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EQUINIX INC
Form SC 13D/A
October 07, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)

Equinix, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

2944U106

(CUSIP Number)

Pek Siok Lan
STT Communications Ltd.
51 Cuppage Road
#10-11/17, StarHub Centre
229469 Singapore
Telephone (65) 6723 8668
Facsimile (65) 6720 7277

Copy to:

Michael W. Sturrock
Latham & Watkins LLP
80 Raffles Place, #14-20
UOB Plaza 2
Singapore 048624
Telephone (65) 6536 1161
Facsimile (65) 6536 1171

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 6, 2005

(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(c), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 2944U106

13D

1 NAME OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

TEMASEK HOLDINGS (PRIVATE) LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(D) OR 2(E).

6 CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

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	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,718
		8	SHARED VOTING POWER 10,173,201
		9	SOLE DISPOSITIVE POWER 11,718
		10	SHARED DISPOSITIVE POWER 10,173,201
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,184,919(1)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.8%		
14	TYPE OF REPORTING PERSON* CO		

(1) The Reporting Person expressly disclaims beneficial ownership of all shares beneficially owned by i-STT Investments Pte Ltd.

CUSIP No. 2944U106

13D

1 NAME OF REPORTING PERSONS:
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
 SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

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3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(D) OR 2(E) .

6 CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

NUMBER OF 7 SOLE VOTING POWER
SHARES 0
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
10,173,201

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
10,173,201

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,173,201

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.8%

14 TYPE OF REPORTING PERSON*
CO

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CUSIP No. 2944U106

13D

1 NAME OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

STT COMMUNICATIONS LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 SOURCE OF FUNDS*
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(D) OR 2(E).

6 CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
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8	SHARED VOTING POWER 10,173,201
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9	SOLE DISPOSITIVE POWER 0
---	-----------------------------

10	SHARED DISPOSITIVE POWER 10,173,201
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,173,201

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.8%

14 TYPE OF REPORTING PERSON*
CO

CUSIP No. 2944U106

13D

1 NAME OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

i-STT INVESTMENTS PTE LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(D) OR 2(E).

6 CITIZENSHIP OR PLACE OF ORGANIZATION
SINGAPORE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
---	---	------------------------

8 SHARED VOTING POWER

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10,173,201

9 SOLE DISPOSITIVE POWER
 0

10 SHARED DISPOSITIVE POWER
 10,173,201

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 10,173,201

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 37.8%

14 TYPE OF REPORTING PERSON*
 CO

Page 6 of 15 Pages

This Amendment No. 5 amends the Schedule 13D previously filed by STT Communications Ltd. ("STT Comm") with the Securities and Exchange Commission on October 11, 2002, as amended and restated by Amendment No. 1 to Schedule 13D filed on January 3, 2003 by STT Comm, as further amended by Amendment No. 2 to Schedule 13D filed on December 22, 2003, as further amended by Amendment No. 3 to Schedule 13D filed on December 30, 2004 and as further amended by Amendment No. 4 to Schedule 13D filed on January 14, 2005 (as amended, the "Statement") with respect to the common stock, par value \$0.001 per share (the "Common Stock") of Equinix, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used but not defined herein have the meanings given to them in the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Schedule A, which contains information regarding the executive officers and directors of the Reporting Persons, is amended and restated in its entirety and is incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended to add the following:

STT Comm periodically assesses its strategic goals and objectives. Based on its current assessment, it has determined that the Issuer is no longer a core asset. Therefore, STT Comm does not intend to play a strategic role in the Issuer going

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forward. As a result, STT Comm has asked and the Issuer has agreed to assist STT Comm with the orderly divestiture of its holdings of Common Stock (including those shares of Common Stock issuable upon conversion of the Notes, PIK Notes, the Warrants and Preferred Stock). The Issuer has filed a registration statement on Form S-3 (the "Registration Statement") to facilitate this process.

The terms of any particular offering, which may include all or a portion of STT Comm's shares of Common Stock, will be described in one or more prospectus supplements. STT Comm expects that the sale of all or a portion of the shares of the Common Stock will allow it to redeploy capital to its other strategic initiatives. The completion of any such offering(s) will depend upon a number of factors, including general market conditions and other factors that STT Comm may deem relevant.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended and restated in its entirety as follows:

i-STTI owns beneficially and of record 10,173,201 shares of Common Stock, representing 37.8% of the outstanding shares of Common Stock. The shares include 1,084,686 shares of Common Stock acquired on December 31, 2002, 1,885,728 shares of Common Stock acquired on November 21, 2003, 4,144,216 shares of Common Stock acquired on February 2, 2005 upon conversion of the Series A-1 Convertible Preferred Stock held by i-STTI, 1,868,667 shares of Common Stock that may be acquired upon conversion of the Preferred Stock owned of record by i-STTI as at the date hereof, 224,230 shares of Common Stock that may be acquired upon conversion of the remaining Notes and PIK Notes owned of record by i-STTI as of the date hereof, and 965,674 shares of Common Stock that may be acquired upon the conversion of the Preferred Stock that may be acquired upon the exercise of the Warrants owned of record by i-STTI. Because of the relationships described in Item 2 above, the direct and indirect parents of i-STTI may be deemed to beneficially own the shares owned

Page 7 of 15 Pages

of record by i-STTI. Temasek disclaims beneficial ownership of the shares owned beneficially and of record by i-STTI.

