EQUINIX INC
Form DEF 14A
April 28, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement

- Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))

- Definitive Proxy Statement

- Definitive Additional Materials

- Soliciting Material Pursuant to §240.14a-12

Equinix, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

- No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1.

- Title of each class of securities to which transaction applies:

2.

- Aggregate number of securities to which transaction applies:

3.

- Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4.

- Proposed maximum aggregate value of transaction:

5.

- Total fee paid:

- Fee paid previously with preliminary materials:

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1.

- Amount Previously Paid:

2.

• Form, Schedule or Registration Statement No.:

3.

• Filing Party:

4.

• Date Filed:

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EQUINIX, INC.
One Lagoon Drive, Fourth Floor
Redwood City, CA 94065
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be held June 4, 2014
Dear Stockholder:
You are cordially invited to attend the Annual Meeting of Stockholders (the "Annual Meeting") of Equinix, Inc., a Delaware corporation ("Equinix"). The meeting will be held on the first floor of our headquarters located at One Lagoon Drive, Redwood City, California, on Wednesday, June 4, 2014, at 10:30 a.m. for the purpose of considering and voting on:

(1)

- Election of directors to the Board of Directors to serve until the next Annual Meeting or until their successors have been duly elected and qualified;

(2)

- Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014;

(3)

- Approval, by a non-binding advisory vote, of the compensation of our named executive officers;

(4)

- Approval of an amendment to Equinix's Amended and Restated Certificate of Incorporation ("Charter") to impose ownership and transfer restrictions in connection with Equinix's real estate investment trust ("REIT") conversion plan;

(5)

- Approval of an amendment to Equinix's 2004 Employee Stock Purchase Plan ("ESPP") to extend its term and remove the annual automatic increase in the number of shares available for purchase under the ESPP; and

(6)

- Such other business as may properly come before the meeting or any adjournments or postponements thereof.

The foregoing items of business are more fully described in the attached Proxy Statement.
Only stockholders of record at the close of business on April 21, 2014 are entitled to notice of, and to vote at, the Annual Meeting and at any adjournments or postponements thereof. A list of such stockholders will be available for inspection at our headquarters located at One Lagoon Drive, Fourth Floor, Redwood City, California, during ordinary business hours for the 10-day period prior to the Annual Meeting.
BY ORDER OF THE BOARD OF DIRECTORS,
/s/ Peter Van Camp

Peter Van Camp
Executive Chairman
Redwood City, California
May 1, 2014

Whether or not you plan to attend the Annual Meeting, please complete, sign, date and promptly return the accompanying proxy in the enclosed postage-paid envelope, or follow the instructions below to submit your proxy by telephone or on the Internet. You may revoke your proxy at any time prior to the Annual Meeting. If you decide to attend the Annual Meeting and wish to change your proxy vote, you may do so automatically by voting in person at the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 4, 2014:
The Proxy Statement and Annual Report to Stockholders on Form 10-K are available at
http://investor.equinix.com/phoenix.zhtml?c=122662&p=proxy

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EQUINIX, INC.
One Lagoon Drive, Fourth Floor
Redwood City, CA 94065

PROXY STATEMENT
FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS
June 4, 2014

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why am I receiving these materials?

We sent you this proxy statement and the enclosed proxy card because the Board of Directors (the “Board”) of Equinix, Inc. (“Equinix”) is soliciting your proxy to vote at the 2014 Annual Meeting of Stockholders (the “Annual Meeting”). You are invited to attend the Annual Meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or on the Internet.

We intend to mail this proxy statement and accompanying proxy card on or about May 1, 2014 to all stockholders of record entitled to vote at the Annual Meeting.

Can I obtain an on-line version of the materials?

This proxy statement and Equinix’s annual report on Form 10-K are available on-line at http://investor.equinix.com/phoenix.zhtml?c=122662&p=proxy.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on April 21, 2014 will be entitled to vote at the Annual Meeting. On this record date, there were 49,798,189 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, on April 21, 2014, your shares were registered directly in your name with Equinix’s transfer agent, Computershare, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or on the Internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If, on April 21, 2014, your shares were held in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

Who may attend the Annual Meeting?

Only persons with evidence of stock ownership or who are guests of Equinix may attend and be admitted to the Annual Meeting. Photo identification will be required (a valid driver’s license or passport is preferred). If your shares are held in an account at a brokerage firm, bank, dealer, or other similar organization, you will need to bring a proxy or a letter from that broker, trust, bank or other nominee, or your most recent brokerage account statement, that confirms that you are the beneficial owner of those shares. For assistance with directions to our headquarters where the Annual Meeting will be held, please call 650-598-6000.

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What am I voting on?

There are five matters scheduled for a vote:

1.

- Election of directors.

2.

- Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014.

3.

- Approval, by a non-binding advisory vote, of the compensation of our named executive officers.

4.

- Approval of an amendment to Equinix's Charter to impose ownership and transfer restrictions in connection with Equinix's REIT conversion plan.

5.

- Approval of an amendment to Equinix's 2004 ESPP to extend its term and remove the annual automatic increase in the number of shares available for purchase under the ESPP.

How do I vote?

On the matters to be voted on, including the nominees to the Board, you may vote "For" or "Against" or abstain from voting. The procedures for voting are fairly simple:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the Annual Meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone, or vote by proxy on the Internet. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person if you have already voted by proxy.

1.

- To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.

2.

- To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

3.

- To vote over the telephone, dial toll-free (from the U.S., Canada and U.S. Territories) 1-800-652-VOTE (8683) using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 1:00 a.m., Central Time, on June 4, 2014 to be counted.

4.

- To vote on the Internet, go to www.investorvote.com/EQIX to complete an electronic proxy card. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 1:00 a.m., Central Time, on June 4, 2014 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank
If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from Equinix. Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or on the Internet as instructed by your broker or bank. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

We provide Internet proxy voting to allow you to vote your shares on-line with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

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How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of April 21, 2014.

What if I return a proxy card but do not make specific choices?

If you return a signed and dated proxy card without marking any voting selections, your shares will be voted “For” the election of all nominees for director, “For” the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2014, “For” the compensation of our named executive officers, “For” the REIT proposal, and “For” the ESPP amendment.

If any other matter is properly presented at the meeting, your proxy (one of the individuals named on your proxy card) will vote your shares using his or her best judgment.

Who can I contact with questions?

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitation firm, Georgeson Inc., at 1-866-203-9357.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies including the fee to Georgeson Inc., who will help us solicit proxies, of $7,500, plus expenses. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the meeting. You may revoke your proxy in any one of three ways:

1.

- You may submit another properly completed proxy card with a later date.

2.

- You may send a written notice that you are revoking your proxy to Equinix’s Secretary at One Lagoon Drive, Fourth Floor, Redwood City, CA 94065.

3.

- You may attend the Annual Meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count “For” votes, “Against” votes, abstentions and broker non-votes (when shares are held by brokers that do not have discretionary authority to vote on a matter, and have not received voting instructions from their clients).

If your shares are held by your broker as your nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker with respect to a “non-discretionary” matter, your shares will not be voted on such matter and will not be counted as shares entitled to vote on such matter. For example, if you do not provide voting

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instructions to your broker, the broker could vote your shares for Proposal No. 2 (the ratification of the appointment of PricewaterhouseCoopers LLP as Equinix's independent registered public accounting firm for the fiscal year ending December 31, 2014) but not for the other proposals, including the election of directors.

Shares not present at the meeting and shares voting "abstain" have no effect on the election of directors. For the other proposals, abstentions have the same effect as "Against" votes. Broker non-votes have no effect and will not be counted towards the vote total for Proposals No. 1, 2, 3 and 5. For Proposal No. 4, broker non-votes have the same effect as "Against" votes. Broker non-votes will be counted in determining whether there is a quorum.

How many votes are needed to approve each proposal?

1.

- To be elected, directors must receive a majority of the votes cast (that is, the number of shares voted "for" a director nominee must exceed the number of votes cast "against" that nominee).

2.

- To be approved, Proposal No. 2, the ratification of PricewaterhouseCoopers LLP as Equinix's independent registered public accounting firm for the fiscal year ending December 31, 2014, must receive a "For" vote from the majority of shares present and entitled to vote on the proposal either in person or by proxy.

3.

- To be approved on an advisory non-binding basis, Proposal No. 3, the compensation of our named executive officers must receive a "For" vote from the majority of shares present and entitled to vote on the proposal either in person or by proxy.

4.

- To be approved, Proposal No. 4, the amendment of Equinix's Charter to impose ownership and transfer restrictions in connection with the REIT conversion plan, must receive a "For" vote from the holders of a majority of our outstanding shares.

5.

- To be approved, Proposal No. 5, the amendment of the 2004 ESPP, must receive a "For" vote from the majority of shares present and entitled to vote on the proposal either in person or by proxy.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if at least a majority of the outstanding shares is represented by stockholders present at the meeting or by proxy. On the record date, there were 49,798,189 shares outstanding and entitled to vote. Thus 24,899,095 shares must be represented by stockholders present at the meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy vote or vote at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, a majority of the votes present at the meeting may adjourn the meeting to another date.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published on a Current Report on Form 8-K filed within four business days after the Annual Meeting.

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PROPOSAL 1

ELECTION OF DIRECTORS

Equinix's Board currently consists of eight directors. Equinix's Bylaws provide that the number of directors will be determined by the Board and the number of directors is currently set at nine. Thus, there is one vacant seat on Equinix's Board that Equinix does not intend to fill at this Annual Meeting. Our Bylaws provide that a director nominee must receive a majority of the votes cast with respect to such nominee in uncontested director elections (i.e. the number of shares voted "for" a director nominee must exceed the number of shares voted "against" such nominee). If an incumbent director nominee fails to receive a majority of the votes cast in an uncontested election, the director shall immediately tender his or her resignation to the Board. The Governance Committee of the Board, or such other committee designated by the Board, shall make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board shall act on the resignation, taking into account the committee's recommendation, and publicly disclose its decision regarding the resignation within 90 days following certification of the election results. If the Board accepts a director's resignation, or if a nominee for director is not elected and the nominee is not an incumbent director, the remaining members of the Board may fill the resulting vacancy or may decrease the size of the Board.

All directors will be elected at the Annual Meeting to serve for a term expiring at the next annual meeting of stockholders and until his or her successor is elected, or until the director's death, resignation or removal. If you sign your proxy card but do not give instructions with respect to the voting of directors, your shares will be voted for the eight persons recommended by the Board. If you wish to give specific instructions with respect to the voting of directors, you must do so with respect to the individual nominee. If any nominee becomes unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee proposed by Equinix's Board. Each person nominated for election has agreed to serve if elected, and our Board has no reason to believe that any nominee will be unable to serve.

The eight directors who are being nominated for election by the holders of common stock to the Board, their ages as of April 1, 2014, their positions and offices held with Equinix and certain biographical information, including directorships held with other public companies during the past five years, are set forth below. In addition, we have provided information concerning the particular experience, qualifications, attributes and/or skills that led the Nominating Committee and the Board to determine that each nominee should serve as a director of Equinix. The Board recommends a vote FOR the election to the Board of each of the following eight nominees.

Nominees	**Age**	**Positions and Offices Held with Equinix**
Thomas Bartlett	55	Director
Gary Hromadko	61	Director
Scott Kriens	56	Director
William Luby	54	Director
Irving Lyons, III	64	Director
Christopher Paisley	61	Lead Independent Director
Stephen Smith	57	Director, Chief Executive Officer and President
Peter Van Camp	58	Executive Chairman

Thomas Bartlett has served as a member of our Board since April 2013. Mr. Bartlett has served as Executive Vice President and Chief Financial Officer of American Tower, an owner and operator of wireless and broadcast communications sites that operates as a REIT, since April 2009. Prior to joining American Tower, Mr. Bartlett spent 25 years at Verizon Communications and its predecessor companies in numerous operations and business development roles, most recently as Senior Vice President and Corporate Controller from November 2005. Mr. Bartlett began his career at Deloitte, Haskins & Sells. We believe Mr. Bartlett's experience at American Tower with converting to, and operating as, a REIT will be of value to the Board as Equinix pursues its own conversion to a REIT. His experience in the telecommunications and wireless infrastructure fields, his extensive operating experience, and his accounting and finance expertise gained from executive roles at publicly-traded companies, also qualify him to serve on our Board.

