
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **September 28, 2015**

EQUINIX, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-31293

(Commission File Number)

77-0487526

(IRS Employer Identification No.)

**One Lagoon Drive, 4th Floor
Redwood City, California**
(Address of Principal Executive Offices)

94065
(Zip Code)

(650) 598-6000

(Registrant's Telephone Number, Including Area Code)

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))
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Item 8.01. Other Events.

On September 28, 2015, Equinix, Inc. (“Equinix”) announced the declaration by the Board of Directors of a special distribution (the “2015 Special Distribution”) in an aggregate amount of \$627.0 million, payable in the form of either Equinix’s common stock, par value \$0.001 per share (the “Common Stock”), or cash to, and at the election of, the stockholders of record as of October 8, 2015 (the “Record Date”). The 2015 Special Distribution is in an amount that includes the sum of: (1) estimated foreign earnings and profits repatriated as dividend income to be recognized in 2015; (2) taxable income in 2015 from depreciation recapture in respect of accounting method changes commenced in Equinix’s pre-REIT period; and (3) certain other items of taxable income. Equinix expects that the value of the 2015 Special Distribution, plus all the regular quarterly distributions paid by Equinix during 2015, plus the expected value of the deemed distributions on account of the adjustments to the conversion rate relating to Equinix’s outstanding 4.75% Convertible Subordinated Notes due June 15, 2016 that are made as a result of the 2015 Special Distribution and the 2015 regular quarterly distributions, will equal or exceed the taxable income that Equinix expects to recognize in 2015.

Stockholders of record as of the close of business on the Record Date will have the right to elect, prior to November 2, 2015 (the “Election Deadline”), to be paid their pro rata portion of the 2015 Special Distribution all in Common Stock (a “Share Election”) or all in cash (a “Cash Election”); provided, however, that the total amount of cash payable to all stockholders in the 2015 Special Distribution will be limited to a maximum of \$125.4 million (the “Cash Amount”), with the balance of the 2015 Special Distribution payable in the form of Common Stock. Election forms will be mailed or otherwise delivered to all stockholders promptly after the Record Date and must be returned on or before the Election Deadline to be effective. Stockholders who fail to timely return a properly completed election form before the Election Deadline will be deemed to have made a Share Election, meaning an election to receive the 2015 Special Distribution all in Common Stock. The amount of Common Stock to be distributed will be determined based upon the average closing price of the Common Stock on the three consecutive trading days commencing November 3, 2015.

Because the Cash Amount is limited to \$125.4 million, the actual amount of cash that will be paid to stockholders who make the Cash Election may depend upon whether the aggregate amount of all Cash Elections exceeds the Cash Amount. If the aggregate amount of stockholder Cash Elections exceeds the Cash Amount, then the payment of such Cash Election will be made on a pro rata basis to stockholders making the Cash Election such that the aggregate amount paid in cash to all stockholders equals the Cash Amount. As a result, if the total amount of cash payments to all stockholders who elect to be paid in cash exceeds the Cash Amount, stockholders making the Cash Election will receive a portion of their pro rata share of the 2015 Special Distribution, but not less than 20% of their pro rata share of the 2015 Special Distribution, in cash and the remaining portion in Common Stock, subject to rounding and other minor adjustments.

Promptly after the Record Date, Equinix expects that Computershare Investor Services, as Equinix’s election agent, will distribute election materials to the holders of record as of the Record Date, including an election form and information regarding the 2015 Special Distribution.

Equinix urges stockholders to consult their tax advisors regarding the specific tax consequences regarding the 2015 Special Distribution.

A copy of Equinix’s press release announcing the 2015 Special Distribution is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Equinix, Inc. dated September 28, 2015.

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

Name: Keith D. Taylor

Title: Chief Financial Officer

Date: September 28, 2015

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Equinix, Inc. dated September 28, 2015.

Equinix Declares Special Distribution

REDWOOD CITY, Calif., Sept. 28, 2015 /PRNewswire/ -- Equinix, Inc. (Nasdaq: EQIX), the global interconnection and data center company, today announced that its Board of Directors has declared a special distribution of \$627.0 million, or approximately \$10.95 per share based on the number of shares currently outstanding (the "2015 Special Distribution"), to its common stockholders in connection with Equinix's conversion to a real estate investment trust ("REIT") effective January 1, 2015.

The 2015 Special Distribution is in an amount that includes the sum of: (1) estimated foreign earnings and profits repatriated as dividend income to be recognized in 2015; (2) taxable income in 2015 from depreciation recapture in respect of accounting method changes commenced in Equinix's pre-REIT period; and (3) certain other items of taxable income. Equinix expects that the value of the 2015 Special Distribution, plus all its other distributions during 2015, will equal or exceed the taxable income that Equinix expects to recognize in 2015.

The 2015 Special Distribution is payable on November 10, 2015 to Equinix's common stockholders of record as of the close of business on October 8, 2015. Common stockholders can elect to receive payment of the 2015 Special Distribution in the form of stock or cash, with the total cash payment to all stockholders limited to no more than \$125.4 million, or 20% of the total distribution. The amount of shares to be distributed will be determined based upon common stockholder elections and the average closing price on the three trading days commencing November 3, 2015. Election forms will be mailed or otherwise delivered to all common stockholders promptly following the record date.

About Equinix

Equinix, Inc. (Nasdaq: EQIX) connects the world's leading businesses to their customers, employees and partners inside the most interconnected data centers. In 33 markets across five continents, Equinix is where companies come together to realize new opportunities and accelerate their business, IT and cloud strategies. www.equinix.com.

Forward Looking Statements

This press release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from expectations discussed in such forward-looking statements. Factors that might cause such differences include, but are not limited to, the challenges of acquiring, operating and constructing IBX centers and developing, deploying and delivering Equinix services; unanticipated costs or difficulties relating to the integration of companies we have acquired or will acquire into Equinix; a failure to receive significant revenue from customers in recently built out or acquired data centers; failure to complete any financing arrangements contemplated from time to time; competition from existing and new competitors; the ability to generate sufficient cash flow or otherwise obtain funds to repay new or outstanding indebtedness; the loss or decline in business from our key customers; and other risks described from time to time in Equinix's filings with the Securities and Exchange Commission. In particular, see Equinix's recent quarterly and annual reports filed with the Securities and Exchange Commission, copies of which are available upon request from Equinix. Equinix does not assume any obligation to update the forward-looking information contained in this press release.

Equinix and IBX are registered trademarks of Equinix, Inc.
International Business Exchange is a trademark of Equinix, Inc.

CONTACT: Equinix Investor Relations: Katrina Rymill, (650) 598-6583, krymill@equinix.com; or Paul Thomas, (650) 598-6442, pthomas@equinix.com; or Equinix Media: Liam Rose, (650) 598-6590, lrose@equinix.com; or Golin for Equinix, Inc., Alisa Davis, (415) 318-4339, adavis2@golin.com