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JUNIPER NETWORKS INC
 Form S-8
 July 09, 2002

As filed with the Securities and Exchange Commission on July 9, 2002
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

JUNIPER NETWORKS, INC.
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
 (STATE OR OTHER JURISDICTION OF
 INCORPORATION OR ORGANIZATION)

77-0422528
 (I.R.S. EMPLOYER
 IDENTIFICATION NUMBER)

1194 NORTH MATHILDA AVENUE
 SUNNYVALE, CA 94089
 (ADDRESS, INCLUDING ZIP CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

UNISPHERE NETWORKS, INC.
 SECOND AMENDED AND RESTATED 1999 STOCK INCENTIVE PLAN
 (FULL TITLE OF THE PLAN)

LISA C. BERRY
 VICE PRESIDENT, GENERAL COUNSEL
 AND SECRETARY
 1194 NORTH MATHILDA AVENUE SUNNYVALE, CALIFORNIA 94089
 408-745-2000
 (NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	REGI
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Common Stock, \$0.00001 par value per share, to be issued under the Unisphere Networks, Inc. Second Amended and Restated 1999 Stock Incentive Plan...	26,450,000 shares	\$6.34 (1)	\$167,560,750 (1)	
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- (1) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on July 3, 2002.

This Registration Statement will become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

PART II: INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

Juniper Networks, Inc. hereby incorporates by reference in this registration statement the following documents:

1. Annual Report on Form 10-K for the fiscal year ended December 31, 2001 filed with the Securities and Exchange Commission on April 1, 2002.
2. Quarterly Report on Form 10-Q for the period ended March 31, 2002 filed with the Securities and Exchange Commission on May 15, 2002.
3. Current Report on Form 8-K dated May 20, 2002, filed with the Securities and Exchange Commission on May 21, 2002.
4. The description of Juniper Networks, Inc. common stock contained in its Registration Statement on Form 8-A as filed with the Securities and Exchange Commission on June 11, 1999 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this registration statement which indicates that all Securities offered hereby have been sold or which deregisters all Securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the shares of Common Stock offered hereby has been passed upon for Juniper Networks, Inc. by Lisa C. Berry, Vice President, General Counsel and Secretary of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law permits a corporation to include in its charter documents, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the current law.

Article EIGHTH of our amended and restated certificate of incorporation provides for the indemnification of directors and officers to the fullest extent

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permissible under Delaware law.

Article VI of our bylaws provides for the indemnification of officers, directors and third parties acting on behalf of Juniper Networks if such person acted in good faith and in a manner reasonably believed to be in and not opposed to our best interest, and, with respect to any criminal action or proceeding, the indemnified party had no reason to believe his or her conduct was unlawful.

We have entered into indemnification agreements with our directors and executive officers, in addition to indemnification provided for in our bylaws, and intend to enter into indemnification agreements with any new directors and executive officers in the future. The indemnification agreements may require us, among other things, to indemnify our directors and officers against certain liabilities that may arise by reason of their status or service as directors and officers (other than liabilities arising from willful misconduct of culpable nature), to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and to obtain directors and officers' insurance, if available on reasonable terms.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

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ITEM 8. EXHIBITS

EXHIBIT NUMBER -----	DOCUMENTS -----
5.1	Opinion of Lisa C. Berry, Vice President, General Counsel and Secretary
10.1	Unisphere Networks, Inc. Second Amended and Restated 1999 Stock Incentive Plan
23.1	Consent of Counsel (contained in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Auditors
24.1	Power of Attorney (see page II-2)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all

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of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on this 3rd day of July, 2002.

JUNIPER NETWORKS, INC.

By: /s/ MARCEL GANI

Marcel Gani
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marcel Gani and Lisa C. Berry, and each of them, as his or her attorney-in-fact, with full power of substitution in each, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE -----	TITLE -----	
/s/ SCOTT KRIENS ----- Scott Kriens	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	Ju
/s/ MARCEL GANI ----- Marcel Gani	Chief Financial Officer (Principal Financial and Accounting Officer)	Ju
/s/ PRADEEP SINDHU ----- Pradeep Sindhu	Chief Technical Officer and Vice Chairman of the Board	Ju
/s/ WILLIAM R. HEARST III ----- William R. Hearst III	Director	Ju
/s/ VINOD KHOSLA ----- Vinod Khosla	Director	Ju

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/s/ RICHARD KRAMLICH Director

C. Richard Kramlich

/s/ STRATTON SCLAVOS Director

Stratton Sclavos

/s/ WILLIAM STENSRUD Director

William Stensrud

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