

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER THE SECURITIES ACT OF 1933

EQUINIX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0487526
(I.R.S. Employer Identification No.)

**One Lagoon Drive
Redwood City, CA**
(Address of Principal Executive Offices)

94065
(Zip Code)

Equinix, Inc. 2020 Equity Incentive Plan
(Full title of the plan)

Brandi Galvin Morandi
Chief Legal and Human Resources Officer and Corporate Secretary
Equinix, Inc.
One Lagoon Drive
Redwood City, CA 94065
(Name and address of agent for service)

(650) 598-6000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

| | | | | | |
|---|-------------------------------------|--|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | | | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | | | Smaller reporting company | <input type="checkbox"/> |
| (Do not check if smaller reporting company) | | | | | |
| | | | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered(1) | Amount to be Registered(2)(5) | Proposed Maximum Offering Price Per Share(3) | Proposed Maximum Aggregate Offering Price(3) | Amount of Registration Fee(4) |
|--|-------------------------------------|---|---|----------------------------------|
| Common Stock, \$0.001 par value | 4,000,000 | \$671.72 | \$2,686,880,000 | \$348,757.02 |

- (1) The securities to be registered include shares of common stock, par value \$0.001 per share, of Equinix, Inc. (“Common Stock”) and options and rights to acquire Common Stock issuable under the Equinix, Inc. 2020 Equity Incentive Plan (the “2020 Plan”).
- (2) Covers 4,000,000 shares of Common Stock issuable under the 2020 Plan. Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate amount of additional Common Stock, which may be offered and issued to prevent dilution resulting from adjustments as a result of stock dividends, stock splits, reverse stock splits, recapitalizations, reclassifications, mergers, split-ups, reorganizations, consolidations and other capital adjustments.
- (3) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock on the Nasdaq Global Select Market on June 12, 2020.
- (4) The amount of the registration fee is calculated pursuant to Section 6(b) of the Securities Act, which currently provides that the filing fee rate shall be “\$129.80 per \$1 million” of the maximum aggregate price at which such securities are proposed to be offered.

- (5) Shares of Common Stock initially reserved for issuance under the Registrant's 2020 Plan consist of (i) 4,000,000 shares registered pursuant to this Registration Statement, plus (ii) any shares of Common Stock authorized for grants under the Registrant's 2000 Equity Incentive Plan (the "2000 Plan") that remained available for grant as of the date the 2020 Plan was approved by stockholders, plus the shares underlying awards granted under the 2000 Plan that are not delivered in settlement of such awards on account of the forfeiture or termination of such awards (the "2000 Plan Carryover Shares"). Concurrently with the filing of this Registration Statement, the Registrant is filing a Post-Effective Amendment to its Registration Statements on Form S-8 to reflect the issuance of the 2000 Plan Carryover Shares under the 2020 Plan. For more details, please see the explanatory note following this page.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “Registration Statement”) is filed by Equinix, Inc., a Delaware corporation (the “Company” or “Registrant”), to register 4,000,000 shares of its Common Stock, par value \$0.001 per share, issuable under the Registrant’s 2020 Equity Incentive Plan (the “2020 Plan”), which was approved by stockholders on June 18, 2020 (the “Approval Date”).

The 2020 Plan provides (i) for the issuance of 4,000,000 newly available shares of Common Stock (the “New Shares”), (ii) that no new awards may be granted under the Registrant’s 2000 Equity Incentive Plan (the “2000 Plan”) after the Approval Date (although awards granted under the 2000 Plan prior to the Approval Date will remain outstanding in accordance with their terms), and (iii) that the number of shares that remained available for grant under the 2000 Plan as of the Approval Date plus the shares underlying the outstanding awards under the 2000 Plan that are not delivered in settlement of such awards on account of the forfeiture or termination of such awards on or after the Approval Date (collectively, the “2000 Plan Carryover Shares”) will become available for issuance pursuant to awards granted under the 2020 Plan.

