JUNIPER NETWORKS INC
Form 10-Q
August 08, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

x	QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the quarterly period ended June 30, 2017

or

o	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the transition period from_________ to_________

Commission file number: 001-34501

JUNIPER NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware	77-0422528
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1133 Innovation Way Sunnyvale, California	94089
(Address of principal executive offices)	(Zip code)

(408) 745-2000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o	Emerging growth company o
		(Do not check if a smaller reporting 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. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

There were 380,308,518 shares of the Company's Common Stock, par value $0.00001, outstanding as of August 4, 2017.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Juniper Networks, Inc.
Condensed Consolidated Statements of Operations
(In millions, except per share amounts)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net revenues:				
Product	$917.2	$862.1	$1,746.1	$1,615.1
Service	391.7	359.2	783.8	704.1
Total net revenues	1,308.9	1,221.3	2,529.9	2,319.2
Cost of revenues:				
Product	360.2	328.3	690.4	606.2
Service	146.8	136.6	291.0	265.7
Total cost of revenues	507.0	464.9	981.4	871.9
Gross margin	801.9	756.4	1,548.5	1,447.3
Operating expenses:				
Research and development	240.2	247.9	516.4	498.9
Sales and marketing	239.9	243.7	484.1	475.5
General and administrative	55.6	58.6	106.1	118.0
Restructuring charges	8.0	2.4	27.4	2.4
Total operating expenses	543.7	552.6	1,134.0	1,094.8
Operating income	258.2	203.8	414.5	352.5
Other expense, net	(13.0)	(11.6)	(28.7)	(33.8)
Income before income taxes	245.2	192.2	385.8	318.7
Income tax provision	65.4	52.2	97.2	87.3
Net income	$179.8	$140.0	$288.6	$231.4
Net income per share:				
Basic	$0.47	$0.37	$0.76	$0.60
Diluted	$0.47	$0.36	$0.74	$0.60
Shares used in computing net income per share:				
Basic	380.4	382.8	380.6	383.0
Diluted	385.6	386.3	387.6	388.6
Cash dividends declared per common stock	$0.10	$0.10	$0.20	$0.20

See accompanying Notes to Condensed Consolidated Financial Statements

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Juniper Networks, Inc.
Condensed Consolidated Statements of Comprehensive Income
(In millions)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net income	$179.8	$140.0	$288.6	$231.4
Other comprehensive income, net of tax:				
Available-for-sale securities:				
Unrealized gains net of tax benefit of $0.4 and provision of $0.3 during the three and six months ended June 30, 2017, respectively, and tax benefit of $0.6 and $0.7 for the corresponding periods of the fiscal year ended December 31, 2016 ("fiscal 2016"), respectively	0.1	1.7	1.6	6.0
Reclassification adjustment for realized net gains included in net income, net of tax provision of zero for each period of fiscal 2017 and net of tax provisions of $0.5 for each period of the corresponding periods of fiscal 2016	—	(1.0)	(0.1)	(0.8)
Net change on available-for-sale securities, net of taxes	0.1	0.7	1.5	5.2
Cash flow hedges:				
Unrealized gains net of tax provision of $0.8 and $2.5, for the three and six months ended June 30, 2017, respectively, and tax provisions of $0.1 and $0.6 for the corresponding periods of fiscal 2016, respectively	3.0	1.4	8.3	3.9
Reclassification adjustment for realized net (gains) losses included in net income, net of tax provisions of $0.6 and $0.9 during the three and six months ended June 30, 2017, respectively, and tax provisions of $0.3 and $0.1 for the corresponding periods of fiscal 2016, respectively	(1.0)	(1.2)	0.1	(0.1)
Net change on cash flow hedges, net of taxes	2.0	0.2	8.4	3.8
Change in foreign currency translation adjustments	3.0	2.2	10.9	5.8
Other comprehensive income, net of tax	5.1	3.1	20.8	14.8
Comprehensive income	$184.9	$143.1	$309.4	$246.2

See accompanying Notes to Condensed Consolidated Financial Statements

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Juniper Networks, Inc.
Condensed Consolidated Balance Sheets
(In millions, except par values)

	June 30, 2017 (Unaudited)	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,392.5	$ 1,833.2
Short-term investments	752.7	752.3
Accounts receivable, net of allowances	750.4	1,054.1
Prepaid expenses and other current assets	249.5	332.3
Total current assets	4,145.1	3,971.9
Property and equipment, net	1,026.2	1,063.8
Long-term investments	1,069.4	1,071.8
Restricted cash and investments	63.4	99.9
Purchased intangible assets, net	121.7	130.2
Goodwill	3,079.4	3,081.7
Other long-term assets	247.7	237.2
Total assets	$ 9,752.9	$ 9,656.5
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 210.7	$ 221.0
Accrued compensation	206.0	233.6
Deferred revenue	998.0	1,032.0
Other accrued liabilities	258.1	249.3
Total current liabilities	1,672.8	1,735.9
Long-term debt	2,135.0	2,133.7
Long-term deferred revenue	503.0	449.1
Long-term income taxes payable	221.1	209.2
Other long-term liabilities	134.8	166.1
Total liabilities	4,666.7	4,694.0
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Convertible preferred stock, $0.00001 par value; 10.0 shares authorized; none issued and outstanding		
Common stock, $0.00001 par value; 1,000.0 shares authorized; 380.5 shares and 381.1 shares issued and outstanding as of June 30, 2017 and December 31, 2016, respectively	—	—
Additional paid-in capital	8,241.7	8,281.6
Accumulated other comprehensive loss	(16.5)	(37.3)
Accumulated deficit	(3,139.0)	(3,281.8)
Total stockholders' equity	5,086.2	4,962.5
Total liabilities and stockholders' equity	$ 9,752.9	$ 9,656.5

See accompanying Notes to Condensed Consolidated Financial Statements

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Juniper Networks, Inc.
Condensed Consolidated Statements of Cash Flows
(In millions)
(Unaudited)

	Six Months Ended June 30, 2017	2016
Cash flows from operating activities:		
Net income	$288.6	$231.4
Adjustments to reconcile net income to net cash provided by operating activities:		
Share-based compensation expense	106.1	107.4
Depreciation, amortization, and accretion	112.1	98.6
(Gain) loss on investments and disposal of fixed assets, net	(1.8)	1.8
Changes in operating assets and liabilities, net of effects from acquisitions:		
Accounts receivable, net	304.8	39.5
Prepaid expenses and other assets	46.4	(12.5)
Accounts payable	(5.1)	62.9
Accrued compensation	(20.6)	(67.2)
Income taxes payable	27.9	(23.6)
Other accrued liabilities	(33.7)	(22.3)
Deferred revenue	19.3	116.4
Net cash provided by operating activities	844.0	532.4
Cash flows from investing activities:		
Purchases of property and equipment	(64.3)	(116.9)
Purchases of available-for-sale investments	(776.4)	(794.9)
Proceeds from sales of available-for-sale investments	429.1	665.8
Proceeds from maturities and redemptions of available-for-sale investments	350.4	152.8
Proceeds from Pulse note receivable	75.0	—
Purchases of privately-held investments	(9.8)	(10.5)
Proceeds from sales of privately-held investments	—	2.8
Purchases of trading investments	(2.5)	(3.2)
Payments for business acquisitions, net of cash and cash equivalents acquired	—	(22.8)
Changes in restricted cash	—	0.5
Net cash provided by (used in) investing activities	1.5	(126.4)
Cash flows from financing activities:		
Purchases and retirement of common stock	(255.3)	(210.1)
Proceeds from issuance of common stock	35.5	32.2
Payment of cash dividends	(75.8)	(76.4)
Payment of debt	—	(300.0)
Issuance of debt, net	—	494.0
Payment of financing obligations	—	(16.4)
Net cash used in financing activities	(295.6)	(76.7)
Effect of foreign currency exchange rates on cash and cash equivalents	9.4	6.7
Net increase in cash and cash equivalents	559.3	336.0
Cash and cash equivalents at beginning of period	1,833.2	1,420.9
Cash and cash equivalents at end of period	$2,392.5	$1,756.9

See accompanying Notes to Condensed Consolidated Financial Statements

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Juniper Networks, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Basis of Presentation

Basis of Presentation

The unaudited Condensed Consolidated Financial Statements of Juniper Networks, Inc. (the “Company” or “Juniper”) have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The Condensed Consolidated Balance Sheet as of December 31, 2016, has been derived from the audited Consolidated Financial Statements at that date. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. The results of operations for the three and six months ended June 30, 2017, are not necessarily indicative of the results that may be expected for the year ending December 31, 2017, or any future period.

The information included in this Quarterly Report on Form 10-Q (“Report”) should be read in conjunction with “Management's Discussion and Analysis of Financial Condition and Results of Operations,” “Risk Factors,” “Quantitative and Qualitative Disclosures About Market Risk,” and the Consolidated Financial Statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 (the "Form 10-K").

Excess tax benefits from share-based compensation in prior periods have been reclassified to conform to the current-period presentation in the Condensed Consolidated Statements of Cash Flows upon adoption of the accounting standard described in Note 2, Summary of Significant Accounting Policies.

The preparation of the financial statements and related disclosures in accordance with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in the Condensed Consolidated Financial Statements and the accompanying notes. Actual results could differ materially from those estimates under different assumptions or conditions.

Note 2. Summary of Significant Accounting Policies

Except for the change in certain policies related to share-based compensation upon adoption of the accounting standard described below, there have been no material changes to the Company's significant accounting policies, compared to the accounting policies described in Note 2, Significant Accounting Policies, in Notes to Consolidated Financial Statements in Item 8 of Part II of the Form 10-K.

Recently Adopted Accounting Standard

On January 1, 2017, the Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") No. 2016-09 (Topic 718) Compensation—Stock Compensation: Improvements to Employee Share-Based Payment Accounting, which simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, forfeiture, statutory tax withholding requirements, and classification on the statement of cash flows. The impact of the adoption on the Company's condensed consolidated financial statements was as follows:

- Forfeitures: The Company elected to account for forfeitures as they occur using a modified retrospective transition method, rather than estimating forfeitures, resulting in a cumulative-effect adjustment of $9.0 million, which increased the January 1, 2017 opening accumulated deficit balance on the Condensed Consolidated Balance Sheets.

- Income tax accounting: The Company is also required to record excess tax benefits and tax deficiencies related to stock- based compensation as income tax benefit or expense in the statement of operations prospectively when share-based awards vest or are settled. Upon adoption, the Company recognized the previously unrecognized excess tax benefits using the modified retrospective transition method, which resulted in no impact to the January 1, 2017 opening accumulated deficit balance as previously unrecognized excess tax effects were fully offset by a valuation allowance.
- Cash flow presentation of excess tax benefits: The Company is required to classify excess tax benefits along with other income tax cash flows as an operating activity either prospectively or retrospectively. The Company elected to apply the change in presentation to the statements of cash flows retrospectively and no longer classify the excess tax benefits from share-based compensation as a financing activity. For the six months ended June 30, 2016, the Company reclassified $5.6 million of excess tax benefits from share-based compensation to operating activities from financing activities.

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Juniper Networks, Inc.
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

Recent Accounting Standards Not Yet Effective

In May 2017, the FASB issued ASU No. 2017-09 (Topic 718) Compensation—Stock Compensation: Scope of Modification Accounting, which provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting. The new standard is effective on a prospective basis for interim and annual periods beginning after December 15, 2017, with early adoption permitted. . The Company is currently evaluating the impact of adoption on the Consolidated Financial Statements.

In March 2017, the FASB issued ASU No. 2017-08 Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities which shortens the amortization period for the premium on certain purchased callable debt securities to the earliest call date. The ASU will not impact debt securities held at a discount. This standard is effective for annual reporting periods beginning after December 15, 2018, including interim reporting periods within those annual reporting periods, and is to be applied on a modified retrospective basis with early adoption permitted. The Company is currently evaluating the impact of adoption on the Consolidated Financial Statements.

In February 2017, the FASB issued ASU No. 2017-05 Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets, which amends guidance on how entities account for the derecognition of a nonfinancial asset or an in substance nonfinancial asset that is not a business. This standard is effective for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods, and is to be applied on either a retrospective or modified retrospective basis with early adoption permitted. The Company is currently evaluating the impact of adoption on the Consolidated Financial Statements.

In January 2017, the FASB issued ASU No. 2017-04 (Topic 350) Intangibles—Goodwill and Other: Simplifying the Test for Goodwill Impairment, which removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Under the amended guidance, a goodwill impairment charge will now be recognized for the amount by which the carrying value of a reporting unit exceeds its fair value, not to exceed the carrying amount of goodwill. This guidance is effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted for any impairment tests performed after January 1, 2017.

In January 2017, the FASB issued ASU No. 2017-01 (Topic 805) Business Combinations: Clarifying the Definition of a Business, which clarifies the definition of a business and assists entities with evaluating when a set of transferred assets and activities is a business. This ASU is effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted.

In November 2016, the FASB issued ASU No. 2016-18 (Topic 230) Statement of Cash Flow: Restricted Cash, which provides guidance on the classification of restricted cash to be included with cash and cash equivalents when reconciling the beginning of period and end of period total amounts on the statement of cash flows. The amendments of this ASU are effective for interim and annual periods beginning after December 15, 2017, with early adoption permitted. The standard must be applied retrospectively to all periods presented. The Company does not anticipate that the adoption of this standard will have a material impact on the cash flow activity presented on its Consolidated Statements of Cash Flows.

In October 2016, the FASB issued ASU No. 2016-16 (Topic 740) Income Taxes: Intra-Entity Transfers of Assets Other Than Inventory, which requires the recognition of the income tax consequences of an intra-entity transfer of an asset, other than inventory, when the transfer occurs. ASU 2016-16 will be effective for annual and interim reporting periods beginning after December 15, 2017 and is to be applied on a modified retrospective basis. Early adoption is permitted. The Company does not anticipate that the adoption of this standard will have a material impact on the Consolidated Financial Statements.

In August 2016, the FASB issued ASU No. 2016-15 (Topic 230) Statement of Cash Flow: Classification of Certain Cash Receipts and Cash Payments, which clarifies how companies present and classify certain cash receipts and cash payments in the statement of cash flows. This pronouncement is effective for interim and annual reporting periods beginning after December 15, 2017. Early adoption is permitted. The Company does not anticipate that the adoption of this standard will have a material impact on its Consolidated Statements of Cash Flows.

In June 2016, the FASB issued ASU No. 2016-13 (Topic 326) Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments, which provides more decision-useful information about the expected credit losses on financial instruments and changes the loss impairment methodology. This pronouncement is effective for reporting periods beginning after December 15, 2019, and interim periods within those fiscal years, using a modified retrospective adoption method. Early adoption is permitted. The Company is currently evaluating the impact that this standard will have on its Consolidated Financial Statements and disclosures.

In February 2016, the FASB issued ASU No. 2016-02 (Topic 842), Leases , which requires recognition of lease assets and lease liabilities on the balance sheet by lessees for leases classified as operating leases with a lease term of more than twelve months. This ASU should be applied on a modified retrospective basis and is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of adoption of this standard and has commenced the assessment phase to determine the approach for implementing this standard. The adoption of this standard is expected to have a material impact on the Company's Consolidated Balance Sheets and disclosures. The Company is still evaluating the impact this standard will have on the Consolidated Statements of Operations.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments—Overall: Recognition and Measurement of Financial Assets and Financial Liabilities, which changes how entities measure equity investments and present changes in the fair value of financial liabilities measured under the fair value option. The guidance also updates certain presentation and disclosure requirements. This ASU is effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently evaluating the impact this standard will have on its Consolidated Financial Statements and disclosures.

In May 2014, the FASB issued ASU No. 2014-09 (Topic 606)—Revenue from Contracts with Customers and several amendments thereafter ("ASU 2014-09"), which provides guidance for revenue recognition that will supersede the revenue recognition requirements in Topic 605, and most industry specific guidance. The core principle for ASU 2014-09 is that revenue is recognized when promised goods or services are transferred to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017.

The Company intends to adopt ASU 2014-09 on January 1, 2018 retrospectively, applying the amendments to each prior reporting period presented and currently remains on schedule with its implementation and the preparation of its prior-period financial statements.

Upon adoption, the Company expects a material impact to the opening balance sheet as of January 1, 2016 related to the cumulative effect of adopting this standard, primarily due to the application of the new guidance in the areas of distributor sales, software revenue, contract acquisition costs, variable consideration, and revenue allocation. The Company continues to assess the impact of ASU 2014-09 including any changes to systems, processes and the control environment as it works through the adoption in 2017, and there remain areas still to be fully concluded upon. In addition, there are ongoing interpretive reviews, which may alter the Company's conclusions on key accounting assessments and the financial impact of ASU 2014-09 on the Company's Consolidated Financial Statements. For further information, refer to Note 2, Significant Accounting Policies, in Notes to Consolidated Financial Statements in Item 8 of Part II of the Form 10-K.

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Juniper Networks, Inc.
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

Note 3. Cash Equivalents and Investments

Investments in Available-for-Sale and Trading Securities

The following table summarizes the Company's unrealized gains and losses and fair value of investments designated as available-for-sale and trading securities as of June 30, 2017 and December 31, 2016 (in millions):

	As of June 30, 2017				As of December 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Fixed income securities:								
Asset-backed securities	$309.6	$ —	$ (0.3)	$309.3	$303.0	$ 0.2	$ (0.2)	$303.0
Certificates of deposit	45.7	—	—	45.7	66.1	—	—	66.1
Commercial paper	167.8	—	—	167.8	147.7	—	—	147.7
Corporate debt securities	863.1	1.0	(1.0)	863.1	846.5	0.4	(2.0)	844.9
Foreign government debt securities	44.0	—	(0.1)	43.9	34.0	—	(0.1)	33.9
Time deposits	290.7	—	—	290.7	264.6	—	—	264.6
U.S. government agency securities	163.5	—	(0.5)	163.0	127.0	—	(0.3)	126.7
U.S. government securities	359.1	0.1	(0.5)	358.7	390.7	0.1	(0.4)	390.4
Total fixed income securities	2,243.5	1.1	(2.4)	2,242.2	2,179.6	0.7	(3.0)	2,177.3
Money market funds	1,206.6	—	—	1,206.6	592.2	—	—	592.2
Mutual funds	8.3	—	—	8.3	8.0	—	—	8.0
Publicly-traded equity securities	6.2	—	(0.9)	5.3	5.3	—	(0.7)	4.6
Total available-for-sale securities	3,464.6	1.1	(3.3)	3,462.4	2,785.1	0.7	(3.7)	2,782.1
Trading securities in mutual funds	23.9	—	—	23.9	21.0	—	—	21.0
Total	$3,488.5	$ 1.1	$ (3.3)	$3,486.3	$2,806.1	$ 0.7	$ (3.7)	$2,803.1
Reported as:								
Cash equivalents	$1,589.2	$ —	$ —	$1,589.2	$907.1	$ —	$ —	$907.1
Restricted investments	75.0	—	—	75.0	71.9	—	—	71.9
Short-term investments	754.0	0.1	(1.4)	752.7	753.4	0.1	(1.2)	752.3
Long-term investments	1,070.3	1.0	(1.9)	1,069.4	1,073.7	0.6	(2.5)	1,071.8
Total	$3,488.5	$ 1.1	$ (3.3)	$3,486.3	$2,806.1	$ 0.7	$ (3.7)	$2,803.1

Juniper Networks, Inc.
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

The following table presents the contractual maturities of the Company's total fixed income securities as of June 30, 2017 (in millions):

	Amortized Cost	Estimated Fair Value
Due in less than one year	$ 1,173.2	$ 1,172.8
Due between one and five years	1,070.3	1,069.4
Total	$ 2,243.5	$ 2,242.2

The following tables present the Company's available-for-sale securities that were in an unrealized loss position as of June 30, 2017 and December 31, 2016 (in millions):

	As of June 30, 2017					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Fixed income securities:						
Asset-backed securities	$270.1	$ (0.3)	$ —	$ —	$270.1	$ (0.3)
Corporate debt securities	391.3	(1.0)	—	—	391.3	(1.0)
Foreign government debt securities	34.2	(0.1)	—	—	34.2	(0.1)
U.S. government agency securities	132.5	(0.5)	—	—	132.5	(0.5)
U.S. government securities	249.7	(0.5)	—	—	249.7	(0.5)
Total fixed income securities	1,077.8	(2.4)	—	—	1,077.8	(2.4)
Publicly-traded equity securities	5.3	(0.9)	—	—	5.3	(0.9)
Total available-for-sale securities	$1,083.1	$ (3.3)	$ —	$ —	$1,083.1	$ (3.3)

	As of December 31, 2016					
	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Fixed income securities:						
Asset-backed securities	$122.2	$ (0.2)	$—	$ —	$122.2	$ (0.2)
Corporate debt securities	470.8	(1.9)	76.7	(0.1)	547.5	(2.0)
Foreign government debt securities	20.3	(0.1)	—	—	20.3	(0.1)
U.S. government agency securities	106.7	(0.3)	—	—	106.7	(0.3)
U.S. government securities	254.1	(0.4)	—	—	254.1	(0.4)
Total fixed income securities	974.1	(2.9)	76.7	(0.1)	1,050.8	(3.0)
Publicly-traded equity securities	4.6	(0.7)	—	—	4.6	(0.7)
Total available-for-sale securities	$978.7	$ (3.6)	$76.7	$ (0.1)	$1,055.4	$ (3.7)

The Company had 517 and 494 investments in unrealized loss positions as of June 30, 2017 and December 31, 2016, respectively. The gross unrealized losses related to these investments were primarily due to changes in market interest rates and stock prices.

