

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

**FORM S-3**  
**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 Number)

**301 Velocity Way, Fifth Floor**  
**Foster City, CA 94404**  
**(650) 513-7000**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Brandi L. Galvin**  
**General Counsel and Assistant Secretary**  
**Equinix, Inc.**  
**301 Velocity Way, Fifth Floor**  
**Foster City, CA 94404**  
**(650) 513-7000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

**The Commission is requested to send copies of all communications to:**

**Scott C. Dettmer**  
**Brett A. Pletcher**  
**Gunderson Dettmer Stough**  
**Villeneuve Franklin & Hachigian, LLP**  
**155 Constitution Drive**  
**Menlo Park, California 94025**  
**(650) 321-2400**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-120224

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of each class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee(2)
Common Stock, par value \$.0001	162,567 shares	\$ 41.23	\$ 6,702,637	\$ 789

(1) The price of \$41.23 per share, which was the average of the high and low prices of the Common Stock on the Nasdaq National Market on January 19, 2005, is set forth solely for the purpose of calculating the registration fee in accordance with Rule 457(c) of the Securities Act of 1933

(2) This amount has been paid and is in addition to the registration fee of \$18,524.32 also paid to register 3,981,649 shares to be sold pursuant to Registration Statement No. 333-120224.

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#### **EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Reg. No. 333-120224) filed by Equinix, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on November 4, 2004, including the exhibits thereto, and declared effective by the Commission on December 22, 2004, are incorporated herein by reference. This Registration Statement also contains Exhibits 5.1 and 23.1.

#### **UNDERTAKING**

The registrant hereby undertakes and agrees to pay the registration fee for the securities registered hereunder as soon as practicable (but in any event no later than the close of the next business day following the filing of the Registration Statement). The registrant has given irrevocable wiring instructions to its bank to wire the registration fee to the Commission immediately and it will confirm receipt of such instructions by the bank during regular business hours. Registrant will have sufficient funds in its account to cover the amount of the filing fee.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in Foster City, California on January 19, 2005.

EQUINIX, INC.

By: \_\_\_\_\_ \*

Peter F. Van Camp  
*Chief Executive Officer*

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Peter F. Van Camp	Chief Executive Officer and Director (Principal Executive Officer)	January 19, 2005
* _____ Renee F. Lanam	Chief Financial Officer and Secretary (Principal Financial Officer)	January 19, 2005
* _____ Keith D. Taylor	Vice President, Finance (Principal Accounting Officer)	January 19, 2005
_____ Lee Theng Kiat	Chairman of the Board	
* _____ Scott Kriens	Director	January 19, 2005
* _____ Andrew S. Rachleff	Director	January 19, 2005
* _____ Michelangelo Volpi	Director	January 19, 2005
_____ Jean F.H.P. Mandeville	Director	
* _____ Steven Poy Eng	Director	January 19, 2005
* _____ Gary Hromadko	Director	January 19, 2005
* _____ Dennis Raney	Director	January 19, 2005

\*By: /s/ Renee F. Lanam

Renee F. Lanam  
*Attorney-in-fact*

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigan, LLP
23.2	Consent of Independent Registered Public Accounting Firm
24.1*	Power of Attorney of certain directors and officers of the Registrant (included on page II-6 of the Registration Statement on Form S-1, 333-120224)

\* Incorporated by reference to the Company's Registration Statement on Form S-3, Registration No. 333-120224.

January 19, 2005

Equinix, Inc.  
301 Velocity Way  
Foster City, CA 94404

Re: 462(b) Registration Statement on Form S-3

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-3 to which this letter is attached as Exhibit 5.1 (the "462(b) Registration Statement") filed by Equinix, Inc. (the "Company") with the Securities and Exchange Commission ("Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended ("Securities Act") and relating to the registration under the Securities Act of an additional 162,567 shares of the Company's common stock, par value \$0.0001 per share (the "Additional Shares"). The Rule 462(b) Registration Statement to be used for the offer and sale of the Additional Shares is filed with the Commission in connection with the offering described in the Registration Statement on Form S-3 (Registration No. 333-120224) filed with the Commission on November 4, 2004, as amended, which was declared effective by the Commission on December 22, 2004.

We have examined such documents, records and matters of law as we have deemed necessary for purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as certified or reproduced copies.

Based upon the foregoing, when the 462(b) Registration Statement becomes effective, upon which our opinions are expressly conditioned, we opine as follows:

Upon their issuance by the Company, such Additional Shares will be legally issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement.

Very truly yours,

/s/ GUNDERSON DETTMER STOUGH VILLENEUVE  
FRANKLIN & HACHIGIAN, LLP

GUNDERSON DETTMER STOUGH VILLENEUVE  
FRANKLIN & HACHIGIAN, LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 5, 2004 relating to the financial statements, which appears in Equinix, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003. We also consent to the reference to us under the heading "Experts" in such Registration Statement No. 33-120224 which is incorporated by reference in this Form S-3.

/s/ PricewaterhouseCoopers LLP  
PRICEWATERHOUSECOOPERS LLP  
San Jose, California  
January 19, 2005