

EQUINIX INC

Form 4

November 26, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LYONS IRVING F III

(Last) (First) (Middle)

ONE LAGOON DRIVE, 4TH
FLOOR

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
EQUINIX INC [EQIX]

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/25/2014		A ⁽¹⁾	225 ⁽¹⁾	A \$ 0 (1)	9,794 ⁽¹⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0	11/25/2014		A ⁽²⁾		42 ⁽²⁾		
						⁽²⁾	⁽²⁾	Common Stock
								42 ⁽²⁾
								\$ 0
Restricted Stock Units	\$ 0	11/25/2014		A ⁽³⁾		42 ⁽³⁾		
						⁽³⁾	⁽³⁾	Common Stock
								42 ⁽³⁾
								\$ 0
Restricted Stock Units	\$ 0	11/25/2014		A ⁽⁴⁾		42 ⁽⁴⁾		
						⁽⁴⁾	⁽⁴⁾	Common Stock
								42 ⁽⁴⁾
								\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LYONS IRVING F III ONE LAGOON DRIVE 4TH FLOOR REDWOOD CITY, CA 94065	X			

Signatures

Darrin B. Short,
Attorney-in-Fact

11/26/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- This report reflects shares received by the Reporting Person as a result of the Reporting Person's receipt of his pro rata portion of a special distribution declared by the Board of Directors of the Company on October 16, 2014 and paid on November 25, 2014 (the "Special Distribution").
- (1) distribution declared by the Board of Directors of the Company on October 16, 2014 and paid on November 25, 2014 (the "Special Distribution").
- (2) Reflects 42 additional unvested Restricted Stock Units ("RSUs") allocated on November 25, 2014 in connection with the special distribution and associated with the previously reported RSU grant received by the Reporting Person on June 5, 2012. The RSUs shall vest on the earlier of (i) the one-year anniversary of the grant date or (ii) if the Reporting Person does not stand for re-election as a director of the Company, the date of the regular meeting of the Company's stockholders held in the calendar year subsequent to the grant

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date; provided that, in either case, the Reporting Person remains in continuous service through such vesting date. Pursuant to a deferral election, vested shares will be delivered to the Reporting Person thirty days after the Reporting Person's separation from service or earlier in the event the Company is subject to a change in control event or in the event of the Reporting Person's death.

Reflects 42 additional unvested Restricted Stock Units ("RSUs") allocated on November 25, 2014 in connection with the special distribution and associated with the previously reported RSU grant received by the Reporting Person on June 5, 2013. The RSUs shall vest on the earlier of (i) the one-year anniversary of the grant date or (ii) if the Reporting Person does not stand for re-election as a

- (3) director of the Company, the date of the regular meeting of the Company's stockholders held in the calendar year subsequent to the grant date; provided that, in either case, the Reporting Person remains in continuous service through such vesting date. Pursuant to a deferral election, vested shares will be delivered to the Reporting Person thirty days after the Reporting Person's separation from service or earlier in the event the Company is subject to a change in control event or in the event of the Reporting Person's death.

Reflects 42 additional unvested Restricted Stock Units ("RSUs") allocated on November 25, 2014 in connection with the special distribution and associated with the previously reported RSU grant received by the Reporting Person on June 4, 2014. The RSUs shall vest on the earlier of (i) the one-year anniversary of the grant date or (ii) if the Reporting Person does not stand for re-election as a

- (4) director of the Company, the date of the regular meeting of the Company's stockholders held in the calendar year subsequent to the grant date; provided that, in either case, the Reporting Person remains in continuous service through such vesting date. Pursuant to a deferral election, vested shares will be delivered to the Reporting Person thirty days after the Reporting Person's separation from service or earlier in the event the Company is subject to a change in control event or in the event of the Reporting Person's death.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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