
OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. 2)*

Equinix Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
29444U106
(CUSIP Number)
December 31, 2002
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
_ Rule 13d-1(b)
_ Rule 13d-1(c)
X Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on following pages)
Page 1 of 24 Pages Exhibit Index Contained on Page 23
CUSIP No. 29444U106 Page 2 of 24 Pages
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Benchmark Capital Partners II, L.P. ("BCP II")
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X
3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER 222,638 shares, except that Benchmark Capital Management Co. II, L.L.C. ("BCMC II"), the general partner of BCP II, may be deemed to have sole power to vote these shares, and Alexandre Balkanski ("Balkanski"), David M. Beirne ("Beirne"), Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), Andrew S. Rachleff ("Rachleff") and Steven M. Spurlock ("Spurlock"), the members of BCMC II, may be deemed to have shared power to vote these shares. _____ NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY See response to row 5. 7 SOLE DISPOSITIVE POWER EACH REPORTING 222,638 shares, except that BCMC II, the general partner PERSON WTTH of BCP II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to dispose of these shares. _____ SHARED DISPOSITIVE POWER See response to row 7. ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.2% 12 TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 3 of 24 Pages ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Founders' Fund II, L.P. ("BFF II") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) |X| _ _________ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _ ______ SOLE VOTING POWER 26,360 shares, except that BCMC II, the general partner of BFF II, $% \left(1\right) =\left(1\right) \left(1\right) =\left(1\right) \left(1\right)$ may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to vote these shares. _____ NUMBER OF 6 SHARED VOTING POWER

See response to row 5.

SOLE DISPOSITIVE POWER

SHARES BENEFICIALLY

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7

26,360 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* _ PERCENT OF CLASS REFRESENTED BY AMOUNT IN ROW (9) 0.3% TYPE OF REPORTING PERSON* PN	PERSON WITH		26,360 shares, except that BCMC II, the general partner of BFF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to dispose of these shares.		
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26,360 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			See response to row 7.		
O CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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SEE INSTRUCTION BEFORE FILLING OUT! **Bage 4 of 24 Pages **NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) **BENCHMARK FOUNDERS **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* **(a) (b) X **SEC USE ONLY *		. 021100	1212021122 21 120011 11 1011 (9)		
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11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	0.1%		
12	TYPE OF RE	PORTING	PERSON*
	PN		
		*	SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	No. 29444U	106	Page 5 of 24 Pages
1	NAMES OF R		
±			TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Benchmark	Members	' Fund II, L.P. ("BMF II")
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP*
			(a) _ (b) X
3	SEC USE ON	LY	
4	 CITIZENSHI	P OR PI	ACE OF ORGANIZATION
	Delaware		
		 5	SOLE VOTING POWER
			3,740 shares, except that BCMC II, the general partner
			of BMF II, may be deemed to have sole power to vote
			these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of
			BCMC II, may be deemed to have shared power to vote these shares.
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	ACH ORTING	7	SOLE DISPOSITIVE POWER
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	1111		of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the
			members of BCMC II, may be deemed to have shared power
			to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			See response to row 7.
9	AGGREGATE	 AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,740		
10	 CHECK BOX	 IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1 1		
 11		CT.ASS	REPRESENTED BY AMOUNT IN ROW (9)
	0.0%	021100	131.332.1125 21 14.00.11 1.1 1.0.1 (5)
12	TYPE OF RE		DEDCAM*
12		PORTING	PERSON."
	PN 		
		*	SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	No. 29444U	106	Page 6 of 24 Pages
1	NAMES OF R		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Benchmark	Capital	Management Co. II, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION SOLE VOTING POWER 266,720 shares, of which 222,638 are directly owned by BCP II, 26,360 are directly owned by BFF II, 13,982 are directly owned by BFF II-A and 3,740 shares are directly owned by BMF II. BCMC II, the general partner of BCP II, BFF II, BFF II-A and BMF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to vote these shares. NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY See response to row 5. OWNED BY EACH SOLE DISPOSITIVE POWER REPORTING 266,720 shares, of which 222,638 are directly owned by PERSON WITH BCP II, 26,360 are directly owned by BFF II, 13,982 are directly owned by BFF II-A and 3,740 shares are directly owned by BMF II. BCMC II, the general partner of BCP II, BFF II, BFF II-A and BMF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER See response to row 7. 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 266,720 ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.6% 12 TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 7 of 24 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Capital Partners IV, L.P. ("BCP IV") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION SOLE VOTING POWER