In connection with the 2000 Plan, the Registrant has previously filed with the Securities and Exchange Commission (the “Commission”) Form S-8 Registration Statements on September 6, 2000 (No. 333-45280), March 30, 2001 (No. 333-58074), March 29, 2002 (No. 333-85202), March 27, 2003 (No. 333-104078, including the amendment thereto filed on March 31, 2003), March 19, 2004 (No. 333-113765), January 19, 2005 (No. 333-122142), March 16, 2006 (No. 333-132466) February 28, 2007 (No. 333-140946), February 29, 2008 (No. 333-149452), February 26, 2009 (No. 333-157545), and February 23, 2010 (No. 333-165033) (the “Prior Registration Statements”). Concurrently with the filing of this Registration Statement, the Registrant is filing a Post-Effective Amendment to the Prior Registration Statements to cover the issuance of the 2000 Plan Carryover Shares under the 2020 Plan if and when they are available for issuance under the 2020 Plan.

PART I.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

The information required by Item 1 is included in documents sent, given or made available by the Registrant to participants in the plan covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act.

Item 2. Registrant Information and Employee Plan Annual Information.

The written statement required by Item 2 is included in documents sent, given or made available by the Registrant to participants in the plan covered by this Registration Statement pursuant to Rule 428(b)(1) of the Securities Act.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Registrant with the Commission are incorporated herein by reference:

(a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019, filed with the Commission pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) on February 21, 2020, including the information specifically incorporated by reference into the Annual Report on Form 10-K from the Registrant’s [Definitive Proxy Statement](#) for the 2020 Annual Meeting of Stockholders, which was filed with the Commission on April 27, 2020;

(b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended March 31, 2020, filed with the Commission pursuant to Section 13(a) of the Exchange Act on May 7, 2020;

(c) The Registrant’s Current Reports on Form 8-K, filed with the Commission on [January 7, 2020](#), [February 21, 2020](#), [March 3, 2020](#), [March 9, 2020](#), [April 15, 2020](#), [April 21, 2020](#), [May 14, 2020](#), [June 8, 2020](#) and [June 16, 2020](#); and

(d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement No. 000-31293 on [Form 8-A](#) filed with the Commission on August 9, 2000 pursuant to Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed, but not furnished, by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered under this Registration Statement have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. In no event, however, will any of the information, including exhibits, that the Registrant discloses under Item 2.02 and Item 7.01 of any report on Form 8-K that has been or may be, from time to time, furnished to the Commission, be incorporated by reference into or otherwise become a part of this Registration Statement.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Item 4. Description of Securities.

Not applicable. The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares offered under the Registration Statement is being passed upon for the Registrant by Brandi Galvin Morandi, the Registrant's Chief Legal and Human Resources Officer and Corporate Secretary. Ms. Morandi is an officer and employee of the Registrant and, as such, participates in equity compensation plans of the Registrant and is eligible to participate in the 2020 Plan on the same basis as other similarly eligible employees. By reason of such participation, Ms. Morandi owns and holds equity awards with respect to, and shares of, the Registrant's Common Stock.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended. Article VI of the Registrant's amended and restated bylaws provides for mandatory indemnification of its directors and officers and those serving at the Registrant's request as directors, officers, employees or agents of other organizations to the fullest extent permitted by the Delaware General Corporation Law. The Registrant's certificate of incorporation provides that, pursuant to Delaware law, its directors shall not be liable for monetary damages for breach of the directors' fiduciary duty as directors to the Registrant and its stockholders. This provision in the certificate of incorporation does not eliminate the directors' fiduciary duty, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the Registrant for acts or omissions not in good faith or involving intentional misconduct or knowing violations of law, for actions leading to improper personal benefit to the director, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws. The Registrant has entered into indemnification agreements with its officers and directors. The indemnification agreements provide the Registrant's officers and directors with further indemnification to the maximum extent permitted by the Delaware General Corporation Law. The Registrant maintains liability insurance for its directors and officers.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 4.1 | Registrant's Amended and Restated Certificate of Incorporation, as amended to date (incorporated by reference to Exhibit 3.1 of the Registrant's Annual Report on Form 10-K/A for the period ended December 31, 2002, filed on April 25, 2003). |
| 4.2 | Certificate of Amendment to the Registrant's Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 14, 2011). |
| 4.3 | Certificate of Amendment to the Registrant's Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 11, 2013). |
| 4.4 | Certificate of Amendment to the Registrant's Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.4 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2014, filed on August 8, 2014). |
| 4.5 | Registrant's Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on March 29, 2016). |
| 5.1 | Opinion of the Registrant's Chief Legal and Human Resources Officer and Corporate Secretary. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Registrant's Chief Legal and Human Resources Officer and Corporate Secretary (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on the signature page to this Registration Statement on Form S-8). |
| 99.1 | Equinix, Inc. 2020 Equity Incentive Plan (incorporated by reference as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 27, 2020). |

