

JUNIPER NETWORKS INC
Form 8-A12B
October 22, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934
Juniper Networks, Inc.**

(Exact name of registrant as specified in its charter)

Delaware

77-0422528

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

**1194 North Mathilda Avenue
Sunnyvale, California**

94089

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock, \$0.00001 par value per share

New York Stock Exchange LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **Not Applicable**

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

This registration statement is filed with the Securities and Exchange Commission (the SEC) in connection with the application of Juniper Networks, Inc. to list its common stock, par value \$0.00001 on the New York Stock Exchange LLC.

Item 1. Description of Registrant's Securities to be Registered

Juniper Networks, Inc. (the Registrant) is authorized to issue 1,000,000,000 shares of common stock, \$0.00001 par value (the Common Stock), and 10,000,000 shares of undesignated preferred stock, \$0.00001 par value. The following description of the Common Stock does not purport to be complete and is subject to and qualified by our amended and restated certificate of incorporation and amended and restated bylaws, which are filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the SEC on March 27, 2001 and Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on November 24, 2008, respectively, and the General Corporation Law of the state of Delaware.

The holders of Common Stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of Common Stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available for that purpose. In the event of a liquidation, dissolution or winding up of the Registrant, the holders of Common Stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding. The Common Stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the Common Stock. Holders of Common Stock are not entitled to cumulative voting rights in the election of directors.

Item 2. Exhibits

Not applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 22, 2009

JUNIPER NETWORKS, INC.

By: /s/ Mitchell L. Gaynor
Mitchell L. Gaynor
Senior Vice President, General Counsel
and Secretary