2,506 shares, except that Benchmark Capital Management

shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares. ______ NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY See response to row 5. OWNED BY 7 SOLE DISPOSITIVE POWER EACH REPORTING PERSON 2,506 shares, except that BCMC IV, the general partner WITH of BCP IV, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER See response to row 7. _ _______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,506 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 8 of 24 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Founders' Fund IV, L.P. ("BFF IV") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | | (b) IXI -----SEC USE ONLY _ -----CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ SOLE VOTING POWER 917 shares, except that BCMC IV, the general partner of BFF IV, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares. NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY See response to row 5. OWNED BY ______ EACH SOLE DISPOSITIVE POWER REPORTING 917 shares, except that BCMC IV, the general partner of BFF IV, $\,$ may be deemed to have sole $\,$ power to dispose of WITH these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of

BCMC IV, may be deemed to have shared power to dispose

of these shares.

Co. IV, L.L.C. ("BCMC IV"), the general partner of BCP IV, may be deemed to have sole power to vote these

SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 9 of 24 Pages ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | | (b) |X| ______ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ SOLE VOTING POWER 128 shares, except that BCMC IV, the general partner of BFF IV-A, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares. NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY See response to row 5. OWNED BY 7 EACH SOLE DISPOSITIVE POWER REPORTING 128 shares, except that BCMC IV, the general partner of PERSON WITH BFF IV-A may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER See response to row 7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON _ _________ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% 12 TYPE OF REPORTING PERSON*

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	4U106	Page 10	0 of 24 Pages 		
		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
Benchmar	k Founde	rs' Fund IV-B, L.P. ("BFF IV-B")			
CHECK TH	E APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) _ (b) X		
SEC USE	ONLY				
CITIZENS	HIP OR P	LACE OF ORGANIZATION			
Delaware					
	5	SOLE VOTING POWER			
		28 shares, except that BCMC IV, the general BFF IV-B, may be deemed to have sole power shares, and Balkanski, Beirne, Dunlevie, Gun Kagle, Rachleff and Spurlock, the member may be deemed to have shared power to vote	to vote these rley, Harvey, s of BCMC IV,		
NUMBER OF SHARES	6	SHARED VOTING POWER			
ENEFICIALLY OWNED BY		See response to row 5.			
EACH REPORTING	7	SOLE DISPOSITIVE POWER			
PERSON WITH		28 shares, except that BCMC IV, the general BFF IV-B, may be deemed to have sole power these shares, and Balkanski, Beirne, Dunler Harvey, Kagle, Rachleff and Spurlock, the BCMC IV, may be deemed to have shared power of these shares.	to dispose of vie, Gurley, he members of		
	8	SHARED DISPOSITIVE POWER			
		See response to row 7.			
AGGREGAT	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
28					
O CHECK BO		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN			
_		REPRESENTED BY AMOUNT IN ROW (9)			
1 PERCENT					
0.0%					
0.0% 2 TYPE OF					
0.0% 2 TYPE OF PN	REPORTIN	G PERSON*			
0.0% 2 TYPE OF PN	REPORTIN	G PERSON** *SEE INSTRUCTION BEFORE FILLING OUT!			
0.0% 2 TYPE OF PN 	REPORTIN	G PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! Page 1:			
0.0% 2 TYPE OF PN USIP No. 2944 NAMES OF	REPORTIN 4U106 REPORTI	G PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! Page 1:			
0.0% 2 TYPE OF PN USIP No. 2944 NAMES OF I.R.S. I Benchmar	4U106 REPORTI DENTIFIC	G PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! Page 1:	1 of 24 Pages		
0.0% 2 TYPE OF PN PUSIP No. 2944 NAMES OF I.R.S. I Benchmar CHECK TH	4U106 REPORTI DENTIFIC k Capita E APPROP	*SEE INSTRUCTION BEFORE FILLING OUT! Page 1: NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 1 Management Co. IV, L.L.C.	1 of 24 Pages (a) _ (b) X		

