

EQUINIX INC
Form 4
February 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
(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)
02/15/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/15/2017 | | M | | 8,935 A \$ 0 | 33,735 ⁽¹⁾ | D |
| Common Stock | 02/15/2017 | | M | | 5,774 A \$ 0 | 39,509 | D |
| Common Stock | 02/16/2017 | | S ⁽²⁾ | | 1,000 D \$ 370.505 ⁽³⁾ | 38,509 | D |
| Common Stock | 02/16/2017 | | S ⁽²⁾ | | 693 D \$ 371.9143 ⁽⁴⁾ | 37,816 | D |
| Common Stock | 02/16/2017 | | S ⁽²⁾ | | 700 D \$ 372.7653 | 37,116 | D |

Edgar Filing: EQUINIX INC - Form 4

| | | | | | | | |
|--------------|------------|------------------|-------|---|---|--------|---|
| Common Stock | 02/16/2017 | S ⁽²⁾ | 1,000 | D | <u>(5)</u> \$ 373.7476 | 36,116 | D |
| Common Stock | 02/16/2017 | S ⁽²⁾ | 600 | D | <u>(6)</u> \$ 374.9167 | 35,516 | D |
| Common Stock | 02/16/2017 | S ⁽²⁾ | 418 | D | <u>(7)</u> \$ 376.132 <u>(8)</u> | 35,098 | D |
| Common Stock | 02/16/2017 | S ⁽²⁾ | 1,100 | D | <u>(9)</u> \$ 377.7591 | 33,998 | D |
| Common Stock | 02/16/2017 | S ⁽²⁾ | 600 | D | <u>(10)</u> \$ 378.74 <u>(10)</u> | 33,398 | D |
| Common Stock | 02/16/2017 | S ⁽²⁾ | 528 | D | <u>(11)</u> \$ 380.2073 | 32,870 | D |
| Common Stock | 02/16/2017 | S ⁽²⁾ | 600 | D | <u>(12)</u> \$ 381.8367 | 32,270 | D |
| Common Stock | 02/16/2017 | S ⁽²⁾ | 600 | D | <u>(13)</u> \$ 382.9083 | 31,670 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock | \$ 0 | 02/15/2017 | | M | 8,935 | <u>(14)</u> | <u>(15)</u> | Common Stock | 8,935 |

| | | | | | | | | | |
|------------------------------|------|------------|---|-------|------|------|-----------------|-------|--|
| Units | | | | | | | | | |
| Restricted Stock Units | \$ 0 | 02/15/2017 | M | 5,774 | (16) | (15) | Common Stock | 5,774 | |
| Restricted Stock Units | \$ 0 | 02/16/2017 | A | 8,654 | (17) | (15) | Common Stock | 8,654 | |

Reporting Owners

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

Signatures

Samantha
Lagoocki, POA

02/17/2017

__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).
- (1) Includes 85 shares acquired under the Equinix, Inc. Employee Stock Purchase Plan on February 14, 2017.
- (2) Shares were sold pursuant to a 10b5-1 Trading Plan in order to raise funds to pay the required withholding tax pursuant to the vesting of RSUs.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$370.05 to \$370.97, inclusive. The reporting person undertakes to provide to Equinix, Inc, any security holder of Equinix Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 4 thru 13 to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$371.20 to \$372.20 inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$372.30 to \$373.25 inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$373.49 to \$374.48 inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$374.55 to \$375.55 inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$376.12 to \$376.17 inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$377.24 to \$378.11 inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$378.54 to \$378.94 inclusive.

Edgar Filing: EQUINIX INC - Form 4

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$380.11 to \$380.51 inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$381.44 to \$382.25 inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$382.68 to \$383.45 inclusive.

(14) On March 6, 2014, the reporting person was granted performance restricted stock units, the vesting of which was subject to both continued service and the attainment of certain revenue and EBITDA targets for 2014. The Compensation Committee certified the degree to which the targets were achieved, therefore 50% of the award vested on February 13, 2015, 25% vested on February 15, 2016 and the remaining 25% vested on February 15, 2017, subject solely to continued service.

(15) Restricted stock unit award expires upon reporting person's termination of employment.

(16) On February 12, 2015 the reporting person was granted performance restricted stock units, the vesting of which was subject to both continued service and the attainment of certain revenue and AFFO targets for 2015. The Compensation Committee certified the degree to which the targets were achieved, therefore 50% of the award vested on February 12, 2016, with 25% additional units scheduled to vest on each of February 15, 2017 and February 15, 2018, subject solely to continued service.

(17) On February 16, 2017, the reporting person was granted restricted stock units, the vesting of which is subject solely to continued service through each vesting date. 33.33% of the award is scheduled to vest on January 15, 2018, with an additional 33.33% units scheduled to vest on each of January 15, 2019 and January 15, 2020.

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.