For available-for-sale debt securities that have unrealized losses, the Company evaluates whether (i) it has the intention to sell any of these investments and (ii) whether it is more likely than not that it will be required to sell any of these investments before recovery of the entire amortized cost basis. As of June 30, 2017, the Company anticipates that it will recover the entire amortized cost basis of such available-for-sale debt securities and has determined that no other-than-temporary impairments associated with credit losses were required to be recognized during the three and six months ended June 30, 2017. During the three and six months ended June 30, 2016, there were no other-than-temporary impairments associated with these investments.

For available-for-sale equity securities that have unrealized losses, the Company evaluates whether there is an indication of other-than-temporary impairments. This determination is based on several factors, including the financial condition and near-term prospects of the issuer and the Company's intent and ability to hold the publicly-traded equity securities for a period of time sufficient to allow for any anticipated recovery in market value. During the three and six months ended June 30, 2017 and June 30, 2016, there were no other-than-temporary impairments associated with these investments.

During the three and six months ended June 30, 2017 and June 30, 2016, there were no material gross realized gains or losses from either available-for-sale securities or from trading securities.

Restricted Cash and Investments

There have been no material changes to the composition of the Company's restricted cash and investments as described in Note 4, Cash Equivalents and Investments, in Notes to Consolidated Financial Statements in Item 8 of Part II of the Form 10-K. The restricted investments are designated as available-for-sale securities except relating to the non-qualified deferred compensation plan which are designated as trading securities. As of June 30, 2017, total restricted cash and investments was $115.5 million, of which $52.1 million was included in prepaid expenses and other current assets and $63.4 million was included in restricted cash and investments, respectively, on the Condensed Consolidated Balance Sheets.

Investments in Privately-Held Companies

As of June 30, 2017 and December 31, 2016, the carrying values of the Company's investments in privately-held companies of $72.5 million and $62.7 million, respectively, were included in other long-term assets in the Condensed Consolidated Balance Sheets. These investments include debt and redeemable preferred stock securities that are carried at fair value, and non-redeemable preferred stock securities that are carried at cost. As of June 30, 2017 and December 31, 2016, the carrying value of the investments accounted for under the cost method were $30.2 million and $19.0 million, respectively. See Note 4, Fair Value Measurements, for the Company's investments in privately-held companies that are carried at fair value.

The Company adjusts the carrying value for its investments in privately-held companies that are carried at cost for any impairment if the fair value is less than the carrying value of the respective assets on an other-than-temporary basis. There were no impairment charges for the three and six months ended June 30, 2017 and for the three months ended June 30, 2016. During the six months ended June 30, 2016, the Company determined that certain investments in privately-held companies were other than-temporarily impaired, resulting in impairment charges of $5.1 million, that was recorded within other expense, net in the Condensed Consolidated Statement of Operations.

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Note 4. Fair Value Measurements
Assets and Liabilities Measured at Fair Value on a Recurring Basis
The following table provides a summary of assets and liabilities measured at fair value on a recurring basis and as reported in the Condensed Consolidated Balance Sheets (in millions):

	Fair Value Measurements at June 30, 2017 Using:				Fair Value Measurements at December 31, 2016 Using:			
	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Remaining Inputs (Level 2)	Significant Other Unobservable Remaining Inputs (Level 3)	Total	Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Remaining Inputs (Level 2)	Significant Other Unobservable Remaining Inputs (Level 3)	Total
Assets:								
Available-for-sale securities:								
Asset-backed securities	$—	$309.3	$ —	$309.3	$—	$303.0	$ —	$303.0
Certificates of deposit	—	45.7	—	45.7	—	66.1	—	66.1
Commercial paper	—	167.8	—	167.8	—	147.7	—	147.7
Corporate debt securities	—	863.1	—	863.1	—	844.9	—	844.9
Foreign government debt securities	—	43.9	—	43.9	—	33.9	—	33.9
Money market funds	1,206.6	—	—	1,206.6	592.2	—	—	592.2
Mutual funds	8.3	—	—	8.3	8.0	—	—	8.0
Publicly-traded equity securities	5.3	—	—	5.3	4.6	—	—	4.6
Time deposits	—	290.7	—	290.7	—	264.6	—	264.6
U.S. government agency securities	—	163.0	—	163.0	—	126.7	—	126.7
U.S. government securities	337.1	21.6	—	358.7	345.0	45.4	—	390.4
Total available-for-sale securities	1,557.3	1,905.1	—	3,462.4	949.8	1,832.3	—	2,782.1
Trading securities in mutual funds	23.9	—	—	23.9	21.0	—	—	21.0
Privately-held debt and redeemable preferred stock securities	—	—	42.3	42.3	—	—	43.7	43.7
Derivative assets:								
Foreign exchange contracts	—	5.8	—	5.8	—	0.9	—	0.9
Total assets measured at fair value	$1,581.2	$1,910.9	$ 42.3	$3,534.4	$970.8	$1,833.2	$ 43.7	$2,847.7
Liabilities:								
Derivative liabilities:								
Foreign exchange contracts	$—	$(0.6)	$ —	$(0.6)	$—	$(4.9)	$ —	$(4.9)

Total liabilities measured at fair value	$—	$(0.6)	$ —	$(0.6)	$—	$(4.9)	$ —	$(4.9)
Total assets, reported as:								
Cash equivalents	$1,168.4	$420.8	$ —	$1,589.2	$549.4	$357.7	$ —	$907.1
Restricted investments	75.0	—	—	75.0	71.9	—	—	71.9
Short-term investments	194.8	557.9	—	752.7	178.0	574.3	—	752.3
Long-term investments	143.0	926.4	—	1,069.4	171.5	900.3	—	1,071.8
Prepaid expenses and other current assets	—	5.8	—	5.8	—	0.9	—	0.9
Other long-term assets	—	—	42.3	42.3	—	—	43.7	43.7
Total assets measured at fair value	$1,581.2	$1,910.9	$ 42.3	$3,534.4	$970.8	$1,833.2	$ 43.7	$2,847.7
Total liabilities, reported as:								
Other accrued liabilities	$—	$(0.6)	$ —	$(0.6)	$—	$(4.9)	$ —	$(4.9)
Total liabilities measured at fair value	$—	$(0.6)	$ —	$(0.6)	$—	$(4.9)	$ —	$(4.9)

The Company's Level 2 available-for-sale fixed income securities are priced using quoted market prices for similar instruments or non-binding market prices that are corroborated by observable market data. The Company uses inputs such as actual trade data, benchmark yields, broker/dealer quotes, or alternative pricing sources with reasonable levels of price transparency which are obtained from quoted market prices, independent pricing vendors, or other sources, to determine the ultimate fair value of these assets. The Company's derivative instruments are classified as Level 2, as they are not actively traded and are valued using pricing models that use observable market inputs. The Company's policy is to recognize asset or liability transfers among Level 1, Level 2, and Level 3 at the beginning of the quarter in which a change in circumstances resulted in a transfer. During the three and six months ended June 30, 2017, the Company had no transfers between levels of the fair value hierarchy of its assets or liabilities measured at fair value.

All of the Company's privately-held debt and redeemable preferred stock securities are classified as Level 3 assets due to the lack of observable inputs to determine fair value. The Company estimates the fair value of its privately-held debt and redeemable preferred stock securities on a recurring basis using an analysis of the financial condition and near-term prospects of the investee, including recent financing activities and the investee's capital structure. During the three and six months ended June 30, 2017, there were no purchases, sales, gains, or losses related to privately-held debt and redeemable preferred stocks securities.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

As of June 30, 2017, the Company had no assets required to be measured at fair value on a nonrecurring basis. Investments in privately-held companies, which are normally carried at cost, are measured at fair value on a nonrecurring basis due to events and circumstances that the Company identifies as materially impacting the carrying value of the investments. As of December 31, 2016, certain investments in privately-held companies with a carrying value of $1.6 million were impaired and written-down to their fair value of zero and were classified as Level 3 assets due to lack of observable inputs to determine fair value. The Company estimates the fair value of its investments in privately-held companies using an analysis of the financial condition and near-term prospects of the investee, including recent financing activities and the investee's capital structure. The impairment charge was recorded to other expense, net in the Condensed Consolidated Statements of Operations.

As of June 30, 2017 and December 31, 2016, the Company had no liabilities required to be measured at fair value on a nonrecurring basis.

Assets and Liabilities Not Measured at Fair Value

The carrying amounts of the Company's accounts receivable, accounts payable, and other accrued liabilities approximate fair value due to their short maturities. As of June 30, 2017 and December 31, 2016, the estimated fair value of the Company's long-term debt in the Condensed Consolidated Balance Sheets was $2,277.3 million and $2,215.7 million, respectively, based on observable market inputs (Level 2). The carrying value of the promissory note issued to the Company in connection with the previously completed sale of Junos Pulse (the “Pulse Note”), of $58.5 million and $132.9 million approximates its fair value as of June 30, 2017 and December 31, 2016. The Pulse Note is classified as a Level 3 asset due to the lack of observable inputs to determine fair value. See Note 7, Other Financial Information, for further information on the Pulse Note.

Note 5. Derivative Instruments

The Company uses derivatives to partially offset its market exposure to fluctuations in certain foreign currencies and does not enter into derivatives for speculative or trading purposes.

The notional amount of the Company's foreign currency derivatives are summarized as follows (in millions):

	As of	
	June 30, 2017	December 31, 2016
Cash flow hedges	$250.4	$ 172.0
Non-designated derivatives	46.1	—
Total	$296.5	$ 172.0

Cash Flow Hedges

The Company uses foreign currency forwards to hedge the Company's planned cost of revenues and operating expenses denominated in foreign currencies. These derivatives are designated as cash flow hedges. Execution of cash flow hedge derivatives typically occurs every month with maturities of eighteen months or less. As of June 30, 2017, the estimated net amount of the existing gains or losses expected to be reclassified into earnings within the next 12 months was not material.

The Company recognized an unrealized gain of $3.8 million and $10.8 million in accumulated other comprehensive loss for the effective portion of its derivative instruments for the three and six months ended June 30, 2017, respectively; and $1.5 million and $4.5 million for the comparable period of the fiscal year ended December 31, 2016, respectively. The amounts reclassified out of accumulated other comprehensive loss to cost of revenues and operating expense in the Condensed Consolidated Statements of Operations was not material during the three and six months ended June 30, 2017 and June 30, 2016.

The ineffective portion of the Company's derivative instruments recognized in its Condensed Consolidated Statements of Operations was not material during the three and six months ended June 30, 2017 and June 30, 2016.

See Note 4, Fair Value Measurements, for the fair values of the Company's derivative instruments in the Condensed Consolidated Balance Sheets.

Non-Designated Derivatives

The Company also uses foreign currency forward contracts to mitigate variability in gains and losses generated from the remeasurement of certain monetary assets and liabilities denominated in foreign currencies. These foreign exchange forward contracts typically have maturities within one month. The outstanding non-designated derivative instruments are carried at fair value. Changes in the fair value of these derivatives recorded in other expense, net within the Condensed Consolidated Statements of Operations were not material during the three and six months ended June 30, 2017 and June 30, 2016.

Note 6. Goodwill and Purchased Intangible Assets

Goodwill

The following table presents goodwill activity (in millions):

Balance as of December 31, 2016	$3,081.7
Other(*)	(2.3)
Balance as of June 30, 2017	$3,079.4

(*) Other primarily consists of certain purchase accounting adjustments related to previously completed business combinations.

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Purchased Intangible Assets

The Company’s purchased intangible assets as of June 30, 2017 and December 31, 2016, were $121.7 million and $130.2 million, respectively. Amortization expense was $4.2 million and $8.5 million during the three and six months ended June 30, 2017, respectively, and $4.8 million and $8.1 million during the three and six months ended June 30, 2016, respectively.

Note 7. Other Financial Information

Inventory

Total inventory consisted of the following (in millions):

	As of June 30, 2017	December 31, 2016
Production and service materials	$79.2	$ 75.6
Finished goods	17.4	19.9
Inventory	$96.6	$ 95.5
Reported as:		
Prepaid expenses and other current assets	$87.6	$ 91.4
Other long-term assets	9.0	4.1
Total	$96.6	$ 95.5

Note Receivable

In October 2014, the Company completed the sale of its Junos Pulse product portfolio. The Company received total consideration of $230.7 million, of which $105.7 million was in cash, net of a $19.3 million working capital adjustment, and $125.0 million was in the form of a non-contingent interest-bearing promissory note due to the Company on April 1, 2016.

In October 2015, the Company and the issuer of the Pulse Note mutually agreed to amend the original terms of the Pulse Note to, among other things:

- extend the maturity date from April 1, 2016 to December 31, 2018;
- provide that interest due on the Pulse Note through December 31, 2015 shall be paid in kind by increasing the outstanding principal amount of the note and increase the interest rate on the Pulse Note; and
- require a minimum payment of $75.0 million on or prior to April 1, 2017, less any principal amount previously pre-paid to the Company.

In May 2017, the Company received payment of $75.0 million and the outstanding interest due. The Company and the issuer of the Pulse Note further mutually agreed to amend the terms of the Pulse Note to, among other things:

- extend the maturity date of the remaining outstanding amount of approximately $58.0 million from December 31, 2018 to September 30, 2022;
-

provide that interest due after April 1, 2017 can be paid in kind by increasing the outstanding principal amount of the note or paid in cash;

- require the promissory note to be subordinated to other debt raised by the issuer; and
- entitle the Company to additional financial considerations if the issuer of the note and its affiliates meet certain conditions.

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The Company considers notes receivable to be impaired when, based on current information and events, it is probable that the Company will not be able to collect the scheduled payments of principal or interest when due. No impairment charge was required to the Pulse Note as of June 30, 2017. The outstanding balance of the Pulse Note, along with the accumulated interest paid in kind, of $58.5 million as of June 30, 2017 is classified as a long-term asset based on expected collection beyond twelve months from the Condensed Consolidated Balance Sheet date.

During the three and six months ended June 30, 2017, the interest income on the Pulse Note was $2.2 million and $4.9 million, respectively. During the three and six months ended and June 30, 2016, the related amount of interest income recognized was $2.7 million and $5.3 million, respectively.

Warranties

Changes during the six months ended June 30, 2017 in the Company’s warranty reserve as reported within other accrued liabilities in the Condensed Consolidated Balance Sheets were as follows (in millions):

Balance as of December 31, 2016	$41.3
Provisions made during the period	20.7
Actual costs incurred during the period	(27.5)
Balance as of June 30, 2017	$34.5

Deferred Revenue

Details of the Company's deferred revenue, as reported in the Condensed Consolidated Balance Sheets, were as follows (in millions):

	As of June 30, 2017	December 31, 2016
Deferred product revenue:		
Undelivered product commitments and other product deferrals	$265.5	$ 302.4
Distributor inventory and other sell-through items	76.1	74.2
Deferred gross product revenue	341.6	376.6
Deferred cost of product revenue	(44.3)	(53.7)
Deferred product revenue, net	297.3	322.9
Deferred service revenue	1,203.7	1,158.2
Total	$1,501.0	$ 1,481.1
Reported as:		
Current	$998.0	$ 1,032.0
Long-term	503.0	449.1
Total	$1,501.0	$ 1,481.1

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Other Expense, Net

Other expense, net, consisted of the following (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Interest income	$12.0	$8.5	$22.4	$16.4
Interest expense	(25.0)	(25.0)	(50.3)	(47.5)
Gain (loss) on investments, net	0.8	3.6	2.0	(1.8)
Other	(0.8)	1.3	(2.8)	(0.9)
Other expense, net	$(13.0)	$(11.6)	$(28.7)	$(33.8)

Note 8. Restructuring Charges

During the first quarter of 2017, the Company initiated a restructuring plan (the “2017 Restructuring Plan”) to realign its workforce and increase operational efficiencies. During the second quarter of 2017, the Company undertook certain further actions under the 2017 Restructuring Plan, resulting in additional severance and contract termination costs that were recorded to restructuring charges in the Condensed Consolidated Statement of Operations.

During the three and six months ended June 30, 2017, the Company recorded $6.6 million and $25.4 million of severance costs, and $1.4 million and $2.0 million of contract terminations, respectively, that were recorded to restructuring charges in the Condensed Consolidated Statement of Operations. These costs are expected to be substantially paid during the next three months. The Company does not expect to incur material future charges under the 2017 Restructuring Plan.

Restructuring liabilities are reported within other accrued liabilities on the Condensed Consolidated Balance Sheets. The following table provides a summary of changes in the restructuring liabilities primarily related to the 2017 Restructuring Plan initiated in February 2017 (in millions):

	December 31, 2016(*)	Charges	Cash Payments	Other	June 30, 2017
Severance	$ 0.7	$ 25.4	$ (18.3)	$(0.5)	$ 7.3
Contract terminations and other	0.5	2.0	(0.2)	0.1	2.4
Total	$ 1.2	$ 27.4	$ (18.5)	$(0.4)	$ 9.7

(*) Consists of costs in connection with a prior restructuring plan that is substantially complete.

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Note 9. Debt and Financing

Debt

The Company's long-term debt is summarized as follows (in millions, except percentages):

	As of June 30, 2017	
	Amount	Effective Interest Rates
Senior Notes ("Notes"):		
3.125% fixed-rate notes, due February 2019	$350.0	3.36 %
3.300% fixed-rate notes, due June 2020	300.0	3.47 %
4.600% fixed-rate notes, due March 2021	300.0	4.69 %
4.500% fixed-rate notes, due March 2024, issued March 2014	350.0	4.63 %
4.500% fixed-rate notes, due March 2024, issued February 2016	150.0	4.87 %
4.350% fixed-rate notes, due June 2025	300.0	4.47 %
5.950% fixed-rate notes, due March 2041	400.0	6.03 %
Total senior notes	2,150.0	
Unaccreted discount and debt issuance costs	(15.0)	
Total	$2,135.0	

The Notes above are the Company’s senior unsecured and unsubordinated obligations, ranking equally in right of payment to all of the Company’s existing and future senior unsecured and unsubordinated indebtedness and senior in right of payment to any of the Company’s future indebtedness that is expressly subordinated to the Notes. Interest on the Notes is payable in cash semiannually.

