScreen’s unaudited consolidated balance sheet at December 31, 2003 and the unaudited consolidated statements of operations and cash flows for the three months ended December 31, 2003 and 2002 were previously filed with the Registration Statement.

### (b) Pro forma financial information.

The unaudited pro forma condensed combined consolidated financial statements of Juniper Networks for the year ended December 31, 2003 giving effect to the merger as a purchase of NetScreen by Juniper Networks in accordance with Article 11 of Regulation S-X were previously filed with the Registration Statement.

### (c) Exhibits

Exhibit No.	Description
99.1	Press Release of Juniper Networks, Inc. issued on April 16, 2004
99.2	Press Release of Juniper Networks, Inc. issued on April 16, 2004

## **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.

Juniper Networks, Inc.

Date: April 16, 2004

By: /s/ Marcel Gani

Marcel Gani  
Executive Vice President and Chief Financial  
Officer



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**Juniper Networks and NetScreen Technologies Announce Stockholder Approval of Acquisition**

Sunnyvale, CA — April 16, 2004 — Juniper Networks, Inc. (Nasdaq: JNPR) and NetScreen Technologies, Inc. (Nasdaq: NSCN) today announced that the stockholders of each company have approved matters relating to Juniper Networks' proposed acquisition of NetScreen at Special Meetings of Stockholders of each company held today. Juniper Networks stockholders voted in favor of the issuance of 1.404 shares of Juniper Networks common stock for each outstanding share of NetScreen common stock and each outstanding stock option to purchase NetScreen common stock. NetScreen stockholders voted to adopt the Agreement and Plan of Reorganization, dated as of February 9, 2004. The parties expect to complete the transaction by the close of business (Pacific Time) today.

**About Juniper Networks, Inc.**

Juniper Networks transforms the business of networking by converting a commodity — bandwidth — into a dependable, secure and highly valuable corporate asset. Founded in 1996 to meet the stringent demands of service providers, Juniper Networks is now relied upon by the world's leading network operators, government agencies, research and education institutions, and information-intensive enterprises as the foundation for uncompromising networks. The Infranet Initiative uses Juniper Networks MINT (Model for IntraNet Transformation) as its underlying framework. Juniper Networks is headquartered in Sunnyvale, California. Additional information can be found at [www.juniper.net](http://www.juniper.net).

**About NetScreen Technologies**

NetScreen Technologies, Inc., is a leading developer of network security and access solutions for enterprises and carriers worldwide. NetScreen's solutions offer customers multiple layers of network and application-level protection in purpose-built appliances and systems that meet customers' security, performance and total cost of ownership objectives. NetScreen is located at 805 11th Ave., Sunnyvale, Calif., 94089. More information on NetScreen's products can be found at <http://www.netscreen.com> or by calling toll free at 1-800-638-8296.

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws including, without limitation, statements regarding the following: the merger transaction, and the timing of the closing of the transaction. These forward-looking statements are subject to risks and uncertainties as well as assumptions that could cause the actual results of Juniper Networks and NetScreen to differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, among others, the satisfaction of other closing conditions to the transaction. A detailed discussion of other risks and uncertainties that could cause actual results or events to differ materially from such forward-looking statements is included Juniper Networks' and NetScreen's most recent filings with the Securities and Exchange Commission. Juniper Networks and NetScreen undertake no obligation and do not intend to update these forward-looking statements to reflect events or circumstances occurring after this press release.

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## **Additional Information and Where to Find It**

Juniper Networks, Inc. has filed a registration statement on Form S-4 containing a joint proxy statement/prospectus in connection with the merger transaction involving Juniper Networks and NetScreen. Investors and security holders are urged to read this filing and any amendments because it contains and any amendments will contain important information about the merger. Investors and security holders may obtain free copies of these documents and other documents filed with the Securities and Exchange Commission at the Securities and Exchange Commission'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 Securities and Exchange Commission by Juniper Networks by contacting Juniper Networks Investor Relations at 888-JUNIPER (888-586-4737) or 408-745-2000. Investors and security holders may obtain free copies of the documents filed with the Securities and Exchange Commission by NetScreen by contacting NetScreen Investor Relations at 408-543-2100.

