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JUNIPER NETWORKS INC
Form SC TO-I/A
December 05, 2001

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 13E-4)

TENDER OFFER STATEMENT UNDER SECTION 14(d) (1) OR 13(e) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)

JUNIPER NETWORKS, INC.
(NAME OF SUBJECT COMPANY (ISSUER) AND FILING PERSON (OFFEROR))

OPTIONS TO PURCHASE COMMON STOCK, PAR VALUE \$0.00001 PER SHARE
(TITLE OF CLASS OF SECURITIES)

48203R 10 4
(CUSIP NUMBER OF CLASS OF SECURITIES)
(UNDERLYING COMMON STOCK)

LISA C. BERRY
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
JUNIPER NETWORKS, INC.
1194 NORTH MATHILDA AVENUE
SUNNYVALE, CALIFORNIA 94089
(408) 745-2384
(NAME, ADDRESS, AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS
ON BEHALF OF FILING PERSON)

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$158,587,808	\$31,717

* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 39,916,827 shares of common stock of Juniper Networks, Inc. having an aggregate value of \$158,587,808 as of September 18, 2001 will be acquired in connection with this offer. The aggregate value of such options was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals 1/50th of one percent of the value of the transaction.

[X] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE 0-11(a)(2) AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

Amount Previously Paid: \$31,717

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Form or Registration No.: Schedule TO-I

Filing party: Juniper Networks, Inc.

Date filed: September 28, 2001

CHECK BOX IF THE FILING RELATES SOLELY TO PRELIMINARY COMMUNICATIONS MADE BEFORE THE COMMENCEMENT OF A TENDER OFFER.

Check the appropriate boxes to designate any transactions to which the statement relates:

- THIRD-PARTY TENDER OFFER SUBJECT TO RULE 14D-1.
- ISSUER TENDER OFFER SUBJECT TO RULE 13E-4.
- GOING-PRIVATE TRANSACTION SUBJECT TO RULE 13E-3.
- AMENDMENT TO SCHEDULE 13D UNDER RULE 13D-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Introductory Statement

This Amendment No. 4 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed with the Securities and Exchange Commission (the "Commission") on September 28, 2001, as amended by that certain Amendment No. 1 to Tender Offer Statement on Schedule TO filed with the Commission on October 16, 2001, that certain Amendment No. 2 to Tender Offer Statement on Schedule TO filed with the Commission on October 25, 2001 and that certain Amendment No. 3 to Tender Offer Statement on Schedule TO filed with the Commission on October 26, 2001, relating to our offer to exchange certain options to purchase our common stock, par value \$0.00001 per share, upon the terms and subject to the conditions described in the Offer to Exchange filed therewith.

ITEM 4. TERMS OF THE TRANSACTION

Item 4 of the Schedule TO is hereby amended and supplemented as follows:

(c) The Offer made pursuant to the Schedule TO expired at 10:00 p.m. Pacific Time on Monday, November 26, 2001. The Company accepted for exchange Eligible Options to purchase an aggregate of approximately 21,054,974 shares of the Company's common stock representing 69.86% of the options subject to the Offer. Options to purchase approximately 2,772,063 shares of the Company's common stock were cancelled in connection with the Offer. The Company expects to issue Replacement Options to purchase 21,054,974 shares of its common stock in exchange for the Eligible Options accepted for exchange and cancellation as described in the Offer to Exchange.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in his Schedule TO is true, complete and correct.

JUNIPER NETWORKS, INC.

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/s/ Marcel Gani

Marcel Gani
Chief Financial Officer

Date: December 5, 2001