The Company may redeem, either in whole or in part, the Senior Notes due 2020 at any time on or after May 15, 2020, the Senior Notes due 2025 at any time on or after March 15, 2025, and the other Notes at any time, in each case, according to the terms of the indentures governing the Notes.
In the event of a change of control repurchase event, the holders of the Notes may require the Company to repurchase for cash all or part of the Notes at a purchase price equal to 101% of the aggregate principal amount, plus accrued and unpaid interest, if any. The indentures that govern the Notes also contain various covenants, including limitations on the Company's ability to incur liens or enter into sale-leaseback transactions over certain dollar thresholds. As of June 30, 2017, the Company was in compliance with all covenants in the indentures governing the Notes.

Revolving Credit Facility

In June 2014, the Company entered into a Credit Agreement (“Credit Agreement”) with certain institutional lenders that provides for a $500.0 million unsecured revolving credit facility, with an option to increase the amount of the credit facility by up to an additional $200.0 million, subject to certain conditions. Revolving loans may be borrowed, repaid and reborrowed until June 27, 2019, at which time all amounts borrowed must be repaid. Borrowings under the Credit Agreement will bear interest at either i) a floating rate per annum equal to the base rate plus a margin of between 0.00% and 0.50%, depending on the Company's public debt rating or ii) a per annum rate equal to the reserve adjusted Eurocurrency rate, plus a margin of between 0.90% and 1.50%, depending on the Company's public debt rating. As of June 30, 2017, the Company was in compliance with all covenants in the Credit Agreement, and no amounts were outstanding.

Financing Arrangements

The Company provides certain customers with access to extended financing arrangements that allow for longer payment terms than those typically provided by the Company by factoring accounts receivable to third-party financing providers ("financing providers"). The program does not and is not intended to affect the timing of the Company's revenue recognition. Under the financing arrangements, proceeds from the financing providers are due to the Company within 1 to 90 days from the sale of the receivable. In these transactions with the financing providers, the Company surrenders control over the transferred assets.

Pursuant to the financing arrangements for the sale of receivables, the Company sold net receivables of $29.9 million and $55.3 million during the three and six months ended June 30, 2017, respectively, and $9.2 million and $14.1 million during the three and six months ended June 30, 2016, respectively. The Company received cash proceeds from financing providers of $32.6 million and $55.7 million during the three and six months ended June 30, 2017, respectively, and $9.1 million and $10.8 million during the three and six months ended June 30, 2016. As of June 30, 2017 and December 31, 2016, the amounts owed by the financing providers were $13.2 million and $13.6 million, respectively, which were recorded in accounts receivable on the Condensed Consolidated Balance Sheets.

Note 10. Equity

Cash Dividends on Shares of Common Stock

During the six months ended June 30, 2017, the Company declared a quarterly cash dividend of $0.10 per share of common stock on January 26, 2017 and April 25, 2017, which was paid on March 22, 2017 and June 22, 2017, respectively, to stockholders of record on March 1, 2017 and June 1, 2017, respectively, in the aggregate amount of $75.8 million. Any future dividends, and the establishment of record and payment dates, are subject to approval by the Board of Directors (the “Board”) of Juniper Networks or authorized committee thereof. See Note 16, Subsequent Events, for discussion of the Company's dividend declaration subsequent to June 30, 2017.

Stock Repurchase Activities

In 2014 and 2015, the Board approved a stock repurchase program that authorized the Company to repurchase up to $2.1 billion of its common stock, including $1.2 billion pursuant to an accelerated share repurchase program, and subsequent increases to the authorization totaling $1.8 billion (“Stock Repurchase Program”). In February 2017, the Board authorized an additional $500.0 million increase to the Stock Repurchase Program for a total of $4.4 billion. The following table summarizes the Company's repurchases and retirements of its common stock under its Stock Repurchase Program (in millions, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Shares repurchased	4.0	5.5	8.5	8.6
Average price per share	$30.59	$23.08	$29.25	$23.37
Amount repurchased	$125.0	$125.5	$250.0	$200.5

As of June 30, 2017, there was $469.7 million of authorized funds remaining under the Stock Repurchase Program.

Future share repurchases under the Stock Repurchase Program will be subject to a review of the circumstances at that time and will be made from time to time in private transactions or open market purchases as permitted by securities laws and other legal requirements. The Stock Repurchase Program may be discontinued at any time. See Note 16, Subsequent Events, for discussion of the Company's stock repurchase activity subsequent to June 30, 2017.

In addition to repurchases under the Stock Repurchase Program, the Company also repurchases common stock from certain employees in connection with the net issuance of shares to satisfy minimum tax withholding obligations upon the vesting of certain stock awards issued to such employees. Repurchases associated with tax withholdings were not material during the three and six months ended June 30, 2017. Repurchases associated with tax withholdings were $1.2 million and $9.6 million for the three and six months ended June 30, 2016.

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Accumulated Other Comprehensive Loss, Net of Tax

The components of accumulated other comprehensive loss, net of related taxes, for the six months ended June 30, 2017 were as follows (in millions):

	Unrealized Gains on Available-for-Sale Securities[1]	Unrealized (Losses) Gains on Cash Flow Hedges[2]	Foreign Currency Translation Adjustments	Total
Balance as of December 31, 2016	$ 16.6	$ (4.5)	$ (49.4)	$ (37.3)
Other comprehensive gains before reclassifications	1.6	8.3	10.9	20.8
Amount reclassified from accumulated other comprehensive loss	(0.1)	0.1	—	—
Other comprehensive gains, net	1.5	8.4	10.9	20.8
Balance as of June 30, 2017	$ 18.1	$ 3.9	$ (38.5)	$ (16.5)

(1) The reclassifications out of accumulated other comprehensive loss during the six months ended June 30, 2017 for realized gains on available-for-sale securities were not material, and were included in other expense, net, in the Condensed Consolidated Statements of Operations.

(2) The reclassifications out of accumulated other comprehensive loss during the six months ended June 30, 2017 for realized gains on cash flow hedges were not material, and were included within cost of revenues, research and development, sales and marketing, and general and administrative in the Condensed Consolidated Statements of Operations.

Note 11. Employee Benefit Plans

Equity Incentive Plans

The Company has stock-based compensation plans pursuant to which it has granted stock options, restricted stock units ("RSUs"), and performance share awards ("PSAs"). The Company also maintains the Company's 2008 Employee Stock Purchase Plan (the "ESPP") for all eligible employees.

As of June 30, 2017, 35.5 million and 12.4 million shares were available for future issuance under the Company's 2015 Equity Incentive Plan (the "2015 Plan") and ESPP, respectively, which includes an additional 23.0 million shares under the 2015 Plan and 9.0 million shares under the ESPP that were approved by the Company's stockholders in May 2017.

Stock Option Activities

The following table summarizes the Company's stock option activity and related information as of and for the six months ended June 30, 2017 (in millions, except for per share amounts and years):

Outstanding Options			
Number of	Weighted Average	Weighted Average Remaining	Aggregate Intrinsic

	Shares	Exercise Price per Share	Contractual Term (In Years)	Value
Balance as of December 31, 2016	2.4	$ 29.20		
Exercised	(0.4)	16.63		
Expired/canceled	(0.7)	30.83		
Balance as of June 30, 2017	1.3	$ 32.46	1.2	$ 4.8
As of June 30, 2017:				
Vested and expected-to-vest options	1.3	$ 32.46	1.2	$ 4.8
Exercisable options	1.2	$ 33.63	0.9	$ 3.6

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Restricted Stock Unit, Restricted Stock Award, and Performance Share Award Activities

The Company’s RSU, restricted stock award ("RSA"), and PSA activity and related information as of and for the six months ended June 30, 2017 were as follows (in millions, except per share amounts and years):

	Outstanding RSUs, RSAs, and PSAs			
	Number of Shares	Weighted Average Grant-Date Fair Value per Share	Weighted Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value
Balance as of December 31, 2016	20.9	$ 24.05		
RSUs granted [1][3]	5.8	27.55		
PSAs granted [2][3]	0.6	27.37		
RSUs vested	(5.6)	23.87		
RSAs vested	(0.3)	22.70		
PSAs vested	(0.6)	24.41		
RSUs canceled	(1.0)	24.08		
PSAs canceled	(0.3)	24.77		
Balance as of June 30, 2017	19.5	$ 25.08	1.3	$ 542.8

(1) Includes service-based and market-based RSUs.

(2) The number of shares subject to PSAs granted represents the aggregate maximum number of shares that may be issued pursuant to the award over its full term. The aggregate number of shares subject to these PSAs that would be issued if performance goals determined by the Compensation Committee are achieved at target is 0.4 million shares. Depending on achievement of such performance goals, the range of shares that could be issued under these awards is 0 to 0.6 million shares.

(3) The grant date fair value of RSUs and PSAs were reduced by the present value of dividends expected to be paid on the underlying shares of common stock during the requisite and derived service period as these awards are not entitled to receive dividends until vested. During the six months ended June 30, 2017, the Company declared a quarterly cash dividend of $0.10 per share of common stock on January 26, 2017 and April 25, 2017.

Employee Stock Purchase Plan

The ESPP is implemented in a series of offering periods, each currently six months in duration, or such other period as determined by the Board. Employees purchased approximately 1.5 million and 1.3 million shares of common stock through the ESPP at an average exercise price of $19.21 and $20.06 per share during the six months ended June 30, 2017 and June 30, 2016, respectively. There were no stock purchases under the ESPP during the three months ended June 30, 2017 and June 30, 2016.

Share-Based Compensation Expense

Share-based compensation expense associated with stock options, RSUs, RSAs, PSAs, and ESPP was recorded in the following cost and expense categories in the Condensed Consolidated Statements of Operations (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Cost of revenues - Product	$1.4	$1.5	$2.3	$3.4
Cost of revenues - Service	5.3	4.3	9.6	7.8
Research and development	14.1	29.5	48.9	61.8
Sales and marketing	16.3	13.8	31.6	23.2
General and administrative	7.0	6.5	13.7	11.2
Total	$44.1	$55.6	$106.1	$107.4

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Juniper Networks, Inc.
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

The following table summarizes share-based compensation expense by award type (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Stock options	$0.2	$1.1	$0.3	$2.3
RSUs, RSAs, and PSAs	40.1	50.4	97.9	97.2
ESPP	3.8	4.1	7.9	7.9
Total	$44.1	$55.6	$106.1	$107.4

As of June 30, 2017, the unrecognized compensation cost related to unvested stock options, RSUs, RSAs, and PSAs was $332.5 million to be recognized over a weighted-average period of 1.7 years.

Note 12. Segments

The Company operates in one reportable segment. Our chief operating decision maker reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance, accompanied by disaggregated information about net revenues by product and service, customer vertical, and geographic region as presented below.

The following table presents net revenues by product and service (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Routing	$572.5	$574.7	$1,094.1	$1,078.8
Switching	276.0	209.2	517.6	384.7
Security	68.7	78.2	134.4	151.6
Total product	917.2	862.1	1,746.1	1,615.1
Total service	391.7	359.2	783.8	704.1
Total	$1,308.9	$1,221.3	$2,529.9	$2,319.2

In the first quarter of 2017, the Company began reporting revenue on the following key customer verticals: Cloud, Telecom/Cable, and Strategic Enterprise. A summary of the types of customers included in these verticals is as follows:

- Cloud: companies that are heavily reliant on the cloud for their business model's success. As an example, customers in the cloud vertical can include cloud service providers as well as enterprises that provide software-as-a-service, infrastructure-as-a-service, or platform-as-a-service.

- Telecom/Cable: includes wireline and wireless carriers and cable operators.

- Strategic Enterprise: generally is comprised of financial services; national, federal, state, and local governments; research and educational institutions, and enterprises not represented in the Cloud vertical.

The following table presents net revenues by customer vertical (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Cloud	$379.6	$287.3	$711.2	$552.1
Telecom/Cable	562.4	571.0	1,130.9	1,089.1
Strategic Enterprise	366.9	363.0	687.8	678.0
Total	$1,308.9	$1,221.3	$2,529.9	$2,319.2

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Juniper Networks, Inc.
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

The Company attributes revenues to geographic region based on the customer’s shipping address. The following table presents net revenues by geographic region (in millions):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Americas:				
United States	$749.1	$661.3	$1,407.2	$1,240.3
Other	51.7	58.7	105.2	107.9
Total Americas	800.8	720.0	1,512.4	1,348.2
Europe, Middle East, and Africa	288.2	300.1	572.7	585.5
Asia Pacific	219.9	201.2	444.8	385.5
Total	$1,308.9	$1,221.3	$2,529.9	$2,319.2

Note 13. Income Taxes

The following table provides details of income taxes (in millions, except percentages):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Income before income taxes	$245.2	$192.2	$385.8	$318.7
Income tax provision	$65.4	$52.2	$97.2	$87.3
Effective tax rate	26.7 %	27.2 %	25.2 %	27.4 %

The Company's effective tax rates during the three and six months ended June 30, 2017 and June 30, 2016, differ from the statutory rate primarily due to the benefit of the Section 199 deduction for U.S. production activities, the federal research and development credit, and earnings in foreign jurisdictions, which are subject to lower tax rates. Additionally, the Company's effective tax rates for the three and six months ended June 30, 2017 were also impacted by the benefit from restructuring charges and excess tax benefits related to share-based compensation.

As of June 30, 2017, the total amount of gross unrecognized tax benefits was $235.0 million, of which $202.7 million, if recognized, would favorably affect the Company's effective tax rate.

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Juniper Networks, Inc.
Notes to Condensed Consolidated Financial Statements (Continued)
(Unaudited)

Note 14. Net Income per Share

The Company computed basic and diluted net income per share as follows (in millions, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Numerator:				
Net income	$179.8	$140.0	$288.6	$231.4
Denominator:				
Weighted-average shares used to compute basic net income per share	380.4	382.8	380.6	383.0
Dilutive effect of employee stock awards	5.2	3.5	7.0	5.6
Weighted-average shares used to compute diluted net income per share	385.6	386.3	387.6	388.6
Net income per share				
Basic	$0.47	$0.37	$0.76	$0.60
Diluted	$0.47	$0.36	$0.74	$0.60
Anti-dilutive shares	1.0	8.0	1.3	2.7

Note 15. Commitments and Contingencies

Commitments

Except for the items below, there have been no material changes to the Company's commitments compared to the commitments described in Note 16, Commitments and Contingencies, in Notes to Consolidated Financial Statements in Item 8 of Part II of the Form 10-K.

Clock-Signal, Supplier Component Remediation Liability

As of June 30, 2017 and December 31, 2016, the Company had approximately $6.8 million and $10.8 million, respectively, in other accrued liabilities on the Condensed Consolidated Balance Sheets for the expected remediation costs for certain products containing a defect in a clock-signal component manufactured by a third-party supplier. The Company has been advised by the component supplier that components may begin to fail after the product has been in operation for 18 months. The Company has commenced the process with its customers to implement the remediation.

Guarantees

The Company enters into agreements with customers that contain indemnification provisions relating to potential situations where claims could be alleged that the Company’s products solely, or in combination with other third party products, infringe the intellectual property rights of a third-party. As of June 30, 2017 and December 31, 2016, the Company recorded $14.8 million and $28.9 million, respectively, for such indemnification obligations in other accrued liabilities and other long-term liabilities on the Condensed Consolidated Balance Sheets. During the six months ended June 30, 2017, $15.0 million of indemnification obligations expired and were therefore released.

Legal Proceedings

Investigations

The U.S. Securities and Exchange Commission ("SEC") and the U.S. Department of Justice ("DOJ") are conducting investigations into possible violations by the Company of the U.S. Foreign Corrupt Practices Act ("FCPA"). The Company is cooperating with these agencies regarding these matters. The Company’s Audit Committee, with the assistance of independent advisors, has been investigating and conducting a thorough review of possible violations of the FCPA, and has made recommendations for remedial measures, including employee disciplinary actions in foreign jurisdictions, which the Company has implemented and continues to implement. The Company is unable to predict the duration, scope or outcome of the SEC and DOJ investigations, but believes that an adverse outcome is reasonably possible. However, the Company is not able to estimate a reasonable range of possible loss. The SEC and/or DOJ could take action against the Company or the Company could agree to settle. In such event, the Company could be required to pay substantial fines and sanctions and/or implement additional remedial measures; in addition, it may be determined that the Company violated the FCPA.

Other Litigations and Investigations

In addition to the investigations discussed above, the Company is involved in other investigations, disputes, litigations, and legal proceedings. The Company intends to aggressively defend itself in these matters, and while there can be no assurances and the outcome of these matters is currently not determinable, the Company currently believes that none of these existing claims or proceedings are likely to have a material adverse effect on its financial position. Notwithstanding the foregoing, there are many uncertainties associated with any litigation and these matters or other third-party claims against the Company may cause the Company to incur costly litigation and/or substantial settlement charges. In addition, the resolution of any intellectual property litigation may require the Company to make royalty payments, which could adversely affect gross margins in future periods. If any of those events were to occur, the Company's business, financial condition, results of operations, and cash flows could be adversely affected. The actual liability in any such matters may be materially different from the Company's estimates, if any, which could result in the need to adjust the liability and record additional expenses.

The Company records an accrual for loss contingencies for legal proceedings when it believes that an unfavorable outcome is both (a) probable and (b) the amount or range of any possible loss is reasonably estimable. The Company has not recorded any accrual for loss contingencies associated with such legal proceedings or the investigations discussed above.

Note 16. Subsequent Events

Dividend Declaration

On July 25, 2017, the Company announced that it had declared a cash dividend of $0.10 per share of common stock payable on September 22, 2017 to stockholders of record as of the close of business on September 1, 2017.

Stock Repurchase Activities

Subsequent to June 30, 2017, through the filing of this Report, the Company repurchased 3.7 million shares of its common stock, for an aggregate purchase price of $102.7 million at an average price of $28.13 per share, under the Stock Repurchase Program. Repurchases of approximately 2.6 million shares were settled prior to the filing of this Report and the remaining shares will be settled after the filing date. The Company has an aggregate of $367.0 million of authorized funds remaining under the Stock Repurchase Program, as of the filing date.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q, which we refer to as the Report, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements regarding future events and the future results of Juniper Networks, Inc., which we refer to as “we,” “us,” or the “Company,” that are based on our current expectations, estimates, forecasts, and projections about our business, economic and market outlook, our results of operations, the industry in which we operate and the beliefs and assumptions of our management. Words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “would,” “could,” “intends,” “plans,” “believes,” “seeks,” “esti of such words, and similar expressions are intended to identify such forward-looking statements. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, and these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in this Report under the section entitled “Risk Factors” in Item 1A of Part II and elsewhere, and in other reports we file with the U.S. Securities and Exchange Commission, or the SEC. While forward-looking statements are based on reasonable expectations of our management at the time that they are made, you should not rely on them. We undertake no obligation to revise or update publicly any forward-looking statements for any reason, except as required by applicable law.

The following discussion is based upon our unaudited Condensed Consolidated Financial Statements included in Part 1, Item I, of this Report, which have been prepared in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. In the course of operating our business, we routinely make decisions as to the timing of the payment of invoices, the collection of receivables, the manufacturing and shipment of products, the fulfillment of orders, the purchase of supplies, and the building of inventory and spare parts, among other matters. In making these decisions, we consider various factors, including contractual obligations, customer satisfaction, competition, internal and external financial targets and expectations, and financial planning objectives. Each of these decisions has some impact on the financial results for any given period.

To aid in understanding our operating results for the periods covered by this Report, we have provided an executive overview and summary of our business and market environment along with a financial results overview. These sections should be read in conjunction with the more detailed discussion and analysis of our condensed consolidated financial condition and results of operations in this Item 2, our “Risk Factors” section included in Item 1A of Part II of this Report, and our unaudited Condensed Consolidated Financial Statements and Notes included in Item 1 of Part I of this Report, as well as our audited Consolidated Financial Statements and Notes included in Item 8 of Part II of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, or Form 10-K.

Business and Market Environment

Juniper Networks designs, develops, and sells products and services for high-performance networks to enable customers to build scalable, reliable, secure and cost-effective networks for their businesses, while achieving agility, efficiency and value through automation.

