

JUNIPER NETWORKS INC

Form POS AM

August 31, 2007

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As filed with the Securities and Exchange Commission on August 31, 2007

Registration No. 333-75758

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

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-3

ON

FORM S-1

REGISTRATION STATEMENT

Under

The Securities Act of 1933

JUNIPER NETWORKS, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

3661

(Primary Standard Industrial
Classification Code Number)

**1194 North Mathilda Avenue
Sunnyvale, California 94089**

(408) 745-2000

(Address, including zip code, and telephone number,
including area code, of Registrant's principal executive offices)

77-0422528

(IRS Employer
Identification Number)

Mitchell Gaynor, Esq.

Vice President and General Counsel

Juniper Networks, Inc.

**1194 North Mathilda Avenue
Sunnyvale, California 94089**

(408) 745-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Katharine A. Martin, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, California 94304

(650) 493-9300

Approximate date of commencement of proposed sale to the public: Not applicable.

If the only securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective

registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

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EXHIBIT 24.1

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DEREGISTRATION OF SECURITIES

On December 21, 2001, Juniper Networks, Inc. (the Company) filed its Registration Statement on Form S-3 (File No. 333-75758) covering 4,611,705 shares of the Company s Common Stock held by certain stockholders of the Company. On January 8, 2002, the Company filed Amendment No 1. to its Registration Statement on Form S-3, covering 7,244,278 shares. On January 31, 2002, the Commission declared the Registration Statement effective.

The Registration Statement was filed in order to register the shares issued to stockholders on December 14, 2001 in connection with the Company s acquisition of Pacific Broadband Communications, Inc. Based on the records of the Company s transfer agent, of the 7,244,278 shares registered under the Registration Statement, the selling stockholders have been re-selling shares under the Registration Statement or Rule 144 of the Securities Act of 1933, as amended (the Securities Act).

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K promulgated under the Securities Act, the Company respectfully requests that the Commission remove from registration all shares that remain unsold under the Registration Statement. The Company is requesting the de-registration of the shares remaining unsold under the Registration Statement because all shares registered thereunder held by non-affiliates of the Company are freely tradable pursuant to Rule 144(k) of the Securities Act.

Accordingly, the Company hereby de-registers any shares of its Common Stock, registered pursuant to the Registration Statement remaining unsold thereunder.

Item 16. Exhibits and Financial Statement Schedules

(a) Index to Exhibits.

| Exhibit No. | Description |
|--------------------|--------------------|
| 24.1 | Power of Attorney |

(b) Not applicable.

[The remainder of this page is intentionally left blank.]

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on the 31st day of August, 2007.

JUNIPER NETWORKS, INC.

By: /s/ Robyn Denholm
 Robyn Denholm
 Executive Vice President and Chief Financial
 Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated:

| Signature | Title | Date |
|------------------------------------|---|-----------------|
| * Scott Kriens | President, Chief Executive Officer and Chairman of the Board (Chief Executive Officer) | August 31, 2007 |
| /s/ Robyn Denholm Robyn Denholm | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 31, 2007 |
| Pradeep Sindhu | Chief Technical Officer and Vice Chairman of the Board | August 31, 2007 |
| * Robert M. Calderoni | Director | August 31, 2007 |
| * Kenneth Goldman | Director | August 31, 2007 |
| * William R. Hearst III | Director | August 31, 2007 |
| Mike Rose | Director | August 31, 2007 |
| * Mike Rose | Director | August 31, 2007 |

Michael Lawrie

*

Director

August 31, 2007

Stratton Sclavos

*

Director

August 31, 2007

William R. Stensrud

* By: /s/ Mitchell
Gaynor

Mitchell Gaynor
Attorney-in-fact

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| Exhibit No. | Description of Document |
|--------------------|--------------------------------|
| 24.1 | Power of Attorney |