

EQUINIX INC
Form 8-K/A
February 15, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of Earliest Event Reported): December 15, 2017

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

Delaware
(State or Other Jurisdiction of Incorporation)

000-31293
(Commission)

77-0487526
(I.R.S. Employer)

File Number) **Identification No.)**

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.

On December 18, 2017, Equinix, Inc. (Equinix) filed a Current Report on Form 8-K (the Original Form 8-K) reporting entry into a Transaction Agreement to purchase the Metronode Group, as such terms are defined in the Original Form 8-K. This Form 8-K/A amends the Original Form 8-K to correct the Item number from an Item 1.01 -Entry into a Material Definitive Agreement to an Item 8.01 - Other Events.

Item 8.01 Other Events

On December 15, 2017, Equinix, Inc. (Equinix), through its wholly owned subsidiary, Equinix Australia Pty Limited (Equinix Australia), entered into a sale and purchase of securities agreement (the Transaction Agreement) with Ontario Teachers Pension Plan Board (OTPP), pursuant to which, subject to certain conditions, Equinix agreed, on the terms set forth in the Transaction Agreement, to acquire the entire equity interests held by OTPP and other vendors identified in the Transaction Agreement (collectively, the Sellers) in the Metronode group of companies (the Metronode Group), for a cash purchase price of A\$1.035 billion (approximately US\$792 million) subject to certain adjustments described in the Transaction Agreement (the Transaction).

The Metronode Group owns and operates 10 data centers in Australia spanning Adelaide, Brisbane, Canberra, Melbourne, Perth and Sydney in Australia (the Acquired Data Centers). Equinix expects to fund the Transaction with cash on hand.

As part of the Transaction, through the acquisition of the Metronode Group, Equinix Australia will also acquire freehold and leasehold real estate interests at the Acquired Data Centers.

The Transaction Agreement contains (among other things) representations, warranties, and covenants of the parties. Until the closing of the Transaction, OTPP has agreed, subject to certain exceptions, to, and to cause the Metronode Group to, conduct business in the ordinary course consistent with past practice.

The completion of the Transaction is subject to certain closing conditions, including regulatory approval. There is no financing condition to the Transaction. The Transaction is expected to close in the first half of 2018.

The Transaction Agreement provides Equinix Australia with certain limited termination rights. Additionally, either party may terminate the Transaction Agreement if any of the conditions precedent have not been satisfied by June 30, 2018 and have not (where capable of waiver) been waived by the party or parties entitled to do so under the Transaction Agreement.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K (the Current Report) contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws, including statements regarding the proposed Transaction. The forward-looking statements involve risks and uncertainties. Actual results may differ materially from expectations discussed in such forward-looking statements. Although Equinix believes that its forward-looking statements are based on reasonable assumptions, expected results may not be achieved, and actual results may differ materially from its expectations. Factors that might cause such a material difference include, without limitation, risks related to Equinix's ability to complete the Transaction on the proposed terms and conditions; whether Equinix or OTPP will be able to satisfy Equinix's and OTPP's respective closing conditions related to the Transaction; risks associated with the Transaction, such as the risk that the Metronode Group will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the Transaction will not occur; risks related to future opportunities and plans for the Metronode Group, including uncertainty of the expected financial performance of the Metronode Group; and disruption from the Transaction making it more difficult to conduct business as usual or maintain relationships with customers, employees

or suppliers.

Equinix's forward-looking statements should not be relied upon except as statements of Equinix's present intentions and of Equinix's present expectations, which may or may not occur. Cautionary statements should be read as being applicable to all forward-looking statements wherever they appear. Except as required by law, Equinix undertakes no obligation to release publicly the result of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are also urged to carefully review and consider the various disclosures Equinix has made in this Current Report, as well as Equinix's other filings with the Securities and Exchange Commission (the "SEC"), including Equinix's Quarterly Report on Form 10-Q filed with the SEC on November 3, 2017 and Equinix's Annual Report on Form 10-K, filed with the SEC on February 27, 2017. Equinix does not assume any obligation to update the forward-looking information contained in this Current Report.

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: February 15, 2018