

**UNITED STATES  
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 Galvin Morandi  
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:**

**John D. Wilson  
Mark K. Hyland  
Shearman & Sterling LLP  
525 Market Street  
San Francisco, California 94105  
(415) 616-1100**

**Christopher D. Dillon  
Gunderson Dettmer Stough  
Villeneuve Franklin & Hachigian, LLP  
155 Constitution Drive  
Menlo Park, California 94025  
(650) 321-2400**

**Alan F. Denenberg  
Davis Polk & Wardwell  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

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.  333-141594

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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, 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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Convertible Subordinated Notes due 2012	\$20,000,000 (1)(2)	100%	\$20,000,000 (1)(2)	\$ 614 (3)
Common Stock, par value \$.001 per share	-(4)	- (4)	-(4)	-(5)

- (1) Equals the aggregate principal amount of Convertible Subordinated Notes due 2012 to be registered hereunder. These amounts are estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended (the "Securities Act").
- (2) The registrant previously registered an aggregate principal amount of \$230,000,000 of Convertible Subordinated Notes due 2012 on the Registration Statement on Form S-3 (File No. 333-141594). In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-3 (File No. 333-141594) is hereby registered.
- (3) Calculated pursuant to Rule 457(o) under the Securities Act. The registrant previously registered an aggregate principal amount of \$230,000,000 of Convertible Subordinated Notes due 2012 on the Registration Statement on Form S-3 (File No. 333-141594), for which a filing fee of \$7,061 was previously paid.
- (4) The settlement feature of the Convertible Subordinated Notes allows, upon conversion, that cash or shares of Common Stock be paid. As a result, the Registrant is unable to presently calculate or give a reasonable good faith estimate of the number of shares of Common Stock, if any, that may be issuable upon conversion of the Convertible Subordinated Notes. Pursuant to Rule 416 of the Securities Act, the registration statement shall include an indeterminate number of shares of Common Stock that may be issued or become issuable in connection with stock splits, stock dividends, recapitalizations or similar events.
- (5) Pursuant to Rule 457(i) under the Securities Act, no separate registration fee is required for the shares of Common Stock underlying the Convertible Subordinated Notes because no additional consideration is to be received in connection with the exercise of the conversion privilege.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.**

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**EXPLANATORY NOTE**

We are filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the automatic shelf registration statement on Form S-3 (File No. 333-141594) (the "Prior Registration Statement"), originally filed by us on March 27, 2007, and is being filed for the sole purpose of increasing the maximum aggregate offering price of our Convertible Subordinated Notes due 2012 to be registered by \$20,000,000. The information set forth in the Prior Registration Statement is incorporated by reference herein.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

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**PART II**

**Item 16. Exhibits.**

(23) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
5.1	Opinion of Shearman & Sterling LLP
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2	Consent of Shearman & Sterling LLP (included in Exhibit 5.1)
24.1*	Powers of attorney of directors and officers of Registrant
99.1	Consent of Stephen M. Smith to the use of his name in the Registration Statement

\* Previously filed with the Commission in connection with the Registration Statement on Form S-3 (File No. 333-141594), originally filed on March 27, 2007 and incorporated herein by reference.



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## INDEX TO EXHIBITS

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[Letterhead of Shearman & Sterling LLP]

March 27, 2007

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

Equinix, Inc.

Ladies and Gentlemen :

We have acted as special counsel to Equinix, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a registration statement on Form S-3, filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), (the "462(b) Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on March 27, 2007, relating to the offering by the Company of unsecured Convertible Subordinated Notes due 2012 of the Company (the "Notes") and the underlying common stock of the Company, par value \$0.0001 per share (the "Common Stock") issuable upon conversion of the Notes. Certain terms of the Notes to be issued by the Company will be approved by the Board of Directors of the Company or a committee thereof or certain authorized officers of the Company as part of the corporate action taken and to be taken (collectively, the "Corporate Actions") in connection with the issuance of the Notes. The Notes will be issued pursuant to an indenture (the "Indenture") in the form filed as Exhibit 4.4 to the registration statement on Form S-3 (File No. 333-141594) (the "Registration Statement"), proposed to be entered into by the Company and U.S. Bank National Association, as trustee (the "Trustee").

In that connection, we have reviewed originals or copies of the:

- (a) The Registration Statement and the 462(b) Registration Statement;
- (b) The form of Indenture;
- (c) A form of certificate evidencing the Notes attached as an exhibit to the Indenture;
- (d) The certificate of incorporation and bylaws of the Company, as certified by an officer of the Company; and
- (e) A specimen copy of the share certificate representing the Common Stock.

We have also reviewed originals or copies of such other corporate records of the Company, certificates of public officials and of officers of the Company and agreements and other documents as we have deemed necessary as a basis for the opinions expressed below.