Our products are sold in three geographic regions: Americas; Europe, Middle East, and Africa, or EMEA; and Asia Pacific, or APAC. We sell our high-performance network products and service offerings across routing, switching, and security. In addition to our products, we offer our customers worldwide services, including technical support, professional services, and education and training programs.

Further, our intent is to lead in the area of software solutions that simplify the operation of networks, and to allow our customers across our key verticals to deliver further value over their networks. We anticipate that our increased focus on software business models will result in an increase in software revenue as a percentage of total revenue over time.

In the first quarter of 2017, we began reporting revenue on the following key customer verticals: Cloud, Telecom/Cable, and Strategic Enterprise, which we believe better aligns with our business model compared to our previous reporting of revenue by Service Provider and Enterprise. A summary of the types of customers included in our key customer verticals is as follows:

- Cloud: companies that are heavily reliant on the cloud for their business model's success. As an example, customers in the cloud vertical can include cloud service providers as well as enterprises that provide software-as-a-service, infrastructure-as-a-service, or platform-as-a-service.

- Telecom/Cable: includes wireline and wireless carriers and cable operators.

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- Strategic Enterprise: generally is comprised of financial services; national, federal, state, and local governments; research and educational institutions, and enterprises not represented in the Cloud vertical.

We continue to see significant opportunities from the shift towards the cloud, which we generally view as large public and private data centers. The trend towards cloud architectures is a focus area of our strategy and we believe our understanding of high performance networking technology positions us to capitalize on this industry transition.

In the second quarter of 2017, we continued to execute on our product strategy. We announced Cloud-Grade Networking to accelerate agility and innovation in the Cloud. Cloud-Grade Networking builds on carrier-grade reach and reliability and enterprise-grade control and usability, bringing cloud-level agility and operational scale to networks everywhere. This announcement includes two new foundational products:

- Junos Node Slicing: converges multiple concurrent network functions on the same physical routing infrastructure, letting customers optimize their infrastructure while offering differentiated services with enhanced operational and administrative isolation within a single chassis.
- Universal Chassis: a breakthrough system allowing customers to standardize on a hardware platform across their data center, core, and network edge. We believe the system will create significant value for our customers by enhancing their return on investment through reduced costs.

In Security, we announced enhancements to our Software Defined Secure Networks, or SDSN, platform and expanded our public cloud offering with the introduction of vSRX for Azure. Our SDSN enhancements deliver pervasive security across multi-vendor environments, public clouds, and private clouds.

Financial Results and Key Performance Metrics Overview

The following table provides an overview of our financial results and key financial metrics (in millions, except per share amounts, percentages, and days sales outstanding, or DSO):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2017	2016	Change	% Change	2017	2016	Change	% Change
Net revenues	$1,308.9	$1,221.3	$87.6	7 %	$2,529.9	$2,319.2	$210.7	9 %
Gross margin	$801.9	$756.4	$45.5	6 %	$1,548.5	$1,447.3	$101.2	7 %
Percentage of net revenues	61.3 %	61.9 %			61.2 %	62.4 %		
Operating income	$258.2	$203.8	$54.4	27 %	$414.5	$352.5	$62.0	18 %
Percentage of net revenues	19.7 %	16.7 %			16.4 %	15.2 %		
Net income	$179.8	$140.0	$39.8	28 %	$288.6	$231.4	$57.2	25 %
Percentage of net revenues	13.7 %	11.5 %			11.4 %	10.0 %		
Net income per share:								
Basic	$0.47	$0.37	$0.10	27 %	$0.76	$0.60	$0.16	27 %
Diluted	$0.47	$0.36	$0.11	31 %	$0.74	$0.60	$0.14	23 %
Cash dividends declared per common stock	$0.10	$0.10	$—	— %	$0.20	$0.20	$—	— %
Operating cash flows					$844.0	$532.4	$311.6	59 %
Stock repurchase plan activity	$125.0	$125.5	$(0.5)	— %	$250.0	$200.5	$49.5	25 %
DSO	52	55	(3)	(5)%				

	June 30, 2017	December 31, 2016	$ Change	% Change
Deferred revenue	$1,501.0	$1,481.1	$19.9	1 %
Product deferred revenue	$297.3	$322.9	$(25.6)	(8)%

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Net Revenues: Net revenues increased during the three and six months ended June 30, 2017, compared to the same periods in 2016, primarily driven by the Cloud vertical as well as strong switching revenue growth as we saw continued data center strength, particularly from our QFX product family. We also saw year-over-year growth during the three and six months ended June 30, 2017, compared to the same periods in 2016, from our Services business due to strong attach rates and renewals of support contracts. The year-over-year revenue growth was primarily from the Americas and APAC.

Of our top ten customers for the second quarter of 2017, four were Cloud, five were Telecom/Cable, and one was a Strategic Enterprise. Of these customers, two were located outside of the U.S.

Gross Margin: Our gross margin as a percentage of net revenues decreased during the three and six months ended June 30, 2017, compared to the same periods in 2016, primarily due to (i) customer mix as we continue to expand our footprint with certain strategic customers, particularly in the Cloud and Telecom/Cable verticals in APAC; (ii) product mix related to the strong performance of Switching; and (iii) higher costs of certain memory components. The decrease was partially offset by improvements in our cost structure and higher net revenues. Additionally, our gross margin as a percentage of net revenues for the six month ended June 30, 2017, compared to the same period in 2016, was impacted by charges related to certain supplier component remediation.

Operating Margin: Our operating income as a percentage of net revenues increased during the three and six months ended June 30, 2017, compared to the same periods in 2016, primarily due to higher net revenues driven by strength in our Switching and Services business, as well as a decrease in operating expenses primarily driven by lower share-based compensation expense during the three month ended June 30, 2017. This was partially offset by higher costs of revenues as described in the gross margin discussion above.
Capital Return: We continue to return capital to our stockholders. During the three and six months ended June 30, 2017, we repurchased 4.0 million and 8.5 million of shares of our common stock, respectively, and paid a quarterly cash dividend of $0.10 per share for an aggregate amount of $37.8 million and $75.8 million, respectively.

Operating Cash Flows: Operating cash flows increased during the six months ended June 30, 2017, compared to the same period in 2016, primarily due to higher collections from customers partially offset by an increase in payments for personnel-related expenses.

DSO: DSO is calculated as the ratio of ending accounts receivable, net of allowances, divided by average daily net revenues for the preceding 90 days. DSO for the second quarter of 2017 decreased, compared to the same period in 2016. DSO during the second quarter of 2016 was higher due to the ERP implementation transition experienced during that period.

Product deferred revenue: Product deferred revenue decreased as of June 30, 2017 compared to December 31, 2016, primarily due to the recognition of previously deferred revenue related to the completion of delivery to an APAC Telecom customer in the first quarter of 2017.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires us to make judgments, assumptions, and estimates that affect the amounts reported in the condensed consolidated financial statements and the accompanying notes. On an ongoing basis, we evaluate our estimates and assumptions. These estimates and assumptions are based on current facts, historical experience, and various other factors that we believe are reasonable under the circumstances to determine reported amounts of assets, liabilities, revenues, and expenses that are not readily apparent from other sources.

During the six months ended June 30, 2017, there were no material changes to our critical accounting policies and estimates as compared to the critical accounting policies and estimates disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Part II, Item 7 of our Form 10-K.

Recent Accounting Pronouncements

See Note 2, Summary of Significant Accounting Policies, in the Notes to Condensed Consolidated Financial Statements in Item 1 of Part I of this Report, for a full description of the recently adopted accounting standard and recent accounting standards not yet effective, including the actual and expected dates of adoption and estimated effects on our consolidated results of operations and financial condition, which is incorporated herein by reference.

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Results of Operations

The following table presents net revenues by product and service, customer vertical, and geographic region (in millions, except percentages):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2017	2016	$ Change	% Change	2017	2016	$ Change	% Change
Routing	$572.5	$574.7	$(2.2)	—%	$1,094.1	$1,078.8	$15.3	1%
Switching	276.0	209.2	66.8	32%	517.6	384.7	132.9	35%
Security	68.7	78.2	(9.5)	(12)%	134.4	151.6	(17.2)	(11)%
Total Product	917.2	862.1	55.1	6%	1,746.1	1,615.1	131.0	8%
Percentage of net revenues	70.1%	70.6%			69.0%	69.6%		
Total Service	391.7	359.2	32.5	9%	783.8	704.1	79.7	11%
Percentage of net revenues	29.9%	29.4%			31.0%	30.4%		
Total net revenues	$1,308.9	$1,221.3	$87.6	7%	$2,529.9	$2,319.2	$210.7	9%
Cloud	$379.6	$287.3	$92.3	32%	$711.2	$552.1	$159.1	29%
Percentage of net revenues	29.0%	23.5%			28.1%	23.8%		
Telecom/Cable	562.4	571.0	(8.6)	(2)%	1,130.9	1,089.1	41.8	4%
Percentage of net revenues	43.0%	46.8%			44.7%	47.0%		
Strategic Enterprise	366.9	363.0	3.9	1%	687.8	678.0	9.8	1%
Percentage of net revenues	28.0%	29.7%			27.2%	29.2%		
Total net revenues	$1,308.9	$1,221.3	$87.6	7%	$2,529.9	$2,319.2	$210.7	9%
Americas:								
United States	$749.1	$661.3	$87.8	13%	$1,407.2	$1,240.3	$166.9	13%
Other	51.7	58.7	(7.0)	(12)%	105.2	107.9	(2.7)	(3)%
Total Americas	800.8	720.0	80.8	11%	1,512.4	1,348.2	164.2	12%
Percentage of net revenues	61.2%	59.0%			59.8%	58.1%		
EMEA	288.2	300.1	(11.9)	(4)%	572.7	585.5	(12.8)	(2)%
Percentage of net revenues	22.0%	24.5%			22.6%	25.3%		
APAC	219.9	201.2	18.7	9%	444.8	385.5	59.3	15%
Percentage of net revenues	16.8%	16.5%			17.6%	16.6%		
Total net revenues	$1,308.9	$1,221.3	$87.6	7%	$2,529.9	$2,319.2	$210.7	9%

Three Months Ended June 30, 2017 compared with the Three Months Ended June 30, 2016

Product net revenues increased during the three months ended June 30, 2017, compared to the same period in 2016, primarily due to an increase in switching net revenues from our QFX product family, which saw growth in the cloud data center driven by migration towards 100GbE infrastructure and as our customers adopt end-to-end solutions with our top-of-rack and spine data switching portfolio. Switching net revenues increased year-over-year across all verticals and in both the Americas and APAC. We expect that our data center switching portfolio will continue to drive revenue growth in our switching business in the foreseeable future.

The year-over-year increase in product net revenues was partially offset by lower security net revenues across all verticals. Sales from our newer SRX product offerings continue to ramp up, and we expect the transition to our new product offerings to continue over the next few quarters.

Routing net revenues declined slightly during the three months ended June 30, 2017, compared to the same period in 2016, due to lower sales from our legacy products partially offset by higher sales from our MX and PTX series of products. Year-over-year revenue growth from our Cloud vertical was offset by a decline in revenues from our Telecom/Cable vertical across all regions, primarily in EMEA, and to a lesser extent from our Strategic Enterprise vertical.

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Service net revenues increased during the three months ended June 30, 2017, compared to the same period in 2016, which was driven by strong demand for professional services and strong renewal and attach rates of support contracts.

Six Months Ended June 30, 2017 compared with the Six Months Ended June 30, 2016

Product net revenues increased during the six months ended June 30, 2017, compared to the same period in 2016, primarily due to continued data center strength in switching, particularly from our QFX product family. The switching net revenue growth was driven by the Cloud vertical in the Americas. We expect that our data center switching portfolio will continue to drive revenue growth in our switching business in the foreseeable future.

To a lesser extent, we saw an increase in routing revenues, primarily from our PTX and MX products, which were driven by Cloud customers in the Americas as well as Telecom/Cable customers in APAC as we expand our footprint with certain strategic customers. We experienced a continued decline in revenues from our security business, primarily due to our transition from legacy products to newer product offerings and we expect this transition to continue over the next few quarters.

Service net revenues also increased during the six months ended June 30, 2017, compared to the same period in 2016, which was primarily due to strong renewal and attach rates of support contracts. Additionally, in the first quarter of 2017 we recognized previously deferred revenue of approximately $15.0 million related to the completion of delivery to an APAC Telecom customer.

Customer

One customer accounted for greater than 10% of our net revenues during the three months ended June 30, 2017. No customer accounted for greater than 10% of our net revenues during the six months ended June 30, 2017 and three and six month ended June 30, 2016.

Gross Margins

The following table presents gross margins (in millions, except percentages):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2017	2016	$ Change	% Change	2017	2016	$ Change	% Change
Product gross margin	$557.0	$533.8	$ 23.2	4 %	$1,055.7	$1,008.9	$46.8	5 %
Percentage of product revenues	60.7 %	61.9 %			60.5 %	62.5 %		
Service gross margin	244.9	222.6	22.3	10 %	492.8	438.4	54.4	12 %
Percentage of service revenues	62.5 %	62.0 %			62.9 %	62.3 %		
Total gross margin	$801.9	$756.4	$ 45.5	6 %	$1,548.5	$1,447.3	$ 101.2	7 %
Percentage of net revenues	61.3 %	61.9 %			61.2 %	62.4 %		

Our gross margins as a percentage of net revenues have been and will continue to be affected by a variety of factors, including the mix and average selling prices of our products and services, new product introductions and enhancements, manufacturing and component costs, expenses for inventory obsolescence and warranty obligations, cost of support and service personnel, customer mix as we continue to expand our footprint with certain strategic customers, and the mix of distribution channels through which our products and services are sold.

Three Months Ended June 30, 2017 compared with the Three Months Ended June 30, 2016

Product gross margin

Product gross margin as a percentage of product revenues decreased during the three months ended June 30, 2017, compared to the same period in 2016, primarily due to (i) customer mix as we continue to expand our footprint with certain strategic customers, particularly in the Cloud and Telecom/Cable verticals in APAC; (ii) product mix related to the strong performance of Switching; and (iii) higher costs of certain memory components. The decrease was partially offset by improvements in our cost structure and higher net revenues.

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We expect similar gross margin dynamics to persist for the remainder of 2017 as seen in the first half of the year. We expect that our product gross margin will continue to vary in the future due to the mix of products sold and competitive pricing pressures. We believe product gross margins as a percentage of net revenues will improve over the long term from the continued expected acceptance of our new products and technologies, the expected increase in software revenues as a percentage of total revenues as we continue to focus on our software-based business models, and as we continue to manage costs within our supply chain.

Service gross margin

Service gross margin as a percentage of service net revenues increased during the three months ended June 30, 2017, compared to the same period in 2016, due to higher service revenue and cost optimization in labor and logistics, as well as customer mix.

Six Months Ended June 30, 2017 compared with the Six Months Ended June 30, 2016

Product gross margin

Product gross margin as a percentage of product revenues decreased during the six months ended June 30, 2017, compared to the same period in 2016, primarily due to (i) customer mix as we continue to expand our footprint with certain strategic customers, particularly Cloud and Telecom/Cable in APAC; (ii) product mix related to the strong performance of Switching; and (iii) higher costs of certain memory components. The decrease was partially offset by improvements in our cost structure and higher net revenues. Additionally, our gross margin as a percentage of net revenues for the six month ended June 30, 2017, compared to the same period in 2016, was impacted by charges related to certain supplier component remediation. We expect similar gross margin dynamics to persist for the remainder of 2017 as seen in the first half of the year.

Service gross margin

Service gross margin as a percentage of service net revenues increased during the six months ended June 30, 2017, compared to the same period in 2016 due to higher revenue, including the recognition of previously deferred revenue related to the completion of delivery to an APAC Telecom customer, as well as improved cost optimization in labor and logistics and customer mix.

Operating Expenses

The following table presents operating expenses (in millions, except percentages):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2017	2016	$ Change	% Change	2017	2016	$ Change	% Change
Research and development	$240.2	$247.9	$ (7.7)	(3)%	$516.4	$498.9	$ 17.5	4 %
Percentage of net revenues	18.4 %	20.2 %			20.4 %	21.5 %		
Sales and marketing	239.9	243.7	(3.8)	(2)%	484.1	475.5	8.6	2 %
Percentage of net revenues	18.3 %	20.0 %			19.1 %	20.5 %		
General and administrative	55.6	58.6	(3.0)	(5)%	106.1	118.0	(11.9)	(10)%
Percentage of net revenues	4.2 %	4.8 %			4.2 %	5.1 %		
Restructuring charges	8.0	2.4	5.6	233 %	27.4	2.4	25.0	1,042 %
Percentage of net revenues	0.6 %	0.2 %			1.1 %	0.1 %		
Total operating expenses	$543.7	$552.6	$ (8.9)	(2)%	$1,134.0	$1,094.8	$ 39.2	4 %
Percentage of net revenues	41.5 %	45.2 %			44.8 %	47.2 %		

Three Months Ended June 30, 2017 compared with the Three Months Ended June 30, 2016

During the three months ended June 30, 2017, compared to the same period in 2016, total operating expenses decreased primarily due to lower personnel-related expenses, specifically share-based and variable compensation in research and development, or R&D, as well as lower headcount driven by restructuring initiatives during the first quarter of 2017. This was partially offset by higher costs related to business combinations completed in the second half of 2016 and an increase in engineering costs as a result of an increase in prototype development expenses. In addition, we recorded $8.0 million in charges during the three months ended June 30, 2017 as a result of the restructuring plan initiated in the first quarter of 2017 to realign our workforce and increase operational efficiencies, which we refer to as the 2017 Restructuring Plan. Restructuring charges recorded during the three months ended June 30, 2016 were related to business combinations. We continue to assess the performance of our operating results, against

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our long-term operating goals and evaluate potential opportunities to improve our execution. As such, the 2017 Restructuring Plan could be expanded and additional restructuring charges may be incurred.

Six Months Ended June 30, 2017 compared with the Six Months Ended June 30, 2016

During the six months ended June 30, 2017, compared to the same period in 2016, total operating expenses increased primarily due to an increase in personnel-related expenses across R&D, sales and marketing, or S&M, and general and administrative, or G&A. The increase in personnel-related expenses in R&D was driven by increased average headcount from workforce acquired from business combinations completed in the second half of 2016 partially offset by lower share-based compensation expense. Engineering and development costs also increased as result of certain R&D projects. G&A expense decreased primarily due to a decline in legal costs and acquisition related-costs. In addition, we recorded $27.4 million in charges in connection with the 2017 Restructuring Plan.

Other Expense, Net

The following table presents other expense, net (in millions, except percentages):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2017	2016	$ Change	% Change	2017	2016	$ Change	% Change
Interest income	$12.0	$8.5	$ 3.5	41 %	$22.4	$16.4	$ 6.0	37 %
Interest expense	(25.0)	(25.0)	—	— %	(50.3)	(47.5)	(2.8)	6 %
Gain (loss) on investments, net	0.8	3.6	(2.8)	(78)%	2.0	(1.8)	3.8	(211)%
Other	(0.8)	1.3	(2.1)	(162)%	(2.8)	(0.9)	(1.9)	211 %
Total other expense, net	$(13.0)	$(11.6)	$ (1.4)	12 %	$(28.7)	$(33.8)	$ 5.1	(15)%
Percentage of net revenues	(1.0)%	(0.9)%			(1.1)%	(1.5)%		

Three Months Ended June 30, 2017 compared with the Three Months Ended June 30, 2016

Total other expense, net increased during the three months ended June 30, 2017, compared to the same period in 2016, primarily due to higher net gains from sales of investments recorded during the three months ended June 30, 2016. In addition there was an increase in foreign exchange losses recorded during the three months ended June 30, 2017, compared to the same period in 2016, related to hedge accounting. This was partially offset an increase in interest income as a result of higher yields and a higher balance in our investment portfolio.

