

EQUINIX INC
Form 8-K
March 04, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): February 27, 2019

EQUINIX, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-31293
(Commission File Number)

77-0487526
(I.R.S. Employer Identification No.)

Edgar Filing: EQUINIX INC - Form 8-K
One Lagoon Drive, Redwood City, California 94065
(Address of Principal Executive Offices) (Zip Code)

(650) 598-6000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement*Offering of Common Stock*

On March 4, 2019, Equinix, Inc. (*Equinix*) issued and sold 2,985,575 shares (the *Shares*) of Equinix's common stock, par value \$0.001 per share, pursuant to an underwriting agreement dated February 27, 2019 (the *Underwriting Agreement*) between Equinix and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC, as representatives of the several underwriters named in Schedule II thereto (the *Underwriters*). The Shares include the full exercise of the Underwriters' option to purchase an additional 389,422 shares pursuant to the Underwriting Agreement. The Shares were sold in a public offering pursuant to a Registration Statement on Form S-3 (File No. 333-221380) (the *Registration Statement*) and a related prospectus and prospectus supplement, in each case filed with the Securities and Exchange Commission. Equinix received estimated net proceeds from the offering of approximately \$1,214.1 million, after deducting underwriting discounts and commissions and before estimated offering expenses. A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference.

A copy of the opinion of Davis Polk & Wardwell LLP relating to the validity of the Shares is filed as Exhibit 5.1 hereto and is incorporated by reference into the Registration Statement.

A copy of the opinion of Sullivan & Worcester LLP as to certain tax matters relating to the Shares is filed as Exhibit 8.1 hereto and is incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 1.1 | <u>Underwriting Agreement, dated February 27, 2019, between Equinix, Inc. and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Goldman Sachs & Co. LLC, as representatives of the several underwriters named in Schedule II thereto</u> |
| 5.1 | <u>Opinion of Davis Polk & Wardwell LLP</u> |
| 8.1 | <u>Opinion of Sullivan & Worcester LLP as to certain tax matters</u> |
| 23.1 | <u>Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)</u> |
| 23.2 | <u>Consent of Sullivan & Worcester LLP (included in Exhibit 8.1)</u> |

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.

By: /s/ Keith D. Taylor
Name: Keith D. Taylor
Title: Chief Financial Officer

Date: March 4, 2019