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Gary Hromadko has served as a member of our Board since June 2003. Mr. Hromadko has been a venture partner at Crosslink Capital, a venture capital firm, since June 2002. In addition to his responsibilities with Crosslink Capital, Mr. Hromadko has been active as a private investor since 1993. Mr. Hromadko serves on the board of directors of several privately held companies. He also previously served as a director of the public company Carbonite, Inc. during the past five years. We believe Mr. Hromadko's experience as an investor in the communications services and infrastructure sectors, two important customer segments to Equinix and sectors where trends are closely watched as important to our future strategy and positioning, his financial and capital markets experience, and his experience with Equinix dating back to 2003, qualify him to serve on our Board.

Scott Kriens has served as a member of our Board since July 2000. Mr. Kriens has served as Chairman of the Board of Directors of Juniper Networks, Inc., a publicly traded Internet infrastructure solutions company, since September 2008. From October 1996 to September 2008, Mr. Kriens served as Juniper's Chief Executive Officer and Chairman of the Board of Directors. From April 1986 to January 1996, Mr. Kriens served as Vice President of Sales and Vice President of Operations at StrataCom, Inc., a telecommunications equipment company, which he co-founded in 1986. He also previously served as a director of VeriSign, Inc., a public company, during the past five years. We believe Mr. Kriens' extensive experience in the sectors of communications services and internet infrastructure, two important sectors to Equinix as discussed above, as well as his executive leadership and management experience leading a high growth company, qualify him to serve on our Board.

William Luby has served as a member of our Board since April 2010. Mr. Luby has served as the managing partner of Seaport Capital, a private equity firm, and its predecessor companies since 1996. He previously was a Managing Director at Chase Capital, the private equity affiliate of the Chase Manhattan Corporation. Mr. Luby also serves on the board of directors of several privately held companies, and previously served as Chairman of the Board of Directors of Switch & Data Facilities Company, Inc., a public company, prior to its acquisition by Equinix in 2010. Mr. Luby has been an active investor in the telecommunications industry for 20 years. We believe that this experience, his experience in the acquisition and integration of assets, including through his service as a director at Switch & Data, and his familiarity with our industry qualify him to serve on our Board.

Irving Lyons, III has served as a member of our Board since February 2007. Mr. Lyons has been a principal of Lyons Asset Management, a California-based private investment firm, since January 2005. From December 1993 to January 2005, Mr. Lyons was employed at ProLogis, a global provider of distribution facilities and services, where he served as Chief Investment Officer from March 1997 to December 2004 and as Vice Chairman of the Board of Directors from December 2001 to January 2005. Mr. Lyons serves on the Boards of Directors of the publicly traded REITs BRE Properties, Inc. and ProLogis, where he serves as Lead Independent Director. We believe Mr. Lyons's qualifications to sit on our Board include his global real estate experience, including his experience as a Chief Investment Officer at a real estate concern, which provides valuable insight to discussions of site selection and negotiations as Equinix conducts expansion planning and management of its real estate portfolio, his experience with REITs, as well as his knowledge of capital markets and executive leadership and management experience.

Christopher Paisley has served as a member of our Board since July 2007 and as Lead Independent Director since February 2012. Mr. Paisley has been the Dean's Executive Professor of Accounting at the Leavey School of Business at Santa Clara University since January 2001. From September 1985 until May 2000, Mr. Paisley was the Senior Vice President of Finance and Chief Financial Officer of 3Com Corporation. Mr. Paisley currently serves as a director of Ambarella, Inc., Bridge Capital Holdings, Control4 Corporation and YuMe Inc., and as Lead Independent Director of Fortinet, Inc., all public companies. He also previously served as a director of the public companies 3PAR Inc. and Volterra Semiconductor Corporation during the past five years. We believe Mr. Paisley's qualifications to sit on our Board include his accounting and finance expertise, his experience as a Chief Financial Officer at a technology company, and his extensive public company board and audit committee experience. Mr. Paisley's experience has led our Board to determine he is an "audit committee financial expert" as that term is defined in Item 407(d)(5) of Regulation S-K under Securities Exchange Act of 1934, as amended (the "Exchange Act").

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Stephen Smith has served as our Chief Executive Officer and President and as a member of our Board since April 2007. Prior to joining us, Mr. Smith served as Senior Vice President at HP Services, a business segment of Hewlett-Packard Co., from January 2005 to October 2006. Prior to joining Hewlett-Packard Co., Mr. Smith served as Vice President of Global Professional and Managed Services at Lucent Technologies Inc., a communications solutions provider, from September 2003 to January 2005. From October 1987 to September 2003, he spent 17 years with Electronic Data Systems Corporation ("EDS"), a business and technology solutions company, in a variety of positions, including Chief Sales Officer, President of EDS Asia-Pacific, and President of EDS Western Region. Mr. Smith serves on the board of directors of F5 Networks, a public company, and previously served as a director of Volterra Semiconductor and 3PAR Inc., both public companies, during the past five years. We believe Mr. Smith's understanding of Equinix's needs, challenges and opportunities that he has acquired as our Chief Executive Officer and President, an extensive career history at technology services and critical infrastructure companies, and prior executive leadership and management experience, qualify him to serve on our Board.

Peter Van Camp has served as our Executive Chairman since April 2007. Prior to becoming Executive Chairman, Mr. Van Camp served as our Chief Executive Officer and as a director since May 2000 and as President since March 2006. In addition, in December 2005, Mr. Van Camp was re-elected as Chairman of the Board, having previously served in that capacity from June 2001 to December 2002. From January 1997 to May 2000, Mr. Van Camp was employed at UUNET, the Internet division of MCI WorldCom (now Verizon), where he served as President of Internet Markets and as President of the Americas region. During the period from May 1995 to January 1997, Mr. Van Camp was President of Compuserve Network Services, an Internet access provider. Before holding this position, Mr. Van Camp held various positions at Compuserve, Inc. during the period from October 1982 to May 1995. Mr. Van Camp currently serves as a director of the public company Silver Spring Networks Inc. and previously served as a director of Packeteer, Inc., a public company, during the past five years. We believe Mr. Van Camp's long history with Equinix, in the roles of Chief Executive Officer, President and Executive Chairman, dating back to 2000, in addition to his communications services and internet infrastructure background and his extensive experience at technology services companies, qualify him to serve on our Board, and that in the role of Executive Chairman he is able to effectively facilitate the dialogue between the Board and Equinix's executive leadership.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE "FOR" PROPOSAL 1

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PROPOSAL 2

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

Equinix is asking the stockholders to ratify the appointment of PricewaterhouseCoopers LLP as Equinix's independent registered public accounting firm for the fiscal year ending December 31, 2014. The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote on the proposal at the Annual Meeting will be required to ratify the selection of PricewaterhouseCoopers LLP.

If the stockholders fail to ratify the selection, the Board will reconsider whether or not to retain that firm. Even if the selection is ratified, the Board in its discretion may direct the appointment of different independent auditors at any time during the year if they determine that such a change would be in the best interests of Equinix and its stockholders.

PricewaterhouseCoopers LLP has audited Equinix's financial statements since 2000. Its representatives are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

THE BOARD OF DIRECTORS RECOMMENDS
A VOTE "FOR" PROPOSAL 2

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REPORT OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

The Audit Committee serves as the representative of the Board for general oversight of Equinix's financial accounting and reporting process, system of internal control, audit process, process for monitoring compliance with laws and regulations, and Equinix's Code of Ethics for Chief Executive Officer and Senior Financial Officers. The Audit Committee annually appoints an independent registered public accounting firm to express an opinion on the financial statements and on Equinix's internal control over financial reporting based on an integrated audit. A more detailed description of the functions of the Audit Committee can be found in Equinix's Audit Committee Charter, published on the corporate governance section of Equinix's website at www.equinix.com.

During the start of fiscal year 2013, the Audit Committee consisted of Messrs. Clontz, Hromadko and Paisley. In April of 2013, Mr. Bartlett joined the Audit Committee and in June of 2013 Mr. Clontz left the Audit Committee. Mr. Paisley is the Audit Committee's chairman and financial expert. The Audit Committee held nine meetings during the last fiscal year.

Equinix's management has primary responsibility for preparing Equinix's financial statements and maintaining Equinix's financial reporting process. Equinix's independent registered public accounting firm, PricewaterhouseCoopers LLP ("PricewaterhouseCoopers"), is responsible for expressing an opinion on the conformity of Equinix's financial statements to generally accepted accounting principles and on Equinix's internal control over financial reporting based on an integrated audit. The Audit Committee serves a board-level oversight role in which it provides advice, counsel and direction to management and the independent registered public accounting firm on the basis of the information it receives, discussions with management and the independent registered public accounting firm and the experience of the Audit Committee's members in business, financial and accounting matters.

In this context, the Audit Committee hereby reports as follows:

- The Audit Committee has reviewed and discussed the audited financial statements with Equinix's management and the independent registered public accounting firm.

- The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Codification of Statements on Auditing Standard No. 16, as adopted by the Public Company Accounting Oversight Board.

- The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding independent auditors' communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm their independence.

Aggregate fees for professional services rendered for Equinix by PricewaterhouseCoopers as of, or for the years ended December 31, 2013 and 2012, were:

	December 31, 2013	December 31, 2012
Audit	$ 4,966,985	$ 5,092,755
Audit-related	174,000	47,096
Tax	—	328,040
All Other	10,000	3,000
Total	$ 5,150,985	$ 5,470,891

December 31,

The Audit fees for the years ended December 31, 2013 and 2012, respectively, were for professional services rendered for the audits of the consolidated financial statements of Equinix and the financial statements of certain of its subsidiaries. In addition, the professional services included comfort letters, consents and assistance with the review of documents filed with the Securities and Exchange Commission.

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The Audit-related fees for the years ended December 31, 2013 and 2012, respectively, were for assurance and related accounting and advisory services related to debt offerings and business process documentation assistance.
The Tax fees for the year ended December 31 2012 were for services related to tax compliance, REIT conversion analysis, tax planning and tax advice relating to various projects.
The All Other fees for the year ended December 31, 2013 and 2012, respectively, were for licensed software tools used for financial reporting.
Equinix's Audit Committee adopted pre-approval policies and procedures for audit and non-audit services during the fiscal year 2003. All audit, audit-related and tax services are approved in advance by Equinix's Audit Committee to assure they do not impair the independence of Equinix's independent registered public accounting firm. At the beginning of each fiscal year, management prepares an estimate of all such fees for the duration of the fiscal year and submits the estimate to the Audit Committee for review and pre-approval. Any modifications to the estimates are submitted to the Audit Committee for pre-approval at the next regularly scheduled Audit Committee meeting, or if action is required sooner, to the chairman of the Audit Committee. All fees paid to Equinix's independent registered public accounting firm during the fiscal years 2013 and 2012 were in accordance with this pre-approval policy.
Based on the Audit Committee's discussion with management and the independent registered public accounting firm and the Audit Committee's review of the representations of management and the report of the independent registered public accounting firm to the Audit Committee, the Audit Committee approved the audited financial statements and recommended that the audited financial statements be included in Equinix's Annual Report on Form 10-K, for the fiscal year ended December 31, 2013, for filing with the Securities and Exchange Commission. The Audit Committee and the Board have also approved, subject to stockholder ratification, the selection of PricewaterhouseCoopers LLP as Equinix's independent registered public accounting firm.
Each of the members of the Audit Committee is independent as such term is defined under the rules of the Securities and Exchange Commission and the listing standards of the NASDAQ Stock Market.
Submitted by the following members of the Audit Committee:

Christopher Paisley, Chairman

Thomas Bartlett

Gary Hromadko

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PROPOSAL 3

ADVISORY NON-BINDING VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 contains a provision that is commonly known as “Say-on-Pay.” Say-on-Pay gives our stockholders an opportunity to vote on an advisory, non-binding basis to approve the compensation of our named executive officers as disclosed in this proxy statement. We are asking our stockholders to indicate their support for the compensation of our named executive officers as described in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the executive compensation program and practices described in this proxy statement. Please read the Compensation Discussion and Analysis and the executive compensation tables and narrative disclosure for a detailed explanation of our executive compensation program and practices and also consider the following:

Our executive compensation program is tied directly to the performance of the business to ensure strong growth and value creation for stockholders using metrics we believe best indicate the success of our business. Our executive compensation is primarily performance-based and 100% at risk if target performance levels are not met.

