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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 27, 2023

EQUINIX, INC.

(Exact Name of Registrant as Specified in Its Charter)

**Delaware
(State or other jurisdiction
of incorporation)**

**001-40205
(Commission File Number)**

**77-0487526
(IRS Employer
Identification No.)**

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

**94065
(Zip Code)**

Registrant's Telephone Number, Including Area Code: (650) 598-6000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001	EQIX	The Nasdaq Stock Market LLC
0.250% Senior Notes due 2027	N/A	The Nasdaq Stock Market LLC
1.000% Senior Notes due 2033	N/A	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 8.01 Other Events

On October 27, 2023, Equinix, Inc. (the "Company") entered into Amendment No. 1 (the "Amendment") to the Equity Distribution Agreement dated as of November 4, 2022, by and among the Company, Managers, Forward Purchasers and Forward Sellers named therein (such agreement, as amended, the "Equity Distribution Agreement"). The Amendment provides that Banco Santander, S.A. will be appointed as a Forward Purchaser and Santander US Capital Markets LLC will be appointed as a Forward Seller under the Equity Distribution Agreement.

The Amendment did not change the maximum aggregate offering amount of the shares of the Company's common stock that may be sold pursuant to the Equity Distribution Agreement, which remains at \$1,500,000,000, including shares of common stock that have previously been sold under the Equity Distribution Agreement.

The legal opinion of Davis Polk & Wardwell LLP relating to the shares of common stock being offered is filed as Exhibit 5.1 to this Current Report on Form 8-K.

The legal opinion of Sullivan & Worcester LLP relating to tax matters is filed as Exhibit 8.1 to this Current Report on Form 8-K.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any sale of such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Davis Polk & Wardwell LLP
8.1	Opinion of Sullivan & Worcester LLP
23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1)
23.2	Consent of Sullivan & Worcester LLP (included in Exhibit 8.1)
104	Cover Page Interactive Data File - the cover page iXBRL tags are embedded within the Inline XBRL document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EQUINIX, INC.

By: /s/ Keith D. Taylor
Keith D. Taylor
Chief Financial Officer

DATE: October 27, 2023



Davis Polk & Wardwell LLP
 1600 El Camino Real
 Menlo Park, CA 94025
 davispolk.com

October 27, 2023

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

Ladies and Gentlemen:

We have acted as special counsel for Equinix, Inc., a Delaware corporation (the “**Company**”), in connection with the offering and sale by the Company of shares (the “**Shares**”) of common stock of the Company, par value \$0.001 per share (the “**Common Stock**”), having an aggregate offering price to the public of up to \$969,649,932, pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-275203) filed on October 27, 2023 (the “**Registration Statement**”), a base prospectus dated October 27, 2023 and related prospectus supplement dated October 27, 2023 (the “**Prospectus Supplement**”), that certain equity distribution agreement dated November 4, 2022, as amended on October 27, 2023 (as so amended, the “**Equity Distribution Agreement**”), by and among the Company and the Managers, the Forward Purchasers and the Forward Sellers named therein, the master forward confirmations, entered into on or after November 4, 2022, between the Company and each of the Forward Purchasers (each, a “**Master Forward Confirmation**,” and collectively, the “**Master Forward Confirmations**”), and the related supplemental confirmations that may be entered into from time to time between the Company and the relevant Forward Purchaser (each, together with the relevant Master Forward Confirmation, a “**Forward Sale Agreement**”).

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that, in our opinion,

- (i) when the Issuance Shares (as defined in the Equity Distribution Agreement) have been issued and sold by the Company and delivered by the Company against payment therefor in accordance with the terms of the Equity Distribution Agreement, such Shares will be validly issued, fully paid and non-assessable, and

Equinix, Inc.

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- (ii) when the Forward Hedge Shares (as defined in the Equity Distribution Agreement) are sold by the relevant Forward Seller and delivered by the relevant Forward Seller against receipt of the purchase price therefore, in accordance with the terms of the Equity Distribution Agreement, such Forward Hedge Shares will be validly issued, fully paid and non-assessable.

In rendering the foregoing opinion, we have assumed that (x) the Shares will not be issued or transferred in violation of any restriction or limitation contained in Article XI of the Company’s Amended and Restated Certificate of Incorporation, as amended (the “**Charter**”), (y) upon the issuance of such Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter, and (z) the terms of certain sales of the Shares pursuant to the Equity Distribution Agreement or a Forward Sale Agreement, as the case may be, will be authorized and approved by the Board of Directors of the Company or a committee thereof established by the Board of Directors of the Company with the authority to issue and sell the Shares pursuant to the Equity Distribution Agreement or the applicable Forward Sale Agreement in accordance with the General Corporation Law of the State of Delaware, the Charter, the Amended and Restated Bylaws of the Company and the resolutions of the Board of Directors of the Company.

We are members of the Bars of the States of New York and California and the foregoing opinion is limited to the laws of the State of New York and the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to a report on Form 8-K to be filed by the Company on the date hereof and its incorporation by reference into the Registration Statement and further consent to the reference to our name under the caption “Legal Matters” in the Prospectus Supplement, which is a part of the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ Davis Polk & Wardwell LLP



Sullivan & Worcester LLP
One Post Office Square
Boston, MA 02109

617 338 2800
sullivanlaw.com

October 27, 2023

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

Ladies and Gentlemen:

The following opinion is furnished to Equinix, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "SEC") as Exhibit 8.1 to the Company's Current Report on Form 8-K to be filed on the date hereof (the "Form 8-K") under the Securities Exchange Act of 1934, as amended.