Six Months Ended June 30, 2017 compared with the Six Months Ended June 30, 2016

Total other expense, net decreased during the six months ended June 30, 2017, compared to the same period in 2016, primarily due to an increase in interest income which was driven by higher yields and a higher balance in our investment portfolio. In addition, we recorded an impairment charge on our investments during the six months ended June 30, 2016, and there were no such charges recorded during the six months ended June 30, 2017.

Income Tax Provision

	Three Months Ended June 30,				Six Months Ended June 30,			
	2017	2016	$ Change	% Change	2017	2016	$ Change	% Change
Income tax provision	$65.4	$52.2	$ 13.2	25 %	$97.2	$87.3	$ 9.9	11 %
Effective tax rate	26.7 %	27.2 %			25.2 %	27.4 %		

Three Months Ended June 30, 2017 compared with the Three Months Ended June 30, 2016

The effective tax rate decreased during the three months ended June 30, 2017, compared to the same period in 2016, primarily due to the impact of excess tax benefits related to share-based compensation resulting from adoption of the accounting standard as described in Note 2, Summary of Significant Accounting Policies, in the Notes to Condensed Consolidated Financial Statements in Item 1 of Part I of this Report.

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Six Months Ended June 30, 2017 compared with the Six Months Ended June 30, 2016

The effective tax rate decreased during the six months ended June 30, 2017, compared to the same period in 2016, primarily due to the benefits from restructuring charges and excess tax benefits related to share-based compensation resulting from adoption of the accounting standard as described in Note 2 above.

As a result of recommendations by the Organisation for Economic Cooperation and Development, or OECD, on Base Erosion and Profit Shifting, or BEPS, certain countries in EMEA and APAC have either enacted new corporate tax legislation or are considering enacting such legislation in the near future. We expect the effect of these reform measures to potentially impact long-standing tax principles, particularly as regards to transfer pricing. Consequently, we expect global tax authorities to increasingly challenge the Company's cost sharing and other intercompany arrangements, and the related sourcing of taxable profits in global jurisdictions. In 2016, the Company entered into discussions with the UK tax authorities and the Australian tax authorities regarding corporate tax reform legislation enacted by those countries.

Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates. Our effective tax rate could also fluctuate due to changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, or accounting principles, as well as certain discrete items. See Item 1A of Part II, "Risk Factors" of this Report for a description of relevant risks which may adversely affect our results.

Liquidity and Capital Resources

We have funded our business primarily through our operating activities, the issuance of our common stock, and the issuance of our long-term debt. The following table presents our capital resources (in millions, except percentages):

	As of June 30, 2017	December 31, 2016	$ Change	% Change
Working capital	$2,472.3	$ 2,236.0	$236.3	11 %
Cash and cash equivalents	$2,392.5	$ 1,833.2	$559.3	31 %
Short-term investments	752.7	752.3	0.4	— %
Long-term investments	1,069.4	1,071.8	(2.4)	— %
Total cash, cash equivalents, and investments	4,214.6	3,657.3	557.3	15 %
Long-term debt	2,135.0	2,133.7	1.3	— %
Cash, cash equivalents, and investments, net	$2,079.6	$ 1,523.6	$556.0	36 %

Summary of Cash Flows

The following table summarizes cash flows from our Condensed Consolidated Statements of Cash Flows (in millions, except percentages):

	Six Months Ended June 30, 2017	2016	$ Change	% Change
Net cash provided by operating activities(*)	$844.0	$532.4	$311.6	59 %
Net cash provided by (used in) investing activities	$1.5	$(126.4)	$127.9	(101)%
Net cash used in financing activities(*)	$(295.6)	$(76.7)	$(218.9)	285 %

(*) On January 1, 2017, we adopted the new accounting pronouncement on Improvements to Employee Share-Based Payment Accounting, requiring excess tax benefits to be presented as an operating activity in the consolidated statements of cash flows. We applied this provision on a retrospective basis. During the six months ended June 30, 2016, $5.6 million of excess tax benefits have been reclassified from financing to operating activities to conform to the current-period presentation.

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Operating Activities

Net cash provided by operations increased during the six months ended June 30, 2017, compared to the same period in 2016, primarily due to an increase in cash collections from customers due to higher invoicing activity during the fourth quarter of 2016, partially offset by an increase in cash payments for personnel-related expenses due to increased average headcount from workforce acquired from business combinations completed in the second half of 2016.

Investing Activities

Net cash provided by investing activities for the six months ended June 30, 2017 increased compared to net cash used in investing activities for the same period in 2016 primarily due to receipt of $75.0 million in proceeds from the Pulse Note and lower capital expenditures during the six months ended June 30, 2017.

Financing Activities

Net cash used in financing activities increased during the six months ended June 30, 2017, compared to the same period in 2016, partially due to an increase in purchases and retirement of our common stock during the six months ended June 30, 2017. During the six months ended June 30, 2016, we raised $494.0 million from our 2019 Notes and 2024 Notes and repaid $300.0 million of our 2016 Notes.

Capital Return

In 2014 and 2015, our Board of Directors, which we refer to as the Board, approved a stock repurchase program that authorized us to repurchase up to $2.1 billion of our common stock, including $1.2 billion pursuant to an accelerated share repurchase program, and subsequent increases to the authorization totaling $1.8 billion, which we refer to as the Stock Repurchase Program. In February 2017, the Board authorized an additional $500.0 million increase to the Stock Repurchase Program for a total of $4.4 billion.

During the three and six months ended June 30, 2017, we repurchased and retired approximately 4.0 million and 8.5 million shares of our common stock, at an average price of $30.59 and $29.25 per share, for an aggregate purchase price of $125.0 million and $250.0 million. As of June 30, 2017, there was $469.7 million of authorized funds remaining under the Stock Repurchase Program.

In 2017, we intend to return approximately 50% of annual free cash flow to our stockholders, inclusive of share repurchases and dividends. Free cash flow is calculated as net cash provided by operating activities less capital expenditures.

Future stock repurchases under our stock repurchase program will be subject to a review of the circumstances at that time and will be made from time to time in private transactions or open market purchases as permitted by securities laws and other legal requirements. See Note 16, Subsequent Events, in Notes to Condensed Consolidated Financial Statements in Item 1 Part I of this Report, for discussion of our stock repurchase activity subsequent to June 30, 2017.

During the six months ended June 30, 2017, we declared a quarterly cash dividend of $0.10 per share of common stock on January 26, 2017 and April 25, 2017, which was paid on March 22, 2017 and June 22, 2017, respectively, to stockholders of record on March 1, 2017 and June 1, 2017, respectively, in the aggregate amount of $75.8 million. Any future dividends, and the establishment of record and payment dates, are subject to approval by the Board or an authorized committee thereof. See Note 16, Subsequent Events, in Notes to Condensed Consolidated Financial Statements in Item 1 Part I of this Report, for discussion of our dividend declaration subsequent to June 30, 2017.

Revolving Credit Facility

As of June 30, 2017, we were in compliance with all covenants and there were no amounts outstanding under our unsecured revolving credit facility that will expire in 2019, which enables borrowings up to $500.0 million, with the option to increase the amount of the credit facility by up to an additional $200.0 million.

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Liquidity and Capital Resource Requirements

Liquidity and capital resources may be impacted by our operating activities as well as acquisitions, investments in strategic relationships, repurchases of additional shares of our common stock, and payment of cash dividends on our common stock. As of June 30, 2017, 83% of our cash, cash equivalents, and investment balances were held outside of the U.S., which may be subject to U.S. taxes if repatriated.

Based on past performance and current expectations, we believe that our existing cash and cash equivalents, short-term, and long-term investments, together with cash generated from operations and access to capital markets and the revolving credit facility under the Credit Agreement will be sufficient to fund our operations, planned stock repurchases and dividends, capital expenditures, commitments, and other liquidity requirements and anticipated growth for at least the next twelve months. However, our future liquidity and capital requirements may vary materially from those now planned depending on many factors, including, but not limited to, our growth rate, the timing and amount we spend to support development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced products and services, the costs to acquire or invest in businesses and technologies, and the risks and uncertainties detailed in the “Risk Factors” section of Item 1A of Part II of this Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our exposures to market risk have not changed materially since December 31, 2016. For quantitative and qualitative disclosures about market risk, see Item 7A Quantitative and Qualitative Disclosures About Market Risk, in our Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Attached as exhibits to this Report are certifications of our principal executive officer and principal financial officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). This “Controls and Procedures” section includes information concerning the controls and related evaluations referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this Report, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls Over Financial Reporting

There were no changes in our internal control over financial reporting during the second quarter of 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

The information set forth under the “Legal Proceedings” section in Note 15, Commitments and Contingencies, in Notes to Condensed Consolidated Financial Statements in Item 1 of Part I of this Report, is incorporated herein by reference.

Item 1A. Risk Factors

Factors That May Affect Future Results

Investments in our securities involve significant risks. Even small changes in investor expectations for our future growth and earnings, whether as a result of actual or rumored financial or operating results, changes in the mix of the products and services sold, acquisitions, industry changes, or other factors, could trigger, and have triggered in the past, significant fluctuations in the market price of our common stock. Investors in our securities should carefully consider all of the relevant factors disclosed by us, including, but not limited to, the following factors, that could affect our business, operating results and stock price.

Our quarterly results are unpredictable and subject to substantial fluctuations; as a result, we may fail to meet the expectations of securities analysts and investors, which could adversely affect the trading price of our common stock.

Our revenues and operating results may vary significantly from quarter-to-quarter due to a number of factors, many of which are outside of our control and any of which may cause our stock price to fluctuate.

The factors that may cause our quarterly results to vary quarter by quarter and be unpredictable include, but are not limited to: limited visibility into customer spending plans, changes in customer mix, changes in the mix of products and services sold, changes in the mix of geographies in which our products and services are sold, changing market and economic conditions, current and potential customer, partner and supplier consolidation and concentration, competition, long sales and implementation cycles, unpredictable ordering patterns, changes in the amount and frequency of share repurchases or dividends, regional economic and political conditions, and seasonality. For example, we, and many companies in our industry, experience adverse seasonal fluctuations in customer spending, particularly in the first quarter. Furthermore, market trends, competitive pressures, commoditization of products, seasonal rebates, increased component or logistics costs, issues with product quality, regulatory impacts and other factors may result in reductions in revenue or pressure on gross margins in a given period, which may necessitate adjustments to our operations. Such adjustments may be difficult or impossible to execute in the short or medium term.

As a result of these factors, as well as other variables affecting our operating results, we believe that quarter-to-quarter comparisons of operating results are not necessarily a good indication of what our future performance will be. It is likely that in some quarters, our operating results will be below our guidance, our long-term financial model or the expectations of securities analysts or investors, in which case the price of our common stock may decline and has declined in the past. Such a decline could also occur, and has occurred in the past, even when we have met our publicly stated revenues and/or earnings guidance.

Fluctuating economic conditions make it difficult to predict revenues and gross margin for a particular period and a shortfall in revenues or increase in costs of production may harm our operating results.

Our revenues and gross margin depend significantly on general economic conditions and the demand for products in the markets in which we compete. Economic weakness or uncertainty, customer financial difficulties, and constrained spending on network expansion and enterprise infrastructure have in the past resulted in, and may in the future result in, decreased revenues and earnings. Such factors could make it difficult to accurately forecast sales and operating results and could negatively affect our ability to provide accurate forecasts to our contract manufacturers and manage our contract manufacturer relationships and other expenses. In addition, economic instability or uncertainty, as well as continued turmoil in the geopolitical environment in many parts of the world, have, and may continue to, put pressure on economic conditions, which has led and could lead, to reduced demand for our products, to delays or reductions in network expansions or infrastructure projects, and/or higher costs of production. More generally-speaking, economic weakness may also lead to longer collection cycles for payments due from our customers, an increase in customer bad debt, restructuring initiatives and associated expenses, and impairment of investments. Furthermore, instability in the global markets may adversely impact the ability of our customers to adequately fund their expected expenditures, which could lead to delays or cancellations of planned purchases of our products or services. Our operating expenses are largely based on anticipated revenue trends and a high percentage of our expenses is, and will continue to be, fixed in the short and medium term. Therefore, fluctuations in revenue could cause significant variations in our operating results and operating margins from quarter to quarter. Uncertainty about future economic conditions also makes it difficult to forecast operating results and to make decisions about future investments. Future or continued economic weakness, failure of our customers and markets to recover from such weakness, customer financial difficulties, increases in costs of production, and reductions in spending on network maintenance and expansion could result in price concessions in certain markets or have a material adverse effect on demand for our products and consequently on our business, financial condition, and results of operations.

We expect our gross margins and operating margins to vary over time, and the level of gross margins achieved by us in recent years may not be sustainable.

We expect our product and service gross margins to vary, both in the near-term and in the long-term, and the gross margins we have achieved in recent years may not be sustainable and may be adversely affected in the future by numerous factors, some of which have occurred and may occur in the future, including customer, product and geographic mix shifts, an increase or decrease in our software sales or services we provide, increased price competition in one or more of the markets in which we compete, changes in the actions of our competitors or their pricing strategies, which may be difficult to predict and respond to, currency fluctuations that impact our costs or the cost of our products and services to our customers, increases in material, labor, or inventory carrying costs, excess product component or obsolescence charges from our contract manufacturers, issues with manufacturing or component quality or efficiencies, increased costs due to changes in component pricing or charges incurred due to inaccurately forecasting product demand, warranty related issues, or our introduction of new products and enhancements or entry into new markets with different pricing and cost structures. For example, in fiscal year 2016, our margins decreased compared to fiscal year 2015, primarily due to elevated pricing pressure and product mix. In fiscal year 2015, our margins increased compared to fiscal year 2014, as a result of higher restructuring and other charges recorded in 2014 but not in 2015, in connection with the restructuring plan we initiated in the first quarter of 2014. In fiscal year 2014, our margins declined compared to fiscal year 2013, as a result of higher inventory charges resulting from product rationalizations in connection with our 2014 restructuring plan and an industry-wide memory product quality defect for a component from a third party. We determine our operating expenses largely on the basis of anticipated revenues and a high percentage of our expenses are fixed in the short and medium term. As a result, a failure or delay in generating or recognizing revenue could cause significant variations in our operating results and operating margin from quarter-to-quarter. Failure to sustain or improve our gross margins reduces our profitability and may have a material adverse effect on our business and stock price.

Further, we will continue to remain diligent in our long-term financial objective to increase revenue and operating margins and manage our operating expenses as a percentage of revenue. We expect that our margins will vary with our ability to achieve these goals. We can provide no assurance that we will be able to achieve all or any of the goals of these plans or meet our announced expectations, in whole or in part, or that our plans will have the intended effect of improving our margins on the expected timeline, or at all.

Our success depends upon our ability to effectively plan and manage our resources and restructure our business through rapidly fluctuating economic and market conditions, and such actions may have an adverse effect on our financial and operating results.

Our ability to successfully offer our products and services in a rapidly evolving market requires an effective planning, forecasting, and management process to enable us to effectively scale and adjust our business and business models in response to fluctuating market opportunities and conditions.

From time to time, we have increased investment in our business by, for example, increasing headcount, acquiring companies, and increasing our investment in R&D, sales and marketing, and other parts of our business. Conversely, in 2014, to refocus the Company’s strategy, optimize its structure and improve operational efficiencies, we implemented a new strategic focus, realigned our organization into a One-Juniper structure, reduced our workforce, consolidated and closed facilities, made changes to enhance efficiency, improved cost management measures and instituted a new capital allocation plan. In connection with our cost management measures, we implemented a substantial cost reduction plan accomplished through various restructuring activities across research and development, sales and marketing, and general and administrative. We recorded a goodwill impairment charge of $850.0 million in the fourth quarter of 2014 due to the underperformance of our Security reporting unit and product rationalizations. Further strategy-related pivots could lead to delays in achieving revenue and profit forecasts and result in additional impairment. In addition, in February 2017 we initiated the 2017 Restructuring Plan to realign our workforce and increase operational efficiencies. This included workforce reductions and contract terminations. As we assess the performance of our operating results against our long-term operating goals and evaluate potential opportunities for improvement, the 2017 Restructuring Plan could be subsequently amended and additional restructuring charges could be incurred. Some of our expenses are fixed costs that cannot be rapidly or easily adjusted in response to fluctuations in our business or numbers of employees. Rapid changes in the size, alignment or organization of our workforce, including sales account coverage, could adversely affect our ability to develop and deliver products and services as planned or impair our ability to realize our current or future business and financial objectives.

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Our ability to achieve the anticipated cost savings and other benefits from our restructuring initiatives within the expected time frame is subject to many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we are unsuccessful at implementing changes, or if other unforeseen events occur, our business and results of operations could be adversely affected.

A limited number of our customers comprise a material portion of our revenues and any changes in the way they purchase products and services from us could affect our business. In addition, there is an ongoing trend toward consolidation in the industry in which our customers and partners operate. Any decrease in revenues from our customers or partners could have an adverse effect on our net revenues and operating results.

A material portion of our net revenues depend on sales to a limited number of customers and distribution partners, particularly in our Telecom/Cable and Cloud verticals. Changes in the business requirements or focus, vendor selection, project prioritization, financial prospects, capital resources, and expenditures, or purchasing behavior (including product mix purchased) of our key customers could significantly decrease our sales to such customers or could lead to delays or cancellations of planned purchases of our products or services, which increases the risk of quarterly fluctuations in our revenues and operating results. Any of these factors could adversely affect our business, financial condition, and results of operations.

In addition, in recent years, there has been movement towards consolidation in the telecommunications industry (for example, Liberty Global's acquisition of Cable & Wireless Communications, Charter Communications, Inc.'s acquisition of Time Warner Cable, Inc., CenturyLink, Inc.'s proposed acquisition of Level 3 Communications, Inc., and Vodafone India’s proposed acquisition of Idea Cellular Ltd.) and that consolidation trend has continued. Certain telecommunications companies have also announced their intent towards vertical consolidation through acquisitions of media and content companies, such as Verizon’s acquisition of Yahoo and AT&T’s proposed acquisition of Time Warner. If our customers or partners are parties to consolidation transactions they may delay, suspend or indefinitely reduce or cancel their purchases of our products or other direct or indirect unforeseen consequences could harm our business, financial condition, and results of operations.

We face intense competition that could reduce our revenues and adversely affect our business and financial results.

Competition is intense in the markets that we serve. The network equipment market has historically been dominated by Cisco, with competition coming from other companies such as Nokia Corporation (following its acquisition of Alcatel-Lucent), Arista, Brocade, HPE, and Huawei. In the security market, we face intense competition from Cisco and Palo Alto Networks, as well as companies such as Check Point, F5 Networks, Fortinet, and HPE. Further, a number of other small public and private companies have products or have announced plans for new products to address the same challenges and markets that our products address.

In addition, actual or speculated consolidation among competitors, or the acquisition by, or of, our partners and/or resellers by competitors can increase the competitive pressures faced by us as customers may delay spending decisions or not purchase our products at all. For example, in recent years, Nokia Corporation merged with Alcatel-Lucent, HPE acquired Aruba Networks, Cisco acquired OpenDNS, Symantec Corporation acquired Blue Coat Systems, and Dell acquired EMC, which further consolidated our market. A number of our competitors have substantially greater resources and can offer a wider range of products and services for the overall network equipment market than we do. In addition, some of our competitors have become more integrated, including through consolidation, and offer a broader range of products and services, which could make their solutions more attractive to our customers. Many of our competitors sell networking products as bundled solutions with other IT products, such as computer and storage systems. If we are unable to compete successfully against existing and future competitors on the basis of product offerings or price, we could experience a loss in market share and revenues and/or be required to reduce prices, which could reduce our gross margins, and which could materially and adversely affect our business, financial condition, and results of operations. Our partners and resellers generally sell or resell competing products on a non-exclusive basis and consolidation could delay spending or require us to increase discounts to compete, which could also adversely affect our business.

