

JUNIPER NETWORKS INC

Filed by
ELLIOTT ASSOCIATES, L.P.

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 11/07/14

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(RULE 13D - 101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO 13d-2(a)**

(Amendment No. 3)*

Juniper Networks, Inc.
(Name of Issuer)

Common Stock, par value \$0.00001
(Title of Class of Securities)

48203R104
(CUSIP Number)

Stephen M. Schultz, Esq.,
Kleinberg, Kaplan, Wolff & Cohen, P.C.
551 Fifth Avenue, New York, New York 10176
(212) 986-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 5, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott Associates, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC, AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

13,341,940

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

13,341,940

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,341,940

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

14. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

25,899,060

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

25,899,060

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,899,060

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

14. TYPE OF REPORTING PERSON

PN

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Elliott International Capital Advisors Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

25,899,060

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

25,899,060

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,899,060

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.7%

14. TYPE OF REPORTING PERSON

CO

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (“Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

Elliott Working Capital	\$308,874,731.69
Elliott International Working Capital	\$598,050,614.41

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

The Reporting Persons believe the Issuer’s Common Stock is significantly undervalued at current market prices. The Reporting Persons are and intend to continue to be engaged with the Board of Directors and management of the Issuer regarding various strategic and financial value-generative steps to increase shareholder value.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Common Stock reported owned by each person named herein is based upon 451,188,075 shares of Common Stock outstanding as of August 8, 2014, which is the total number of shares of Common Stock outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 11, 2014.

As of the date hereof, Elliott, Elliott International and EICA collectively beneficially owned 39,241,000 shares of Common Stock, constituting approximately 8.7% of the shares of Common Stock outstanding.

As of the date hereof, Elliott beneficially owned 13,341,940 shares of Common Stock, constituting approximately 3.0% of the shares of Common Stock outstanding.

As of the date hereof, Elliott International and EICA beneficially owned an aggregate of 25,899,060 shares of Common Stock, constituting approximately 5.7% of all of the outstanding shares of Common Stock.

Item 5(c) is hereby amended to add the following:

(c) The transactions effected by the Reporting Persons in the Common Stock during the past 60 days are set forth on Schedule 1 attached hereto.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: November 7, 2014

ELLIOTT ASSOCIATES, L.P.
By: Elliott Capital Advisors, L.P., as General Partner
By: Braxton Associates, Inc., as General Partner

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

ELLIOTT INTERNATIONAL, L.P.
By: Elliott International Capital Advisors Inc.,
as Attorney-in-Fact

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: /s/ Elliot Greenberg
Elliot Greenberg,
Vice President

SCHEDULE 1

Transactions of the Reporting Persons Effected

During the Past 60 Days

The following transactions were effected by Elliott Associates, L.P.:

Date	Security	Amount of Shs. Bought/ (Sold)	Price (\$) per Share
11/05/14	Common Stock	44,904	21.2707
11/05/14	Common Stock	62,832	21.4027
09/22/14	Common Stock	(74,061)	22.6335
09/18/14	Common Stock	166,250	22.8262
09/18/14	Common Stock	(166,250)	22.8200
09/17/14	Common Stock	(81,182)	22.8944
09/16/14	Common Stock	(8,750)	22.8264
09/15/14	Common Stock	(207,060)	22.9382
09/15/14	Common Stock	(53,235)	22.8331

All of the above transactions were effected on the open market.

The following transactions were effected by Elliott Associates, L.P. (through Liverpool):

Date	Security	Amount of Shs. Bought/ (Sold)	Price (\$) per Share
11/07/14	Common Stock	33,841	21.9784
11/07/14	Common Stock	14,437	21.8188
09/23/14	Common Stock	(88,862)	22.6018
09/18/14	Common Stock	166,250	22.8200

All of the above transactions were effected on the open market.

The following transactions were effected by Elliott International, L.P.:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs. Bought/ (Sold)</u>	<u>Price (\$) per Share</u>
11/07/14	Common Stock	135,563	21.8188
11/07/14	Common Stock	65,690	21.9784
11/07/14	Common Stock	200,000	21.8672
11/06/14	Common Stock	325,000	21.5562
11/06/14	Common Stock	376,712	21.5948
11/06/14	Common Stock	39,680	21.4497
11/05/14	Common Stock	121,968	21.2707
11/05/14	Common Stock	87,168	21.4027
11/04/14	Common Stock	59,005	21.1287
09/23/14	Common Stock	(165,030)	22.6018
09/22/14	Common Stock	(137,541)	22.6335
09/18/14	Common Stock	(65,426)	22.8262
09/17/14	Common Stock	(150,768)	22.8944
09/16/14	Common Stock	(16,250)	22.8264
09/15/14	Common Stock	(384,541)	22.9382
09/15/14	Common Stock	(98,865)	22.8331

All of the above transactions were effected on the open market.