

EQUINIX INC
Form 8-K
May 07, 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 2, 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)

Edgar Filing: EQUINIX INC - Form 8-K

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 1.01 Entry into a Material Definitive Agreement

On May 2, 2014, Equinix, Inc. (the Company) entered into amendment agreements (the Amendment Agreements) with each of Deutsche Bank AG, London Branch, JPMorgan Chase Bank, National Association, London Branch and Goldman, Sachs & Co. (the Counterparties) to amend the capped call transactions (the Capped Call Transactions) that the Company entered into with each of the Counterparties in connection with the issuance of the Company's 4.75% Convertible Subordinated Notes (the Notes). The Amendment Agreements provide that, in lieu of the exchanges of the Notes, described in the Company's Current Reports on Form 8-K filed on April 24, 2014 and May 2, 2014, constituting a termination event under the Capped Call Transactions with respect to a number of call options equal to the number of Notes, in denominations of \$1,000 principal amount, being exchanged, such call options (the Amended Call Options) will instead remain outstanding. The Amended Call Options have substantially similar terms as the original call options except that (i) the Amended Call Options are European-style call options with an expiration date that corresponds to the maturity date of the Notes, (ii) each Counterparty may transfer its rights and obligations under, or in certain limited circumstances terminate all or a portion of, the Amended Call Options, if such Counterparty's ownership of the Company's common stock exceeds certain thresholds and (iii) in connection with any dilutive or concentrative event affecting the Company's common stock, the cap price of the Amended Call Options shall be adjusted pursuant to standard, ISDA based provisions for over-the-counter equity options.

The foregoing description of the Amendment Agreements is a summary and is qualified in its entirety by the terms of the Amendment Agreements, copies of which will be filed as exhibits to the Company's Form 10-Q for the quarter ending June 30, 2014.

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 7, 2014

By: /s/ Keith D. Taylor

Name: Keith D. Taylor

Title: Chief Financial Officer