In our review of the Indenture and other documents, and otherwise for the purposes of this opinion, we have assumed:

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- (a) The genuineness of all signatures.
  - (b) The authenticity of the originals of the documents submitted to us.
  - (c) The conformity to authentic originals of any documents submitted to us as copies.
  - (d) As to matters of fact, the truthfulness of the representations made in certificates of public officials and officers of the Company.
  - (e) That the Indenture will be the legal, valid and binding obligation of each party thereto, other than the Company, enforceable against each such party in accordance with its terms.

(f) That:

(i) The Company is an entity duly organized and validly existing under the laws of the jurisdiction of its organization.

(ii) The Company will duly execute and deliver the Indenture and the Notes.

(iii) The execution, delivery and performance by the Company of the Indenture will not:

(A) except with respect to Generally Applicable Law, violate any law, rule or regulation applicable to it; or

(B) result in any conflict with or breach of any agreement or document binding on it of which any addressee hereof has knowledge, has received notice or has reason to know.

(iv) Except with respect to Generally Applicable Law, no authorization, approval, consent or other action by, and no notice to or filing with, any governmental authority or regulatory body or (to the extent the same is required under any agreement or document binding on it of which an addressee has knowledge, has received notice or has reason to know) any other third party is required for the due execution, delivery or performance by the Company of the Indenture or, if any such authorization, approval, consent, action, notice or filing is required, it will be duly obtained, taken, given or made and is in full force and effect.

We have not independently established the validity of the foregoing assumptions.

“Generally Applicable Law” means the federal law of the United States of America, and the law of the State of New York (including the rules and regulations promulgated thereunder or pursuant thereto), that a New York lawyer exercising customary professional diligence would reasonably be expected to recognize as being applicable to the Company, the Indenture, the



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Notes or the transactions governed by the Indenture and the Notes, and for purposes of assumption paragraph (f) above the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing definition of Generally Applicable Law, the term "Generally Applicable Law" does not include any law, rule or regulation that is applicable to the Company, the Indenture, the Notes or such transactions solely because such law, rule or regulation is part of a regulatory regime applicable to the specific assets or business of any party to the Indenture or any of its affiliates.

Based upon the foregoing and upon such other investigation as we have deemed necessary and subject to the assumptions and qualifications set forth herein, we are of the opinion that, following the completion of all Corporate Actions and the payment to the Company of full consideration for the Notes by the purchasers thereof,

1. The Company (a) has the corporate power to execute, deliver and perform the Indenture and the Notes and (b) has taken all corporate action necessary to authorize the execution, delivery and performance of the Indenture and the Notes.
2. Assuming that the Indenture has been duly authorized, executed and delivered by the Trustee, when the Indenture has been duly executed and delivered by the Company, the Indenture will constitute the legal, valid and binding obligation of the Company enforceable against the Company in accordance with its terms.
3. When the Notes have been duly executed by the Company and authenticated by the Trustee in accordance with the Indenture, the Notes will constitute legal, valid and binding obligations of the Company enforceable against the Company in accordance with their terms and will be entitled to the benefits of the Indenture.
4. The shares of Common Stock issuable upon conversion of the Notes have been duly authorized and, when the certificates representing such shares in the form of the specimen certificate examined by us have been duly issued and delivered by the Company in accordance with the terms of the Indenture and the Notes, will be validly issued, fully paid and non-assessable.

Our opinions expressed above are subject to the following qualifications:

- (a) Our opinions in paragraphs 2 and 3 above are subject to the effect of any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally (including without limitation all laws relating to fraudulent transfers).
- (b) Our opinions in paragraphs 2 and 3 above are also subject to the effect of general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding in equity or at law).
- (c) Our opinions are limited to Generally Applicable Law, and we do not express any opinion herein concerning any other law.

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This opinion letter is rendered to you in connection with the preparation of the 462(b) Registration Statement. This opinion letter may not be relied upon by you for any other purpose without our prior written consent.

This opinion letter speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion letter that might affect the opinions expressed therein.

We hereby consent to the filing of this opinion letter as an exhibit to the 426(b) Registration Statement and to the use of our name under the heading "Legal Matters" in the Prospectus. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ SHEARMAN & STERLING LLP

Consent of Independent Registered Public Accountant Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 28, 2007 relating to the financial statements, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Equinix's Annual Report on Form 10-K for the year ended December 31, 2006. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PricewaterhouseCoopers LLP  
San Jose, CA  
March 27, 2007

CONSENT

The undersigned, who has agreed to serve as a member of the Board of Directors of Equinix, Inc. (the "Company") upon the commencement of his employment with the Company on April 2, 2007, hereby grants the Company consent to use his name in its Registration Statement on Form S-3 and all amendments, including post-effective amendments, to the Registration Statement.

Dated: March 27, 2007

/s/ Stephen M. Smith

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Stephen M. Smith