For 2013, 100% of our short- and long-term incentives were performance-based and at risk, dependent on annual revenue and adjusted EBITDA growth, along with total shareholder return (“TSR”) achievement against the IWB Russell 1000 Index Fund (the “Russell 1000”) over a two year period. The target performance goals set for 2013 demanded meaningful organic growth from 2012 — greater than 16% growth to revenue and 19% growth to adjusted EBITDA to achieve the full value of the incentives.

In 2013, we continued to invest in the business through organic expansions, the acquisition of real estate, and other investments to scale the business for future growth opportunities. In 2013, we also continued with our plans to pursue conversion to a REIT effective January 1, 2015, raised $1.5 billion in high yield notes and announced a $500 million share repurchase program, all part of a capital allocation strategy to deliver long-term stockholder value. Although we delivered revenue growth of 13% and adjusted EBITDA growth of 11%, after adjusting for foreign currency movements and other required adjustments, over strong 2012 results, and our stock outperformed the Russell 1000 by 18.24% over 2012-2013, these results fell short of the highest targets set for our executive incentive compensation. These highest targets, in some cases, included stretch financial objectives above our operating plan. These results are reflected in the 2013 compensation of our named executive officers.

Accordingly, we ask that you vote “FOR” the following resolution:

“RESOLVED, that the stockholders of Equinix, Inc. hereby approve, on an advisory basis, the compensation of the named executive officers as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission in Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and any related material disclosed in this proxy statement.”

This advisory vote on executive compensation is not binding on us. However, the Board and the Compensation Committee highly value the opinions of our stockholders. To the extent there is a significant vote against this proposal, we will seek to determine the reasons for our stockholders’ concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns when making future executive compensation decisions.

The Board Of Directors Recommends
A Vote “FOR” Proposal 3

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Executive Officers

The following are the executive officers (as defined by applicable securities laws) of Equinix, with the exception of Mr. Smith, Equinix's Chief Executive Officer and President, whose information appears in the section "Election of Directors," their ages as of April 1, 2014, their positions and offices held with Equinix and certain biographical information. All serve at the discretion of the Board.

Executive Officers	Age	Positions and Offices Held with Equinix
Keith Taylor	52	Chief Financial Officer
Sara Baack	42	Chief Marketing Officer
Charles Meyers	48	Chief Operating Officer
Eric Schwartz	47	President, Equinix EMEA
Karl Strohmeyer	42	President, Equinix Americas

Keith Taylor has served as our Chief Financial Officer since September 2005. From February 2001 to September 2005, Mr. Taylor served as our Vice President, Finance and Chief Accounting Officer. In addition, from February 1999 to February 2001, Mr. Taylor served as our Director of Finance and Administration. Before joining us, Mr. Taylor was employed by International Wireless Communications, Inc., an operator, owner and developer of wireless communication networks, as Vice President Finance and Interim Chief Financial Officer. Prior to joining International Wireless Communications, Inc., Mr. Taylor was employed by Becton Dickinson & Company, a medical and diagnostic device manufacturer, as a senior sector analyst for the diagnostic businesses in Asia, Latin America and Europe.

Sara Baack has served as Chief Marketing Officer since September 2012. Prior to joining us, Ms. Baack was employed at Level 3 Communications, a communications services company, from August 2000 to August 2012, most recently as Senior Vice President of Product Management. Prior to joining Level 3, Ms. Baack worked at PaineWebber Incorporated as Vice President of Principal Transactions where she invested proprietary private equity capital in the communications sector.

Charles Meyers has served as our Chief Operating Officer since August 2013. Previously, he served as our President, Equinix Americas from September 2010 to August 2013. Prior to joining us, Mr. Meyers was employed at VeriSign, an Internet security company now part of Symantec Corp., from November 2006 to March 2010, most recently as Group President of Messaging and Mobile Media, and as a Product Group Executive for the Security and Communications portfolio. Prior to joining VeriSign, Mr. Meyers held various positions at Level 3 Communications, a communications services company, including Group Vice President of Global Marketing, President of IP and Data Services and Senior Vice President, Softswitch Services, from August 2001 to May 2006.

Eric Schwartz has served as President, Equinix EMEA since June 2008. Previously, he served as our Chief Development Officer from January 2008 to June 2008 and as Vice President, Strategy and Services from May 2006 to January 2008. Prior to joining us, Mr. Schwartz was Vice President of IP Communications at BellSouth, a telecommunications company, where he was employed from November 1997 to February 2006.

Karl Strohmeyer has served as President, Equinix Americas since December 2013. Prior to joining us, Mr. Strohmeyer was most recently Group Vice President for the North American Enterprise Group at Level 3 Communications, a communications services company, where he was employed from 2001 to November 2013 in various roles. Prior to joining Level 3, Mr. Strohmeyer held various executive positions at NetRail, a telecommunications services company.

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EXECUTIVE COMPENSATION AND RELATED INFORMATION

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis ("CD&A") describes Equinix's executive compensation policies and decisions for the individuals who served as our chief executive officer and chief financial officer during 2013, as well as the other individuals included in the 2013 Summary Compensation Table in this proxy statement, who are collectively referred to as the named executive officers. Those individuals are:

- Stephen Smith:
  - ♦ Chief Executive Officer and President
- Keith Taylor:
  - ♦ Chief Financial Officer
- Charles Meyers:
  - ♦ Chief Operating Officer (1)
- Eric Schwartz:
  - ♦ President, Equinix EMEA
- Karl Strohmeyer:
  - ♦ President, Equinix Americas
- Peter Ferris:
  - ♦ Senior Vice President, Office of the CEO (2)

Executive Summary

Our executive compensation program is tied directly to the performance of the business to ensure strong growth and value creation for stockholders using metrics we believe best indicate the success of our business.

We continued to invest in the business in 2013 through organic expansions, the acquisition of real estate, and other investments to scale the business for future growth opportunities. In 2013, we also continued with our plans to pursue conversion to a REIT effective January 1, 2015, raised $1.5 billion in high yield notes and announced a $500 million share repurchase program, all part of a capital allocation strategy to deliver long-term stockholder value.

For 2013, 100% of our short and long term incentives were performance-based and at risk, dependent on annual revenue and adjusted EBITDA growth, along with total shareholder return ("TSR") achievement against the IWB Russell 1000 Index Fund (the "Russell 1000") over a two year period. Although we delivered revenue growth of 13% and adjusted EBITDA growth of 11%, after adjusting for foreign currency movements and other required adjustments, over strong 2012 results, and our stock outperformed the Russell 1000 by 18.24% over 2012-2013, these results fell short of the highest targets set for our executive incentive compensation. These highest targets, in some cases, included stretch financial objectives above our operating plan. These results are reflected in the 2013 compensation of our named executive officers.

Our executive compensation philosophy is illustrated and executed by the following examples and governance features:

- Our executive compensation is primarily performance-based and 100% at risk if target performance levels are not met.
- The target performance goals set for 2013 demanded meaningful organic growth from 2012 — greater than 16% growth to revenue and 19% growth to adjusted EBITDA to achieve the full value of the incentives.
- For 2013, the Compensation Committee approved stock ownership guidelines for Mr. Smith and his direct reports, at a level of three times and one time base salary, respectively.
- Named executive officers at Equinix are not offered any significant perquisites or tax gross-ups, other than in connection with a relocation or international assignment.

(1) Transitioned to the role of Chief Operating Officer from President, Americas effective August 14, 2013.

(2) Transitioned from the role of Chief Sales Officer effective August 14, 2013.

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- Our Compensation Committee is comprised solely of independent members.

- An independent Compensation Committee compensation consultant, Compensia, Inc., is retained directly by the Compensation Committee and performs no other work for Equinix.

- In February 2014, we conducted a risk assessment of our compensation programs and presented the results to the Compensation Committee. The Compensation Committee considered the findings of the assessment and agreed with our conclusion that our compensation programs do not create excessive or inappropriate risks for Equinix.

In 2013, our compensation program for the named executive officers consisted primarily of base salary, annual incentive compensation, and long-term incentive compensation in the form of performance-based restricted stock units ("RSUs"), for total potential compensation in 2013 as follows (3):

Finally, in 2013 we held our annual stockholder advisory vote on executive compensation. The proposal received significant stockholder support, with over 94% of shares represented in person or by proxy at the meeting, and entitled to vote on the matter, voting in favor of our program. The voting results did not result in any changes to our executive compensation program design for 2014.

(3)

- Reflects the market value of the performance-based RSU awards on the grant date of February 14, 2013. Assumes the maximum size award is earned under the 2013 annual incentive plan and the maximum number of shares is earned under the performance-based RSU awards. Does not include the compensation of Mr. Strohmeyer who joined in December 2013.

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2013 Executive Compensation Program

2013 Program Philosophy and Objectives

Our executive compensation philosophy for 2013 was to provide competitive total rewards programs globally to attract and retain top talent, utilizing a pay for performance strategy at both the company and the individual level. Consistent with our compensation philosophy, a significant percentage of each executive officer's total compensation is tied to performance. Though the Compensation Committee sets each compensation element for each executive officer individually, in 2013 the average overall potential pay mix for the named executive officers was (4):

- Base Salary: 13%
- Annual Incentive Compensation: 9%
- Long-Term Equity Compensation: 78%

2013 Pay Positioning

In making compensation decisions for 2013, the Compensation Committee assessed compensation levels against data provided by its consultant, Compensia, and approved compensation plans and arrangements taking into account our competitive market for talent, including a peer group of companies against which we compare our performance and executive compensation programs.

For 2013 executive compensation, our goal was to provide base salary targeted at the 50 th percentile and total cash compensation targeted between the 50 th and 75 th percentiles of market competitive pay practices if targeted levels of performance were achieved under the annual cash incentive plan. We generally targeted equity compensation at the 75 th percentile of market competitive pay practices, with upside potential at the 90 th percentile, to aggressively align executive performance and rewards to company results and stockholder interests. We believe our company's strong performance in recent years, and the fact that a significant percentage of each executive officer's total compensation is tied to performance and thus "at risk," supports our target pay positioning.

We use peer group survey data, proxy statement data and technology industry survey data to define our competitive market. With the assistance of Compensia, a preliminary list of peer group companies was selected to establish the competitive market for the compensation of our executive officers in May of 2012. Factors considered in developing the peer group were revenues of approximately 0.75-2.0x Equinix's then current revenue, market capitalization of approximately 0.33-3.0x Equinix's then current market capitalization, and ISS' peer selection criteria. The peer group was reviewed and approved by our Chief Executive Officer and the Compensation Committee. Our peer group will be reviewed annually to ensure it reflects changes in our market and competitors for business and talent. For 2013 compensation decisions, our peer group consisted of the following companies:

- Akamai Technologies
- Autodesk
- BMC Software
- Citrix Systems

- Digital Realty Trust
- Dolby Laboratories
- F5 Networks
- FLIR Systems
- JDS Uniphase
- Polycom
- Rackspace Hosting
- Red Hat
- Salesforce.com
- Synopys
- Trimble Navigation

(4)

- Reflects the market value of the performance-based RSU awards on the grant date of February 14, 2013. Assumes the maximum size award is earned under the 2013 annual incentive plan and the maximum number of shares is earned under the performance-based RSU awards. Does not include the compensation of Mr. Strohmeyer who joined in December 2013.