Delaware

4

CITIZENSHIP OR PLACE OF ORGANIZATION

	5	SOLE VOTING POWER
		3,579 shares, of which 2,506 are directly owned by BCP IV, 917 are directly owned by BFF IV, 128 are directly owned by BFF IV-A and 28 shares are directly owned by BFF IV-B. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to vote these shares.
NUMBER OF	6	SHARED VOTING POWER
SHARES ENEFICIALLY		See response to row 5.
OWNED BY EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH		3,579 shares, of which 2,506 are directly owned by BCP IV, 917 are directly owned by BFF IV, 128 are directly owned by BFF IV-A and 28 shares are directly owned by BFF IV-B. BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC IV, may be deemed to have shared power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER
		See response to row 7.
3,579	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
·		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	OF CLASS	REPRESENTED BY AMOUNT IN ROW (9)
0.0%		
	REPORTING	G PERSON*
00		*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP No. 2944	411106	
JUDIT 110. Z244	40106	Page 12 of 24 Pages
l NAMES OF	REPORTII	Page 12 of 24 Pages NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
NAMES OF	REPORTII	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
NAMES OF I.R.S. I	REPORTII DENTIFICA	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
NAMES OF I.R.S. I Alexandr	REPORTII DENTIFICA E Balkan	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ski RIATE BOX IF A MEMBER OF A GROUP* (a) _
NAMES OF I.R.S. I Alexandr	REPORTII DENTIFICA E Balkan: E APPROPI	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ski RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X
NAMES OF I.R.S. I Alexandr	REPORTII DENTIFICA E Balkans E APPROPI ONLY	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ski RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X
NAMES OF I.R.S. I Alexandr CHECK TH	REPORTII DENTIFICA E Balkans E APPROPI ONLY	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ski RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X
1 NAMES OF I.R.S. I Alexandr. 2 CHECK TH. 3 SEC USE	REPORTII DENTIFICA E Balkan: E APPROPI ONLY SHIP OR P:	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ski RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X LACE OF ORGANIZATION
1 NAMES OF I.R.S. I Alexandr. 2 CHECK TH 3 SEC USE	REPORTII DENTIFICA E Balkan: E APPROPI ONLY CHIP OR P:	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ski (a) _ (b) X LACE OF ORGANIZATION SOLE VOTING POWER 245 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to

EACH REPORTING PERSON WITH directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Balkanski, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV-A and BFF IV-B, and Balkanski, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

245 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Balkanski, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Balkanski, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,544

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_|
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 29444U106

Page 13 of 24 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

David M. Beirne

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_| (b) |X|

3 SEC USE ONLY

4 CONTRACTOR OF TAKE OF CROWNING OF

CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

220 shares, all of which are directly owned by a trust, and Beirne, as trustee of the trust, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING SHARED VOTING POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are

directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Beirne, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Beirne, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

220 shares, all of which are directly owned by a trust, and Beirne, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Beirne, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Beirne, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

_ ______

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270.519

- ------

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON*

ΙN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bruce W. Dunlevie

U.S. Citizen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_| (b) |X|

(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

5 SOLE VOTING POWER

321 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING SHARED VOTING POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are

PERSON WITH directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Dunlevie, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

321 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Dunlevie, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Dunlevie, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

_ _____

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270.620

- ------

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

'-'

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.6%

12 TYPE OF REPORTING PERSON*

IN

_ _____

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 29444U106 Page 15 of 24 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J. William Gurley

_ ------

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_|

(b) |X|

3 SEC USE ONLY

_ ------

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

25 shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Gurley, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the

general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Gurley, a member of BCMC IV, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Gurley, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF $\ensuremath{\text{IV-B}}\xspace$, and $\ensuremath{\text{Gurley}}\xspace$, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,324

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.68

12 TYPE OF REPORTING PERSON*

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 29444U106

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kevin R. Harvev

_ _________

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |

(b) IXI -----

SEC USE ONLY

_ -----

CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

SOLE VOTING POWER

126 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Harvey, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to vote these shares.