The long sales and implementation cycles for our products, as well as our expectation that some customers will sporadically place large orders with short lead times, may cause our revenues and operating results to vary significantly from quarter-to-quarter.

A customer's decision to purchase certain of our products, particularly new products, involves a significant commitment of its resources and a lengthy evaluation and product qualification process. As a result, the sales cycle may be lengthy. In particular, customers making critical decisions regarding the design and implementation of large network deployments may engage in very lengthy procurement processes that may delay or impact expected future orders. Throughout the sales cycle, we may spend considerable time educating and providing information to prospective customers regarding the use and benefits of our products.

Even after making the decision to purchase, customers may deploy our products slowly and deliberately. Timing of deployment can vary widely and depends on the skill set of the customer, the size of the network deployment, the complexity of the customer's network environment, and the degree of hardware and operating system configuration necessary to deploy the products. Customers with large networks usually expand their networks in large increments on a periodic basis. Accordingly, we may receive purchase orders for significant dollar amounts on an irregular basis. These long cycles, as well as our expectation that customers will tend to sporadically place large orders with short lead times, both of which may be exacerbated by the impact of global economic weakness, may cause revenues and operating results to vary significantly and unexpectedly from quarter-to-quarter.

The timing of product orders and/or our reliance on revenue from sales of software or subscriptions and professional, support and maintenance services may cause us to recognize revenue in a different period than the one in which a transaction takes place. This may make it difficult for investors to observe quarterly trends and may cause significant variations in our operating results and operating margin on a quarterly basis.

Generally, our network equipment products are stocked only in limited quantities by our distributors and resellers due to the cost, complexity and custom nature of configurations required by our customers; we generally build such products as orders are received. The volume of orders received late in any given fiscal quarter remains unpredictable. If orders for certain products are received late in any quarter, we may not be able to recognize revenue for these orders in the same period, which could adversely affect our ability to meet our expected revenues for such quarter.

In addition, services revenue accounts for a significant portion of our revenue, comprising 29%, 27%, and 26% of total revenue in fiscal year 2016, 2015, and 2014, respectively. Sales of new or renewal professional services, support and maintenance contracts may decline and/or fluctuate as a result of a number of factors, including end-customers' level of satisfaction with our products and services, the prices of our products and services or those offered by our competitors, and reductions in our end-customers' spending levels. We recognize professional services, support and maintenance revenue periodically over the term of the relevant service period.

The introduction of new software products and services is part of our intended strategy to expand our software business, and software revenues may be recognized periodically over the term of the relevant use period or subscription period. As a result, much of the software, subscription and support and maintenance revenue we report each fiscal quarter is the recognition of deferred revenue from software, subscription and support and maintenance contracts entered into during previous fiscal quarters. Consequently, a decline in new or renewed contracts in any one fiscal quarter will not be fully or immediately reflected in revenue in that fiscal quarter but will negatively affect our revenue in future fiscal quarters. Accordingly, the effect of significant downturns in new or renewed sales of our software, subscriptions or support and maintenance is not reflected in full in our operating results until future periods. Also, it is difficult for us to rapidly increase our software or services revenue through additional software or services sales in any period, as revenue from new and renewal software, subscription and support and maintenance contracts must be recognized over the applicable service period.

Additionally, we determine our operating expenses largely on the basis of anticipated revenues and technology roadmap and a high percentage of our expenses are fixed in the short and medium term. As a result, a failure or delay in generating or recognizing revenue could cause significant variations in our operating results and operating margin from quarter-to-quarter.

If we do not successfully anticipate technological shifts, market needs and opportunities, and develop products, product enhancements and business strategies that meet those technological shifts, needs and opportunities, or if those products are not made available or strategies are not executed in a timely manner or do not gain market acceptance, we may not be able to compete effectively and our ability to generate revenues will suffer.

The markets for our products are characterized by rapid technological change, frequent new product introductions, changes in customer requirements, continuous pricing pressures and a constantly evolving industry. We cannot guarantee that we will be able to anticipate future technological shifts, market needs and opportunities or be able to develop new products, product enhancements or business strategies to meet such technological shifts, needs or opportunities in a timely manner or at all. For example, the move from traditional wide area network, or WAN, infrastructures towards software-defined WAN, or SD-WAN, has been receiving considerable attention. In our view, it will take several years to see the full impact of SD-WAN, and we believe the successful products and solutions in this market will combine hardware and software elements. If we fail to anticipate market requirements or opportunities or fail to develop and introduce new products, product enhancements or business strategies to meet those requirements or opportunities in a timely manner, it could cause us to lose customers, and such failure could substantially decrease or delay market acceptance and sales of our present and future products and services, which would significantly harm our business, financial condition, and results of operations. In addition, if we invest time, energy and resources in developing products for a market that doesn't develop, it could likewise significantly harm our business, financial condition, and results of operations. Even if we are able to anticipate, develop, and commercially introduce new products, enhancements or business strategies, there can be no assurance that new products, enhancements or business strategies will achieve widespread market acceptance.

In the past two years, we have announced a number of new products and enhancements to our hardware and software products across routing, switching and security. The success of our new products depends on several factors, including, but not limited to, component costs, timely completion and introduction of these products, prompt resolution of any defects or bugs in these products, our ability support these products, differentiation of new products from those of our competitors and market acceptance of these products.

The introduction of new software products is part of our intended strategy to expand our software business. We have also begun to disaggregate certain software from certain hardware products, such that customers would be able to purchase or license our hardware and software products independently, which we expect could in time enable our hardware to be deployed with third party networking applications and services and our software to be used with third party hardware. The success of our strategy to expand our software business, including our strategy to disaggregate software from certain hardware products, is subject to a number of risks and uncertainties, including:

- the additional development efforts and costs required to create new software products and/or to make our disaggregated products compatible with multiple technologies;

- the possibility that our new software products or disaggregated products may not achieve widespread customer adoption;

- the potential that our strategy could erode our revenue and gross margins;

- the impact on our financial results of longer periods of revenue recognition and changes in tax treatment associated with software sales;

- the additional costs associated with regulatory compliance and changes we need to make to our distribution chain in connection with increased software sales;

- the ability of our disaggregated hardware and software products to operate independently and/or to integrate with current and future third party products; and

- issues with third party technologies used with our disaggregated products may be attributed to us.

If any of our new products or business strategies do not gain market acceptance or meet our expectations for growth, our ability to meet future financial targets may be adversely affected and our competitive position and our business and financial results could be harmed.

We are dependent on contract manufacturers with whom we do not have long-term supply contracts, and changes to or disruptions in those relationships or manufacturing processes, expected or unexpected, may result in delays that could cause us to lose revenues and damage our customer relationships.

We depend on independent contract manufacturers (each of which is a third-party manufacturer for numerous companies) to manufacture our products. Although we have contracts with our contract manufacturers, these contracts do not require them to manufacture our products on a long-term basis in any specific quantity or at any specific price. In addition, it is time-consuming and costly to qualify and implement additional contract manufacturer relationships. Therefore, if we fail to effectively manage our contract manufacturer relationships, which includes failing to provide accurate forecasts of our requirements, or if one or more of them experiences delays, disruptions, or quality control problems in our manufacturing operations, or if we had to change or add additional contract manufacturers or contract manufacturing sites, our ability to ship products to our customers could be delayed. We have experienced in the past and may experience in the future an increase in the expected time required to manufacture our products or ship products. Such delays could result in supply shortfalls that damage our ability to meet customer demand for those products and could cause our customers to purchase alternative products from our competitors. Also, the addition of manufacturing locations or contract manufacturers or the introduction of new products by us would increase the complexity of our supply chain management. Moreover, an increasing portion of our manufacturing is performed in China and other foreign countries and is therefore subject to risks associated with doing business outside of the United States, including the possibility of import tariffs imposed by the new administration. Each of these factors could adversely affect our business, financial condition and results of operations.

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If we fail to accurately predict our manufacturing requirements, we could incur additional costs or experience manufacturing delays, which would harm our business.

We provide demand forecasts for our products to our contract manufacturers and original design manufacturers, who order components and plan capacity based on these forecasts. If we overestimate our requirements, our original design or contract manufacturers may assess charges, or we may have liabilities for excess inventory, each of which could negatively affect our gross margins. For example, in certain prior quarters, our gross margins were reduced as a result of an inventory charge resulting from inventory we held in excess of forecasted demand. In addition, some optical modules we use are experiencing faster product transitions than previous years, which increases the risk that we could have excess inventory of those modules. Conversely, because lead times for required materials and components vary significantly and depend on factors such as the specific supplier, contract terms, and the demand for each component at a given time, and because our contract manufacturers are third-party manufacturers for numerous other companies, if we underestimate our requirements, as we have in certain prior quarters with respect to certain products, our contract manufacturers may have inadequate time, materials, and/or components required to produce our products, which could increase costs or delay or interrupt manufacturing of our products resulting in delays in shipments and deferral or loss of revenues and negatively impacting customer satisfaction.

System security risks, data protection breaches, and cyber-attacks could compromise our proprietary information, disrupt our internal operations and harm public perception of our products, which could cause our business and reputation to suffer and adversely affect our stock price.

In the ordinary course of business, we store sensitive data, including intellectual property, personal data, our proprietary business information and proprietary business information of our customers, suppliers and business partners on our networks. In addition, we store sensitive data through cloud-based services that may be hosted by third parties and in data center infrastructure maintained by third parties. The secure maintenance of this information is critical to our operations and business strategy. The growing cyber risk environment means that individuals, companies, and organizations of all sizes, including Juniper, are increasingly subject to the threat of intrusions on their networks and systems by a wide range of actors on an ongoing and regular basis. Despite our security measures, and those of our third-party vendors, our information technology and infrastructure may be vulnerable to penetration or attacks by computer programmers, hackers or sophisticated nation-state and nation-state supported actors or breached due to employee error, malfeasance or other disruptions. If any breach compromises our networks, creates system disruptions or slowdowns or exploits security vulnerabilities of our products, the information stored on our networks could be accessed and modified, publicly disclosed, lost or stolen, and we may be subject to liability to our customers, suppliers, business partners and others, and suffer reputational and financial harm. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of our networks. This can be true even for “legacy” products that have been determined to have reached an end of life engineering status but will continue to operate for a limited amount of time.

For example, in December 2015, we disclosed that we identified unauthorized code in our ScreenOS security system that could allow a knowledgeable attacker to gain administrative access to NetScreen devices and to decrypt VPN connections. Following the identification of the ScreenOS vulnerabilities, we launched an investigation into the matter, developed patched releases for the latest versions of ScreenOS and notified customers, all of which required significant time and attention from management and our employees. In addition, in April 2016, we made additional changes to ScreenOS in response to our additional analysis as a part of an update of ScreenOS. At this time, we do not have an estimate of third party costs related to the ScreenOS matter that could result from any third party claims brought against us, including, for example, indemnification for damages our customers may incur or actions instituted by governmental or regulatory entities that could result in fines or other penalties. Costs related to the ScreenOS matter, including the costs to resolve third party claims, may be material.

As a result of the ScreenOS matter, or any other actual or perceived breach of network security that occurs in our network or in the network of a customer of our products, regardless of whether the breach is attributable to our products, the market perception of the effectiveness of our products and our overall reputation could be harmed. Because the techniques used by attackers, many of whom are highly sophisticated and well-funded, to access or sabotage networks change frequently and generally are not recognized until after they are used, we may be unable to anticipate or immediately detect these techniques or the vulnerabilities they have caused. This could impede our sales, manufacturing, distribution or other critical functions, which could have an adverse impact on our financial results. The economic costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software systems and security vulnerabilities, including the ScreenOS matter, could be significant and may be difficult to anticipate or measure, because the damage may differ based on the identity and motive of the attacker, which are often difficult to pinpoint. Additionally, we could be subject to regulatory investigations, potential fines and litigation in connection with a security breach or related issue and be liable to third parties for these types of breaches.

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We are dependent on sole source and limited source suppliers for several key components, which makes us susceptible to shortages, quality issues or price fluctuations in our supply chain, and we may face increased challenges in supply chain management in the future.

We rely on single or limited sources of certain of our components. During periods of high demand for electronic products, component shortages are possible, and the predictability of the availability of such components may be limited. For example, some optical transceivers and memory components used in our networking solutions might experience extended lead times, given the demand in the market. Any future spike in growth in our business, or more likely in IT spending and the economy in general is likely to create greater short-term pressures on us and our suppliers to accurately forecast overall component demand and to establish optimal component inventories. If shortages or delays persist, the price of these components may increase, or the components may not be available at all. We may not be able to secure enough components at reasonable prices or of acceptable quality to build new products in a timely manner, and our revenues and gross margins could suffer until other sources can be developed. In addition, from time to time, we have experienced component shortages or quality issues that resulted in delays of product shipments and/or warranty or other claims. For example, in late 2016, we became aware of a defect in a clock-signal component from a third-party supplier that affected certain of our products and which resulted in remediation costs. As a result of this issue, we recorded a product cost of revenue charge that impacted our product gross margins for our fiscal year ended December 31, 2016 and three months ended March 31, 2017, and we may incur additional costs. We also currently purchase numerous key components, including ASICs and other semiconductor chips, from single or limited sources and many of our component suppliers are concentrated in China. In addition, there has been consolidation among certain suppliers of our components. For example, GLOBALFOUNDRIES recently acquired IBM's semiconductor manufacturing business, Avago Technologies Limited recently acquired Broadcom Corporation and Intel Corporation recently acquired Altera Corporation. Consolidation among suppliers can result in the reduction of the number of independent suppliers of components available to us, which could negatively impact our ability to access certain component parts or the prices we have to pay for such parts. In addition, our suppliers may determine not to continue a business relationship with us for other reasons that may be beyond our control. Any disruptions to our supply chain could decrease our sales, earnings and liquidity or otherwise adversely affect our business and result in increased costs. Such a disruption could occur as a result of any number of events, including, but not limited to, increases in wages that drive up prices, the imposition of regulations, quotas or embargoes on key components, labor stoppages, transportation failures affecting the supply and shipment of materials and finished goods, the unavailability of raw materials, severe weather conditions, natural disasters, civil unrest, geopolitical developments, war or terrorism and disruptions in utility and other services.

The development of alternate sources for key components is time-consuming, difficult, and costly. In addition, the lead times associated with certain components are lengthy and preclude rapid changes in quantities and delivery schedules. Also, long-term supply and maintenance obligations to customers increase the duration for which specific components are required, which may further increase the risk of component shortages or the cost of carrying inventory. In the event of a component shortage or supply interruption from these suppliers, we may not be able to develop alternate or second sources in a timely manner. If we are unable to buy these components in quantities sufficient to meet our requirements on a timely basis, we will not be able to deliver products and services to our customers, which would seriously affect present and future sales, which would, in turn, adversely affect our business, financial condition, and results of operations.

In addition, the development, licensing, or acquisition of new products in the future may increase the complexity of supply chain management. Failure to effectively manage the supply of key components and products would adversely affect our business.

We rely on value-added and other resellers, as well as distribution partners, to sell our products, and disruptions to, or our failure to effectively develop and manage, our distribution channel and the processes and procedures that support it could adversely affect our ability to generate revenues from the sale of our products.

Our future success is highly dependent upon establishing and maintaining successful relationships with a variety of value-added and other reseller and distribution partners, including our worldwide strategic partners such as Ericsson, IBM, Dimension Data and NEC Corporation. The majority of our revenues are derived through value-added resellers and distributors, most of which also sell our competitors' products, and some of which sell their own competing products. Our revenues depend in part on the performance of these partners. The loss of or reduction in sales to our resellers or distributors could materially reduce our revenues. For example, in 2016, Nokia Corporation merged with Alcatel-Lucent, a competitor of ours, and in 2015 Cisco announced a partnership with Ericsson, which is one of our existing partners. Our competitors may in some cases be effective in leveraging their market share positions or in providing incentives to current or potential resellers and distributors to favor their products or to prevent or reduce sales of our products. If we fail to develop and maintain relationships with our partners, fail to develop new relationships with value-added resellers and distributors in new markets, fail to expand the number of distributors and resellers in existing markets, fail to manage, train or motivate existing value-added resellers and distributors effectively, determine that we cannot continue to do business with these partners for any reason or if these partners are not successful in their sales efforts, sales of our products may decrease, and our business, financial condition, and results of operations would suffer.

In addition, we recognize a portion of our revenues based on a sell-through model using information provided by our distributors. If those distributors provide us with inaccurate or untimely information, the amount or timing of our revenues could be adversely impacted.

Further, in order to develop and expand our distribution channel, we must continue to offer attractive channel programs to potential partners and scale and improve our processes and procedures that support the channel. As a result, our programs, processes and procedures may become increasingly complex and inherently difficult to manage. We have previously entered into OEM agreements with partners pursuant to which they rebrand and resell our products as part of their product portfolios. These types of relationships are complex and require additional processes and procedures that may be challenging and costly to implement, maintain and manage. Our failure to successfully manage and develop our distribution channel and the programs, processes and procedures that support it could adversely affect our ability to generate revenues from the sale of our products. We also depend on our global channel partners to comply with applicable legal and regulatory requirements. To the extent that they fail to do so, that could have a material adverse effect on our business, operating results, and financial condition.

Our ability to process orders and ship products in a timely manner is dependent in part on our business systems and performance of the systems and processes of third parties such as our contract manufacturers, suppliers, data center providers or other partners, as well as the interfaces between our systems and the systems of such third parties. If our systems, the systems and processes of those third parties, or the interfaces between them experience delays or fail, our business processes and our ability to build and ship products could be impacted, and our financial results could be harmed.

Some of our business processes depend upon our information technology, or IT, systems, the systems and processes of third parties, and the interfaces of our systems with the systems of third parties. For example, we are in the process of further consolidating our on-site data centers to the cloud and to off-site facilities that are hosted and controlled by third-parties. These cloud providers and off-site facilities are vulnerable to damage, interruption or performance problems from earthquakes, hurricanes, floods, fires, power loss, telecommunications failures, equipment failure, adverse events caused by operator error and similar events. In addition, because we lease our cloud storage space and off-site data center facilities, we cannot be assured that we will be able to expand our data center infrastructure to meet user demand in a timely manner, or on favorable economic terms. If we have issues receiving and processing data, this may delay our ability to provide products and services to our customers and damage our business. We also rely upon the performance of the systems and processes of our contract manufacturers to build and ship our products. If those systems and processes experience interruption or delay, our ability to build and ship our products in a timely manner may be harmed. For example, we have experienced instances where our contract manufacturers were not able to ship products in the time periods expected by us, which prevented us from meeting our commitments to our customers. If we are not able to ship our products or if product shipments are delayed, our ability to recognize revenue in a timely manner for those products would be affected and our financial results could be harmed.

Integration of acquisitions could disrupt our business and harm our financial condition and stock price and may dilute the ownership of our stockholders.

We have made, and may continue to make, acquisitions in order to enhance our business. For example, in 2016, we acquired AppFormix Inc., Aurrion, Inc. and BTI Systems Inc. Acquisitions involve numerous risks, including, but not limited to, problems combining the purchased operations, technologies or products, unanticipated costs and liabilities, diversion of management's attention from our core businesses, adverse effects on existing business relationships with suppliers and customers, risks associated with entering markets in which we have no or limited prior experience, and potential loss of key employees. There can be no assurance that we will be able to integrate successfully any businesses, products, technologies, or personnel that we might acquire. The integration of businesses that we may acquire is likely to be a complex, time-consuming, and expensive process and we may not realize the anticipated revenues or other benefits associated with our acquisitions if we fail to successfully manage and operate the acquired business. If we fail in any acquisition integration efforts and are unable to efficiently operate as a combined organization utilizing common information and communication systems, operating procedures, financial controls, and human resources practices, our business, financial condition, and results of operations may be adversely affected.

In connection with certain acquisitions, we may agree to issue common stock or assume equity awards that dilute the ownership of our current stockholders, use a substantial portion of our cash resources, assume liabilities, record goodwill and amortizable intangible assets that will be subject to impairment testing on a regular basis and potential periodic impairment charges, incur amortization expenses related to certain intangible assets, and incur large and immediate write-offs and restructuring and other related expenses, all of which could harm our financial condition and results of operations.