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In 2012, we participated in the AON/Radford High Technology compensation survey and used peer market data from a subset of the survey to benchmark our executive positions for 2013 compensation decisions. This market data included companies from our peer list with revenues ranging from $660 million to $1.7 billion, a market capitalization ranging from $2 billion to $8 billion, a market capitalization as a multiple of revenue of 2.5x or greater, revenue growth of 20% or greater, and with 20% or more revenue coming from outside the U.S.

The Compensation Committee reviews the executive compensation levels of our executive officers at least annually to determine positioning to the competitive market. If an element of compensation is found to be below the desired target level, a recommendation may be made by the Chief Executive Officer, or by the Executive Chairman in the case of the Chief Executive Officer, to adjust that element of compensation in light of our compensation philosophy and individual performance. Likewise, if the review shows an element of our compensation to be above the desired target level, that data is also taken into consideration in determining compensation position and movement for that individual. Our philosophy is not to reduce compensation but instead to work with the various elements comprising total compensation to slow or freeze an element's growth to achieve the desired level of targeted total compensation.

2013 Compensation-Setting Process

The 2013 compensation for the named executive officers was first considered by the Compensation Committee in September 2012 and approved in February 2013. In addition to reviewing executive officers' compensation against the competitive market, the Compensation Committee also considers recommendations from the Chief Executive Officer regarding each compensation element for the executive officers who report directly to him based on the competitive market data and his assessment of their individual performance. The Chief Executive Officer, as the manager of the executive team, assesses the named executive officers' contributions to Equinix's performance and makes a recommendation to the Compensation Committee with respect to any merit increase in base salary, target annual incentive compensation opportunity and equity awards for each named executive officer, other than himself. Each element of compensation is recommended to the Compensation Committee based upon the individual's performance as well as internal equity within the framework established through the competitive market data. The Compensation Committee meets to evaluate, discuss and modify or approve these recommendations based on their own judgment. For 2013, the Compensation Committee, assisted by the Executive Chairman, conducted a similar evaluation of the Chief Executive Officer's performance and approved his compensation elements.

Members of management support the Compensation Committee in its work by preparing periodic analysis and modeling related to the compensation programs, and providing frequent updates on programs that fall under the Compensation Committee's responsibility. In addition, the Compensation Committee has the exclusive authority under its charter to engage the services of independent outside counsel, consultants, accountants and other advisers to assist it in carrying out its duties. Since 2006, the Compensation Committee has engaged the services of Compensia as its independent consultant to advise it on matters related to compensation for executive officers and other key employees, and on best practices to follow as they review and make decisions on Equinix's compensation programs. For 2013, Equinix also engaged Pearl Meyer & Partners to advise both management and the Compensation Committee on REIT-related compensation matters. Our Chief Executive Officer attends most Compensation Committee meetings and reviews and provides input on agendas and compensation proposals and recommendations brought before the Compensation Committee for review and approval.

In connection with the 2013 compensation decisions, in September 2012 Compensia prepared and presented to the Compensation Committee a detailed executive compensation analysis, assessing Equinix's current and proposed executive pay and financial performance as compared to our peer group. For our executive officers, including the named executive officers, Compensia identified any gaps between the current and target pay positioning and presented market competitive data for each position for base salary, target annual incentive compensation opportunity and long-term incentive compensation to provide a framework and guide for making individual compensation decisions. In addition, in November 2012, Compensia provided the Compensation Committee with "tally sheets" outlining the total dollar compensation paid to each named executive officer in 2009, 2010, 2011 and 2012,

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including base salary, annual incentive compensation, long-term equity compensation, and other compensation. The tally sheets also included an equity award grant history, a summary of stock option exercises and restricted stock vesting, an analysis of outstanding equity held and its unrealized potential gain over a three-year period, and a summary of total potential stock ownership. The tally sheets also outlined and quantified the potential payments upon termination of employment or change-in-control that would be paid to each named executive officer. Finally, the tally sheets included the unvested equity value as a multiple of base salary and an illustration of how the value of Equinix's 2012 compensation elements compared to the 2012 peer group for similar positions. The Compensation Committee used the tally sheet information as a basis for understanding the potential impact of recommended changes to the elements of our executive compensation program and to evaluate the degree to which unvested shares held by a named executive officer encouraged retention.

Compensia continues to advise the Compensation Committee on an on-going basis and a representative from the firm attends all Compensation Committee meetings. In 2013, Compensia performed its annual market review of executive pay practices, perquisites and benefits, as discussed above, and director compensation. Compensia also provides routine updates to the Compensation Committee regarding legal and regulatory trends. In 2013, Compensia also provided the Compensation Committee with modeling and recommendations for Equinix's equity structures for non-executives. The Compensation Committee has assessed the independence of Compensia pursuant to Securities and Exchange Commission rules and concluded that Compensia's work for the Compensation Committee does not raise any conflict of interest.

Principal Elements of Executive Compensation

Base Salary

Base salary for the executive officers is established based on the underlying scope of their respective responsibilities, taking into account competitive market compensation data and individual performance. In February 2013, based on the executive compensation assessment from the Fall and the recommendations of the Chief Executive Officer (except with respect to his own salary which was recommended by Equinix's Executive Chairman in consultation with the Compensation Committee), base salaries for our named executive officers were approved by the Compensation Committee, effective February 24, 2013, as follows:

Name	Prior Salary	New Salary	Increase
Stephen Smith	$ 700,000	$ 780,000	11.4%
Keith Taylor	$ 452,000	$ 475,000	5 %
Charles Meyers	$ 400,000	$ 432,000	8 %
Eric Schwartz	$ 345,000	$ 362,000	5 %
Peter Ferris	$ 350,000	$ 361,000	3 %

For 2013, named executive officer salaries were positioned based on our philosophy of the 50 th – 75 th market percentiles for total cash compensation. The base salary increases for Mr. Smith, Mr. Taylor, Mr. Meyers, Mr. Schwartz and Mr. Ferris were based on individual performance, the aggressive continued upward movement of base salaries in the competitive market, and our desire to keep total cash compensation aligned to our philosophy.

In August 2013, Mr. Meyers was promoted from President, Americas to Chief Operating Officer. In connection with this promotion, the Compensation Committee approved a base salary increase to $475,000 for Mr. Meyers, in line with the market data for this position and our target pay positioning.

In December 2013, Mr. Strohmeyer joined Equinix as President, Americas. The Compensation Committee approved a base salary of $400,000 for Mr. Strohmeyer, in line with the market data for this position, internal peer comparison, and Equinix's pay philosophy.

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Annual Incentive Compensation

Annual incentive compensation for the named executive officers is linked to the attainment of Equinix's corporate growth goals and is not tied to individual performance. This focus on team performance at the executive level is designed to align senior leaders towards common goals. Accordingly, in February 2013, the Compensation Committee adopted the 2013 incentive plan, pursuant to which the named executive officers were eligible to earn an annual cash bonus.

Under the 2013 incentive plan, the Compensation Committee assigned each named executive officer an annual target bonus opportunity tied to the achievement of specific goals related to revenue and adjusted EBITDA as set forth in the 2013 operating plan approved by the Board. The target bonus opportunity set for each named executive officer was based on the target bonuses for comparable positions in our competitive market, targeting the 50th – 75th percentiles for total cash compensation, and was stated in terms of a percentage of the named executive officer's base salary. In February 2013, the Compensation Committee did not approve any changes to the target bonus opportunities, as a percentage of base salary, for the named executive officers from the target bonus opportunities of 2012. However, in August 2013 the Compensation Committee approved an increase in the target bonus opportunity of Mr. Meyers from 65% to 80% in connection with his promotion to Chief Operating Officer to keep his target total cash compensation in line with the market data for the role and our target pay positioning. Based upon his start date, Mr. Strohmeyer was not eligible for a bonus under the 2013 incentive plan.

100% of the 2013 incentive plan was to be funded if Equinix achieved or exceeded the revenue and adjusted EBITDA goals set forth in the 2013 operating plan. The revenue goal was weighted at 50% and the adjusted EBITDA goal was weighted at 50%. For every 1% below operating plan for revenue, the revenue portion of the incentive plan pool would be reduced by 20% and for every 1% below operating plan for adjusted EBITDA, the adjusted EBITDA portion of the incentive plan pool would be reduced by 20%. There would be no pool if revenue and adjusted EBITDA were 95% or less than the operating plan target, thus annual incentive compensation was 100% at risk. The revenue and adjusted EBITDA goals were to be adjusted for one-time events, such as expansion centers or acquisitions, not contemplated in the operating plan, and would exclude the impact of fluctuations in foreign currencies against the foreign currency rates applied in the 2013 operating plan. In addition, the Compensation Committee could reduce or eliminate the actual award that otherwise would be payable should economic conditions warrant it.

The Board approved a revenue goal for 2013 of $2,220 million and an adjusted EBITDA goal for 2013 of $1,020 million. These goals were consistent with bookings growth we had experienced in the past, while taking into account the available inventory in each of our markets and the unfolding global economic conditions. The goals also contemplated strong growth in the U.S., Europe and Asia, investment in headcount and key areas to scale Equinix to the appropriate operating level and continued expansion in key markets where inventory was limited or would become limited during the year and where we saw customer demand. When adjusted for one-time events as described above, on a constant currency basis our 2013 revenue was approximately $2,185 million and adjusted EBITDA was approximately $1,016 million. Thus, for 2013, Equinix funded 80% of the 2013 incentive plan. Bonus awards (calculated based on salary in effect at year-end) were paid as follows:

Name	**Target (% Base Salary)**	**Bonus Award Paid**
Stephen Smith	115%	$ 717,600
Keith Taylor	80 %	$ 304,000
Charles Meyers	80 %	$ 255,080
Eric Schwartz	65 %	$ 188,240
Peter Ferris	65 %	$ 187,720

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Long-Term Equity Compensation

The Compensation Committee believes that stock awards with performance-based vesting encourage executive performance by focusing on long-term growth and profitability which it believes are the primary drivers of stockholder value creation. Therefore, other than awards granted to new hires or in connection with a promotion, our named executive officers receive RSU awards containing performance-based vesting requirements with additional service-based vesting requirements if the performance conditions are met.

Generally, a market competitive equity award is made in the year that an executive officer commences employment with Equinix. Thereafter, additional "refresh" performance-based awards are generally made during the first quarter of each year. The size of each award is based upon consideration of a number of factors, including consideration of the individual's position with Equinix, their potential for future responsibility and promotion, their individual performance in the recent period, Equinix's performance in the recent period, the competitive marketplace trends, internal equity and the retention value of unvested options or shares held by the individual at the time of the new grant. In general, the desired pay position for long-term equity compensation for executives is between the 75 th and 90 th percentiles of the competitive market data.

In November 2012, the Compensation Committee discussed long-term incentive compensation awards for the executive officers, including the named executive officers, and determined that for 2013, TSR would be kept as a performance metric for 1/3 of long-term incentive compensation for executive officers in 2013 (the "TSR Award") as a means of further aligning management incentives and stockholder interests. The remaining 2/3 of long-term incentive compensation would continue to be based on revenue and adjusted EBITDA performance as in prior years (the "Revenue-EBITDA Award"). At this meeting the Compensation Committee also recommended that stock ownership guidelines be put in place for the Mr. Smith and his direct reports, at a level of three times and one time base salary, respectively.

In February 2013, the Compensation Committee considered proposals for performance-based RSU awards, including proposed award sizes, and granted both a Revenue-EBITDA Award and a TSR Award to each of the executive officers.

The Revenue-EBITDA Awards were 100% at risk and could be earned only if Equinix achieved revenues of at least $2,184 million and adjusted EBITDA of at least $1,010 million in 2013. The number of RSUs earned would then be determined linearly based on the degree of achievement of revenue and adjusted EBITDA targets, from 36% of the target award (upon achievement of the foregoing threshold goals) to 100% of the target award (upon achievement of both revenue and adjusted EBITDA goals of $2,250 million and $1,040 million, respectively). 50% of any earned RSUs would vest upon certification that Equinix had achieved at least the minimum revenue and adjusted EBITDA goals for 2013; 25% of the earned RSUs on February 15, 2015; and the remaining 25% of the earned RSUs on February 15, 2016.

