
**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): December 15, 2017

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
(I.R.S. Employer
Identification Number)

**One Lagoon Drive
Redwood City, California 94065
(650) 598-6000**
(Addresses of principal executive offices)

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))

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 1.01 Entry into a Material Definitive Agreement

On December 15, 2017, Equinix, Inc. (“Equinix”), through its wholly owned subsidiary, Equinix Australia Pty Limited (“Equinix Australia”), entered into a sale and purchase of securities agreement (the “Transaction Agreement”) with Ontario Teachers’ Pension Plan Board (“OTPP”), pursuant to which, subject to certain conditions, Equinix agreed, on the terms set forth in the Transaction Agreement, to acquire the entire equity interests held by OTPP and other vendors identified in the Transaction Agreement (collectively, the “Sellers”) in the Metronode group of companies (the “Metronode Group”), for a cash purchase price of A\$1.035 billion (approximately US\$792 million) subject to certain adjustments described in the Transaction Agreement (the “Transaction”).

The Metronode Group owns and operates 10 data centers in Australia spanning Adelaide, Brisbane, Canberra, Melbourne, Perth and Sydney in Australia (the “Acquired Data Centers”). Equinix expects to fund the Transaction with cash on hand.

As part of the Transaction, through the acquisition of the Metronode Group, Equinix Australia will also acquire freehold and leasehold real estate interests at the Acquired Data Centers.

The Transaction Agreement contains (among other things) representations, warranties, and covenants of the parties. Until the closing of the Transaction, OTPP has agreed, subject to certain exceptions, to, and to cause the Metronode Group to, conduct business in the ordinary course consistent with past practice.

The completion of the Transaction is subject to certain closing conditions, including regulatory approval. There is no financing condition to the Transaction. The Transaction is expected to close in the first half of 2018.

The Transaction Agreement provides Equinix Australia with certain limited termination rights. Additionally, either party may terminate the Transaction Agreement if any of the conditions precedent have not been satisfied by June 30, 2018 and have not (where capable of waiver) been waived by the party or parties entitled to do so under the Transaction Agreement.

The foregoing overview of certain aspects of the Transaction Agreement and the Transaction contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the terms and conditions of the Transaction Agreement which will be filed with Equinix’s Form 10-K for the year ended December 31, 2017.

The representations and warranties and covenants set forth in the Transaction Agreement have been made only for the purposes of the Transaction Agreement and solely for the benefit of the parties to the Transaction Agreement, may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purpose of allocating contractual risk between the parties to the Transaction Agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. In addition, such representations and warranties were made only as of the dates specified in the Transaction Agreement. Accordingly, the Transaction Agreement, when filed, will be included only to provide investors with information regarding the terms of the Transaction Agreement and not to provide investors with any other factual information regarding the parties or their respective businesses.

Item 7.01 Regulation FD Disclosure.

On December 17, 2017, Equinix issued a press release announcing the Transaction. A copy of Equinix's press release is attached hereto as Exhibit 99.1.

The information furnished in Item 7.01 of this Form 8-K and in Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K (the "Current Report") contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other securities laws, including statements regarding the proposed Transaction. The forward-looking statements involve risks and uncertainties. Actual results may differ materially from expectations discussed in such forward-looking statements. Although Equinix believes that its forward-looking statements are based on reasonable assumptions, expected results may not be achieved, and actual results may differ materially from its expectations. Factors that might cause such a material difference include, without limitation, risks related to Equinix's ability to complete the Transaction on the proposed terms and conditions; whether Equinix or OTPP will be able to satisfy Equinix's and OTPP's respective closing conditions related to the Transaction; risks associated with the Transaction, such as the risk that the Metronode Group will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the Transactions will not occur; risks related to future opportunities and plans for the Metronode Group, including uncertainty of the expected financial performance of the Metronode Group; and disruption from the Transactions making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers.