SOLE DISPOSITIVE POWER 126 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to dispose of these shares. _____ SHARED DISPOSITIVE POWER 8 270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Harvey, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF IV-B, and Harvey, a member of BCMC IV, may be deemed to have shared power to dispose of these shares. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 270,425 1.0 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ______ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) TYPE OF REPORTING PERSON* IN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 17 of 24 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Robert C. Kagle ._____ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen _____ 5 SOLE VOTING POWER 245 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to vote these shares. ______ NUMBER OF SHARED VOTING POWER SHARES 270,299 shares, of which 222,638 are directly owned by BENEFICIALLY OWNED BY directly owned by BFF II-A; 3,740 are directly owned by EACH REPORTING BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF PERSON WITH IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Kagle, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A and BFF

IV-B, and Kagle, a member of BCMC IV, may be deemed to

have shared power to vote these shares.

SOLE DISPOSITIVE POWER

7

245 shares, all of which are directly owned by several trusts, and Kagle, as trustee of the trusts, may be deemed to have sole power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Kagle, a member of BCMC II, may be deemed to have shared power to dispose of these shares. BCMC IV is the general partner of BCP IV, BFF IV-BFF IV-A and BFF IV-B, and Kagle, a member of BCMC IV, may be deemed to have shared power to dispose of these shares.

have shared power to dispose of these shares. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 270,544 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 2.6% 12 TYPE OF REPORTING PERSON* *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 18 of 24 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Andrew S. Rachleff CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) |X| _ ______ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen SOLE VOTING POWER 1,883 shares, all of which are directly owned by a trust, and Rachleff, as trustee of the trust, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

270,299 shares, of which 222,638 are directly owned by BCP II; 26,360 are directly owned by BFF II; 13,982 are directly owned by BFF II-A; 3,740 are directly owned by BMF II; 2,506 are directly owned by BCP IV; 917 are directly owned by BFF IV; 128 are directly owned by BFF IV-A; and 28 are directly owned by BFF IV-B. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Rachleff, a member of BCMC II, may be deemed to have shared power to vote these shares. BCMC IV is the general partner of BCP IV, BFF IV-BFF IV-A and BFF IV-B, and Rachleff, a member of BCMC IV, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

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8 SHARED DISPOSITIVE POWER

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to have shared power to dispose of these shares. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 272,182 _ ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.6% 12 TYPE OF REPORTING PERSON* TN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 29444U106 Page 19 of 24 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Steven M. Spurlock _ _________ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | | (b) |X| SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen _ ______ 5 SOLE VOTING POWER 200 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to vote these shares.

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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7 COLE DISPOSITIVE DOMED

7 SOLE DISPOSITIVE POWER

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8 SHARED DISPOSITIVE POWER

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

270,499

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2 6%

- ------

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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This statement amends the Statement on 13G filed by Benchmark Capital Partners II, L.P., Benchmark Founders' Fund II, L.P., Benchmark Founders' Fund II-A, L.P., Benchmark Members' Fund II, L.P., Benchmark Capital Management Co. II, L.L.C., Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV-L.P., Benchmark Founders' Fund IV-B, L.P., Benchmark Capital Management Co. IV, L.L.C., Alexandre Balkanski, David M. Beirne, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C Kagle, Andrew S. Rachleff and Steven M. Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item $^{\rm 1}$

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
 See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote:
 See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X] Yes

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2003

BENCHMARK CAPITAL PARTNERS II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II-A, L.P., a Delaware Limited Partnership

BENCHMARK MEMBERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. II, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock Managing Member

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

_____ Steven M. Spurlock

Managing Member

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ALEXANDRE BALKANSKI DAVID M. BEIRNE BRUCE W. DUNLEVIE J. WILLIAM GURLEY

KEVIN R. HARVEY

ROBERT C. KAGLE

ANDREW S. RACHLEFF STEVEN M. SPURLOCK By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

constitute redetal climinal violations (see 10 0.5.c. 10

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EXHIBIT INDEX

Exhibit

Found on Sequentially Numbered Page

Exhibit A: Agreement of Joint Filing

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EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Equinix Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.