The revenue and adjusted EBITDA goals excluded the impact of fluctuations in foreign currencies against the foreign currency rates used in the 2013 operating plan and were subject to adjustment for losses from discontinued operations, the cumulative effect of accounting changes, acquisitions or divestitures, sales of assets, and/or IBX expansions not contemplated by Equinix at the time of grant.

The number of shares earned under the TSR Awards is determined based on the TSR of Equinix's common stock ("EQIX") against the Russell 1000, excluding reinvestment of dividends, over a two year period, calculated using the 30-day trading averages for both EQIX and the Russell 1000 prior to the start (January 1, 2013) and end (December 31, 2014) of the performance period. The number of RSUs vesting under the TSR Awards scale up or down such that the target shares increase or decrease by 2% for every 1% that Equinix's TSR exceeds or falls below the Russell 1000. Vesting will occur in early 2015 upon certification of TSR over the performance period.

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The Compensation Committee approved the award amounts, based on subjective views of the performance of Equinix and the individual, such that 2013 awards would be at or near the 90% market percentile should over-performance against the performance goals be achieved. The following table presents the maximum number of RSUs that could be earned under each RSU award, as follows:

Name	Revenue-EBITDA Award	TSR Award
Stephen Smith	27,112	13,558
Keith Taylor	9,708	4,854
Charles Meyers	8,042	4,020
Eric Schwartz	5,690	2,846
Peter Ferris	4,352	2,176

When adjusted for currency fluctuations and one-time events as described above, we achieved revenues of approximately $2,185 million and adjusted EBITDA of approximately $1,016 million. The certification of this performance triggered the Revenue-EBITDA Awards at 40% of the maximum award, with 50% vesting immediately and the remainder vesting into 2016 as described above. The actual Revenue-EBITDA awards earned by our named executive officers for 2013 performance were as follows:

Name	Max Revenue-EBITDA Award	Earned Revenue-EBITDA Award
Stephen Smith	27,112	10,845
Keith Taylor	9,708	3,883
Charles Meyers	8,042	3,217
Eric Schwartz	5,690	2,276
Peter Ferris	4,352	1,741

In January 2014, the Compensation Committee also certified percentage achievement for the TSR Awards that were granted in February of 2012, based on the performance of EQIX against the Russell 1000 over 2012 and 2013. The number of shares earned under the TSR Awards was calculated using the 30-day trading averages for both EQIX and the Russell 1000 prior to the start (January 1, 2012) and end (December 31, 2013) of the performance period, excluding the reinvestment of any dividends, with scaling up or down such that the target shares would increase or decrease by 2% for every 1% that Equinix's TSR exceeded or fell below the Russell 1000. The reinvestment of dividends was not included in calculating TSR achievement based on the initial award design. However, dividends shall be included in the calculation of performance under future TSR Awards, beginning with those granted in February 2014, to take account for the fact that Equinix will become a dividend paying company upon conversion to a REIT. Based on a TSR for EQIX of 18.24% over the performance period, each executive received 68.24% of the maximum award size, as follows:

Name	Target TSR Award	Max TSR Award	Earned TSR Award
Stephen Smith	9,000	18,000	12,283
Keith Taylor	3,250	6,500	4,435
Charles Meyers	2,600	5,200	3,548
Eric Schwartz	2,033	4,066	2,774
Peter Ferris	1,733	3,466	2,365

In connection with Mr. Meyers' promotion to Chief Operating Officer, in August 2013 the Compensation Committee approved an award of 8,000 RSUs, with 25% of the award vesting on September 1, 2014 and 25% vesting on each September 1st thereafter. The size of the award was based on the market data for the position and the time-based vesting was approved as a retention-focused balance to his heavily weighted performance equity opportunity.

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In connection with Mr. Strohmeyer's commencement of employment at Equinix in December 2013, the Compensation Committee approved an award of 12,000 RSUs, with 16.667% of the award vesting on March 1, 2014 and an additional 16.667% vesting on each September 1st and March 1st thereafter. The size of Mr. Strohmeyer's award and its vesting schedule were based on the market data for his position and on the need to provide a competitive offer of employment. The Compensation Committee believed that a time-based equity award was appropriate for a new hire as an incentive to sign on prior to being involved in our performance results, whereas subsequent awards will have performance-vesting requirements.

Special Bonus

In March 2014, the Compensation Committee approved a special one-time bonus for Mr. Taylor of $19,000. This was in recognition for 2013 performance as a key leader of Equinix's REIT conversion project.

Severance, Change-in-Control and other Post-Employment Programs

As described in detail under "Potential Payments Upon Termination or Change-in-Control" in this proxy statement, we have entered into a severance agreement as a part of each named executive officer's offer of employment which provides for a severance payment and benefits in the event his employment is terminated for any reason other than cause or he voluntarily resigns under certain circumstances as described in the agreement. In the case of Mr. Meyers, Mr. Schwartz and Mr. Strohmeyer, only, these agreements are "double trigger" and provide for severance payments and benefits only if the termination or voluntary resignation occurs in connection with a change-in-control of Equinix. The severance agreements of Mr. Meyers, Mr. Schwartz and Mr. Strohmeyer also specify that they cannot voluntarily resign for four months following a change-in-control of Equinix and still trigger the benefits under the severance agreement. This "stay-put" clause was requested by the Compensation Committee to require that these named executive officers stay to assist with any transition after a change-in-control. Mr. Smith's severance agreement provides that any restricted stock outstanding on the date of termination of employment will vest pro rata as to any partially completed installment. All of the severance agreements have a three-year term and none provide for tax gross-ups. The severance program is a competitive element of executive recruitment and compensation, and allows for a temporary source of income in the event of an executive officer's involuntary termination of employment. In addition, in the case of executive officers with "double trigger" agreements, the program is also designed to keep these executive officers focused on a transaction designed to benefit stockholders even if a job loss may result.

Mr. Schwartz also has an employment agreement with our Netherlands subsidiary in connection with his international assignment. As an inducement for Mr. Schwartz to relocate to the Netherlands, this agreement provides that in the event Mr. Schwartz is terminated by Equinix from the role of President, EMEA, he is guaranteed a fixed term of employment until July 31, 2018 as a Consultant on European Affairs. The role shall be at a work location in the Netherlands with an annual salary of EUR 60,000. Such role shall not entitle Mr. Schwartz to any annual or long term incentive compensation. Further, in the event of a change-in-control of Equinix, if Mr. Schwartz is entitled to benefits under both his severance agreement and his agreement with our Netherlands subsidiary, he will not be eligible to receive both, but payments under one will offset payments made under the other. Mr. Schwartz may also be entitled to statutory severance under Netherlands law.

In the event of a change-in-control before the end of the performance period of the Revenue-EBITDA Awards, each such award shall no longer be dependent on achievement of the revenue and adjusted EBITDA goals but shall instead convert to a time-based award with 50% of the target number of RSUs under the award vesting on February 15th of the following year and 25% vesting on each February 15th thereafter. In the event of a change-in-control before the end of the performance period for the TSR Awards, the performance period shall be deemed terminated as of the effective date of the change-in-control and TSR shall be calculated against the Russell 1000 as of that date. The number of RSUs earned based on such TSR achievement shall then continue to vest over the term of the award.

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Restricted stock or stock unit awards granted to our named executive officers vest as to 50% of the outstanding unvested portion of such awards, in connection with an involuntarily termination or voluntary resignation for good reason under certain circumstances, within 12 months following a change-in-control, in the case of an involuntary termination, and between the date that is four months following a change-in-control and the date that is 12 months following a change-in-control, in the case of a voluntary resignation for good reason. We believe some provision for acceleration of equity awards in connection with changes-in-control protects the stockholders' interests by encouraging our executive officers to continue to devote their attention to their duties and to facilitate an acquisition with minimized distraction, and by neutralizing bias the executive officers might have in evaluating acquisition proposals that could result in a loss of equity compensation. In addition, we believe that the events triggering payment, both a change-in-control and an involuntary termination of employment, and then only when there is no misconduct by the executive officer, are reasonable hurdles for the ensuing rewards.

Benefits and Perquisites

Retirement, life, health and other welfare benefits at Equinix are the same for all eligible employees, including the named executive officers, and are designed to be aligned to our competitive market. Equinix shares the cost of health and welfare benefits with all of our eligible employees and offers an employer matching contribution to participant contributions to our Section 401(k) plan, for which all employees, including the named executive officers, are eligible. In 2013, the maximum match was $7,650. In general, Equinix does not offer perquisites to its named executive officers, except as described below.

In November 2008, the Compensation Committee approved an Executive Physical Program. This program is designed to proactively manage health risks for our executive officers.

In May 2013, the Compensation Committee approved a new expatriate agreement for Mr. Schwartz in connection with his leadership role of our European business and his new assignment to our EMEA headquarters in Amsterdam, the Netherlands. The term of the expatriate agreement extends through June 2016. For a complete discussion of the benefits and perquisites incurred under the expatriate agreement in 2013, see the 2013 Summary Compensation Table in this proxy statement.

None of our named executive officers received tax gross-ups or other amounts during 2013 for the payment of taxes in connection with other compensation payments, with the exception of Mr. Schwartz in connection with his overseas assignment. For further information, see the 2013 Summary Compensation Table in this proxy statement.

Accounting and Tax Considerations

Accounting Considerations

Base salary and annual incentive compensation are recorded as an expense for financial reporting purposes by Equinix over the period the services are rendered by the individual employees. In terms of long-term equity compensation, the fair value of RSU awards, determined as of their grant date, is amortized as an expense for financial reporting purposes over the awards' vesting period.

For 2013, the total compensation expense of Equinix's equity compensation programs under Financial Accounting Standards Board Accounting Standards Codification Topic 718, requiring that all equity-based awards to employees be recognized in the income statement based upon their fair value over the requisite service period, was approximately $103 million. The total compensation expense is considered by management in setting equity compensation levels at Equinix.

Tax Considerations

Section 162(m) of the Internal Revenue Code places a limit of $1 million on the amount of compensation that we may deduct for federal income tax purposes in any one year with respect to our Chief Executive Officer or any of our three other most highly compensated executive officers (excluding our chief financial officer) (each referred to as a "covered employee"). There is an exemption to the $1 million limitation for performance-based compensation meeting certain requirements.

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With the intention of qualifying for the exemption from the $1 million deduction limitation, our stockholders approved a limitation under our 2000 Equity Incentive Plan on the maximum number of shares of common stock for which any one participant may be granted awards per fiscal year and, in 2007 and again in 2012, our stockholders approved performance criteria and other terms intended to permit us to grant long-term incentive awards (including performance-based RSUs) for covered employees under our 2000 Equity Incentive Plan that would be performance-based for purposes of the exemption from the limitations of Section 162(m). Cash awards under the annual incentive program are subject to the $1 million deduction limitation when aggregated with other non-exempt compensation.

To maintain flexibility in compensating our named executive officers, the Compensation Committee has not adopted a policy requiring all compensation to be deductible. Although a portion of the amount we recorded as compensation to certain named executive officers in 2013 was non-deductible as a result of the limitation of Section 162(m), the limitation does not cause substantial impact to our income tax position. The Compensation Committee may approve compensation or changes to plans, programs or awards that may cause the compensation or awards not to comply with Section 162(m) if it determines that such action is appropriate and in our best interests.

Compensation Committee Report

Equinix's Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION COMMITTEE

Irving Lyons, III, Chairman

Scott Kriens

William Luby

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Summary Compensation Table

The following table sets forth the compensation awarded to, earned by, or paid to each individual who served as Equinix's "principal executive officer" or Equinix's "principal financial officer" during the fiscal year, Equinix's three other most highly compensated executive officers for the fiscal year, and one individual for whom disclosure would have been required but for the fact he was no longer serving as an executive officer at the end of the fiscal year (collectively, our "named executive officers").