Equinix's forward-looking statements should not be relied upon except as statements of Equinix's present intentions and of Equinix's present expectations, which may or may not occur. Cautionary statements should be read as being applicable to all forward-looking statements wherever they appear. Except as required by law, Equinix undertakes no obligation to release publicly the result of any revision to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are also urged to carefully review and consider the various disclosures Equinix has made in this Current Report, as well as Equinix's other filings with the

Securities and Exchange Commission (the “SEC”), including Equinix’s Quarterly Report on Form 10-Q filed with the SEC on November 3, 2017 and Equinix’s Annual Report on Form 10-K, filed with the SEC on February 27, 2017. Equinix does not assume any obligation to update the forward-looking information contained in this Current Report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release issued by Equinix on December 17, 2017.</u>

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.

DATE: December 18, 2017

EQUINIX, INC.

By: /s/ Keith D. Taylor

Keith D. Taylor
Chief Financial Officer

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FOR IMMEDIATE RELEASE

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Equinix to Extend Market Leadership in Australia through Acquisition of Metronode

*Expands national footprint, adding 10 data centers with four new metros helping customers
 capitalize on interconnection opportunities and move IT infrastructure closer to the edge*

REDWOOD CITY, Calif. – December 17, 2017 – Equinix, Inc. (Nasdaq: EQIX), the global interconnection and data center company, today announced that it has entered into an agreement with Ontario Teachers' Pension Plan to acquire all of the equity interests in the Metronode group of companies, an Australian data center business, in an all-cash transaction for A\$1.035 billion, or approximately US\$792 million. Metronode is a leading data center provider operating facilities throughout Australia, housing mission-critical internet and communications infrastructure for some of Australia's largest corporations, government agencies, telecommunications and IT service providers. Metronode generated approximately A\$60 million, or approximately US\$46 million, of revenues in the 12 months ending September 30, 2017, with a margin profile accretive to the Equinix Asia-Pacific business. The acquisition agreement was signed on December 15, 2017, and the transaction is expected to close in the first half of 2018, subject to some closing conditions including regulatory approval.

The acquisition of Metronode will further strengthen the leadership position of Equinix in the Asia-Pacific region and support its ongoing global expansion. As a result of the transaction, Equinix will expand its national footprint by adding 10 data centers, strengthening its position in Sydney and Melbourne, and adding a presence in Perth, Canberra, Adelaide and Brisbane, four new metros to the Equinix global platform. This will bring the company's total International Business Exchange™ (IBX®) data center footprint in Australia to 15 data centers, further extending its global ecosystem coverage and enabling customers to deploy their infrastructure, applications and services closer to the edge.

Highlights/Key Facts

- Australia's robust economy has seen 26 years of uninterrupted economic expansion, and has maintained an average GDP growth rate of 3.3 percent, the highest rate among developed countries. Digitally enabled innovations are forecast to contribute between A\$140–A\$250 billion (approximately US\$107–US\$191 billion) to Australia's GDP by 2025². The acquisition of Metronode will further extend Platform Equinix™, providing more businesses with the direct and secure connectivity they need as they increasingly shift to digital business models.
- The acquisition will complement the growth strategy of Equinix in Australia by adding two data centers in Melbourne, three in greater Sydney (including one in Illawarra), two in Perth, and one in each of Canberra, Adelaide and Brisbane. The acquired Metronode sites add approximately 20,000 square meters of gross colocation space to the Equinix footprint.

