

EQUINIX INC
Form 4
November 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
STT COMMUNICATIONS LTD

(Last) (First) (Middle)

51 CUPPAGE ROAD
#09-01, STARHUB CENTRE

(Street)

SINGAPORE, U0 229469

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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
							(1) (2) (3) (4)
Common Stock	11/17/2008		C/K(1)(2)(3)(4)		1,821,910	D	0
Common Stock	11/18/2008		C/K(1)(2)(3)(4)		1,821,910	D	656,180
							(1) (2) (3) (4)
							By Subsidiary (5)
							By Subsidiary (5)

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underl (Instr. 3)
						Date Exercisable	Expiration Date	
Forward sale contract (obligation to sell)	<u>(1)</u> <u>(2)</u> <u>(3)</u> / <u>(4)</u>	11/17/2008		C/K <u>(1)(2)(3)(4)</u>	2,150,000	11/17/2008	11/17/2008	Comm Sto
Forward sale contract (obligation to sell)	<u>(1)</u> <u>(2)</u> <u>(3)</u> / <u>(4)</u>	11/18/2008		C/K <u>(1)(2)(3)(4)</u>	2,150,000	11/18/2008	11/18/2008	Comm Sto

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STT COMMUNICATIONS LTD 51 CUPPAGE ROAD #09-01 STARHUB CENTRE SINGAPORE, U0 229469		X		
i-STT Investments (Bermuda) Ltd. 51 CUPPAGE ROAD #09-01 STARHUB CENTRE SINGAPORE, U0 229469		X		
i-STT INVESTMENTS PTE. LTD. 51 CUPPAGE ROAD #09-01 STARHUB CENTRE SINGAPORE, U0 229469		X		
SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD 51 CUPPAGE ROAD #09-01 STARHUB CENTRE SINGAPORE, U0 229469		X		
TEMASEK HOLDINGS (PRIVATE) LTD		X		

60B ORCHARD ROAD, THE ATRIUM@ORCHARD
 #06-18 TOWER 2
 SINGAPORE, U0 238891

Signatures

/s/ Pek Siok Lan, Company Secretary, STT Communications Ltd	11/18/2008
__Signature of Reporting Person	Date
/s/ Kek Soon Eng, Director, i-STT Investments (Bermuda) Ltd.	11/18/2008
__Signature of Reporting Person	Date
/s/ Pek Siok Lan, Director, i-STT Investments Pte. Ltd.	11/18/2008
__Signature of Reporting Person	Date
/s/ Pek Siok Lan, Company Secretary, Singapore Technologies Telemedia Pte Ltd	11/18/2008
__Signature of Reporting Person	Date
/s/ Chia Yue Joo, Managing Director, Legal & Regulations, Temasek Holdings (Private) Limited	11/18/2008
__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) On November 17, 2008 and November 18, 2008, i-STT Investments (Bermuda) Ltd. ("i-STT Bermuda") settled its obligations under a pre-paid forward purchase agreement (the "Purchase Agreement") that was entered into on November 9, 2005 with Credit Suisse First Boston Capital LLC ("CSFB Capital"), an unaffiliated third-party purchaser. The Purchase Agreement obligated i-STT Bermuda to deliver up to 4,300,000 shares of Common Stock (or, at i-STT Bermuda's option, an equivalent amount of cash) to CSFB Capital on November 17, 2008 (the "First Settlement Date") and November 18, 2008 (the "Second Settlement Date" and, together with the First Settlement Date, the "Settlement Dates"), with 50.0% of the shares to be delivered on the First Settlement Date and 50.0% of the shares to be delivered on the Second Settlement Date.

(2) On November 16, 2005, i-STT Bermuda received \$125,280,402.79 in net proceeds (after payment of \$4,597,560 in underwriter compensation) from CSFB Capital as consideration for its obligations under the Purchase Agreement. Under a collateral agreement with CSFB Capital and Credit Suisse First Boston LLC, as collateral agent, i-STT Bermuda pledged 4,300,000 shares of Common Stock (the "Pledged Shares") to CSFB Capital to secure the performance of its obligations under the Purchase Agreement.

(3) The Purchase Agreement provided that the total number of shares of Common Stock delivered to CSFB Capital on the Settlement Dates would be determined as follows: (a) if the average of the volume weighted average price per share of Common Stock on each of the 20 trading days immediately prior to, but not including, the second trading day preceding November 15, 2008 (the "Averaged Trading Value") was less than or equal to \$35.64 (the "Initial Price"), i-STT Bermuda would deliver to CSFB Capital all of the Pledged Shares; (b) if the Averaged Trading Value was greater than the Initial Price, but less than or equal to \$42.06 (the "Cap Price"), i-STT Bermuda would deliver to CSFB Capital an amount of Pledged Shares equal to the total number of Pledged Shares multiplied by a fraction equal to the Initial Price divided by the Averaged Trading Value; and (c) if the Averaged Trading Value was greater than the Cap Price, i-STT Bermuda would deliver to CSFB Capital 3,643,820 Pledged Shares.

(4) In connection with the settlement, on November 14, 2008, the Averaged Trading Value was calculated to be \$58.65. Accordingly, on each of the Settlement Dates i-STT Bermuda delivered to CSFB Capital 1,821,910 Pledged Shares (a total of 3,643,820 shares of Common Stock), and retained ownership of the remaining 656,180 Pledged Shares, which were released from the pledge on the Second Settlement Date.

(5) i-STT Bermuda is the record holder of the securities of the Issuer reported herein. i-STT Bermuda is a wholly-owned subsidiary of i-STT Investments Pte. Ltd. ("i-STTI"), which is a wholly-owned subsidiary of STT Communications Ltd ("STT Comm"), which is a wholly-owned subsidiary of Singapore Technologies Telemedia Pte Ltd ("STT"), which is a wholly-owned subsidiary of Temasek Holdings (Private) Limited ("Temasek"). By virtue of the foregoing relationships, each of i-STTI, STT Comm, STT and Temasek may be deemed to have an indirect interest in the securities reported herein. Temasek disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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