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards (1) ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation (2) ($)		Total ($)
Stephen Smith	2013	764,615		8,701,235	717,600	7,650	(3)	10,191,100
Chief Executive	2012	672,115	—	6,334,178	805,000	7,500		7,818,793
Officer & President	2011	610,577	—	5,873,900	—	7,350		6,491,827
Keith Taylor	2013	470,577	19,000 (4)	3,115,491	304,000	7,650	(3)	3,916,718
Chief Financial	2012	437,654	—	2,287,342	361,600	7,500		3,094,096
Officer	2011	412,004	—	2,326,200	—	7,350		2,745,554
Charles	2013	440,400	—	2,580,613	255,080	7,650	(3)	3,283,743
Meyers (5) Chief	2012	384,712	—	1,829,874	260,000	18,329		2,492,915
Operating Officer	2011	358,481	—	1,098,725	—	83,735		1,540,941
Eric Schwartz	2013	358,174	—	1,826,261	188,240	1,570,581	(3)	3,943,256
President,	2012	334,519	—	1,431,074	224,250	1,117,928		3,107,771
Equinix EMEA	2011	321,923	—	1,248,530	—	1,290,991		2,861,444
Karl Strohmeyer (6) President, Equinix Americas	2013	15,385	—	1,914,600	—	—		1,929,985
Peter Ferris (7)	2013	358,885	—	1,396,644	187,720	7,650	(3)	1,950,899
Senior Vice President,	2012	341,231	—	1,219,935	227,500	6,849		1,795,515
Office of the CEO	2011	337,515	—	1,257,890	—	7,350		1,602,755

(1)

- Reflects the aggregate grant date fair value of stock awards granted to the named executive officer in applicable fiscal year computed in accordance with FASB ASC Topic 718. For 2013, except as noted below, includes the following performance-based stock awards granted to our named executive officers in 2013: (a) stock awards tied to revenue and adjusted EBITDA performance for fiscal 2013, for which the amounts in this column were determined assuming earning of 92% of the maximum grant date fair value, which was determined to be the probable outcome at the time of grant, and for which the maximum grant date fair value for such awards would have been $5,637,127 (Smith), $2,018,487 (Taylor), $1,672,093 (Meyers), $1,183,065

(Schwartz) and $904,868 (Ferris); and (b) stock awards tied to relative Total Shareholder Return (TSR), for which the amounts in this column represent the grant date fair value estimated using Monte Carlo simulations of the variables over the two-year performance period for such awards. In addition, for 2013, includes (x) 8,000 RSUs granted to Mr. Meyers in August 2013 in connection with his promotion to Chief Operating Officer and (y) 12,000 RSUs granted to Mr. Strohmeyer in December 2013 in connection with the commencement of his employment at Equinix. See Note 13 of the notes to our consolidated financial statements in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2014 for a discussion of the assumptions made by Equinix in determining the values of our equity awards.

(2)

- The amounts in this column reflect the cash bonus awards to the named executive officers under our annual incentive plan for the applicable fiscal year. The performance criteria and other terms of the 2013 annual incentive plan are discussed in greater detail in “Compensation Discussion and Analysis” in this proxy statement. For 2011 only, amounts earned by the named executive officers under the annual incentive plan were required to be paid in fully vested RSUs rather than cash and so were

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included in the “Stock Awards” column for 2011 rather than the “Non-Equity Incentive Plan Compensation” column. Because Mr. Strohmeyer joined Equinix in December 2013, he was not eligible to participate in the 2013 annual incentive plan.

(3)

- Amounts include matching contributions made by Equinix to the named executive officers’ respective 401(k) plan accounts. All Equinix U.S. employees are eligible for our 401(k) plan matching program. For Mr. Schwartz, also includes the following expatriate benefits in connection with Mr. Schwartz’s assignments to the United Kingdom and the Netherlands: $104,855 in Company-paid housing-related expenses, net of a security deposit refund, $1,263,158 in taxes paid on Mr. Schwartz’s behalf, net of additional amounts withheld from his other compensation, $20,633 in educational benefits, a $38,319 cost of living adjustment, a $10,950 automobile allowance, $11,976 for Mr. Schwartz’s Medicare taxes resulting from his expatriate benefits, a $10,000 lump-sum resettlement allowance, $3,542 for a home-finding trip to the Netherlands, $34,863, in fees related to Mr. Schwartz’s move to the Netherlands from the United Kingdom, including for the transport of household goods, $5,407 in storage costs, $8,243 in home leave benefits, $7,475 for miscellaneous expenses related to his assignments (such as mail forwarding, wire fees, tax preparation fees and relocation service fees) and $43,510 in unused PTO hours accrued in the U.S. and paid to Mr. Schwartz when he moved to the Netherlands payroll. Certain benefits paid in local currencies have been converted to U.S. dollars using the exchange rate on the date that the benefits were processed. For other individuals, excludes personal benefits totaling less than $10,000.

(4)

- Special one-time bonus for Mr. Taylor of $19,000 in recognition for 2013 performance as a key leader of Equinix’s REIT conversion project.

(5)

- In August 2013, Mr. Meyers transitioned from President, Americas to Chief Operating Officer.

(6)

- In December 2013, Mr. Strohmeyer joined Equinix as President, Americas.

(7)

- In August 2013, Mr. Ferris transitioned from the role of Chief Sales Officer. He currently serves as Senior Vice President, Office of the CEO.

Equinix has entered into expatriate agreements with Mr. Schwartz, pursuant to which we agreed to provide benefits including an annual cost of living adjustment (with the amount subject to review periodically), company-provided housing, an automobile allowance, an educational allowance, a utilities allowance and a tax equalization provision to the extent his taxes in the United Kingdom and the Netherlands exceed the taxes he would have paid in the United States. Equinix has not entered into employment agreements with any of the other named executive officers other than at-will offer letters. Equinix has entered into severance agreements pursuant to which each named executive officer is entitled to cash severance upon certain terminations of employment, and our named executive officers are also entitled to certain vesting acceleration benefits in connection with a change-in-control of Equinix. See the section entitled “Potential Payments upon Termination or Change-in-Control” elsewhere in this proxy statement for detailed information.

Equinix does not have defined benefit pension plans or non-qualified deferred compensation plans for the named executive officers.

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2013 Grants of Plan-Based Awards

The table below sets forth each non-equity incentive plan award and equity award granted to Equinix's named executive officers during fiscal year 2013.

Our 2013 annual incentive plan provided for target bonuses if Equinix achieved the revenue and adjusted EBITDA goals in its 2013 operating plan. Under the 2013 annual incentive plan, the revenue goal was weighted at 50% and the adjusted EBITDA goal was weighted at 50%. For every 1% below operating plan for revenue, the revenue portion of the incentive plan pool was subject to reduction by 20% and for every 1% below operating plan for adjusted EBITDA, the adjusted EBITDA portion of the incentive plan pool was subject to reduction by 20%, such that no bonuses were payable if revenue and adjusted EBITDA were each 95% or less than the operating plan target. Actual amounts earned and paid for fiscal 2013 performance are set forth in the Summary Compensation Table above.

The amounts in the "Equity Incentive Plan Award" column reflect two different types of RSUs granted during fiscal 2013 with both service and performance vesting requirements. With respect to the first grant, none of these RSUs would be earned unless Equinix achieved 95% of both revenue and adjusted EBITDA goals for 2013, with the actual number of RSUs (ranging from the "threshold" to the "maximum" amounts in the table) based on the extent to which Equinix achieved the goals. The earned RSUs would then vest subject to continued service as follows: 50% in February 2014 and an additional 25% in each of February 2015 and February 2016. As further described in "Compensation Discussion and Analysis" above, in February 2014, our Compensation Committee determined that the number of RSUs earned was at 40% of the maximum level based on our achievement of our 2013 revenue and adjusted EBITDA goals. The second grant reflects RSUs that may be earned based on achievement of relative TSR for the two-year period from 2013 through 2014, as further described above in "Compensation Discussion and Analysis". The extent to which these RSUs are earned will be determined in early 2015, at which time they will vest to the extent earned.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units	Grant Date Fair Value of Stock and Option Awards (2)
		Target/Maximum (1) ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	($)
Stephen Smith	N/A	858,000	—	—	—	—	—
	2/14/13 (3)	—	12,200	22,593	27,112	—	6,127,312
	2/14/13 (4)	—	2,712	6,779	13,558	—	3,064,108
Keith Taylor	N/A	380,000	—	—	—	—	—
	2/14/13 (3)	—	4,369	8,090	9,708	—	2,194,008
	2/14/13 (4)	—	971	2,427	4,854	—	1,097,004
Charles Meyers	N/A	308,750	—	—	—	—	—
	2/14/13 (3)	—	3,619	6,701	8,042	—	1,817,492
	2/14/13 (4)	—	804	2,010	4,020	—	908,520
	8/14/13 (5)	—	—	—	—	8,000	1,374,800
Eric Schwartz	N/A	235,300	—	—	—	—	—
	2/14/13 (3)	—	2,561	4,741	5,690	—	1,285,940
	2/14/13 (4)	—	569	1,423	2,846	—	643,196
Karl Strohmeyer	12/2/13 (5)	—	—	—	—	12,000	1,914,600
Peter Ferris	N/A	234,650	—	—	—	—	—
	2/14/13 (3)	—	1,958	3,626	4,352	—	983,552
	2/14/13 (4)	—	435	1,088	2,176	—	491,776

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards	Estimated Future Payouts Under Equity Incentive Plan Awards	All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (2) ($)

(1)

- Because each individual's target bonus is a specified percentage of base salary, the target bonus amount in this table is based on the annual base salary in effect at the end of the year when bonuses are calculated. Because Mr. Strohmeyer joined Equinix in December 2013, he did not participate in the 2013 annual incentive plan.

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(2)

- The amounts in this column represent the aggregate grant date fair value of the equity award calculated in accordance with FASB ASC Topic 718. See Note 1 under the Summary Compensation Table. Also see Note 13 of the notes to our consolidated financial statements in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2014 for a discussion of the assumptions made by Equinix in determining the grant date fair values of our equity awards.

(3)

- These are performance-based RSUs eligible to be earned based on revenue and adjusted EBITDA goals for fiscal 2013 as further described above.

(4)

- These are performance-based RSUs that will be earned based on Total Shareholder Return (TSR) as further described above.

(5)

- Mr. Meyers' grant vests in equal annual installments starting in September 2014. Mr. Strohmeyer received a new hire grant in December 2013 that vests in semi-annual installments over three years starting in March 2014.

Outstanding Equity Awards at 2013 Fiscal Year-End

The following table sets forth information regarding all unvested stock awards held by each of our named executive officers as of December 31, 2013. None of our named executive officers held outstanding stock options at December 31, 2013. Our stock ownership guidelines for our named executive officers are described under "Corporate Governance."

	Option Awards				**Stock Awards**				
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**		**Market Value of Shares or Units of Stock That Have Not Vested (1) ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (1) ($)**
Stephen	—	—	—	—	15,000	(2)	2,661,750	—	—
Smith	—	—	—	—	18,000	(3)	3,194,100	—	—
					12,283	(4)	2,179,618	—	—

	Option Awards				Stock Awards					
	—	—	—	—	5,422	(5)	962,311	13,558	(6)	2,405,867
	—	—	—	—	5,750	(2)	1,020,338	—		—
Keith	—	—	—	—	6,500	(3)	1,153,425	—		—
Taylor					4,435	(4)	786,991	—		—
	—	—	—	—	1,941	(5)	344,608	4,854	(6)	861,342
	—	—	—	—	2,500	(2)	443,625	—		—
Charles	—	—	—	—	5,200	(3)	922,740	—		—
Meyers					3,548	(4)	629,593	—		—
	—	—	—	—	1,608	(5)	285,517	4,020	(6)	713,349
	—	—	—	—	8,000	(7)	1,419,600	—		—
	—	—	—	—	3,000	(2)	532,350	—		—
Eric	—	—	—	—	4,067	(3)	721,689	—		—
Schwartz					2,774	(4)	492,246	—		—
	—	—	—	—	1,138	(5)	201,938	2,846	(6)	505,023
Karl	—	—	—	—	12,000	(8)	2,129,400	—		—
Strohmeyer	—	—	—	—	3,000	(2)	532,350	—		—
Peter Ferris	—	—	—	—	3,467	(3)	615,219	—		—
					2,365	(4)	419,669	—		—
	—	—	—	—	870	(5)	154,559	2,176	(6)	386,131

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(1)

- Computed in accordance with Securities and Exchange Commission rules as the number of unvested shares or units multiplied by the closing price of Equinix's common stock at the end of the 2013 fiscal year, which was $177.45 on December 31, 2013. The actual value realized by the officer will depend on whether the award vests and the future performance of Equinix's common stock.