We have acted as tax counsel for the Company in connection with its Registration Statement on Form S-3, filed with the SEC on October 27, 2023 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"). We have reviewed originals or copies of the Registration Statement, such corporate records, such certificates and statements of officers of the Company and of public officials, and such other documents as we have considered relevant and necessary in order to furnish the opinion hereinafter set forth. In doing so, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, and the authenticity of the originals of such documents. Specifically, and without limiting the generality of the foregoing, we have reviewed: (i) the Company's Amended and Restated Certificate of Incorporation; (ii) the prospectus supplement dated October 27, 2023 (the "Prospectus Supplement") to the final prospectus dated October 27, 2023 (as supplemented by the Prospectus Supplement, the "Prospectus"), which forms a part of the Registration Statement, relating to, *inter alia*, the offering of shares of common stock of the Company, par value \$0.001 per share (the shares of common stock so offered, the "Offered Securities"); (iii) the Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2022, as amended by Form 10-K/A filed on February 27, 2023 (the "Form 10-K"); (iv) the Company's Quarterly Reports on Form 10-Q for its quarterly periods ended March 31, 2023, June 30, 2023, and September 30, 2023 (the "Forms 10-Q", and together with the Form 10-K, the "Periodic Filings"); and (v) Exhibit 99.1 to the Company's first Current Report on Form 8-K filed on February 17, 2023 captioned "Material United States Federal Income Tax Considerations" (the "REIT Taxation Current Report"). For purposes of the opinion set forth below, we have assumed that any documents (other than documents which have been executed, delivered, adopted, or filed, as applicable, by the Company prior to the date hereof) that have been provided to us in draft form will be executed, delivered, adopted, and filed, as applicable, without material modification.

BOSTON LONDON NEW YORK TEL AVIV WASHINGTON, DC

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The opinion set forth below is based upon the Internal Revenue Code of 1986, as amended, the Treasury regulations issued thereunder, published administrative interpretations thereof, and judicial decisions with respect thereto, all as of the date hereof (collectively, the "Tax Laws"). No assurance can be given that the Tax Laws will not change. In the discussions with respect to Tax Laws matters in Exhibit 99.1 to the REIT Taxation Current Report, as supplemented by the discussions in the section of the Prospectus Supplement captioned "Material U.S. Federal Income Tax Considerations", certain assumptions have been made therein and certain conditions and qualifications have been expressed therein, all of which assumptions, conditions, and qualifications are incorporated herein by reference. With respect to all questions of fact on which our opinion is based, we have assumed the initial and continuing truth, accuracy, and completeness of: (i) the factual information set forth in Exhibit 99.1 to the REIT Taxation Current Report, in the Periodic Filings, in the Prospectus, and in the Registration Statement and the documents incorporated therein by reference, and in the exhibits to the Periodic Filings and the Registration Statement; and (ii) representations made to us by officers of the Company or contained in Exhibit 99.1 to the REIT Taxation Current Report, in the Periodic Filings, in the Prospectus, and in the Registration Statement and the documents incorporated therein by reference, and in the exhibits to the Periodic Filings and the Registration Statement, in each such instance without regard to qualifications such as "to the best knowledge of" or "in the belief of". We have not independently verified such information.

We have relied upon, but not independently verified, the foregoing assumptions. If any of the foregoing assumptions are inaccurate or incomplete for any reason, or if the transactions described in Exhibit 99.1 to the REIT Taxation Current Report, in the Periodic Filings, in the Prospectus, or in the Registration Statement, or in any exhibits thereto or any documents incorporated therein by reference, have been or are consummated in a manner that is inconsistent with the manner contemplated therein, our opinion as expressed below may be adversely affected and may not be relied upon.

Based upon and subject to the foregoing: (i) we are of the opinion that the discussions with respect to Tax Laws matters in Exhibit 99.1 to the REIT Taxation Current Report, as supplemented by the discussion in the section of the Prospectus Supplement captioned "Material U.S. Federal Income Tax Considerations", in all material respects are, subject to the limitations set forth therein, the material Tax Laws considerations relevant to holders of the Offered Securities; and (ii) we hereby confirm that the opinions of counsel referred to in said discussions represent our opinions on the subject matters thereof.

Our opinion above is limited to the matters specifically covered hereby, and we have not been asked to address, nor have we addressed, any other matters or any other transactions. Further, we disclaim any undertaking to advise you of any subsequent changes of the matters stated, represented, or assumed herein or any subsequent changes in the Tax Laws.

Equinix, Inc.
October 27, 2023
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This opinion is rendered to you in connection with the offering of the Offered Securities under the Prospectus. Purchasers and holders of the Offered Securities are urged to consult their own tax advisors or counsel, particularly with respect to their particular tax consequences of acquiring, holding, and disposing of the Offered Securities, which may vary for investors in different tax situations. We hereby consent to the filing of a copy of this opinion as an exhibit to the Form 8-K, which is incorporated by reference in the Registration Statement, and to the references to our firm in the Prospectus and the Registration Statement. In giving such consent, we do not thereby admit that

we come within the category of persons whose consent is required under Section 7 of the Securities Act or under the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Sullivan & Worcester LLP

SULLIVAN & WORCESTER LLP
