

JUNIPER NETWORKS INC
Form DEFA14A
April 09, 2013

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant
]

Check the appropriate box:

- | | | | |
|-------------------------------------|---|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/> | Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2)) | | |
| <input type="checkbox"/> | Definitive Proxy Statement | | |
| <input checked="" type="checkbox"/> | Definitive Additional Materials | | |

JUNIPER NETWORKS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to
Exchange Act Rule 0-11 (set forth the amount on which the filing fee is
calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which
the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or
schedule and the date of its filing.

1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

Edgar Filing: JUNIPER NETWORKS INC - Form DEFA14A

3) Filing Party:

4) Date Filed:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 21, 2013**

JUNIPER NETWORKS, INC.

JUNIPER NETWORKS, INC.
ATTN: INVESTOR RELATIONS
1194 N.MATHILDA AVENUE
SUNNYVALE, CA 94089-1206

Meeting Information

— **Meeting Type:** Annual Meeting
— **For holders as of:** March 28, 2013
— **Date:** May 21, 2013 **Time:** 9:00 AM PST
— **Location:** Juniper Networks, Inc.
1133 Innovation Way
Building A
Aristotle Conference Room
Sunnyvale, CA 94089

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.
See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. LTR/NPS/10K COMBO

How to View Online:

Have the information that is printed in the box marked by the arrow è XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow è XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 07, 2013 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow è XXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you vote

FOR the following:

1. Election of Directors
Nominees
01 Pradeep Sindhu 02 Robert M. Calderoni 03 William F. Meehan

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. Ratification of Ernst & Young LLP, an independent registered public accounting firm, as auditors.
3. Approval of a non-binding advisory resolution on executive compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

dent and Chief Canadian (Vice President and Chief Financial Officer, Financial Officer) Fairfax Financial Holdings Limited Eric P. Salsberg Vice President, Corporate Affairs, Canadian (Vice President, Corporate Fairfax Financial Holdings Limited Affairs) Paul Rivett Vice President, Canadian (Vice President) Fairfax Financial Holdings Limited 25 ANNEX E DIRECTORS AND EXECUTIVE OFFICERS OF FFHL GROUP LTD. The following table sets forth certain information with respect to the directors and executive officers of FFHL Group Ltd. PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH NAME EMPLOYMENT IS CONDUCTED CITIZENSHIP ----- James F. Dowd President and Chief Executive Officer, United States (Chairman) Fairfax Inc. 300 First Stamford Place Stamford, Connecticut 06902 Eric P. Salsberg Vice President, Corporate Affairs, Canadian (Vice President and Director) Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 Bradley P. Martin Vice President, Canadian (Vice President and Director) Fairfax Financial Holdings Limited V. Prem Watsa Chairman and Chief Executive Officer, Canadian (Vice President and Director) Fairfax Financial Holdings Limited Ronald Schokking Vice President, Finance, Canadian (Vice President) Fairfax Financial Holdings Limited M. Jane Williamson Vice President, Canadian (Director) Fairfax Financial Holdings Limited 26 ANNEX F DIRECTORS AND EXECUTIVE OFFICERS OF FAIRFAX INC. The following table sets forth certain information with respect to the directors and executive officers of Fairfax Inc. PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH NAME EMPLOYMENT IS CONDUCTED CITIZENSHIP ----- Eric P. Salsberg Vice President, Corporate Affairs, Canadian (Vice President and Director) Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 James F. Dowd Chairman, President and Chief Executive United States (Chairman, President, Chief Officer, Fairfax Inc. Executive Officer and Director) 300 First Stamford Place Stamford, Connecticut 06902 John K. Cassil Vice President, United States (Vice President, Treasurer and Fairfax Inc. Director) 300 First Stamford Place Stamford, Connecticut 06902 Bradley P. Martin Vice President, Canadian (Corporate Secretary) Fairfax Financial Holdings Limited 27 ANNEX G DIRECTORS AND EXECUTIVE OFFICERS OF TIG HOLDINGS, INC. The following table sets forth certain information with respect to the directors and executive officers of TIG Holdings, Inc. PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH NAME EMPLOYMENT IS CONDUCTED CITIZENSHIP ----- V. Prem Watsa Chairman and Chief Executive Officer, Canadian (Chairman and Director) Fairfax

Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 Bradley P. Martin Vice President, Canadian (Director) Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario M5J 2N7 Dennis C. Gibbs Chief Executive Officer and Director, United States (Chief Executive Officer and TIG Insurance Company Director) c/o Riverstone Resources 250 Commercial St. Suite 5000 Manchester, New Hampshire 03101 William J. Gillett President and Director, United States (President and Director) TIG Insurance Company Michael J. Sluka Senior Vice President, Chief Financial United States (Senior Vice President, Chief Officer, Treasurer and Director, Financial Officer and Treasurer) TIG Insurance Company 28 ANNEX H DIRECTORS AND EXECUTIVE OFFICERS OF TIG INSURANCE GROUP, INC. The following table sets forth certain information with respect to the directors and executive officers of TIG Insurance Group, Inc. PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH NAME EMPLOYMENT IS CONDUCTED CITIZENSHIP ----- William J. Gillett President and Director, United States (President and Director) TIG Insurance Company c/o Riverstone Resources LLC 250 Commercial St. Suite 5000 Manchester, New Hampshire 03101 Dennis C. Gibbs Chief Executive Officer and Director, United States (Chief Executive Officer, Director TIG Insurance Company and Chairman) Charles G. Ehrlich Senior Vice President, Secretary and United States (Senior Vice President, General General Counsel, Counsel and Secretary) Riverstone Claims Management LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101 Michael J. Sluka Senior Vice President, Chief Financial United States (Senior Vice President, Chief Officer, Treasurer and Director, Financial Officer, Treasurer, and TIG Insurance Company Director) 29 ANNEX I DIRECTORS AND EXECUTIVE OFFICERS OF TIG INSURANCE COMPANY The following table sets forth certain information with respect to the directors and executive officers of TIG Insurance Company. PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH NAME EMPLOYMENT IS CONDUCTED CITIZENSHIP ---- ----- Dennis C. Gibbs Chairman, Chief Executive Officer and United States (Chairman, Chief Executive Officer Director, and Director) TIG Insurance Company c/o Riverstone Resources LLC 250 Commercial St. Suite 5000 Manchester, New Hampshire 03101 William J. Gillett President and Director, United States (President and Director) TIG Insurance Company Charles G. Ehrlich Senior Vice President, Secretary and United States (Senior Vice President and General Counsel, Director) Riverstone Claims Management LLC 250 Commercial Street, Suite 5000 Manchester, NH 03101 John M. Parker Senior Vice President, General Counsel, United States (Senior Vice President, General and Secretary, Counsel, and Secretary) TIG Insurance Company Robert L. Gossett Senior Vice President and Director, United States (Senior Vice President and TIG Insurance Company Director) Michael J. Sluka Senior Vice President, Chief Financial United States (Senior Vice President, Chief Officer, Treasurer and Director, Financial Officer, Treasurer and TIG Insurance Company Director) 30 ANNEX J DIRECTORS AND EXECUTIVE OFFICERS OF ORH HOLDINGS INC. The following table sets forth certain information with respect to the directors and executive officers of ORH Holdings Inc. PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH NAME EMPLOYMENT IS CONDUCTED CITIZENSHIP ---- ----- Andrew A. Barnard President and Chief Executive Officer, United States (President) Odyssey Re Holdings Corp. 300 First Stamford Place, Stamford, Connecticut 06902 Eric P. Salsberg Vice President, Corporate Affairs, Canadian (Vice President and Director) Fairfax Financial Holdings Limited 95 Wellington Street West Suite 800 Toronto, Ontario Bradley P. Martin Vice President, Canadian (Vice President and Director) Fairfax Financial Holdings Limited Donald L. Smith (Director) Senior Vice President, General Counsel United States and Corporate Secretary, Odyssey Re Holdings Corp. 31 ANNEX K DIRECTORS AND EXECUTIVE OFFICERS OF UNITED STATES FIRE INSURANCE COMPANY The following table sets forth certain information with respect to the directors and executive officers of United States Fire Insurance Company. PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND THE NAME, PRINCIPAL BUSINESS AND ADDRESS OF ANY CORPORATION OR OTHER ORGANIZATION IN WHICH SUCH NAME EMPLOYMENT IS CONDUCTED CITIZENSHIP ---- ----- Nikolas Antonopoulos Chief Executive Officer and President, United States (Chief Executive Officer and Crum & Forster Holdings Corp. and Chairman) various other insurance subsidiaries 305 Madison Avenue Morristown, NJ 07962 Joseph F. Braunstein, Jr. President and Director, United States (President and Director) United States Fire Insurance Company 305 Madison

Edgar Filing: JUNIPER NETWORKS INC - Form DEFA14A

Avenue Morristown, NJ 07962 Mary Jane Robertson Executive Vice President, Chief United States (Executive Vice President, Chief Financial Officer and Treasurer, Financial Officer, Treasurer and Crum & Forster Holdings Corp. and Director) various other insurance subsidiaries Dennis J. Hammer Senior Vice President and Controller, United States (Senior Vice President and United States Fire Insurance Company Controller) 32 EXHIBIT INDEX EXHIBIT NO. DESCRIPTION ----- 9.1 Joint filing agreement dated as of December 19, 2006 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, FFHL Group Limited, Fairfax Inc., TIG Holdings, Inc., TIG Insurance Group, Inc., TIG Insurance Company, ORH Holdings Inc., and United States Fire Insurance Company. 33