(2)

- These units were granted in fiscal 2011 and were eligible to be earned depending on whether and to what extent Equinix achieved both its 2011 revenue and adjusted EBITDA goals. These share numbers reflect the amount actually earned for performance during fiscal 2011, as determined in February 2012. The remaining unvested amount vested in February 2014.

(3)

- These units were granted in fiscal 2012 and were eligible to be earned depending on whether and to what extent Equinix achieved both its 2012 revenue and adjusted EBITDA goals. These share numbers reflect the amount actually earned for performance during fiscal 2012, as determined in February 2013. Of this unvested amount, 50% vests in each of February 2014 and February 2015.

(4)

- Represents performance-based award subject to meeting a relative Total Shareholder Return (TSR) goal for the two-year period ending December 31, 2013. These share numbers reflect the actual amount earned, which vested in January 2014.

(5)

- These units were granted in fiscal 2013 and were eligible to be earned depending on whether and to what extent Equinix achieved both its 2013 revenue and adjusted EBITDA goals. These share numbers reflect the amount actually earned for performance during fiscal 2013, as determined in February 2014. Of this amount, 50% vested in February 2014, and an additional 25% of the RSUs will vest in each of February 2015 and February 2016.

(6)

- Represents performance-based award subject to meeting a relative Total Shareholder Return (TSR) goal for the two-year period ending December 31, 2014. The share numbers in this table represent the maximum payout of 200% of target level, which assumes the maximum performance level is achieved, although the actual amount that may be earned is between 0% and 200% of target level.

(7)

- Mr. Meyers received this grant in August 2013, and the first 25% will vest on September 1, 2014, and an additional 25% will vest on each September 1st thereafter until fully vested.

(8)

- Mr. Strohmeyer received this new hire grant in December 2013, with 16.667% vesting on March 1, 2014 and an additional 16.677% vesting on each September 1st and March 1st thereafter until fully vested.

2013 Option Exercises and Stock Vested

The following table shows the number of shares acquired upon exercise of options by each named executive officer during fiscal year 2013 and the number of shares of restricted shares or restricted stock units that vested during fiscal year 2013.

	Option Awards		**Stock Awards**	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise (1) ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting (2) ($)**
Stephen Smith	—	—	43,324	9,727,538
Keith Taylor	—	—	17,072	3,833,176
Charles Meyers	—	—	12,690	2,644,886
Eric Schwartz	—	—	9,821	2,109,551
Karl Strohmeyer	—	—	—	—
Peter Ferris	—	—	9,223	2,070,840

(1)

- Value realized is based on the fair market value of our common stock on date of exercise minus the exercise price and does not necessarily reflect proceeds actually received by the named executive officer.

(2)

- Value realized is based on the fair market value of our common stock on the vesting date, multiplied by the number of shares or units vested, and does not necessarily reflect proceeds actually received by the named executive officer.

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Potential Payments Upon Termination or Change-in-Control

Severance Agreements

We have entered into severance agreements with each of our named executive officers. Under their severance agreements, Mr. Smith, Mr. Taylor and Mr. Ferris are entitled to benefits if they voluntarily resign for good reason or if Equinix terminates their employment for any reason other than cause. Following a change-in-control, the officers may not resign for good reason for a four-month period. Mr. Meyers, Mr. Schwartz and Mr. Strohmeyer are only entitled to severance benefits if Equinix terminates their employment for any reason other than cause within 12 months after a change-in-control or if they resign for good reason during the period beginning four months after a change-in-control and ending 12 months after a change-in-control.

In the event of a qualifying termination, these severance agreements provide for the following benefits if the officer signs a general release of claims:

- A lump sum severance payment equal to 100% of the officer's annual base salary and target bonus (at the annual rate in effect immediately prior to the actions that resulted in the qualifying termination).
- If the officer elects to continue health insurance coverage under COBRA then Equinix will pay the officer's monthly premium under COBRA for up to the 12-month period following cessation of the officer's employment.
- Under Mr. Smith's agreement only, his restricted stock awards will vest pro rata with respect to the installment that would otherwise vest on the vesting date following his termination date, subject to any performance criteria applicable to a performance-vesting award having been met as of his termination date.

In addition, for terminations following a change-in-control, the officers may be eligible for accelerated vesting of equity as described below under "Equity Vesting Acceleration".

The severance agreements also contain non-solicitation, non-competition (during employment with Equinix), and cooperation and non-disparagement covenants.

The following definitions are used in the severance agreements with our named executive officers:

- In the case of Mr. Smith and Mr. Taylor, "good reason" means:
- a material diminution in the officer's authority, duties or responsibilities;
- a material reduction in the officer's level of compensation (including base salary and target bonus) other than pursuant to a company-wide reduction of compensation where the reduction applicable to the officer is substantially equal, on a percentage basis, to the reduction of the other executive officers;
- a relocation of the officer's place of employment by more than 30 miles without the officer's consent; or

- in the case of Mr. Smith only, a breach of his offer letter or severance agreement by Equinix or the failure of any successor to assume those agreements.

- In the case of Mr. Meyers, Mr. Schwartz, Mr. Strohmeyer and Mr. Ferris, “good reason” means:

- a material diminution in the officer’s authority, duties or responsibilities, provided, however, if by virtue of Equinix being acquired and made a division or business unit of a larger entity following a change-in-control, the officer retains substantially similar authority, duties or responsibilities for such division or business unit of the acquiring corporation but not for the entire acquiring corporation, such reduction in authority, duties or responsibilities shall not constitute good reason;

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- a 10% or greater reduction in the officer's average level of compensation over the prior three calendar years, determined based on salary, target bonus and the FASB ASC Topic 718 grant value of any equity awards; or
- a relocation of the officer's place of employment by more than 30 miles without the officer's consent.
- "Cause" includes the officer's unauthorized use or disclosure of trade secrets which causes material harm to Equinix, the officer's conviction of, or a plea of "guilty" or "no contest" to, a felony, or the officer's gross misconduct.
- The definition of "change-in-control" in the severance agreements with our named executive officers is the same definition as in our 2000 Equity Incentive Plan, described below.

In April 2008, we entered into an expatriate agreement with Mr. Schwartz pursuant to which he agreed to relocate to the United Kingdom for approximately two years to serve as our President, Equinix EMEA. His expatriate agreement was extended through June 2013. Pursuant to his expatriate agreement for his assignment in the United Kingdom, if we did not have a comparable position for Mr. Schwartz in the United States at the end of his assignment, Mr. Schwartz would have been entitled to the greater of the benefits under the severance agreement described above or a lump sum severance payment equal to 12 months of his annual base salary and a pro rata bonus for the year in which the termination occurred, if he signed a release of claims. In May 2013, we entered into an expatriate agreement with Mr. Schwartz pursuant to which he agreed to relocate to the Netherlands for approximately three years to serve as our President, Equinix EMEA. Mr. Schwartz also has an employment agreement with our Netherlands subsidiary in connection with his international assignment to the Netherlands. Pursuant to this employment agreement, if Mr. Schwartz is terminated by Equinix from the role of President, EMEA, he is guaranteed a fixed term of employment until July 31, 2018 as a Consultant on European Affairs. The role shall be at a work location in the Netherlands with an annual salary of EUR 60,000. Such role shall not entitle Mr. Schwartz to any annual or long term incentive compensation. Further, in the event of a change-in-control of Equinix, if Mr. Schwartz is entitled to benefits under both his severance agreement and his agreement with our Netherlands subsidiary, he will not be eligible to receive both, but payments under one will offset payments made under the other. In addition, under both expatriate agreements in effect in 2013, if we terminate Mr. Schwartz's employment during the assignment for any reason other than cause or if Mr. Schwartz resigns and promptly returns to the United States, we will pay the transportation costs to bring Mr. Schwartz, his family and his household goods back to the United States. Mr. Schwartz may also be entitled to statutory severance under Netherlands law.
The following table estimates the amount of compensation and benefits payable to each of our named executive officers under the severance agreements described above as if their employment terminated upon a qualifying termination on December 31, 2013, the last business day of the last fiscal year.

Name	Base Salary Severance (1) ($)	Bonus Severance (1) ($)	COBRA Premiums (2) ($)	Acceleration of Vesting ($)	Total ($)
Stephen Smith (4)	780,000	897,000	26,845	6,632,770 (3)	8,336,615
Keith Taylor (4)	475,000	380,000	26,845	—	881,845

Name	Base Salary Severance (1) ($)	Bonus Severance (1) ($)	COBRA Premiums (2) ($)	Acceleration of Vesting ($)	Total ($)
Charles Meyers (5)	475,000	380,000	26,845	—	881,845
Eric Schwartz (5)	362,000	235,300	26,845	—	624,145
Karl Strohmeyer (6)	400,000	—	26,845	—	426,845
Peter Ferris	361,000	234,650	26,484	—	622,134

(1)

- The amounts in these columns are based on the officer's 2013 base salary at the rate in effect on December 31, 2013.

(2)

- The amounts in this column represent the cost of the executive's monthly health care premium under COBRA for a 12-month period.

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(3)

- Represents the value of pro rata vesting of Mr. Smith's equity awards under his severance agreement, using the closing price of our common stock of $177.45 on December 31, 2013. Excludes accelerated vesting for termination following a change-in-control under our equity award documents as described below.

(4)

- Assumes a voluntary resignation for good reason or involuntary termination of employment for any reason other than cause.

(5)

- Assumes a change-in-control followed by a voluntary resignation for good reason or involuntary termination of employment for any reason other than cause (or, in the case of Mr. Schwartz, if severance is triggered under his expatriate agreement).

(6)

- Because Mr. Strohmeyer joined Equinix in December 2013, he was not eligible for the bonus plan as of December 31, 2013.

Equity Vesting Acceleration

Pursuant to our 2000 Equity Incentive Plan, upon a change-in-control of Equinix, if the surviving corporation refuses to assume outstanding equity awards or replace them with comparable awards, each equity award will become fully vested. If equity awards are assumed, our named executive officers' awards have the following provisions:

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- Restricted stock unit awards will vest as to 50% of the outstanding unvested portion of such awards if the named executive officer is terminated without cause within 12 months after a change-in-control or in the event of a certain voluntary resignations for good reason during the period beginning four months after a change-in-control and ending 12 months after a change-in-control.

•

- In the event of a change-in-control before the end of the performance period of the awards based on revenue and adjusted EBITDA performance, each such award shall no longer be dependent on achievement of the revenue and adjusted EBITDA goals but shall instead convert to a time-based award with 50% of the target number of RSUs under the award vesting on February 15 th of the following year and 25% vesting on each February 15 th thereafter.

•

- Our performance-based RSUs dependent on TSR performance will be deemed to be earned at the change-in-control based on performance for a shortened period ending before the change-in-control but subject to time-based vesting through the end of the original performance period.

The following definitions apply to our named executive officers' equity awards:

A "change-in-control" includes:

•

- a merger of Equinix after which our stockholders own less than 50% of the surviving corporation or its parent company;
- a sale of all or substantially all of our assets;
- a proxy contest that results in the replacement of more than one-half of our directors over a 24-month period; or
- an acquisition of 50% or more of our outstanding stock by any person or group, other than a person related to Equinix, such as a holding company owned by our stockholders.

