

Smith Stephen M
Form 4
January 18, 2018

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
EQUINIX INC [EQIX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

ONE LAGOON DRIVE

01/16/2018

CEO & President

(Street)

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

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

REDWOOD CITY, CA 94065

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/16/2018		M		11,548	A	\$ 0
Common Stock	01/16/2018		M		3,848	A	\$ 0
Common Stock	01/16/2018		M		3,031	A	\$ 0
Common Stock	01/16/2018		M		2,885	A	\$ 0
Common Stock	01/17/2018		S ⁽²⁾		2,136	D	\$ 440.0837
							⁽³⁾

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Common Stock	01/17/2018	<u>S</u> (2)	1,900	D	\$ 441.4713 (4)	31,602	D
Common Stock	01/17/2018	<u>S</u> (2)	1,100	D	\$ 442.431 (5)	30,502	D
Common Stock	01/17/2018	<u>S</u> (2)	1,900	D	\$ 443.5911 (6)	28,602	D
Common Stock	01/17/2018	<u>S</u> (2)	1,370	D	\$ 444.6236 (7)	27,232	D
Common Stock	01/17/2018	<u>S</u> (2)	1,750	D	\$ 445.8403 (8)	25,482	D
Common Stock	01/17/2018	<u>S</u> (2)	250	D	\$ 446.4766 (9)	25,232	D
Common Stock	01/17/2018	<u>S</u> (2)	300	D	\$ 448.6133 (10)	24,932	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	01/16/2018		A		11,548		(11)	(12)	Common Stock	11,548
Restricted Stock Units	\$ 0	01/16/2018		M		11,548		(11)	(12)	Common Stock	11,548
	\$ 0	01/16/2018		M		3,848		(13)	(12)		3,848

Restricted Stock Units								Common Stock	
Restricted Stock Units	\$ 0	01/16/2018	M	3,031	(14)	(12)	Common Stock	3,031	
Restricted Stock Units	\$ 0	01/16/2018	M	2,885	(15)	(12)	Common Stock	2,885	

Reporting Owners

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

Signatures

Samantha
Lagocki, POA

01/18/2018

__Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 7 shares acquired under the Equinix, Inc. Employee Stock Purchase Plan on August 14, 2017.
- (2) Shares were sold pursuant to a 10b5-1 Trading Plan in order to raise funds to pay the required withholding tax pursuant to the vesting of RSUs.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$439.60 to \$440.57, inclusive. The reporting person undertakes to provide to Equinix, Inc, any security holder of Equinix Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 4 through 10 to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$441.01 to \$441.91 inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$442.04 to \$442.92 inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$443.13 to \$444.11 inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$444.20 to \$445.15 inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$445.33 to \$446.31 inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$446.46 to \$446.56 inclusive.

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- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$448.10 to \$448.87 inclusive.
- On February 12, 2015, the reporting person was granted performance restricted stock units, the vesting of which was subject to both continued service and the degree to which a relative Total Shareholder Return target was attained for the period January 1, 2015 to December 31, 2017. The Compensation Committee certified that the payout for this award would be 200% (out of a possible 200%) of the target to the reporting person based on the degree to which Equinix performed against the Russell 1000 Index.
- (11) Restricted stock unit award expires upon reporting person's termination of employment.
- Vesting is dependent upon continuous active service as an employee, consultant or director of the Company or a subsidiary of the Company (Service) throughout the vesting period. The Restricted Stock Units shall vest as follows: 33.33% of the RSUs vesting on January 15, 2016 and an additional 33.33% of the RSUs vesting on January 15, 2017 and January 15, 2018.
- (12) Restricted stock unit award expires upon reporting person's termination of employment.
- Vesting is dependent upon continuous active service as an employee, consultant or director of the Company or a subsidiary of the Company (Service) throughout the vesting period. The Restricted Stock Units shall vest as follows: 33.33% of the RSUs vesting on January 15, 2017 and an additional 33.33% of the RSUs vesting on January 15, 2018 and January 15, 2019.
- (13) Restricted stock unit award expires upon reporting person's termination of employment.
- Vesting is dependent upon continuous active service as an employee, consultant or director of the Company or a subsidiary of the Company (Service) throughout the vesting period. The Restricted Stock Units shall vest as follows: 33.33% of the award is scheduled to vest on January 15, 2018, with an additional 33.33% units scheduled to vest on each of January 15, 2019 and January 15, 2020.
- (14) Restricted stock unit award expires upon reporting person's termination of employment.
- Vesting is dependent upon continuous active service as an employee, consultant or director of the Company or a subsidiary of the Company (Service) throughout the vesting period. The Restricted Stock Units shall vest as follows: 33.33% of the award is scheduled to vest on January 15, 2018, with an additional 33.33% units scheduled to vest on each of January 15, 2019 and January 15, 2020.
- (15) Restricted stock unit award expires upon reporting person's termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.