

JUNIPER NETWORKS INC

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 03/03/00

Address	1133 INNOVATION WAY SUNNYVALE, CA 94089
Telephone	4087452000
CIK	0001043604
Symbol	JNPR
SIC Code	3576 - Computer Communications Equipment
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

JUNIPER NETWORKS INC

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 3/3/2000

Address	1194 NORTH MATHILDA AVE SUNNYVALE, California 94089
Telephone	650-526-8000
CIK	0001043604
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
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)

3661
(Primary Standard Industrial
Classification Code Number)

77-042258
(I.R.S. Employer
Identification No.)

385 RAVENDALE DRIVE
MOUNTAIN VIEW, CA 94043
(Address, including zip code, of Registrant's principal executive offices)

LISA C. BERRY
GENERAL COUNSEL AND SECRETARY
JUNIPER NETWORKS, INC.
385 RAVENDALE DRIVE, MOUNTAIN VIEW, CA 94043
(650) 526-8000
(Name, address, and telephone number, including area code, of agent for service)

Copies to:

JUDITH MAYER O'BRIEN
JOHN A. FORE
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WILSON SONSINI GOODRICH & ROSATI
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SAN FRANCISCO, CA 94105
(415) 442-0900

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box. []

If this Form is file to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. [X] 333-96171

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
4.75% Convertible Subordinated Notes due March 15, 2007 Common Stock, par value \$0.00001 per share, issuable upon conversion of 4.75% Convertible Subordinated Notes due March 15, 2007	\$172,500,000(2) (3)	\$45,540 (3)

(1) Estimated solely for the purpose of computing the registration pursuant to Rule 457(o) of the Securities Act of 1933.

(2) Exclusive of accrued interest, if any.

(3) No additional consideration will be received for any shares of common stock issued upon conversion or exchange of the 4.75% Convertible Subordinated Notes due March 15, 2007. Pursuant to Rule 416 under the Securities Act of 1933 this registration statement also includes an indeterminate number of shares that may be issued upon conversion of the 4.75% Convertible Subordinated Notes due March 15, 2007 as a result of anti-dilution and other provisions of the convertible notes.

EXPLANATORY NOTE

This registration statement is being filed by Juniper Networks, Inc. pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement includes the facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being offered hereby and a related consent and an accountant's consent. This registration statement relates to the registrant's 4.75% Convertible Subordinated Notes due March 15, 2007 contemplated by the Registration Statement on Form S-1 (File No. 333-96171) filed by the registrant with the Securities and Exchange Commission on February 4, 2000, as amended by Amendment No. 1 thereto filed with the SEC on February 14, 2000, Amendment No. 2 thereto filed with the SEC on February 23, 2000 and Amendment No. 3 thereto filed with the SEC on March 2, 2000, which was declared effective by the SEC on March 2, 2000. The registrant is filing this registration statement for the sole purpose of increasing the aggregate principal amount of the 4.75% Convertible Subordinated Notes due March 15, 2007 by \$150,000,000, the aggregate principal amount that the underwriters have an option to purchase by \$22,500,000 and increasing the aggregate offering price to the public by \$172,500,000. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1 (File No. 333-96171), as amended, of the registrant, including the exhibits and the power of attorney thereto, are incorporated by reference into this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on the second day of March, 2000.

JUNIPER NETWORKS, INC.

By: *

Scott Kriens President and Chief Executive Officer

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 dates indicated.

SIGNATURE -----	TITLE -----	DATE -----
* ----- Scott Kriens	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	March 2, 2000
* ----- Marcel Gani	Chief Financial Officer (Principal Financial and Accounting Officer)	March 2, 2000
* ----- Pradeep Sindhu	Chief Technical Officer and Vice Chairman of Board	March 2, 2000
* ----- William R. Hearst III	Director	March 2, 2000
* ----- Vinod Khosla	Director	March 2, 2000
* ----- C. Richard Kramlich	Director	March 2, 2000
* ----- William Stensrud	Director	March 2, 2000
* /s/ LISA C. BERRY ----- Lisa C. Berry	Attorney-in-Fact	March 2, 2000

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Counsel. Reference is made to Exhibit 5.1.
24.1*	Power of Attorney.

