

EQUINIX INC
Form 4
November 26, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Stephen M

(Last) (First) (Middle)

ONE LAGOON DRIVE, 4TH FLOOR

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQUINIX INC [EQIX]

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

CEO & President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/25/2014 | | A ⁽¹⁾ | 648 ⁽¹⁾ A | \$ 0 ⁽¹⁾ 19,881 ^{(1) (2)} | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units | \$ 0 | 11/25/2014 | | A ⁽³⁾ | 303 ⁽³⁾ | ⁽³⁾ / ⁽³⁾ | Common Stock | 303 ⁽³⁾ \$ 0 |
| Restricted Stock Units | \$ 0 | 11/25/2014 | | A ⁽⁴⁾ | 184 ⁽⁴⁾ | ⁽⁴⁾ / ⁽⁴⁾ | Common Stock | 184 ⁽⁴⁾ \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Stephen M ONE LAGOON DRIVE 4TH FLOOR REDWOOD CITY, CA 94065 | X | | CEO & President | |

Signatures

Darrin B. Short,
Attorney-in-Fact

11/26/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This report reflects shares received by the Reporting Person as a result of the Reporting Person's receipt of his pro rata portion of a special
- (1) distribution declared by the Board of Directors of the Company on October 16, 2014 and paid on November 25, 2014 (the "Special Distribution").
 - (2) Includes 31 shares acquired under the Equinix, Inc. Employee Stock Purchase Plan on August 14, 2014.
 - (3) Includes 303 additional unvested performance stock units ("PSUs") allocated on November 25, 2014 in connection with the special distribution and associated with the previously reported RSU grant received by the Reporting Person on February 21, 2012. The vesting of which was subject to both continued service and the attainment of certain revenue and EBITDA targets for 2012. The Compensation Committee certified the degree to which the targets were achieved, therefore 50% of the achievement level of the award vested on 2/15/2013, with 25% additional units of the achievement level of the award scheduled to vest on each of February 15, 2014 and February 15, 2015, subject solely to continued service.

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- Includes 184 additional unvested performance stock units ("PSUs") allocated on November 25, 2014 in connection with the special distribution and associated with the previously reported RSU grant received by the Reporting Person on February 14, 2013. The vesting
- (4) of which was subject to both continued service and the attainment of certain revenue and EBITDA targets for 2013. The Compensation Committee certified the degree to which the targets were achieved, therefore 50% of the award vested on February 28, 2014, with 25% additional units scheduled to vest on each of February 15, 2015 and February 15, 2016, subject solely to continued service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.