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Telecommunications, cable and cloud service provider companies and our other large customers generally require onerous terms and conditions in our contracts with them. As we seek to sell more products to such customers, we may be required to agree to terms and conditions that could have an adverse effect on our business or ability to recognize revenues.

Telecommunications, cable and cloud service provider companies, which comprise a significant portion of our customer base, and other large companies, generally have greater purchasing power than smaller entities and, accordingly, often request and receive more favorable terms from suppliers. For example, our customers France Telecom-Orange and Deutsche Telekom AG have formed a company for the purpose of purchasing products from, and negotiating more favorable contractual terms with, suppliers. As we seek to sell more products to this class of customer, we may be required to agree to such terms and conditions, which may include terms that affect the timing of our ability to recognize revenue, increase our costs and have an adverse effect on our business, financial condition, and results of operations. Consolidation among such large customers can further increase their buying power and ability to require onerous terms.

In addition, service providers have purchased products from other vendors who promised but failed to deliver certain functionality and/or had products that caused problems or outages in the networks of these customers. As a result, these customers may request additional features from us and require substantial penalties for failure to deliver such features or may require substantial penalties for any network outages that may be caused by our products. These additional requests and penalties, if we are required to agree to them, may require us to defer revenue recognition from such sales, which may negatively affect our business, financial condition and results of operations. In addition, increased patent litigation brought against customers by non-practicing entities in recent years, may result, and in some cases has resulted, in customers requesting or requiring vendors to absorb a portion of the costs of such litigation or providing broader indemnification for litigation, each of which could increase our expenses and negatively affect our business, financial condition and results of operations.

We are a party to lawsuits, investigations, proceedings, and other disputes, which are costly to defend and, if determined adversely to us, could require us to pay fines or damages, undertake remedial measures or prevent us from taking certain actions, any or all of which could harm our business, results of operations, financial condition or cash flows.

We, and certain of our current and former officers and current and former members of our Board of Directors, have been or are subject to various lawsuits. We have been served with lawsuits related to employment matters, commercial transactions and patent infringement, as well as securities laws. As noted in Note 15, Commitments and Contingencies, in Notes to Consolidated Financial Statements of this Report, under the heading of “Legal Proceedings”, the U.S. Securities and Exchange Commission, or the SEC, and the U.S. Department of Justice, or the DOJ, are conducting investigations into possible violations by the Company of the U.S. Foreign Corrupt Practices Act, or the FCPA, in a number of countries. The investigations relate to whether the Company or any third party on behalf of the Company gave money or anything else of value to any government official in violation of the FCPA. The Company’s Audit Committee, with the assistance of independent advisors, has been investigating and conducting a thorough review of possible violations of the FCPA, and has made recommendations for remedial measures, including employee disciplinary actions in foreign jurisdictions, which the Company has implemented and continues to implement. Litigation and investigations are inherently uncertain. We therefore cannot predict the duration, scope, outcome or consequences of litigation and government investigations. In connection with any government investigations, including those in which we are currently involved as described above, if the government takes action against us or we agree to settle the matter, we may be required to pay substantial fines and incur other sanctions, which may be material, and suffer reputational harm. The lawsuits and investigations are expensive and time-consuming to defend, settle, and/or resolve, and may require us to implement certain remedial measures that could prove costly or disruptive to our business and operations. The unfavorable resolution of one or more of these matters could have a material adverse effect on our business, results of operations, financial condition or cash flows.

We are a party to litigation and claims regarding intellectual property rights, resolution of which may be time-consuming and expensive, as well as require a significant amount of resources to prosecute, defend, or make our products non-infringing.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. We expect that infringement claims may increase as the number of products and competitors in our market increases and overlaps occur. Third parties have asserted and may in the future assert claims or initiate litigation related to patent, copyright, trademark, and other intellectual property rights to technologies and related standards that are relevant to our products. The asserted claims and/or initiated litigation may include claims against us or our manufacturers, suppliers, partners, or customers, alleging that our products or services infringe proprietary rights. In addition, increased patent litigation brought by non-practicing entities in recent years may result, and in some cases has resulted, in our customers requesting or requiring us to absorb a portion of the costs of such litigation or providing broader indemnification for litigation, each of which could increase our expenses and negatively affect our business, financial condition and results of operations. Regardless of the merit of these claims, they have been and can be time-consuming, result in costly litigation, and may require us to develop non-infringing technologies, enter into license agreements, or cease engaging in certain activities or offering certain products or services. Furthermore, because of the potential for high awards of damages or injunctive relief that are not necessarily predictable, even arguably unmeritorious claims may be settled for significant amounts of money. If any infringement or other intellectual property claim made against us or anyone we are required to indemnify by any third-party is successful, if we are required to settle litigation for significant amounts of money, if we fail to develop non-infringing technology or if we incorporate infringing technology in our products or if we license required proprietary rights at material expense, our business, financial condition, and results of operations could be materially and adversely affected.

Regulation of our industry in general and the telecommunications industry in particular could harm our operating results and future prospects.

We are subject to laws and regulations affecting the sale of our products in a number of areas. For example, some governments have regulations prohibiting government entities from purchasing security products that do not meet specified indigenous certification criteria, even though those criteria may be in conflict with accepted international standards. Other regulations that may negatively impact our business include country of origin regulations. These types of regulations are in effect or under consideration in several jurisdictions where we do business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act includes disclosure requirements applicable to public companies regarding the use of “conflict minerals” mined from the Democratic Republic of Congo and adjoining countries, which we refer to collectively as the DRC, and procedures regarding a manufacturer's efforts to prevent the sourcing of such “conflict minerals.” These minerals are present in our products. In addition, the European Union reached agreement in late 2016 on a EU-wide conflict minerals rule under which most EU importers of tin, tungsten, tantalum, gold and their ores will have to conduct due diligence to ensure the minerals do not originate from conflict zones and do not fund armed conflicts. Large manufacturers also will have to disclose how they plan to monitor their sources to comply with the rules. The regulation was adopted in 2017 with compliance required by 2021.

In addition, environmental laws and regulations relevant to electronic equipment manufacturing or operations, including laws and regulations governing the hazardous material content of our products and laws relating to the collection of and recycling of electrical and electronic equipment, may adversely impact our business and financial condition. These laws and regulations include, among others, the European Union, or EU, Restriction on the Use of Certain Hazardous Substances in Electrical and Electronic Equipment Directive, or RoHS. The EU RoHS and the similar laws of other jurisdictions limit the content of certain hazardous materials, such as lead, mercury, and cadmium, in the manufacture of electrical equipment, including our products. Currently, our products comply with the EU RoHS requirements. However, certain exemptions are scheduled to lapse, or have lapsed, including an exemption for lead in network infrastructure equipment upon which we and our competitors had relied, which expired in July 2016. The lapse of this exemption, further changes to this or other laws, or passage of similar laws in the EU or other jurisdictions, would require us to cease selling non-compliant products in the EU and to reengineer our products to use components compatible with these regulations. This reengineering and component substitution could result in additional costs to us, disrupt our operations or logistics, and result in an adverse impact on our operating results. In addition, in validating the compliance of our products with applicable hazardous materials restrictions, we rely substantially on affirmations by our component suppliers as to the compliance of their products with respect to those same restrictions. Failure by our component suppliers to furnish accurate and timely information could subject us to penalties or liability for violation of such hazardous materials restrictions, interrupt our supply of products to the EU, and result in our customers refusing or being unable to purchase our products. Additionally, the EU and a number of other countries have adopted regulations requiring producers of electrical and electronic equipment to assume certain responsibilities for collecting, treating, recycling and disposing of products when they have reached the end of their useful life. Finally, the EU REACH regulations regulate the handling of certain chemical substances that may be used in our products.

In addition, as a contractor and subcontractor to U.S. government departments and agencies, we are subject to Federal regulations pertaining to our IT systems. For instance, as a subcontractor to the U.S. Department of Defense, or DOD, the Defense Federal Acquisition Regulation Supplement (DFARS) requires that our IT systems comply with the security and privacy controls described in National Institute of Standards and Technology Special Publication 800-171, or NIST SP 800-171. The DFARS requires DOD contractors and subcontractors to implement the NIST SP 800-171 controls no later than December 31, 2017. The DFARS also requires that we flow the security control requirement down to certain of our own subcontractors. Failure to comply with these requirements could result in a loss of Federal government business, subject us to claims or other remedies for non-compliance and negatively impact our business, financial condition, and results of operations.

The telecommunications industry is highly regulated, and our business and financial condition could be adversely affected by changes in regulations relating to the Internet telecommunications industry. Currently, there are few laws or regulations that apply directly to access to or commerce on IP networks, but future regulations could include sales taxes on products sold via the Internet and Internet service provider access charges. We could be adversely affected by regulation of IP networks and commerce in any country where we market equipment and services to service providers or cloud provider companies. Regulations governing the range of services and business models that can be offered by service providers or cloud provider companies could adversely affect those customers' needs for products. For instance, the U.S. Federal Communications Commission has issued regulations governing aspects of fixed broadband networks and wireless networks. These regulations, which were challenged in court, and which the new Federal Communications Commission leadership is considering removing or modifying, might impact service provider and cloud provider business models and, as such, providers' needs for Internet telecommunications equipment and services. Also, many jurisdictions are evaluating or implementing regulations relating to cyber security, supply chain integrity, privacy and data protection, any of which can affect the market and requirements for networking and security equipment.

The adoption and implementation of additional regulations could reduce demand for our products, increase the cost of building and selling our products, result in product inventory write-offs, impact our ability to ship products into affected areas and recognize revenue in a timely manner, require us to spend significant time and expense to comply, and subject us to fines and civil or criminal sanctions or claims if we were to violate or become liable under such regulations. Any of these impacts could have a material adverse effect on our business, financial condition, and results of operations.

Governmental regulations and economic sanctions affecting the import or export of products generally or affecting products containing encryption capabilities could negatively affect our revenues and operating results.

The United States and various foreign governments have imposed controls and restrictions on the import or export of, among other things, our products that contain or use encryption technology. Most of our products contain or use encryption technology and, consequently, are subject to such controls, requirements and restrictions. In addition, from time to time, governmental agencies have proposed additional regulation of encryption technology, such as requiring certification, notifications, review of source code, limiting the encryption features or the escrow and governmental recovery of private encryption keys. For example, China has promulgated new cybersecurity regulations affecting networking products that may impair our ability to profitably market and sell our products in China. We sell our products to both commercial customers and, directly and indirectly, to governments around the world. Our ability to sell into substantial government markets (whether or not the products we sell include encryption) is vulnerable to changes in government procurement regulations, any associated local content requirements and changes in the government’s interpretation of such regulations. In addition, the U.S. government has broader sanctions and embargoes that generally forbid supply of most items to or involving certain countries, territories, governments, legal entities and individuals, including restrictions imposed by the U.S. and EU on exports to Russia and Ukraine. We have implemented systems to detect and prevent sales into these countries or to prohibited entities or individuals, but there can be no assurance that they will always be effective.

Governmental regulation of encryption or IP networking technology and regulation of imports or exports, or our failure to obtain required import or export approval for our products, or related economic sanctions could harm our international and domestic sales and adversely affect our revenues and operating results. In addition, failure to comply with such regulations could result in harm to our reputation and ability to compete in international markets, penalties, costs, seizure of assets (including source code) and restrictions on import or export privileges or adversely affect sales to government agencies or government-funded projects.

Our actual or perceived failure to adequately protect personal data could adversely affect our business, financial condition and results of operations.

A variety of state, national, foreign, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer, and other processing of personal data. These privacy- and data protection-related laws and regulations are evolving, with new or modified laws and regulations proposed and implemented frequently and existing laws and regulations subject to new or different interpretations. Compliance with these laws and regulations can be costly and can delay or impede the development and offering of new products and services.

For example, we previously relied upon adherence to the U.S. Department of Commerce's Safe Harbor Privacy Principles and compliance with the U.S.-EU Safe Harbor Framework, which we refer to as the Safe Harbor, agreed to by the U.S. Department of Commerce and the EU. The Safe Harbor, which established means for legitimizing the transfer of personal data by U.S. companies from the European Economic Area, or EEA, to the U.S., was invalidated in 2015 by a decision of the European Court of Justice, or the ECJ. Now that the EU and U.S. have implemented a successor privacy framework called the Privacy Shield, we are reviewing and documenting our practices required to obtain certification under the Privacy Shield, in addition to entering into EU Model Contracts with our vendors where appropriate and feasible in anticipation of the possibility that the Privacy Shield may be legally challenged or voided like Safe Harbor in an uncertain political environment. In addition, the EU General Data Protection Regulation, which will be effective in May 2018, is expected to result in substantial changes to our compliance obligations and a significant increase in potential administrative fines for non-compliance. Similarly, the June 2016 approval by voters in the United Kingdom,

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or U.K., of a referendum to leave the EU could require us to make additional changes to the way we conduct our business and transmit data between the U.S., U.K., EU and the rest of the world.

Our actual or alleged failure to comply with applicable laws and regulations, or to protect personal data, could result in enforcement actions, significant penalties or other legal action against us or our customers or suppliers, which could result in negative publicity, increase our operating costs, subject us to claims or other remedies and have a material adverse effect on our business, financial condition, and results of operations.

Our ability to develop, market, and sell products could be harmed if we are unable to retain or hire key personnel.

Our future success depends upon our ability to recruit and retain the services of executive, engineering, sales and marketing, and support personnel. The supply of highly qualified individuals, in particular engineers in very specialized technical areas, or sales people with specialized industry expertise, is limited and competition for such individuals is intense. None of our officers or key employees is bound by an employment agreement for any specific term. The loss of the services of any of our key employees, the inability to attract or retain personnel in the future or delays in hiring required personnel, engineers and sales people, and the complexity and time involved in replacing or training new employees, could delay the development and introduction of new products, and negatively impact our ability to market, sell, or support our products.

A number of our team members are foreign nationals who rely on visas and entry permits in order to legally work in the United States and other countries. In recent years, the United States has increased the level of scrutiny in granting H-1(B), L-1 and other business visas. In addition, the current U.S. administration has indicated that immigration reform is a priority. Compliance with United States immigration and labor laws could require us to incur additional unexpected labor costs and expenses or could restrain our ability to retain skilled professionals. Any of these restrictions could have a material adverse effect on our business, results of operations and financial conditions.

Our financial condition and results of operations could suffer if there is an additional impairment of goodwill or other intangible assets with indefinite lives.

We are required to test intangible assets with indefinite lives, including goodwill, annually or more frequently if certain circumstances change that would more likely than not reduce the fair value of a reporting unit and intangible assets below their carrying values. As of June 30, 2017, our goodwill was $3,079.4 million and intangible assets with indefinite lives was $49.0 million. When the carrying value of a reporting unit's goodwill exceeds its implied fair value of goodwill, or if the carrying amount of an intangible asset with an indefinite life exceeds its fair value, a charge to operations is recorded. Either event would result in incremental expenses for that quarter, which would reduce any earnings or increase any loss for the period in which the impairment was determined to have occurred.

In the past, we recorded a goodwill impairment charge of $850.0 million due to the underperformance of our Security reporting unit and product rationalizations.

From time to time, economic weakness has contributed to extreme price and volume fluctuations in global stock markets that have reduced the market price of many technology company stocks, including ours. Declines in our level of revenues due to restructuring or cost reductions or declines in our operating margins, or sustained declines in our stock price, increase the risk that goodwill and intangible assets with indefinite lives may become impaired in future periods.

During the three months ended June 30, 2017, we concluded that there were sufficient indicators to require us to perform an interim goodwill impairment analysis on our Security reporting unit. Based on our analysis, we determined that our Security reporting unit's goodwill is not impaired. However, our goodwill impairment analysis is sensitive to changes in key assumptions used in our analysis, such as expected future cash flows, the degree of volatility in equity and debt markets, and our stock price. If the assumptions used in our analysis are not realized, it is possible that an impairment charge may need to be recorded in the future. We cannot accurately predict the amount and timing of any impairment of goodwill or other intangible assets. However, any such impairment would have an adverse effect on our results of operations.

Changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our results.

Our future effective tax rates could be subject to volatility or adversely affected by the following: earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated earnings in countries where we have higher statutory rates; changes in the valuation of our deferred tax assets and liabilities; expiration of, or lapses in, the R&D tax credit

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laws applicable to us; transfer pricing adjustments related to certain acquisitions, including the license of acquired intangibles under our intercompany R&D cost sharing arrangement; costs related to intercompany restructuring; tax effects of share-based compensation; challenges to our methodologies for valuing developed technology or intercompany arrangements; or changes in tax laws, regulations, accounting principles, or interpretations thereof. On October 5, 2015, the Organisation for Economic Co-operation and Development, or OECD, an international association of 35 countries including the U.S., published final proposals under its Base Erosion and Profit Shifting, or BEPS, Action Plan. The BEPS Action Plan includes fifteen Actions to address BEPS in a comprehensive manner and represents a significant change to the international corporate tax landscape. These proposals, as adopted by countries, may increase tax uncertainty and adversely affect our provision for income taxes. Furthermore, the current U.S. administration and key members of Congress have made public statements indicating that tax reform is a priority. Certain changes to U.S. tax laws, including limitations on the ability to defer U.S. taxation on earnings outside of the United States until those earnings are repatriated to the United States, could affect the tax treatment of our foreign earnings. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service, or IRS, and other tax authorities. It is possible that tax authorities may disagree with certain positions we have taken and any adverse outcome of such a review or audit could have a negative effect on our financial position and operating results. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, but the determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results in the period or periods for which such determination is made. There can be no assurance that the outcomes from continuous examinations will not have an adverse effect on our business, financial condition, and results of operations.

We may face difficulties enforcing our proprietary rights, which could adversely affect our ability to compete.

We generally rely on a combination of patents, copyrights, trademarks, and trade secret laws and contractual restrictions on disclosure of confidential and proprietary information, to establish and maintain proprietary rights in our technology and products. Although we have been issued numerous patents and other patent applications are currently pending, there can be no assurance that any of our patent applications will result in issued patents or that any of our patents or other proprietary rights will not be challenged, invalidated, infringed or circumvented or that our rights will, in fact, provide competitive advantages to us or protect our technology, any of which could result in costly product redesign efforts, discontinuance of certain product offerings and other competitive harm.

In addition, despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or obtain and use information that we regard as proprietary. We generally enter into confidentiality or license agreements with our employees, consultants, vendors, and customers, and generally limit access to and distribution of our proprietary information. However, we cannot assure you that we have entered into such agreements with all parties who may have or have had access to our confidential information or that the agreements we have entered into will not be breached. We cannot guarantee that any of the measures we have taken will prevent misappropriation of our technology.

Furthermore, the laws of some foreign countries may not protect our proprietary rights to the same extent as do the laws of the United States. The outcome of any actions taken in these foreign countries may be different than if such actions were determined under the laws of the United States. Although we are not dependent on any individual patents or group of patents for particular segments of the business for which we compete, if we are unable to protect our proprietary rights in a market, we may find ourselves at a competitive disadvantage to others who need not incur the substantial expense, time, and effort required to create innovative products that have enabled our success.

We are subject to risks arising from our international operations, which may adversely affect our business, financial condition, and results of operations.

We derive a substantial portion of our revenues from our international operations, and we plan to continue expanding our business in international markets. We conduct significant sales and customer support operations directly and indirectly through our distributors and VARs in countries throughout the world and depend on the operations of our contract manufacturers and suppliers that are located outside of the United States. In addition, a portion of our R&D and our general and administrative operations are conducted outside the United States. In some countries, we may experience reduced intellectual property protection.