* Incorporated by reference to the Registration Statement on Form S-1 of the registrant (333-96171)

Exhibit 5.1

[WILSON SONSINI GOODRICH & ROSATI LETTERHEAD]

March 3, 2000

Juniper Networks, Inc.
385 Ravendale Drive
Mountain View, CA 94043

**RE: JUNIPER NETWORKS, INC. -
REGISTRATION STATEMENT PURSUANT TO RULE 462(b)**

Ladies and Gentlemen:

We are acting as counsel for Juniper Networks, Inc. (the "Company") in connection with the registration of up to \$150,000,000 in aggregate principal amount of the Company's 4.75% Convertible Subordinated Notes due March 15, 2007 (including up to \$22,500,000 in aggregate principal amount subject to an over-allotment option to be granted to the underwriters) (the "Additional Notes") and the Company's common stock, \$0.00001 par value, into which the Additional Notes may be converted (the "Common Stock") pursuant to a Registration Statement (the "Rule 462(b) Registration Statement") filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, (the "Act"), in connection with the proposed public offering described in the Registration Statement on Form S-1, as amended (Registration Statement No. 333-96171)(the "Registration Statement"), filed with the Securities and Exchange Commission under the Act. The Additional Notes are to be issued pursuant to the indenture in substantially the form filed as an exhibit to the Registration Statement (the "Indenture"), to be entered into between the Company and Norwest Bank Minnesota, National Association, as trustee thereunder (the "Trustee") and sold pursuant to an underwriting agreement (the "Underwriting Agreement") in substantially the form filed as an exhibit to the Registration Statement.

We have examined instruments, documents and records that we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed.

Based on such examination, we are of the opinion that:

1. The Indenture and the issuance of the Additional Notes have been duly authorized by appropriate corporate action of the Company and, assuming that the Indenture has been appropriately completed and duly authorized, executed and delivered by the Company and the Trustee, the Additional Notes, in the form filed as an exhibit to the Registration Statement, when duly executed, authenticated and delivered in accordance with the Indenture and sold pursuant to the Underwriting Agreement and as described in the Registration Statement, will constitute valid and legally binding obligations of the Company.
2. The issuance of the Common Stock upon the conversion of the Additional Notes has been duly authorized by appropriate corporate action of the Company and the Common Stock, when issued and delivered upon the conversion of the Additional Notes in accordance with the Indenture and as described in the Registration Statement, will be legally and validly issued, fully paid and nonassessable.

Our opinions are qualified as to:

- (a) limitations imposed by bankruptcy, insolvency, reorganization, liquidation, conservatorship, readjustment of debt, fraudulent conveyance, moratorium or other similar laws relating to or affecting the rights of creditors generally;
- (b) rights to indemnification and contribution, which may be limited by applicable law or equitable principles; and
- (c) general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing, and the possible unavailability of specific performance or injunctive relief, and other equitable remedies (regardless of whether any remedy is considered in a proceeding at law or in equity).

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Rule 462(b) Registration Statement and to the use of our name whether it appears in the Registration Statement, the prospectus included therein, or in any amendment or supplement thereto. In giving such consent, we do not believe that we are "experts" within the meaning of such terms as used in the Act or the rules and regulations of the Securities and Exchange Commission issued thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise. We disclaim any obligation to, and will not, update this opinion for events occurring or coming to our attention after the date hereof.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ WILSON SONSINI GOODRICH & ROSATI, P.C.

EXHIBIT 23.1

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the references to our firm under the captions "Selected Consolidated Financial Data" and "Experts" and to the use of our reports dated January 17, 2000, incorporated by reference in the Registration Statement (Form S-1) and related Prospectus of Juniper Networks, Inc. for the registration of its common stock issuable under the conversion of convertible notes.

Our audits also included the financial statement schedule listed in Item 16(b) of this Registration Statement. This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

/s/ Ernst & Young LLP

*Palo Alto, California
March 2, 2000*

End of Filing

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