¹ Australian Trade and Investment Commission, Australian Government

² McKinsey report, May 2017

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- Metronode adds more than 80,000 square meters of land, 90 percent of which is owned, to the global portfolio of Equinix. Several of the acquired assets provide Equinix with the opportunity to build additional capacity and capture benefits of scale over time.
 - The acquisition will also enable Equinix to provide diverse second campus locations in its existing Sydney and Melbourne metros, providing customers with network-rich redundant options in these markets. In addition, these new campuses are hyperscale ready, enabling Equinix to support requirements from high-growth global cloud service providers.
 - Metronode's Perth site on the west coast of Australia will house the landing station for the new Vocus Australia Singapore Cable. When combined with the existing submarine cable deployments in Sydney, Equinix will be positioned as a leading provider of access to intercontinental connectivity across the combined national footprint.
 - According to the Global Interconnection Index, Interconnection is becoming an essential building block of the digital economy. In Asia-Pacific, the Interconnection Bandwidth of the Government & Education sector is expected to see a compound annual growth rate (CAGR) of 69 percent from 2016 to 2020. The enhanced national footprint of Equinix in Australia creates an opportunity to expand on Metronode's relationships with government agencies across the Australian market, including supporting the New South Wales Government with the provision of capacity in two data centers for the GovDC program.
 - Upon close, the acquisition will bring the total Asia-Pacific coverage of Equinix to 40 data centers, and will extend its global footprint to 200 data centers in 52 markets, providing customers with even more ways to securely deploy, directly connect and effectively scale their digital infrastructure with Platform Equinix.
 - J.P. Morgan served as the financial advisor of Equinix, and Allen & Overy acted as the external legal advisor of Equinix in connection with this transaction. Ontario Teachers' Pension Plan was advised by UBS and RBC Capital Markets.

Quotes:

- **Samuel Lee, President of Equinix Asia-Pacific:**

"Growth and expansion is a continued focus for Equinix as we strive to bring together market leaders and innovators on a single, global interconnection platform. The acquisition of Metronode helps Equinix to accelerate the expansion of our global footprint and support our customers in the region as they move their infrastructure to the edge, closer to their customers and partners."

- **Jeremy Deutsch, Managing Director, Equinix Australia:**

"As well as expanding our national footprint with Metronode's existing sites, this acquisition also enables us to build out sites that are currently in development to further expand our presence in Australia. This will enable us to continue to deliver the level of excellence and interconnection that our customers expect, and signifies our commitment to the region in supporting the growth of digital businesses. We look forward to welcoming the Metronode team into the Equinix family."

- **David Yuile, CEO, Metronode:**

“With this acquisition, companies operating across Australia will have access to the largest network of highly interconnected data centers in the world. Metronode is excited to become part of an industry-leading company and further help our customers to build their digital infrastructure and drive competitive advantage in the digital age.”

Additional Resources

- Equinix Expansion Continues in 2017 as Interconnection Demand Soars [blog]
- Equinix Extends the Digital Edge for Companies with Five New Data Centers and 14 Expansions Opening in 2017 [press release]

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 48 markets across five continents, Equinix is where companies come together to realize new opportunities and accelerate their business, IT and cloud strategies. Equinix.com.

Forward-Looking Statements

This press release contains forward-looking statements which are based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual results to differ materially from expectations discussed in such forward-looking statements, including statements related to the acquisition of data centers from Metronode, the expected benefits from the acquisition and the expected timing for closing the acquisition. When used in this document, the words “anticipates,” “can,” “will,” “look forward to,” “expected” and similar expressions and any other statements that are not historical facts are intended to identify those assertions as forward-looking statements. Factors that might cause such differences include, but are not limited to, the failure of one or more conditions to the acquisition of data centers from Metronode to be satisfied; the occurrence of any event, change or other circumstance that would compromise our ability to complete the acquisition of such data centers from Metronode within the expected timeframe or at all; the possibility that the anticipated benefits from the proposed acquisition cannot be fully realized or may take longer to realize than expected; unanticipated costs or difficulties relating to the integration of data centers or companies we have acquired or will acquire into Equinix, including the data centers we may acquire from Metronode; the challenges of acquiring, operating and constructing IBX data centers and developing, deploying and delivering Equinix services, including in the Metronode data centers; a failure to receive significant revenue from customers in recently built out or acquired data centers, including those acquired from Metronode; competition from existing and new competitors; the loss or decline in business from our key customers; and other risks described from time to time in Equinix filings with the Securities and Exchange Commission. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on Equinix. In particular, see recent Equinix 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.

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