

# JUNIPER NETWORKS INC

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 08/17/99

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-8

(Securities Registration: Employee Benefit Plan)

Filed 8/17/1999

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

# 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)

385 RAVENDALE DRIVE  
MOUNTAIN VIEW, CA 94043  
(ADDRESS, INCLUDING ZIP CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

#### JUNIPER NETWORKS, INC. AMENDED AND RESTATED 1996 STOCK PLAN

#### JUNIPER NETWORKS, INC. 1999 EMPLOYEE STOCK PURCHASE PLAN

(FULL TITLE OF THE PLAN)

**LISA C. BERRY**  
**GENERAL COUNSEL AND SECRETARY**  
**385 RAVENDALE DRIVE**  
**MOUNTAIN VIEW, CA 94043**  
(650) 526-8000

(NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

**Copies to:**  
**BRUCE M. MCNAMARA**  
**WILSON SONSINI GOODRICH & ROSATI**  
**PROFESSIONAL CORPORATION**  
**650 PAGE MILL ROAD**  
**PALO ALTO, CA 94304**  
(650) 493-9300

#### CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS 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 per share par value: To be issued under Juniper Networks, Inc. Amended and Restated 1996 Stock Plan....	3,204,104 shares	\$166.0625 (1)	\$532,081,520(1)	\$147,919
Common Stock, \$0.00001 per share par value: Issued under Juniper Networks, Inc. Amended and Restated				

1996 Stock Plan.....	9,574,944 shares	\$9.94 (2)	\$95,734,120 (2)	\$26,614
=====				
Common Stock, \$0.00001 per share par value: To be issued under Juniper Networks, Inc. 1999				
Employee Stock Purchase Plan	500,000 shares	\$166.0625 (1)	\$83,031,250 (1)	\$23,083
=====				

(1) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on August 10, 1999.

(2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee based upon the price at which the options may be exercised.

## **PART II: INFORMATION REQUIRED IN REGISTRATION STATEMENT**

### **ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE**

Juniper Networks, Inc. hereby incorporates by reference in this registration statement the following documents:

1. Prospectus filed with the Securities and Exchange Commission on June 24, 1999 pursuant to Rule 424(b).
2. Form 10-Q for the Registrant's second quarter ended June 30, 1999 filed with the Securities and Exchange Commission on July 30, 1999.
3. The description of Juniper Networks, Inc. common stock contained in its Registration Statement on Form 8-A as filed with the SEC on June 11, 1999 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this registration statement which indicates that all Securities offered hereby have been sold or which deregisters all Securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

### **ITEM 4. DESCRIPTION OF SECURITIES**

Not applicable.

### **ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

The validity of the shares of Common Stock offered hereby has been passed upon for Juniper Networks by Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California. As of the date of this prospectus, WS Investment Company 96A and WS Investment Company 96B, both investment partnerships composed by certain current and former members of and persons associated with Wilson Sonsini Goodrich & Rosati, Professional Corporation, and certain attorneys who are members of or are employed by Wilson Sonsini Goodrich & Rosati beneficially own an aggregate of 159,374 shares of Juniper Networks Common Stock.

### **ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

Article EIGHTH of our amended and restated certificate of incorporation provides for the indemnification of directors and officers to the fullest extent permissible under Delaware law.

Article VI of our bylaws provides for the indemnification of officers, directors and third parties acting on behalf of Juniper Networks if such person acted in good faith and in a manner reasonably believed to be in and not opposed to our best interest, and, with respect to any criminal action or proceeding, the indemnified party had no reason to believe his or her conduct was unlawful.

We have entered into indemnification agreements with our directors and executive officers, in addition to indemnification provided for in our bylaws, and intend to enter into indemnification agreements with any new directors and executive officers in the future. The indemnification agreements may require us, among other things, to indemnify our directors and officers against certain liabilities that may arise by reason of their status or service as directors and officers against certain liabilities that may arise by reason of their status or service as directors and officers (other than liabilities arising from willful misconduct of culpable nature), to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and to obtain directors and officers' insurance, if available on reasonable terms.

## ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

## ITEM 8. EXHIBITS

EXHIBIT NUMBER	DOCUMENTS
4.1*	Amended and Restated 1996 Stock Plan
4.2**	1999 Employee Stock Purchase Plan
5.1	Opinion of Wilson Sonsini Goodrich & Rosati Professional Corporation.
23.1	Consent of Counsel (contained in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Auditors
24.1	Power of Attorney (see page II-5)

\* Incorporated by reference to Exhibit 10.2 filed with Juniper Networks, Inc. Registration Statement on Form S-1 (Registration No. 333-76681).

\*\* Incorporated by reference to Exhibit 10.3 filed with Juniper Networks, Inc. Registration Statement on Form S-1 (Registration No. 333-76681).

## ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bon fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the

Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

## **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 Mountain View, State of California, on this 17th day of August, 1999.

### **JUNIPER NETWORKS, INC.**

*By: /s/ Marcel Gani*

-----  
*Marcel Gani*  
*Chief Financial Officer*



## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marcel Gani and Lisa C. Berry, and each of them, as his or her attorney-in-fact, with full power of substitution in each, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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 DATES INDICATED.

SIGNATURE	TITLE	DATE
/s/ Scott Kriens ----- Scott Kriens	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 17, 1999
/s/ Marcel Gani ----- Marcel Gani	Chief Financial Officer (Principal Financial and Accounting Officer)	August 17, 1999
/s/ Pradeep Sindhu ----- Pradeep Sindhu	Chief Technical Officer and Vice Chairman of Board	August 17, 1999
/s/ William R. Hearst III ----- William R. Hearst III	Director	August 17, 1999
/s/ Vinod Khosla ----- Vinod Khosla	Director	August 17, 1999
/s/ C. Richard Kramlich ----- C. Richard Kramlich	Director	August 17, 1999
/s/ William Stensrud ----- William Stensrud	Director	August 17, 1999

**JUNIPER NETWORKS, INC.**

**REGISTRATION STATEMENT ON FORM S-8**

**INDEX TO EXHIBITS**

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**Exhibit 5.1**

August 17, 1999

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

Re: Registration Statement on Form S-8

Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about August 17, 1999 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 13,279,048 shares of your Common Stock (the "Shares") under the Juniper Networks, Inc. Amended and Restated 1996 Stock Plan and the Juniper Networks, Inc. 1999 Employee Stock Purchase Plan (collectively, the "Option Programs"). As your counsel in connection with this transaction, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the issuance and sale of the Shares pursuant to the Option Programs.

It is our opinion that, when issued and sold in the manner described in the Option Programs and pursuant to the agreements which accompany each grant under the Option Programs, the Shares will be legally and validly issued, fully-paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

**WILSON SONSINI GOODRICH & ROSATI**  
**Professional Corporation**

*/s/ Wilson Sonsini Goodrich & Rosati*

## Exhibit 23.2

### CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Juniper Networks, Inc. Amended and Restated 1996 Stock Plan and the Juniper Networks, Inc. 1999 Employee Stock Purchase Plan of our report dated February 26, 1999, with respect to the consolidated financial statements of Juniper Networks, Inc. included in its Registration Statement (Form S-1) filed with the Securities and Exchange Commission.

*/s/ Ernst & Young LLP*

*Palo Alto, California*

*August 16, 1999*

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**End of Filing**

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