The definitions of “cause” and “good reason” are the same as in the officers’ severance agreements described above.

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The following table estimates the value of the potential vesting acceleration for each named executive officer in connection with a change-in-control or termination of employment following a change-in-control. We have assumed for this purpose that both the change-in-control and termination of employment occurred on December 31, 2013, the last business day of our last fiscal year.

Name	**Vesting Upon Involuntary Termination Following a CIC (1) ($)**	**Vesting if Equity Awards Not Assumed or Substituted Following a CIC (1) ($)**
Stephen Smith	7,623,873	10,186127
Keith Taylor	2,801,865	3,724,179
Charles Meyers	1,353,766	2,703,770
Eric Schwartz	1,599,446	2,162,938
Karl Strohmeyer	709,800	2,129,400
Peter Ferris	1,380,650	1,842,605

(1)

- The value was calculated by multiplying the number of unvested awards by $177.45, which was the closing price of Equinix's common stock on December 31, 2013. For awards subject to meeting revenue and EBITDA performance criteria for the year ended December 31, 2013, the calculation of the unvested portion reflects the actual performance for such year at 40% of the target/maximum level. However, for awards subject to meeting relative TSR goals for the two-year period ending December, 31, 2014, assumes the maximum amount of 200% of target would have been earned based on a shortened performance period ending December 31, 2013 if a change-in-control had occurred at such time.

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2013 Director Compensation

Equinix uses a combination of cash and equity-based incentive compensation to attract and retain qualified candidates to serve on the Board. In setting director compensation, Equinix considers the competitive compensation market for directors in the high-technology market, the demands of the various roles that directors hold, and the time required to fulfill their duties to Equinix.

Non-employee directors receive a retainer in connection with their service on the Board. For fiscal 2013, the annual retainer was $60,000. In addition, in lieu of regular meeting fees, committee chairs (if any) and members received the following annual retainers for fiscal 2013, payable quarterly in arrears:

Committee	Chairman	Member
Audit	$ 30,000	$ 15,000
Compensation	$ 25,000	$ 12,500
Real Estate	$ 15,000	$ 5,000
Nominating	$ 12,500	$ 5,000
Governance	$ 12,500	$ 5,000

Currently, non-employee directors only receive fees for attendance at committee meetings in excess of a specified number of meetings in a calendar year. The committee meeting fees and the threshold number of meetings that must be attended before any meeting fees are paid are:

Committee	Chairman	Member	Threshold Number of Meetings
Audit	$ 5,000	$ 3,000	12
Compensation	$ 5,000	$ 3,000	8
Real Estate	$ 5,000	$ 3,000	6
Nominating	$ 5,000	$ 3,000	5
Governance	$ 5,000	$ 3,000	5
Other	$ 5,000	$ 3,000	6

For fiscal 2013, the Board designated a lead independent director with a $25,000 annual retainer.

Non-employee directors receive automatic grants of RSUs. At our annual meeting of stockholders, each non-employee director who will continue to be a director after that meeting is automatically granted an award of RSUs. For fiscal 2013, the grant date fair value of these annual awards was $250,000. The automatic RSU awards become fully vested on the earlier of (1) the first anniversary of Equinix's immediately preceding annual meeting of stockholders or (2) in the case of a non-employee director not standing for re-election, the date of the first annual meeting of stockholders held subsequent to the date of grant. In addition, each non-employee director receives a prorated award of RSUs upon joining the Board with a grant date fair value of $250,000. The proration is based upon a fraction equal to (x) the number of days from the start date of the non-employee director until the first anniversary of the date of Equinix's immediately preceding annual meeting of stockholders divided by (y) 365. The number of shares subject to each RSU award is determined by dividing the specified dollar value of the award by the closing price of Equinix's common stock on the date of grant. The RSUs granted to our directors will become fully vested if Equinix is subject to a change-in-control. We allow our non-employee directors to elect to defer settlement of their RSUs. Directors are also eligible to receive discretionary awards under Equinix's 2000 Equity Incentive Plan. Our stock ownership guidelines for non-employee directors are described under "Corporate Governance".

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The following table sets forth all of the compensation awarded to, earned by, or paid to each non-employee director who served during fiscal year 2013.

Name	**Fees Earned or Paid in Cash (1) ($)**	**Stock Awards (2)(3)(4) ($)**	**Total ($)**
Thomas Bartlett	$ 56,250	$ 295,073	$ 351,323
Gary Hromadko	$ 88,000	$ 249,938	$ 337,938
Scott Kriens	$ 85,000	$ 249,938	$ 334,938
William Luby	$ 75,822	$ 249,938	$ 325,760
Irving Lyons, III	$ 93,000	$ 249,938	$ 342,938
Christopher Paisley	$ 128,000	$ 249,938	$ 377,938
Steven Clontz (5)	$ 34,466	—	$ 34,466

(1)

- Amounts listed in this column include the annual retainers for Board and Committee service. Board and Committee retainers are pro rated based on the number of days the director served during the year. The members of the Real Estate Committee received an additional fee for their attendance at a meeting in 2013 in excess of the threshold. No directors received any additional fees for their attendance at any other committee meetings in 2013. The amount in this column for Mr. Paisley also includes a $25,000 retainer for service as a lead independent director.

(2)

- Reflects RSUs covering 1,250 shares granted to each non-employee director on the date of our annual stockholders' meeting in June 2013 and 210 RSUs granted to Mr. Bartlett upon joining the Board in April 2013.

(3)

- Reflects the aggregate grant date fair value of the restricted stock unit awards granted to the director in 2013 computed in accordance with FASB ASC Topic 718. See Note 13 of the notes to our consolidated financial statements in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2014 for a discussion of all assumptions made by Equinix in determining the grant date fair value of our equity awards.

(4)

- As of December 31, 2013, Mr. Kriens held outstanding options to purchase 10,000 shares of our common stock; Mr. Lyons held outstanding options to purchase 20,000 shares of our common stock; Mr. Paisley held outstanding options to purchase 13,000 shares of our common stock; and Mr. Hromadko (or Crosslink

Capital, Inc.) held outstanding options to purchase 9,982 shares of our common stock. As of December 31, 2013, Mr. Bartlett, Mr. Kriens, Mr. Lyons, Mr. Paisley and Mr. Hromadko each held 1,250 unvested stock units, and Mr. Luby held 1,957 unvested stock units.

(5)

- Mr. Clontz ceased to be a director on the date of our annual meeting of stockholders in June 2013 and so did not receive any equity grants in 2013.

Mr. Van Camp is our Executive Chairman, but not a named executive officer, and does not receive any additional compensation for services provided as a director. For the year ended December 31, 2013, Mr. Van Camp earned $256,462 in salary and was granted a total of 4,520 RSUs (at maximum award sizes), with the same service and performance vesting requirements as those granted to our named executive officers, for his service as Equinix's Executive Chairman. Mr. Smith, our Chief Executive Officer and President, does not receive any additional compensation for services provided as a director.

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Equinix Stock Ownership

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of March 31, 2014, certain information with respect to shares beneficially owned by (i) each person who is known by Equinix to be the beneficial owner of more than five percent of Equinix's outstanding shares of common stock, (ii) each of Equinix's directors and nominees, (iii) each of the executive officers named in Executive Compensation and Related Information, and (iv) all current directors and executive officers (as defined by applicable securities laws) as a group. Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act. Under this rule, certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire shares (for example, upon exercise of an option or warrant) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of such acquisition rights. As a result, the percentage of outstanding shares of any person as shown in the following table does not necessarily reflect the person's actual voting power at any particular date. Unless otherwise indicated, the address for each listed stockholder is c/o Equinix, Inc., One Lagoon Drive, Fourth Floor, Redwood City, CA 94065.

	Shares Beneficially Owned	
Name of Beneficial Owner	**Number of Shares**	**Percentage of Total**
Thomas Bartlett	210	*
Peter Ferris	15,374	*
Gary Hromadko	153,680	*
Scott Kriens (1)	75,936	*
William Luby (2)	41,282	*
Irving Lyons, III (3)	30,831	*
Charles Meyers	1,537	*
Christopher Paisley (4)	25,286	*
Eric Schwartz	18,461	*
Stephen Smith	29,440	*
Karl Strohmeyer	1,000	*
Keith Taylor	49,040	*
Peter Van Camp	11,679	*
SPO Advisory Corp. (5) 591 Redwood Hwy, Suite 3215, Mill Valley, CA 94941	5,207,900	10.45
Goldman Sachs Asset Management LP (6) 200 West Street, New York, NY 10282	3,247,765	6.52
JANA Partners LLC (7) 767 Fifth Avenue, 8 th Floor, NY, NY 10153	3,010,199	6.04
Fir Tree, Inc. (8) 505 Fifth Avenue, 23 Floor, New York, NY 10017	2,967,422	5.96
BlackRock Fund Advisors (9) Park Avenue Plaza, 55 East 52 nd Street, New York, NY 10055	2,729,452	5.48
	2,723,968	5.47

	Shares Beneficially Owned	
The Vanguard Group LLC (10) 100 Vanguard Blvd, Malvern, PA 19355		
All current directors and executive officers as a group (13 persons) (11)	440,216	*

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* Less than 1%.

(1)

- Includes 10,000 shares subject to options exercisable within 60 days of March 31, 2014. Also includes 3,305 shares pursuant to vested restricted stock units as to which Mr. Kriens has deferred the settlement of until the earlier of 30 days from his termination of service or February 15, 2015.

(2)

- Includes 3,305 shares pursuant to vested restricted stock units as to which Mr. Luby has deferred the settlement of until the earlier of 30 days from his termination of service or February 15, 2020. Mr. Luby disclaims beneficial ownership of 5,000 shares held in the Luby Family Trust except to the extent of his pecuniary interest therein.

(3)

- Includes 20,000 shares subject to options exercisable within 60 days of March 31, 2014. Also includes 1,262 shares pursuant to vested restricted stock units as to which Mr. Lyons has deferred the settlement of until the earlier of 30 days from his termination of service or February 15, 2017.

(4)

- Includes 12,500 shares subject to options exercisable within 60 days of March 31, 2014. Also includes an aggregate of 800 shares held in trusts for Mr. Paisley's children and a brother.

(5)

- Based on the Schedule 13G filed with the Securities and Exchange Commission on March 21, 2014 (as updated by subsequent Section 16 filings). Includes 4,894,300 shares that are owned directly by SPO Partners II, L.P. ("SPO II"), and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners L.P. ("SPO Advisory"), the sole general partner of SPO II, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) John H. Scully ("JHS"), Edward H. McDermott ("EHM"), and Eli J. Weinberg ("EJW"), the controlling persons of SPO Corp. Additionally, 313,600 shares are owned directly by San Francisco Partners, L.P. ("SFP"), and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SFP, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, EHM and EJW. Additionally, the Phoebe Snow Foundation, Inc. (of which JHS is the controlling person, director and executive officer) owns 48,200 shares, which are included in the total.

(6)

- Based on a Schedule 13-F as of December 31, 2013 filed with the Securities and Exchange Commission.

(7)

- Based on a Schedule 13-F as of December 31, 2013 filed with the Securities and Exchange Commission.

(8)

- Based on a Schedule 13-F as of December 31, 2013 filed with the Securities and Exchange Commission.

(9)

- Based on a Schedule 13-F as of December 31, 2013 filed with the Securities and Exchange Commission.

(10)

- Based on a Schedule 13-F as of December 31, 2013 filed with the Securities and Exchange Commission.

(11)

- Includes an aggregate of 42,500 shares subject to options exercisable within 60 days of March 31, 2014. Also includes 7,872 shares pursuant to deferred restricted stock units.

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Equity Compensation Plan Information

The following table provides information as of December 31, 2013 with respect to shares of our common stock issuable under our existing equity compensation plans:

Plan category	**A** **Number of securities to be issued upon exercise of outstanding options, warrants and rights**	**B** **Weighted-average exercise price of outstanding options, warrants and rights**	**C** **Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in Column A**
Equity compensation plans approved by security holders (1)	1,625,009 (2)(3)		