

EQUINIX INC
Form 8-K
May 13, 2014

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

Date of Report (date of earliest event reported): May 12, 2014

EQUINIX, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

Incorporation)

000-31293
(Commission

File Number)
One Lagoon Drive, 4th Floor

77-0487526
(I.R.S. Employer

Identification Number)

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Redwood City, California 94065

(650) 598-6000

(Addresses, including zip code, and telephone numbers, including area code, of principal executive offices)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02. Unregistered Sales of Equity Securities

On May 12, 2014, Equinix, Inc. (the Company) entered into a note exchange agreement (the Exchange Agreements) with certain holders (the Holders) of the Company s 4.75% Convertible Subordinated Notes (the Notes) pursuant to which such Holders agreed to exchange in the aggregate approximately \$33.23 million of their Notes to the Company in exchange for (i) an aggregate of 394,045 shares of the Company s common stock, par value \$0.001 per share (the Common Stock) and (ii) approximately \$3.34 million in cash (the Exchanges). The Exchanges will result in a net present value benefit to the Company and are expected to occur on May 13, 2014, subject to customary closing conditions. As a result of these Exchanges, and the exchange of approximately \$170.2 million of Notes previously disclosed, the Company expects to recognize a loss on debt extinguishment of approximately \$45 million in the second quarter of 2014.

The issuance of the Common Stock is being made in reliance on the exemption from registration contained in Section 3(a)(9) of the Securities Act of 1933, as amended.

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.

Equinix, Inc.

May 13, 2014

By: /s/ Keith D. Taylor
Name: Keith D. Taylor
Title: Chief Financial Officer