As a result of our international operations, we are affected by economic, business regulatory, social, and political conditions in foreign countries, including the following:

- changes in general IT spending,

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- the imposition of government controls, inclusive of critical infrastructure protection;
- changes or limitations in trade protection laws or other regulatory requirements, which may affect our ability to import or export our products from various countries;
- varying and potentially conflicting laws and regulations;
- fluctuations in local economies;
- wage inflation or a tightening of the labor market;
- tax policies that could have a business impact;
- potential import tariffs imposed by the United States and the possibility of reciprocal tariffs by foreign countries;
- data privacy rules and other regulations that affect cross border data flow; and
- the impact of the following on customer spending patterns: political considerations, unfavorable changes in tax treaties or laws, natural disasters, epidemic disease, labor unrest, earnings expatriation restrictions, misappropriation of intellectual property, military actions, acts of terrorism, political and social unrest and difficulties in staffing and managing international operations.

Any or all of these factors could have a material adverse impact on our business, financial condition, and results of operations.

In addition, the June 2016 approval by voters in the U.K. of a referendum to leave the EU and the U.K.'s formal initiation of the exit process in March 2017, commonly referred to as Brexit, has caused, and may continue to cause, uncertainty in the global markets. The U.K.'s exit from the EU, if implemented, will take some period of time to complete and could result in regulatory changes that impact our business. For example, changes to the way service providers conduct business and transmit data between the U.K. and the EU could require us to make changes to the way we handle customer data. We will also review the impact of any resulting changes to EU or U.K. law that could affect our operations, such as labor policies, financial planning, product manufacturing, and product distribution. Political and regulatory responses to the vote are still developing and we are in the process of assessing the impact the vote may have on our business as more information becomes available. Nevertheless, because we conduct business in the EU, including the U.K., any of the effects of Brexit, including those we cannot anticipate, could have a material adverse effect on our business, operating results, financial condition and cash flows.

Moreover, local laws and customs in many countries differ significantly from or conflict with those in the United States or in other countries in which we operate. In many foreign countries, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or U.S. regulations applicable to us. There can be no assurance that our employees, contractors, channel partners, and agents will not take actions in violation of our policies and procedures, which are designed to ensure compliance with U.S. and foreign laws and policies. Violations of laws or key control policies by our employees, contractors, channel partners, or agents could result in termination of our relationship, financial reporting problems, fines, and/or penalties for us, or prohibition on the importation or exportation of our products, and could have a material adverse effect on our business, financial condition and results of operations.

Our products are highly technical and if they contain undetected defects, errors or malware or do not meet customer quality expectations, our business could be adversely affected, and we may be subject to additional costs or lawsuits or be required to pay damages in connection with any alleged or actual failure of our products and services.

Our products are highly technical and complex, are critical to the operation of many networks, and, in the case of our security products, provide and monitor network security and may protect valuable information. Our products have contained and may contain one or more undetected errors, defects, malware, or security vulnerabilities. Some errors in our products may only be discovered after a product has been installed and used by end-customers. For example, in December 2015, we disclosed that we identified unauthorized code in ScreenOS that could allow a knowledgeable attacker to gain administrative access to NetScreen devices and to decrypt VPN connections.

Any errors, defects, malware or security vulnerabilities discovered in our products after commercial release could result in monetary penalties, negative publicity, loss of revenues or delay in revenue recognition, loss of customers, loss of future business and reputation, penalties, and increased service and warranty cost, any of which could adversely affect our business, financial condition, and results of operations. Following the identification of the ScreenOS vulnerabilities, we launched an investigation into the matter, developed patched releases for the latest versions of ScreenOS and notified customers, all of which required significant time and attention from management and our employees. In addition, in the event an error, defect, malware, or vulnerability is attributable to a component supplied by a third-party vendor, we may not be able to recover from the vendor all of the costs of remediation that we may incur. In addition, we could face claims for product liability, tort, or breach of warranty or indemnification. Defending a lawsuit, regardless of its merit, is costly and may divert management's attention. If our business liability insurance coverage is inadequate, or future coverage is unavailable on acceptable terms or at all, our financial condition and results of operations could be harmed. Moreover, if our products fail to satisfy our customers' quality expectations for whatever reason, the perception of and the demand for our products could be adversely affected.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations.

Because a substantial portion of our business is conducted outside the United States, we face exposure to adverse movements in non-U.S. currency exchange rates. These exposures may change over time as business practices evolve and could have a material adverse impact on our financial condition and results of operations.

The majority of our revenues and expenses are transacted in U.S. Dollars. We also have some transactions that are denominated in foreign currencies, primarily the British Pound, Chinese Yuan, Euro, and Indian Rupee related to our sales and service operations outside of the United States. An increase in the value of the U.S. Dollar could increase the real cost to our customers of our products in those markets outside the United States in which we sell in U.S. Dollars. This could negatively affect our ability to meet our customers' pricing expectations in those markets and may result in erosion of gross margin and market share. A weakened U.S. Dollar could increase the cost of local operating expenses and procurement of raw materials to the extent we must purchase components in foreign currencies.

Currently, we hedge currency exposures associated with certain assets and liabilities denominated in nonfunctional currencies and periodically hedge anticipated foreign currency cash flows, with the aim of offsetting the impact of currency fluctuations on these exposures. However, hedge activities can be costly, and hedging cannot fully offset all risks, including long-term declines or appreciation in the value of the U.S. Dollar. If our attempts to hedge against these risks are not successful, or if long-term declines or appreciation in the value of the U.S. Dollar persist, our financial condition and results of operations could be adversely impacted.

A portion of the transaction consideration we received from the divestiture of our Junos Pulse product portfolio is in the form of a non-contingent seller promissory note and we may not receive the amount owed to us (including accrued interest), including in the time frame contemplated, by the buyer under the note.

In the fourth quarter of fiscal 2014, we completed the sale of our Junos Pulse product portfolio to an affiliate of Siris Capital, a private equity firm, for total consideration of $230.7 million, of which $125.0 million was in the form of an 18-month non-contingent interest-bearing promissory note issued to the Company. On October 2, 2015, we and the issuer of the promissory note agreed to modify the original terms of the note to extend the maturity date from April 1, 2016 to December 31, 2018. On May 1, 2017, we received a principal payment in the amount of $75.0 million and outstanding interest on the note and we and the issuer agreed to further amend the terms of the note with respect to the remaining approximately $58.0 million to, among other things, extend the maturity date from December 31, 2018 to September 30, 2022, provide that interest due can be paid in kind by increasing the outstanding principal amount of the note and subordinate the note to other debt issued by senior lenders. Since a portion of the transaction consideration is in the form of a non-contingent seller promissory note and the note is subordinated to debt issued by senior lenders, there is the risk that we may not receive the amount owed to us (including accrued interest), including in the time frame contemplated, under the note. In the event that the promissory note is not repaid on the terms we contemplate, any collection or restructuring efforts we undertake may be costly and require significant time and attention from our management and there is no guarantee that we will be able to recover the amounts owed to us in full.

If we fail to adequately evolve our financial and managerial control and reporting systems and processes, our ability to manage and grow our business will be negatively affected.

Our ability to successfully offer our products and implement our business plan in a rapidly evolving market depends upon an effective planning and management process. We will need to continue to improve our financial and managerial control and our reporting systems and procedures in order to manage our business effectively in the future. If we fail to effectively improve our systems and processes, our ability to manage our business, financial condition, and results of operations may be negatively affected.

If our products do not interoperate with our customers' networks, installations will be delayed or cancelled and could harm our business.

Our products are designed to interface with our customers' existing networks, each of which have different specifications and utilize multiple protocol standards and products from other vendors. Many of our customers' networks contain multiple generations of products that have been added over time as these networks have grown and evolved. Our products must interoperate with many or all of the products within these networks as well as future products in order to meet our customers' requirements. If we find errors in the existing software or defects in the hardware used in our customers' networks, we may need to modify our software or hardware to fix or overcome these errors so that our products will interoperate and scale with the existing software and hardware, which could be costly and could negatively affect our business, financial condition, and results of operations. In addition, if our products do not interoperate with those of our customers' networks, demand for our products could be adversely affected or orders for our products could be cancelled. This could hurt our operating results, damage our reputation, and seriously harm our business and prospects.

Our products incorporate and rely upon licensed third-party technology, and if licenses of third-party technology do not continue to be available to us or are not available on terms acceptable to us, our revenues and ability to develop and introduce new products could be adversely affected.

We integrate licensed third-party technology into certain of our products. From time to time, we may be required to renegotiate our current third party licenses or license additional technology from third-parties to develop new products or product enhancements or to facilitate new business models. Third-party licenses may not be available or continue to be available to us on commercially reasonable terms. The failure to comply with the terms of any license, including free open source software, may result in our inability to continue to use such license. Some of our agreements with our licensors may be terminated for convenience by them. In addition, we cannot be certain that our licensors are not infringing the intellectual property rights of third parties or that our licensors have sufficient rights to the licensed intellectual property in all jurisdictions in which we may sell our products. Third party technology we incorporate into our products that is deemed to infringe on the intellectual property of others may result, and in some cases has resulted, in limitations to our ability to source technology from those third parties, restrictions on our ability to sell products that incorporate the infringing technology, increased exposure to liability that we will be held responsible for incorporating the infringing technology and increased costs involved in removing that technology from our products or developing substitute technology. Our inability to maintain or re-license any third-party licenses required in our products or our inability to obtain third-party licenses necessary to develop new products and product enhancements, could require us, if possible, to develop substitute technology or obtain substitute technology of lower quality or performance standards or at a greater cost, any of which could delay or prevent product shipment and harm our business, financial condition, and results of operations.

We sell our products to customers that use those products to build networks and IP infrastructure, and if the demand for network and IP systems does not continue to grow, our business, financial condition, and results of operations could be adversely affected.

A substantial portion of our business and revenues depends on the growth of secure IP infrastructure and on the deployment of our products by customers that depend on the continued growth of IP services. As a result of changes in the economy, capital spending or the building of network capacity in excess of demand, all of which have in the past particularly affected telecommunications service providers, spending on IP infrastructure can vary, which could have a material adverse effect on our business, financial condition, and results of operations. In addition, a number of our existing customers are evaluating the build-out of their next generation networks. During the decision-making period when our customers are determining the design of those networks and the selection of the software and equipment they will use in those networks, such customers may greatly reduce or suspend their spending on secure IP infrastructure. Such delays in purchases can make it more difficult to predict revenues from such customers can cause fluctuations in the level of spending by these customers and, even where our products are ultimately selected, can have a material adverse effect on our business, financial condition, and results of operations.

We are required to evaluate the effectiveness of our internal control over financial reporting and publicly disclose material weaknesses in our controls. Any adverse results from such evaluation may adversely affect investor perception, and our stock price.

Section 404 of the Sarbanes-Oxley Act of 2002 requires our management to assess the effectiveness of our internal control over financial reporting and to disclose in our filing if such controls were unable to provide assurance that a material error would be prevented or detected in a timely manner. We have an ongoing program to review the design of our internal controls framework in keeping with changes in business needs, implement necessary changes to our controls design and test the system and process controls necessary to comply with these requirements. If in the future, our internal controls over financial reporting are determined

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to be not effective resulting in a material weakness or significant deficiency, investor perceptions regarding the reliability of our financial statements may be adversely affected which could cause a decline in the market price of our stock and otherwise negatively affect our liquidity and financial condition.

Failure to maintain our credit ratings could adversely affect our cost of funds and related margins, liquidity, competitive position and access to capital markets.

The major credit rating agencies routinely evaluate our indebtedness. This evaluation is based on a number of factors, which include financial strength as well as transparency with rating agencies and timeliness of financial reporting. There can be no assurance that we will be able to maintain our credit ratings and failure to do so could adversely affect our cost of funds and related margins, liquidity, competitive position and access to capital markets.

We may be unable to generate the cash flow to satisfy our expenses, make anticipated capital expenditures or service our debt obligations, including the Notes and the Revolving Credit Facility.

As of June 30, 2017, we have issued $2,150.0 million in aggregate principal amount of senior notes, which we refer to collectively as the Notes, and had $2,135.0 million in outstanding long-term debt (see discussion in Note 9, Debt and Financing, in the Notes to Consolidated Financial Statements of this Report). In June 2014, we entered into a Credit Agreement with certain institutional lenders that provides for a five year $500.0 million unsecured revolving credit facility, which we refer to as the Revolving Credit Facility, with an option to increase the Revolving Credit Facility by up to an additional $200.0 million. The Credit Agreement will terminate in June 2019, at which point all amounts borrowed must be repaid. As of June 30, 2017, no amounts were outstanding under the Credit Agreement.

We may not be able to generate sufficient cash flow to enable us to satisfy our expenses, make anticipated capital expenditures or service our indebtedness, including the Notes and the Revolving Credit Facility (if drawn upon). Our ability to pay our expenses, satisfy our debt obligations, refinance our debt obligations and fund planned capital expenditures will depend on our future performance, which will be affected by general economic, financial, competitive, legislative, regulatory and other factors beyond our control. Based upon current levels of operations, we believe cash flow from operations and available cash will be adequate for at least the next twelve months to meet our anticipated requirements for working capital, capital expenditures and scheduled payments of principal and interest on our indebtedness, including the Notes and the Revolving Credit Facility (if drawn upon). However, if we are unable to generate sufficient cash flow from operations or to borrow sufficient funds in the future to service our debt, we may be required to sell assets, reduce capital expenditures, refinance all or a portion of our existing debt (including the Notes), repatriate off-shore cash to the U.S. at unfavorable tax rates or obtain additional financing. There is no assurance that we will be able to refinance our debt, sell assets or borrow more money on terms acceptable to us, or at all.

The indentures that govern the Notes contain various covenants that limit our ability and the ability of our subsidiaries to, among other things:

- incur liens;

- incur sale and leaseback transactions; and

- consolidate or merge with or into, or sell substantially all of our assets to, another person.

The Credit Agreement contains two financial covenants along with customary affirmative and negative covenants that include the following:

- maintenance of a leverage ratio no greater than 3.0x and an interest coverage ratio no less than 3.0x

- covenants that limit or restrict the ability of the Company and its subsidiaries to, among other things, grant liens, merge or consolidate, dispose of all or substantially all of its assets, change their accounting or reporting policies, change their business and incur subsidiary indebtedness, in each case subject to customary exceptions for a credit facility of this size and type.

As a result of these covenants, we are limited in the manner in which we can conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs. Accordingly, these restrictions may limit our ability to successfully operate our business. A failure to comply with these restrictions could lead to an event of default, which could result in an acceleration of the indebtedness. Our future operating results may not be sufficient to enable compliance with these covenants to remedy any such default. In addition, in the event of an acceleration, we may not have or be able to obtain sufficient funds to make any accelerated payments, including those under the Notes, and the Revolving Credit Facility (if drawn upon).

Our failure to pay quarterly dividends to our stockholders or the failure to meet our commitments to return capital to our stockholders could have a material adverse effect on our stock price.

Our ability to pay quarterly dividends or achieve our intended capital return policy will be subject to, among other things, our financial position and results of operations, available cash and cash flow, capital and debt service requirements, use of cash for acquisitions and other factors. Any failure to pay or increase future dividends as announced, or a reduction or discontinuation of quarterly dividends could have a material adverse effect on our stock price.

We have announced that, beginning in 2017, we intend to target a capital return policy, inclusive of share repurchases and dividends, of approximately 50% of annual free cash flow. Free cash flow is calculated as net cash provided by operating activities less capital expenditures. Any failure to meet our commitments to return capital to our shareholders could have a material adverse effect on our stock price.

The investment of our cash balance and our investments in government and corporate debt securities are subject to risks, which may cause losses and affect the liquidity of these investments.

At June 30, 2017, we had $2,392.5 million in cash and cash equivalents and $1,822.1 million in short- and long-term investments. We have invested these amounts primarily in asset-backed securities, certificates of deposit, commercial paper, corporate debt securities, foreign government debt securities, money market funds, mutual funds, publicly-traded equity securities, time deposits, U.S. government agency securities, and U.S. government securities. Certain of these investments are subject to general credit, liquidity, market, sovereign debt, and interest rate risks. Our future investment income may fall short of expectations due to changes in interest rates or if the decline in fair value of our publicly traded debt or equity investments is judged to be other-than-temporary. These market risks associated with our investment portfolio may have a material adverse effect on our liquidity, financial condition, and results of operations.

Our amended and restated bylaws provide that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers, or employees.

Our amended and restated bylaws provide that, unless we consent to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or if the Court of Chancery does not have jurisdiction, the U.S. District Court for the District of Delaware) is the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf; (ii) any action asserting a claim of breach of fiduciary duty owed by any of our current or former directors, officers, or other employees to us or to our stockholders; (iii) any action asserting a claim arising pursuant to the Delaware General Corporation Law, our restated certificate of incorporation, or our bylaws; (iv) any action or proceeding asserting a claim as to which Delaware General Corporation Law confers jurisdiction on the Court of Chancery or (v) any action asserting a claim governed by the internal affairs doctrine. The exclusive forum provisions in our bylaws may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our current or former directors, officers, or other employees, which may discourage such lawsuits against us and our current or former directors, officers, and other employees. Alternatively, if a court were to find the exclusive forum provisions contained in our bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could have a material and adverse impact on our business.

Uninsured losses could harm our operating results.

We self-insure against many business risks and expenses, such as intellectual property litigation and our medical benefit programs, where we believe we can adequately self-insure against the anticipated exposure and risk or where insurance is either not deemed cost-effective or is not available. We also maintain a program of insurance coverage for various types of property, casualty, and other risks. We place our insurance coverage with various carriers in numerous jurisdictions. The types and amounts of insurance that we obtain vary from time to time and from location to location, depending on availability, cost, and our decisions with respect to risk retention. The policies are subject to deductibles, policy limits, and exclusions that result in our retention of a level of risk on a self-insurance basis. Losses not covered by insurance could be substantial and unpredictable and could adversely affect our financial condition and results of operations.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides a summary of stock repurchases during the three months ended June 30, 2017 (in millions, except per share amounts):

Period	Total Number of Shares Purchased[1]	Average Price Paid per Share[1]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[1]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs[1]
April 1 - April 30, 2017	—	$ —	—	$ —
May 1 - May 31, 2017	4.0	$ 30.59	4.0	$ 469.7
June 1 - June 30, 2017	—	$ —	—	$ —
Total	4.0	$ 30.59	4.0	

(1) Shares were repurchased under our Board approved Stock Repurchase Program, which authorized us to purchase an aggregate of up to $4.4 billion of our common stock. Future share repurchases will be subject to a review of the circumstances in place at that time and will be made from time to time in private transactions or open market purchases as permitted by securities laws and other legal requirements. This program may be discontinued at any time.

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Item 6. Exhibits

Exhibit Number	Description of Document
3.2	Amended and Restated Bylaws of Juniper Networks, Inc. (which is incorporated herein by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K filed on May 30, 2017)
4.1	Restated Certificate of Incorporation of Juniper Networks, Inc. and Certificate of Amendment (which is incorporated herein by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-8, File No. 333-218344 filed on May 30, 2017)
10.1	Amended and Restated Juniper Networks, Inc. 2015 Equity Incentive Plan++ (which is incorporated herein by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on May 30, 2017)
10.2	Amended and Restated Juniper Networks, Inc. 2008 Employee Stock Purchase Plan++ (which is incorporated herein by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed on May 30, 2017)
12.1	Computation of Ratio of Earnings to Fixed Charges*
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350*
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350*
101	The following materials from Juniper Network Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Operations (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Balance Sheets, and (iv) the Condensed Consolidated Statements of Cash Flows, and (v) Notes to Condensed Consolidated Financial Statements*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

*Filed herewith.
++Indicates management contract or compensatory plan, contract or arrangement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant had duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Juniper Networks, Inc.

August 8, 2017	By: /s/ Kenneth B. Miller Kenneth B. Miller Executive Vice President, Chief Financial Officer (Duly Authorized Officer and Principal Financial Officer)
August 8, 2017	By: /s/ Terrance F. Spidell Terrance F. Spidell Vice President, Corporate Controller and Chief Accounting Officer (Duly Authorized Officer and Principal Accounting Officer)

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