EQUINIX INC
Form PRE 14A
April 16, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.   )
Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement

- Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))

- Definitive Proxy Statement

- Definitive Additional Materials

- Soliciting Material Pursuant to §240.14a-12

Equinix, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

- No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1.

- Title of each class of securities to which transaction applies:

2.

- Aggregate number of securities to which transaction applies:

3.

- Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4.

- Proposed maximum aggregate value of transaction:

5.

- Total fee paid:

- Fee paid previously with preliminary materials:

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1.

- Amount Previously Paid:

2.

- Form, Schedule or Registration Statement No.:

3.

- Filing Party:

4.

- Date Filed:

EQUINIX, INC.
One Lagoon Drive, Fourth Floor
Redwood City, CA 94065
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held June 4, 2014
Dear Stockholder:
You are cordially invited to attend the Annual Meeting of Stockholders (the "Annual Meeting") of Equinix, Inc., a Delaware corporation ("Equinix"). The meeting will be held on the first floor of our headquarters located at One Lagoon Drive, Redwood City, California, on Wednesday, June 4, 2014, at 10:30 a.m. for the purpose of considering and voting on:

(1)

- Election of directors to the Board of Directors to serve until the next Annual Meeting or until their successors have been duly elected and qualified;

(2)

- Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014;

(3)

- Approval, by a non-binding advisory vote, of the compensation of our named executive officers;

(4)

- Approval of an amendment to Equinix's Amended and Restated Certificate of Incorporation ("Charter") to impose ownership and transfer restrictions in connection with Equinix's real estate investment trust ("REIT") conversion plan;

(5)

- Approval of an amendment to Equinix's 2004 Employee Stock Purchase Plan ("ESPP") to extend its term and remove the annual automatic increase in the number of shares available for purchase under the ESPP; and

(6)

- Such other business as may properly come before the meeting or any adjournments or postponements thereof.

The foregoing items of business are more fully described in the attached Proxy Statement.
Only stockholders of record at the close of business on April 21, 2014 are entitled to notice of, and to vote at, the Annual Meeting and at any adjournments or postponements thereof. A list of such stockholders will be available for inspection at our headquarters located at One Lagoon Drive, Fourth Floor, Redwood City, California, during ordinary business hours for the 10-day period prior to the Annual Meeting.
BY ORDER OF THE BOARD OF DIRECTORS,
/s/ Peter Van Camp

Peter Van Camp
Executive Chairman
Redwood City, California
May 1, 2014

Whether or not you plan to attend the Annual Meeting, please complete, sign, date and promptly return the accompanying proxy in the enclosed postage-paid envelope, or follow the instructions below to submit your proxy by telephone or on the Internet. You may revoke your proxy at any time prior to the Annual Meeting. If you decide to attend the Annual Meeting and wish to change your proxy vote, you may do so automatically by voting in person at the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 4, 2014:
The Proxy Statement and Annual Report to Stockholders on Form 10-K are available at
[http:/ / investor.equinix.com/ phoenix.zhtml?c=122662&p=proxy].

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EQUINIX, INC.
One Lagoon Drive, Fourth Floor
Redwood City, CA 94065
PROXY STATEMENT
FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS
June 4, 2014
QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING
Why am I receiving these materials?
We sent you this proxy statement and the enclosed proxy card because the Board of Directors (the "Board") of Equinix, Inc. ("Equinix") is soliciting your proxy to vote at the 2014 Annual Meeting of Stockholders (the "Annual Meeting"). You are invited to attend the Annual Meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or on the Internet.
We intend to mail this proxy statement and accompanying proxy card on or about May 1, 2014 to all stockholders of record entitled to vote at the Annual Meeting.
Can I obtain an on-line version of the materials?
This proxy statement and Equinix's annual report on Form 10-K are available on-line at
http:/ / investor.equinix.com/ phoenix.zhtml?c=122662&p=proxy.
Who can vote at the Annual Meeting?
Only stockholders of record at the close of business on April 21, 2014 will be entitled to vote at the Annual Meeting. On this record date, there were [_____] shares of common stock outstanding and entitled to vote.
Stockholder of Record: Shares Registered in Your Name
If, on April 21, 2014, your shares were registered directly in your name with Equinix's transfer agent, Computershare, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or on the Internet as instructed below to ensure your vote is counted.
Beneficial Owner: Shares Registered in the Name of a Broker or Bank
If, on April 21, 2014, your shares were held in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.
Who may attend the Annual Meeting?
Only persons with evidence of stock ownership or who are guests of Equinix may attend and be admitted to the Annual Meeting. Photo identification will be required (a valid driver's license or passport is preferred). If your shares are held in an account at a brokerage firm, bank, dealer, or other similar organization, you will need to bring a proxy or a letter from that broker, trust, bank or other nominee, or your most recent brokerage account statement, that confirms that you are the beneficial owner of those shares. For assistance with directions to our headquarters where the Annual Meeting will be held, please call 650-598-6000.
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What am I voting on?

There are five matters scheduled for a vote:

1.

- Election of directors.

2.

- Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

3.

- Approval, by a non-binding advisory vote, of the compensation of our named executive officers.

4.

- Approval of an amendment to Equinix's Charter to impose ownership and transfer restrictions in connection with Equinix's REIT conversion plan.

5.

- Approval of an amendment to Equinix's 2004 ESPP to extend its term and remove the annual automatic increase in the number of shares available for purchase under the ESPP.

How do I vote?

On the matters to be voted on, including the nominees to the Board, you may vote "For" or "Against" or abstain from voting. The procedures for voting are fairly simple: