

JUNIPER NETWORKS INC
Form S-8 POS
June 03, 2016

As filed with the Securities and Exchange Commission on June 3, 2016

Registration Statement No. 333-85387
Registration Statement No. 333-32412
Registration Statement No. 333-44148
Registration Statement No. 333-52258
Registration Statement No. 333-57862
Registration Statement No. 333-57864
Registration Statement No. 333-75770
Registration Statement No. 333-92086
Registration Statement No. 333-92088
Registration Statement No. 333-92090
Registration Statement No. 333-114688
Registration Statement No. 333-124572
Registration Statement No. 333-124610
Registration Statement No. 333-126404
Registration Statement No. 333-141211
Registration Statement No. 333-168734
Registration Statement No. 333-180634

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8 REGISTRATION STATEMENT NO. 333-85387

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TO FORM S-8 REGISTRATION STATEMENT NO. 333-32412

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TO FORM S-8 REGISTRATION STATEMENT NO. 333-92090

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TO FORM S-8 REGISTRATION STATEMENT NO. 333-114688

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TO FORM S-8 REGISTRATION STATEMENT NO. 333-124572

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POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8 REGISTRATION STATEMENT NO. 333-124610

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8 REGISTRATION STATEMENT NO. 333-126404

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TO FORM S-8 REGISTRATION STATEMENT NO. 333-141211

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8 REGISTRATION STATEMENT NO. 333-168734

POST-EFFECTIVE AMENDMENT NO. 1

TO FORM S-8 REGISTRATION STATEMENT NO. 333-180634

Under

the Securities Act of 1933

Juniper Networks, Inc.

(Exact name of registrant as specified in its charter)

| | |
|-----------------------------------------------------------|----------------------------|
| Delaware (State or other jurisdiction of | 770422528 |
| incorporation or organization) | (I.R.S. Employer |
| | Identification No.) |

1133 Innovation Way

Sunnyvale, California 94089

(408) 745-2000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Juniper Networks, Inc. 1999 Employee Stock Purchase Plan

Layer 5 1999 Stock Incentive Plan

Juniper Networks, Inc. 2000 Nonstatutory Stock Option Plan

Micro Magic 1995 Stock Option

Micro Magic 2000 Stock Option Plan

Pacific Broadband Communications, Inc. 2000 Stock Incentive Plan

Pacific Broadband Communications, Inc. 2000 Subplan

Unisphere Networks, Inc. Second Amended and Restated 1999 Stock Incentive Plan

NetScreen Technologies, Inc. 1997 Equity Incentive Plan

NetScreen Technologies, Inc. 2001 Equity Incentive Plan

OneSecure, Inc. 2000 Stock Option/Stock Issuance Plan

NetScreen Technologies, Inc. 2002 Stock Option Plan

Kagoor Networks, Inc. 2003 General Stock Option Plan

Kagoor Networks, Inc. 2003 Israel Stock Option Plan

Redline Networks, Inc. 2000 Stock Plan

Peribit Networks, Inc. 2000 Equity Incentive Plan

Juniper Networks, Inc. 2006 Equity Incentive Plan

Mykonos Software, Inc. 2010 Stock Plan

(Full titles of the plan)

Brian M. Martin, Esq.

Senior Vice President and General Counsel

Juniper Networks, Inc.

1133 Innovation Way

Sunnyvale, California 94089

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (408) 745-2000

Copies to:

Katharine A. Martin, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

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Palo Alto, California 94304

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Robert Mobassaly, Esq.

Associate General Counsel

Juniper Networks, Inc.

1133 Innovation Way

Sunnyvale, California 94089

Telephone: (408) 745-2000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller reporting company

DEREGISTRATION OF SECURITIES

Juniper Networks, Inc., a Delaware corporation (the **Registrant**) is filing this Post-Effective Amendment No. 1 (this **Post-Effective Amendment**) to each of the following Registration Statements on Form S-8 (collectively, the **Registration Statements**) to deregister any and all securities that remain under such Registration Statements as described below:

Registration Statement on Form S-8 (No. 333-85387), pertaining to the registration of 500,000 shares of the Company's common stock, par value \$0.00001 per share (the **Common Stock**) under the Juniper Networks, Inc. 1999 Employee Stock Purchase Plan, which was filed with the U.S. Securities and Exchange Commission (the **Commission**) on March 9, 2007.

Registration Statement on Form S-8 (No. 333-32412), pertaining to the registration of 67,242 shares of the Company's Common Stock under the Layer 5 1999 Stock Incentive Plan, which was filed with the Commission on March 14, 2000.

Registration Statement on Form S-8 (No. 333-44148), pertaining to the registration of 12,000,000 shares of the Company's Common Stock under the Juniper Networks, Inc. 2000 Nonstatutory Stock Option Plan, which was filed with the Commission on August 18, 2000.

Registration Statement on Form S-8 (No. 333-52258), pertaining to the registration of (i) 348,200 shares of the Company's Common Stock under the Micro Magic 1995 Stock Option Plan and (ii) 277,987 shares of the Company's Common Stock under the Micro Magic 2000 Stock Option Plan which was filed with the Commission on December 20, 2000.

Registration Statement on Form S-8 (No. 333-57862), pertaining to the registration of 15,904,261 shares of the Company's Common Stock under the Juniper Networks, Inc. 2000 Nonstatutory Stock Option Plan, which was filed with the Commission on March 29, 2001.

Registration Statement on Form S-8 (No. 333-57864), pertaining to the registration of 6,000,000 shares of the Company's Common Stock under the Juniper Networks, Inc. 1999 Employee Stock Purchase Plan, which was filed with the Commission on March 29, 2001.

Registration Statement on Form S-8 (No. 333-75770), pertaining to the registration of (i) 1,114,040 shares of the Company's Common Stock under the Pacific Broadband Communications, Inc. 2000 Stock Incentive Plan and (ii) 362,902 shares of the Company's Common Stock under the Pacific Broadband Communications, Inc. 2000 Subplan, which was filed with the Commission on December 21, 2001.

Registration Statement on Form S-8 (No. 333-92086), pertaining to the registration of 16,457,281 shares of the Company's Common Stock under the Juniper Networks, Inc. 2000 Nonstatutory Stock Option Plan, which was filed with the Commission on July 9, 2002.

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Registration Statement on Form S-8 (No. 333-92088), pertaining to the registration of 3,000,000 shares of the Company's Common Stock under the Juniper Networks, Inc. 1999 Employee Stock Purchase Plan, which was filed with the Commission on July 9, 2002.

Registration Statement on Form S-8 (No. 333-92090), pertaining to the registration of 26,450,000 shares of the Company's Common Stock under the Unisphere Networks, Inc. Second Amended and Restated 1999 Stock Incentive Plan, which was filed with the Commission on July 9, 2002.

Registration Statement on Form S-8 (No. 333-114688), pertaining to the registration of (i) 4,882,000 shares of the Company's Common Stock under the NetScreen Technologies, Inc. 1997 Equity Incentive Plan, (ii) 18,996,750 shares of the Company's Common Stock under the NetScreen Technologies, Inc. 2001 Equity Incentive Plan, (iii) 276,000 shares of the Company's Common Stock under the OneSecure, Inc. 2000 Stock Option/Stock Issuance Plan, (iv) 1,405,000 shares of the Company's Common Stock under the Neoteris 2001 Stock Plan and (v) 70,750 shares of the Company's Common Stock under the NetScreen Technologies, Inc. 2002 Stock Option Plan, which was filed with the Commission on April 21, 2004.

Registration Statement on Form S-8 (No. 333-124572), pertaining to the registration of (i) 319,598 shares of the Company's Common Stock under the Kagoor Networks, Inc. 2003 General Stock Option Plan and (ii) 93,976 shares of the Company's Common Stock under the Kagoor Networks, Inc. 2003 Israel Stock Option Plan, which was filed with the Commission on May 3, 2005.

Registration Statement on Form S-8 (No. 333-124610), pertaining to the registration of 975,969 shares of the Company's Common Stock under the Redline Networks, Inc. 2000 Stock Plan, which was filed with the Commission on May 4, 2005.

Registration Statement on Form S-8 (No. 333-126404), pertaining to the registration of 1,903,614 shares of the Company's Common Stock under the Peribit Networks, Inc. 2000 Equity Incentive Plan, which was filed with the Commission on July 6, 2005.

Registration Statement on Form S-8 (No. 333-141211), pertaining to the registration of (i) 69,455,465 shares of the Company's Common Stock under the Juniper Networks, Inc. 2006 Equity Incentive Plan and (ii) 6,000,000 shares of the Common Stock under the Juniper Networks, Inc. Amended and Restated 1999 Employee Stock Purchase Plan, which was filed with the Commission on March 9, 2007.

Registration Statement on Form S-8 (No. 333-168734), pertaining to the registration of 30,000,000 shares of the Company's Common Stock under the Juniper Networks, Inc. 2006 Equity Incentive Plan, which was filed with the Commission on August 10, 2010.

Registration Statement on Form S-8 (No. 333-180634), pertaining to the registration of 224,623 shares of the Company's Common Stock under the Mykonos Software, Inc. 2010 Stock Plan, which was filed with the Commission on April 9, 2012.

The Registrant has terminated any offering of the Registrant's securities pursuant to the Registration Statements as described above. In accordance with the undertaking made by the Registrant in the Registration Statements to remove from registration, by means of post-effective amendments, any of the securities that had been registered for issuance at the termination of the offering, the Registrant hereby removes from registration all such securities of the Registrant registered under the Registration Statements as of the date of this Post-Effective Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on June 3, 2016.

Juniper Networks, Inc.

By /s/ Brian M. Martin
Brian M. Martin

Senior Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statements has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------|--------------|
| /s/ Rami Rahim Rami Rahim | Chief Executive Officer and Director (Principal Executive Officer) | June 3, 2016 |
| /s/ Kenneth Miller Kenneth Miller | Executive Vice President, Chief Financial Officer (Principal Financial Officer) | June 3, 2016 |
| /s/ Terrance F. Spidell Terrance F. Spidell | Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer) | June 3, 2016 |
| /s/ Scott Kriens Scott Kriens | Chairman of the Board | June 3, 2016 |
| /s/ Pradeep Sindhu Pradeep Sindhu | Vice Chairman of the Board and Chief Technical Officer | June 3, 2016 |
| /s/ Robert M. Calderoni Robert M. Calderoni | Director | June 3, 2016 |
| /s/ Gary Daichendt Gary Daichendt | Director | June 3, 2016 |
| /s/ Kevin DeNuccio Kevin DeNuccio | Director | June 3, 2016 |
| /s/ James Dolce James Dolce | Director | June 3, 2016 |

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| | | |
|------------------------------------------------|----------|--------------|
| /s/ Mercedes Johnson Mercedes Johnson | Director | June 3, 2016 |
| /s/ Rahul Merchant Rahul Merchant | Director | June 3, 2016 |
| /s/ William R. Stensrud William R. Stensrud | Director | June 3, 2016 |