

EQUINIX INC
Form S-3MEF
January 19, 2005

As filed with the Securities and Exchange Commission on January 19, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EQUINIX, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

77-0487526
(I.R.S. Employer
Identification Number)

301 Velocity Way, Fifth Floor

Foster City, CA 94404

(650) 513-7000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Edgar Filing: EQUINIX INC - Form S-3MEF

Brandi L. Galvin

General Counsel and Assistant Secretary

Equinix, Inc.

301 Velocity Way, Fifth Floor

Foster City, CA 94404

(650) 513-7000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

The Commission is requested to send copies of all communications to:

Scott C. Dettmer

Brett A. Pletcher

Gunderson Dettmer Stough

Villeneuve Franklin & Hachigian, LLP

155 Constitution Drive

Menlo Park, California 94025

(650) 321-2400

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-120224

Edgar Filing: EQUINIX INC - Form S-3MEF

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 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 | Amount to be Registered | Proposed Maximum Offering Price per Security(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee(2) |
|---|-------------------------------|--|---|----------------------------------|
| Common Stock, par value \$.0001 | 162,567 shares | \$ 41.23 | \$ 6,702,637 | \$ 789 |

- (1) The price of \$41.23 per share, which was the average of the high and low prices of the Common Stock on the Nasdaq National Market on January 19, 2005, is set forth solely for the purpose of calculating the registration fee in accordance with Rule 457(c) of the Securities Act of 1933
- (2) This amount has been paid and is in addition to the registration fee of \$18,524.32 also paid to register 3,981,649 shares to be sold pursuant to Registration Statement No. 333-120224.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Reg. No. 333-120224) filed by Equinix, Inc. (the Company) with the Securities and Exchange Commission (the Commission) on November 4, 2004, including the exhibits thereto, and declared effective by the Commission on December 22, 2004, are incorporated herein by reference. This Registration Statement also contains Exhibits 5.1 and 23.1.

UNDERTAKING

The registrant hereby undertakes and agrees to pay the registration fee for the securities registered hereunder as soon as practicable (but in any event no later than the close of the next business day following the filing of the Registration Statement). The registrant has given irrevocable wiring instructions to its bank to wire the registration fee to the Commission immediately and it will confirm receipt of such instructions by the bank during regular business hours. Registrant will have sufficient funds in its account to cover the amount of the filing fee.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Foster City, California on January 19, 2005.

EQUINIX, INC.

By: _____ *

Peter F. Van Camp

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|------------------|
| * _____ Peter F. Van Camp | Chief Executive Officer and Director (Principal Executive Officer) | January 19, 2005 |
| * _____ Renee F. Lanam | Chief Financial Officer and Secretary (Principal Financial Officer) | January 19, 2005 |
| * _____ Keith D. Taylor | Vice President, Finance (Principal Accounting Officer) | January 19, 2005 |
| _____ Lee Theng Kiat | Chairman of the Board | |
| * _____ Scott Kriens | Director | January 19, 2005 |
| * _____ Andrew S. Rachleff | Director | January 19, 2005 |
| * _____ Michelangelo Volpi | Director | January 19, 2005 |
| _____ Jean F.H.P. Mandeville | Director | |
| * _____ Jean F.H.P. Mandeville | Director | January 19, 2005 |

Edgar Filing: EQUINIX INC - Form S-3MEF

Steven Poy Eng

*

Director

January 19, 2005

Gary Hromadko

*

Director

January 19, 2005

Dennis Raney

*By: /s/ Renee F. Lanam

Renee F. Lanam
Attorney-in-fact

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Exhibit Index</u> |
|--------------------|---|
| 5.1 | Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigan, LLP |
| 23.2 | Consent of Independent Registered Public Accounting Firm |
| 24.1* | Power of Attorney of certain directors and officers of the Registrant (included on page II-6 of the Registration Statement on Form S-1, 333-120224) |

* Incorporated by reference to the Company's Registration Statement on Form S-3, Registration No. 333-120224.