

EQUINIX INC  
Form FWP  
June 08, 2009

**Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No.: 333-159811**

**EQUINIX ANNOUNCES PROPOSED \$250 MILLION PUBLIC**

**OFFERING OF CONVERTIBLE SUBORDINATED NOTES DUE 2016**

**FOSTER CITY, Calif. June 8, 2009** Equinix, Inc. (Nasdaq: EQIX), a provider of global data center services, today announced that it intends to offer, subject to market and other conditions, \$250 million aggregate principal amount of its convertible subordinated notes due 2016 under an automatically effective shelf registration statement on file with the Securities and Exchange Commission. Equinix also expects to grant the underwriters an over-allotment option to purchase up to an additional \$37.5 million aggregate principal amount of additional notes on the same terms and conditions. The notes will be unsecured, subordinated obligations of Equinix and interest will be payable semi-annually. The notes will be convertible subject to certain conditions into shares of Equinix common stock. Equinix will be entitled to settle any such conversion by delivery of cash, shares of Equinix common stock or a combination of cash and shares. The interest rate, conversion price, offering price and other terms of the notes will be determined by Equinix and the underwriters.

In connection with this offering, Equinix plans to enter into capped call transactions with one or more underwriters in the offering or their respective affiliates. Subject to certain exceptions, the capped call transactions are expected to reduce potential dilution upon conversion of the notes, except to the extent that the volume-weighted average price per share of the Equinix common stock exceeds the cap price of the capped call transactions. In connection with hedging the capped call transactions, the counterparties or their respective affiliates expect to enter into various derivative transactions with respect to Equinix common stock concurrently with and shortly after pricing of the notes. In addition, the counterparties or their affiliates may from time to time following pricing of the notes enter into or unwind various derivatives and/or purchase or sell Equinix common stock in secondary market transactions. These activities could have the effect of increasing or preventing a decline in, or having a negative effect on, the price of Equinix common stock (including concurrently with or shortly after pricing of the notes or during any cash settlement averaging period related to a conversion of the notes), adversely affecting the value of the notes, and, potentially the value of the shares of Equinix common stock and/or the amount of cash holders may receive upon conversion of the notes.

Equinix intends to use a portion of the net proceeds from this offering to pay the cost of the capped call transactions and to fund the development of expansion opportunities. The balance of the net proceeds will be used for general corporate purposes.

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Citi, J.P. Morgan Securities Inc. and Goldman, Sachs & Co. are acting as joint book-running managers for the offering.

Equinix has filed a registration statement (including a preliminary prospectus) with the U.S. Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the registration statement and accompanying preliminary prospectus for more complete information about Equinix and this offering. You may get the preliminary prospectus for free by visiting IDEA on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Citi at the following address: Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, New York 11220 or by calling toll-free at: 800-831-9146 or from J.P. Morgan Securities Inc. at the following address: 4 Chase Metrotech Center, CS Level, Brooklyn, New York 11245 Attention: Chase Distribution & Support Service Northeast Statement Processing or by calling toll-free at: 866-430-0686 or Goldman, Sachs & Co., at the following address: 85 Broad Street, New York, New York 10004 or by calling toll-free at: 866-471-2526.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of these securities, in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

### Forward-Looking Statements

This press release contains statements relating to the proposed offering of notes and the capped call transaction that are forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to, whether or not Equinix will offer the notes, enter into the capped call transaction or consummate the offering, the final terms of the offering, prevailing market conditions, the anticipated principal amount of the notes, which could differ based upon market conditions, and the anticipated use of the proceeds of the offering, which could change as a result of market conditions or for other reasons.

Investors in Equinix are cautioned not to place undue reliance on its forward-looking statements, which speak only as of the date such statements are made. Equinix does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this press release, or to reflect the occurrence of unanticipated events.

About Equinix, Inc.

Equinix, Inc. (Nasdaq: EQIX) provides global data center services that ensure the vitality of the information-driven world. Global enterprises, content and financial companies, and network service providers rely upon Equinix's insight and expertise to protect and connect their most valued information assets. Equinix operates 42 International Business Exchange (IBX®) data centers across 18 markets in North America, Europe and Asia-Pacific.

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