

EQUINIX INC

Form 4

January 20, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Smith Stephen M

(Last) (First) (Middle)

ONE LAGOON DRIVE

(Street)

REDWOOD CITY, CA 94065

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

EQUINIX INC [EQIX]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/15/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

CEO &amp; President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/15/2016		A	17,846	A \$ 0	34,299	D
Common Stock	01/15/2016		A	3,848	A \$ 0	38,146	D
Common Stock	01/19/2016		S <sup>(1)</sup>	624	D \$ 291.004 <sup>(2)</sup>	37,523	D
Common Stock	01/19/2016		S <sup>(1)</sup>	1,308	D \$ 291.7522 <sup>(3)</sup>	36,215	D
Common Stock	01/19/2016		S <sup>(1)</sup>	1,780	D \$ 292.7617	34,435	D

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Common Stock	01/19/2016	S <sup>(1)</sup>	3,032	D	<sup>(4)</sup> \$ 294.0458	31,403	D
Common Stock	01/19/2016	S <sup>(1)</sup>	1,915	D	<sup>(5)</sup> \$ 294.9653	29,488	D
Common Stock	01/19/2016	S <sup>(1)</sup>	700	D	<sup>(6)</sup> \$ 296.445	28,788	D
Common Stock	01/19/2016	S <sup>(1)</sup>	418	D	<sup>(7)</sup> \$ 297.276	28,370	D
Common Stock	01/19/2016	S <sup>(1)</sup>	500	D	<sup>(8)</sup> \$ 298.658	27,870	D
Common Stock	01/19/2016	S <sup>(1)</sup>	300	D	<sup>(9)</sup> \$ 299.8067	27,570	D
Common Stock	01/19/2016	S <sup>(1)</sup>	700	D	<sup>(10)</sup> \$ 302.19	26,870	D
Common Stock	01/19/2016	S <sup>(1)</sup>	500	D	<sup>(11)</sup> \$ 304.309	26,370	D
Common Stock	01/19/2016	S <sup>(1)</sup>	100	D	<sup>(12)</sup> \$ 306.34	26,270	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	01/15/2016		A		17,846		(13)	(14)	Common Stock	17,846
	\$ 0	01/15/2016		M		17,846		(13)	(14)		17,846

Restricted  
Stock  
Units

Common  
Stock

Restricted  
Stock  
Units

\$ 0

01/15/2016

M

3,848

(15)

(14)

Common  
Stock

3,848

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Stephen M ONE LAGOON DRIVE REDWOOD CITY, CA 94065	X		CEO & President	

## Signatures

Darrin B. Short,  
Attorney-in-Fact

01/20/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares were sold pursuant to a 10b5-1 Trading Plan in order to raise funds to pay the required withholding tax pursuant to the vesting of RSUs.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$290.31 to \$291.30, inclusive. The reporting person undertakes to provide to Equinix, Inc, any security holder of Equinix Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2, 3 and 4 to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$291.32 to \$292.23 inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$292.36 to \$293.35 inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$293.40 to \$294.34 inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$294.47 to \$295.36 inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$295.96 to \$296.96 inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$296.97 to \$297.73 inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$298.59 to \$298.82 inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$299.60 to \$300.22 inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$302.03 to \$302.34 inclusive.

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- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$303.98 to \$304.73 inclusive.

- (13) On March 6, 2014, the reporting person was granted performance restricted stock units, the vesting of which was subject to both continued service and the degree to which a relative Total Shareholder Return target was attained for the period January 1, 2014 to December 31, 2015. The Compensation Committee certified that the payout for this award would be 200% (out of a possible 200%) of the target units granted to the reporting person based on the degree to which Equinix performed against the Russell 1000 Index.

- (14) Restricted stock unit award expires upon reporting person's termination of employment.

- (15) Vesting is dependent upon continuous active service as an employee, consultant or director of the Company or a subsidiary of the Company (Service) throughout the vesting period. The Restricted Stock Units shall vest as follows: 33.33% of the RSUs vesting on January 15, 2016 and an additional 33.33% of the RSUs vesting on January 15, 2017 and January 15, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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