In addition to the share amounts detailed in the preceding paragraph, Temasek may be deemed to beneficially own 11,718 additional shares of Common Stock, representing 0.05% of the outstanding shares of Common Stock. The additional 11,718 shares of Common Stock are owned beneficially and of record by Temasek's indirect, wholly-owned subsidiary, T.H.e Venture Pte Ltd.

The calculation of the percentages in the foregoing paragraphs is based on the number of shares of Common Stock disclosed as outstanding as of June 30, 2005 (i.e. 23,864,266 shares of Common Stock), in the Form 10-Q filed by the Issuer on August 4, 2005. Except as set forth in this Statement, to the knowledge of the Reporting Persons, no director or executive officer of any of the Reporting Persons beneficially owns any other securities of the Issuer.

Except as described in this Statement, there have been no transactions by the Reporting Persons in securities of the Issuer during the past sixty days. To the knowledge of the Reporting Persons, there have been no transactions by any director or executive officer of any of the Reporting Persons in securities of the Issuer during the past sixty days.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is amended to add the following:

On October 6, 2005, STT Comm entered into a Letter Agreement (the "Letter Agreement") with the Issuer. Under the Letter Agreement, STT Comm and the Issuer have agreed, effective upon the closing of any offerings of Common Stock made pursuant to the Registration Statement, to (i) the termination of the Collateral Account Control Agreement amongst the Issuer, i-STTI and Smith Barney, Inc., (ii) the waiver by STT Comm of its pre-emptive rights in the Governance Agreement with respect to future issuances and sales by the Issuer of its securities, and (iii) the modification of the Issuer's obligation in the Combination Agreement to cause its securities not to be classified as "United States real property interests."

STT Comm has also agreed in the Letter Agreement to reimburse the Issuer for certain of its costs and expenses incurred in connection with any offering of the Common Stock made pursuant to the Registration Statement.

The description of the Letter Agreement contained in this Statement is qualified in its entirety by reference to the Letter Agreement, a copy of which appears as Exhibit 1 to this Statement and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Letter Agreement dated October 6, 2005 between STT Communications Ltd., i-STT Investments Pte Ltd and Equinix, Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on October 6, 2005).

Page 8 of 15 Pages

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 7, 2005

TEMASEK HOLDINGS (PRIVATE) LIMITED

By: /s/ Chia Yue Joo

Name: Chia Yue Joo (Ms.)
Title: Managing Director, Legal & Regulations

SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Company Secretary

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STT COMMUNICATIONS LTD.

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Company Secretary

i-STT INVESTMENTS PTE LTD

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Director

Page 9 of 15 Pages

EXHIBIT INDEX

1. Letter Agreement dated October 6, 2005 between STT Communications Ltd., i-STT Investments Pte Ltd and Equinix, Inc. (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on October 6, 2005).

Page 10 of 15 Pages

SCHEDULE A

The name, present principal occupation and business address of each director and executive officer of the Reporting Persons is set forth below

The following is a list of the executive officers and directors of Temasek Holdings (Private) Limited ("Temasek"):

Name, Business Address and Position at Temasek	Present Principal Occupation	Citizen
S Dhanabalan 60B Orchard Road	Chairman, DBS Group Holdings Ltd	Singaporean

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#06-18 Tower 2
The Atrium@Orchard
Singapore 238891
(Chairman of Temasek)

Kwa Chong Seng
1 Harbourfront Place
#06-00 Harbourfront Tower One
Singapore 098633
(Deputy Chairman of Temasek)

Lim Siong Guan
100 High Street #09-01
Singapore 179434
(Deputy Chairman of Temasek)

Sim Kee Boon
60B Orchard Road
#06-18 Tower 2
The Atrium@Orchard
Singapore 238891
(Director of Temasek)

Koh Boon Hwee
1 Kim Seng Promenade
#10-06 Great World City East Tower
Singapore 237994
(Director of Temasek)

Kua Hong Pak
205 Braddell Road
West Wing 5th Floor
Singapore 579701
(Director of Temasek)

Ho Ching
60B Orchard Road
#06-18 Tower 2
The Atrium@Orchard
Singapore 238891
(Executive Director and CEO of Temasek)

Chairman/Managing Director,
ExxonMobil Asia Pacific Pte Ltd

Permanent Secretary,
Ministry of Finance

Member,
Council of Presidential Advisers

Executive Chairman,
Sunningdale Tech Ltd

Managing Director/Group CEO,
ComfortDelgro Corporation Limited

Executive Director & CEO,
Temasek Holdings (Private) Limited

Singaporean

Singaporean

Singaporean

Singaporean

Singaporean

Singaporean

Page 11 of 15 Pages

Name, Business Address and Position at Temasek	Present Principal Occupation	Citizen
Goh Yew Lin 50 Raffles Place #33-00 Singapore 048623 (Director of Temasek)	Executive Director, G.K. Goh Holdings Limited	Singaporean