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

[THE NEXT PAGE IS THE SIGNATURE PAGE]

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Atlanta, Georgia, on June 18, 2020.

EQUINIX, INC.

By: /s/ Charles Meyers
Charles Meyers
Chief Executive Officer and President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Charles Meyers and Keith Taylor, and either of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Capacity</u> | <u>Date</u> |
|---|--|---------------|
| <u>/s/ Charles Meyers</u> Charles Meyers | Chief Executive Officer and President (Principal Executive Officer) | June 18, 2020 |
| <u>/s/ Keith D. Taylor</u> Keith D. Taylor | Chief Financial Officer (Principal Financial Officer) | June 18, 2020 |
| <u>/s/ Simon Miller</u> Simon Miller | Chief Accounting Officer (Principal Accounting Officer) | June 18, 2020 |
| <u>/s/ Peter F. Van Camp</u> Peter F. Van Camp | Executive Chairman | June 18, 2020 |
| <u>/s/ Thomas A. Bartlett</u> Thomas A. Bartlett | Director | June 18, 2020 |
| <u>/s/ Nanci Caldwell</u> Nanci Caldwell | Director | June 18, 2020 |
| <u>/s/ Adaire Fox-Martin</u> Adaire Fox-Martin | Director | June 18, 2020 |
| <u>/s/ Gary F. Hromadko</u> Gary F. Hromadko | Director | June 18, 2020 |
| <u>/s/ William K. Luby</u> William K. Luby | Director | June 18, 2020 |
| <u>/s/ Irving F. Lyons, III</u> Irving F. Lyons, III | Director | June 18, 2020 |
| <u>/s/ Christopher B. Paisley</u> Christopher B. Paisley | Director | June 18, 2020 |
| <u>/s/ Sandra Rivera</u> Sandra Rivera | Director | June 18, 2020 |

June 18, 2020

Equinix, Inc.
One Lagoon Drive
Redwood City, CA 94065

Re: Equinix, Inc. Registration Statement
for 4,000,000 Shares of Common Stock

Ladies and Gentlemen:

I refer to your registration on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended, of 4,000,000 shares of common stock, par value \$0.001 per share, of Equinix, Inc. ("Common Stock") issuable in the aggregate under the 2020 Equity Incentive Plan (the "Plan"). I advise you that, in my opinion, when such shares have been issued and sold pursuant to the applicable provisions of the Plan, and in accordance with the Registration Statement, such shares will be validly issued, fully paid and nonassessable shares of the Company's Common Stock.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Brandi Galvin Morandi
Brandi Galvin Morandi
Chief Legal and Human Resources Officer and
Corporate Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on FormS-8 of Equinix, Inc. of our report dated February 21, 2020 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Equinix, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ PricewaterhouseCoopers LLP
San Jose, California
June 18, 2020