Juniper Networks and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Juniper Networks and NetScreen in connection with the merger. Information regarding the special interests of these directors and executive officers in the merger is included in the joint proxy statement/prospectus of Juniper Networks and NetScreen described above. Additional information regarding the directors and executive officers of Juniper Networks is also included in Juniper Networks' proxy statement for its 2003 Annual Meeting of Stockholders, which was filed with the Securities and Exchange Commission on March 28, 2003. This document is available free of charge at the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov) and from Juniper Networks by contacting Juniper Networks Investor Relations at 888-JUNIPER (888-586-4737) or 408-745-2000.

NetScreen and its directors and executive officers also may be deemed to be participants in the solicitation of proxies from the stockholders of NetScreen and Juniper Networks in connection with the merger. Information regarding the special interests of these directors and executive officers in the merger is included in the joint proxy statement/prospectus of Juniper Networks and NetScreen described above. Additional information regarding these directors and executive officers is also included in NetScreen's proxy statement for its 2004 Annual Meeting of Stockholders, which was filed with the Securities and Exchange Commission on January 28, 2004. This document is available free of charge at the Securities and Exchange Commission's web site at [www.sec.gov](http://www.sec.gov) and from NetScreen by contacting NetScreen Investor Relations at 408-543-2100.

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NetScreen and the NetScreen logo are trademarks of NetScreen Technologies, Inc. in the United States and other countries.

All other trademarks, service marks, registered trademarks, or registered service marks are the property of their respective owners.





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**Juniper Networks Completes Acquisition of NetScreen Technologies and Appoints  
Frank J. Marshall to the Juniper Networks Board of Directors**

Sunnyvale, CA — April 16, 2004 — Juniper Networks, Inc. (Nasdaq: JNPR) today announced that it has completed its acquisition of NetScreen Technologies, Inc. The trading of NetScreen common stock (Nasdaq: NSCN) will be suspended before the opening of the market on April 19, 2004.

Juniper Networks also announced that, under the terms of the transaction requiring the appointment of a designee of NetScreen to the board of directors, Frank J. Marshall has been appointed to the Juniper Networks board of directors as a Class III director with a term expiring in 2005. Mr. Marshall will be replacing Vinod Khosla, who has been a significant contributor to the board of directors since 1996.

“We’re pleased to welcome Frank to the Juniper Networks board,” commented Scott Kriens, Chairman and Chief Executive Officer of Juniper Networks. “Frank brings a wealth of knowledge regarding networking and security solutions and we look forward to his contributions.”

Mr. Marshall joined the board of directors of NetScreen in December 1997 and became chairman of the NetScreen board in November 2002. Mr. Marshall is a private investor in early stage high technology companies. Mr. Marshall serves as a director and advisor for several private companies and is a director for PMC-Sierra, Inc., an internetworking semiconductor solutions company.

“I’m excited to be joining the Juniper Networks board,” said Frank Marshall. “Juniper Networks has shown its ability to execute in a fast changing environment and to diversify throughout the world in multiple market segments.”

**About Juniper Networks, Inc.**

Juniper Networks transforms the business of networking by creating competitive advantage for our customers with superior networking and security solutions. Juniper Networks is dedicated to customers who derive strategic value from their networks, including global network operators, enterprises, government agencies and research and educational institutions. Juniper Networks’ portfolio of networking and security solutions support the complex scale, security and performance requirements of the world’s most demanding mission critical networks. Additional information can be found at [www.juniper.net](http://www.juniper.net).

**Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the federal securities laws including, without limitation, statements regarding the following: the suspension of trading in NetScreen common stock. These forward-looking statements are subject to risks and uncertainties as well as assumptions that could cause the actual results of Juniper Networks to differ materially from those expressed or implied by such forward-looking statements. A detailed discussion of those risks and uncertainties that could cause actual results or events to differ materially from such forward-looking statements is included Juniper Networks’ and NetScreen’s most recent filings with the Securities and Exchange Commission. Juniper Networks undertakes no obligation and does not intend to update these forward-looking statements to reflect events or circumstances occurring after this press release.

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All other trademarks, service marks, registered trademarks, or registered service marks are the property of their respective owners.