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Simon Claude Israel
 1 Temasek Avenue
 #34-02/03/04 Millenia Tower
 Singapore 039192
 (Director of Temasek)

Director,
 Danone Asia Pte Ltd

New Zealand
 Singapore P
 Resident

The following is a list of the executive officers and directors of Singapore Technologies Telemedia Pte Ltd ("STT"):

Name, Business Address and Position at STT	Present Principal Occupation	Citizenship
Tan Guong Ching 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Chairman and Director, STT)	Corporate Director	Singaporean
Peter Seah Lim Huat 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Deputy Chairman and Director, STT)	Corporate Director	Singaporean
Lee Theng Kiat 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, President & CEO, STT)	President and CEO, STT and STT Comm	Singaporean
Sum Soon Lim 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, STT)	Corporate Director	Singaporean
Bertie Cheng Shao Shiong 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, STT)	Corporate Director	Singaporean
Lim Ming Seong No. 2 Ubi View Singapore 408556 (Director, STT)	Corporate Director	Singaporean

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Name, Business Address and Position at STT	Present Principal Occupation	Citizenship
Tay Siew Choon 8 Shenton Way #09-02 Temasek Towers Singapore 068811 (Director, STT)	Corporate Director	Singaporean
Sio Tat Hiang 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Executive Vice President, STT)	Executive Vice President, STT and STT Comm	Singaporean
Pek Siok Lan 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Company Secretary, STT)	Senior Vice President, Legal and General Counsel, STT and STT Comm	Singaporean
Stephen Geoffrey Miller 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Chief Financial Officer, STT)	Chief Financial Officer, STT and STT Comm	Australian
Anupam Garg 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Senior Vice President, International Business Development, STT)	Senior Vice President, International Business Development, STT and STT Comm	Indian
Kek Soon Eng 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice President, Management of Investee Companies, STT)	Senior Vice President, Management of Investee Companies, STT and STT Comm	Singaporean
Andrew Loh 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Senior Vice President, International Operations, STT)	Senior Vice President, International Operations, STT and STT Comm	Singaporean

The following is a list of the executive officers and directors of STT Communications Ltd ("STT Comm"):

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Name, Business Address and Position at STT Comm	Present Principal Occupation	Citiz
Tan Guong Ching 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Chairman and Director, STT Comm)	Corporate Director	Singaporean
Peter Seah Lim Huat 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Deputy Chairman and Director, STT Comm)	Corporate Director	Singaporean
Lee Theng Kiat 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, President & CEO, STT Comm)	President and CEO, STT and STT Comm	Singaporean
Sum Soon Lim 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, STT Comm)	Corporate Director	Singaporean
Bertie Cheng Shao Shiong 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, STT Comm)	Corporate Director	Singaporean
Lim Ming Seong No. 2 Ubi View Singapore 408556 (Director, STT Comm)	Corporate Director	Singaporean
Tay Siew Choon 8 Shenton Way #09-02 Temasek Towers Singapore 068811 (Director, STT Comm)	Corporate Director	Singaporean
Sio Tat Hiang 51 Cuppage Road #10-11/17 Starhub Centre Singapore 229469 (Executive Vice President, STT Comm)	Executive Vice President, STT & STT Comm	Singaporean

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Name, Business Address and Position at STT Comm	Present Principal Occupation	Citiz
Pek Siok Lan 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Company Secretary, STT Comm)	Senior Vice President, Legal & General Counsel, STT and STT Comm	Singaporean
Stephen Geoffrey Miller 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Chief Financial Officer, STT Comm)	Chief Financial Officer, STT and STT Comm	Australian
Anupam Garg 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Senior Vice President, International Business Development, STT Comm)	Senior Vice President, International Business Development, STT and STT Comm	Indian
Kek Soon Eng 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice President, Management of Investee Companies, STT Comm)	Senior Vice President, Management of Investee Companies, STT and STT Comm	Singaporean
Andrew Loh 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Senior Vice President, International Operations, STT Comm)	Senior Vice President, International Operations, STT and STT Comm	Singaporean

The following is a list of the executive officers and directors of i-STT Investments Pte Ltd ("i-STTI"):

Name, Business Address and Position at i-STTI	Present Principal Occupation	Citiz
Lee Theng Kiat 51 Cuppage Road, #10-11/17 StarHub Centre Singapore 229469	President and CEO, STT & STT Comm	Singa

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(Director, i-STTI)

Sio Tat Hiang
51 Cuppage Road,
#10-11/17 StarHub Centre
Singapore 229469
(Director, i-STTI)

Executive Vice-President,
STT and STT Comm

Singa

Page 15 of 15 Pages

Name, Business Address and Position at i-STTI	Present Principal Occupation	Citiz
Pek Siok Lan 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, i-STTI)	Senior Vice President, Legal & General Counsel, STT and STT Comm	Singa