

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

---

**FORM 10-K**

---

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-31293

---

**EQUINIX, INC.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State of incorporation)

**77-0487526**  
(IRS Employer Identification No.)

**One Lagoon Drive, Fourth Floor, Redwood City, California 94065**  
(Address of principal executive offices, including ZIP code)

**(650) 598-6000**  
(Registrant's telephone number, including area code)

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

Title of each class  
**Common Stock, \$0.001**

Name of each exchange on which registered  
**The NASDAQ Stock Market LLC**

**Securities registered pursuant to Section 12(g) of the Act: None**

---

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

---

[Table of Contents](#)

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

The aggregate market value of the voting and non-voting common stock held by non-affiliates computed by reference to the price at which the common stock was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was approximately \$9.1 billion. As of January 31, 2014, a total of 49,403,798 shares of the registrant's common stock were outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Part III – Portions of the registrant's definitive proxy statement to be issued in conjunction with the registrant's 2014 Annual Meeting of Stockholders, which is expected to be filed not later than 120 days after the registrant's fiscal year ended December 31, 2013. Except as expressly incorporated by reference, the registrant's proxy statement shall not be deemed to be a part of this report on Form 10-K.

[Table of Contents](#)

EQUINIX, INC.  
FORM 10-K  
DECEMBER 31, 2013  
TABLE OF CONTENTS

<u>Item</u>		<u>Page No.</u>
<b>PART I</b>		
1.	<a href="#">Business</a>	3
1A.	<a href="#">Risk Factors</a>	14
1B.	<a href="#">Unresolved Staff Comments</a>	32
2.	<a href="#">Properties</a>	33
3.	<a href="#">Legal Proceedings</a>	33
4.	<a href="#">Mine Safety Disclosure</a>	33
<b>PART II</b>		
5.	<a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	34
6.	<a href="#">Selected Financial Data</a>	36
7.	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	38
7A.	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	75
8.	<a href="#">Financial Statements and Supplementary Data</a>	77
9.	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	77
9A.	<a href="#">Controls and Procedures</a>	77
9B.	<a href="#">Other Information</a>	78
<b>PART III</b>		
10.	<a href="#">Directors, Executive Officers and Corporate Governance</a>	78
11.	<a href="#">Executive Compensation</a>	78
12.	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	78
13.	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	78
14.	<a href="#">Principal Accounting Fees and Services</a>	78
<b>PART IV</b>		
15.	<a href="#">Exhibits and Financial Statement Schedules</a>	79
	<a href="#">Signatures</a>	86
	<a href="#">Index to Exhibits</a>	87

## PART I

### ITEM 1. BUSINESS

*The words “Equinix”, “we”, “our”, “ours”, “us” and the “Company” refer to Equinix, Inc. All statements in this discussion that are not historical are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding Equinix’s “expectations”, “beliefs”, “intentions”, “strategies”, “forecasts”, “predictions”, “plans” or the like. Such statements are based on management’s current expectations and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Equinix cautions investors that there can be no assurance that actual results or business conditions will not differ materially from those projected or suggested in such forward-looking statements as a result of various factors, including, but not limited to, the risk factors discussed in this Annual Report on Form 10-K. Equinix expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Equinix’s expectations with regard thereto or any change in events, conditions, or circumstances on which any such statements are based.*

#### Overview

Equinix, Inc. connects more than 4,500 companies directly to their customers and partners inside the world’s most networked data centers. Today, businesses leverage the Equinix interconnection platform in 32 strategic markets across the Americas, Europe, Middle East and Africa (EMEA) and Asia-Pacific.

Platform Equinix™ combines a global footprint of state-of-the-art International Business Exchange® (IBX®) data centers, a variety of interconnection opportunities and unique ecosystems. Together these components accelerate business growth for Equinix’s customers by safehousing their infrastructure and applications closer to users, enabling them to improve performance with cost effective and scalable interconnections, work with vendors to deploy new technologies such as cloud computing and to collaborate with the widest variety of partners and customers.

Equinix’s platform offers these unique value propositions to customers:

- Global Data Centers
  - A broad footprint of 95+ IBX data centers in 15 countries on 5 continents.
  - More than \$7.0 billion of capital invested in capacity, new markets and acquisitions since 1998.
  - Equinix delivered more than 99.999% of uptime across its footprint in 2013.
- Connected
  - More than 975 networks and approximately 128,000 cross connects in Equinix sites.
  - Equinix provides less than 10 milliseconds latency to over 90 percent of the population of North America and Europe, as well as key population centers throughout Latin America and Asia-Pacific.
- Partners, Customers and Prospects
  - Equinix sites house a blue-chip customer base of 4,500+ global businesses.
  - These customers represent a who’s who of network, digital media, financial services, cloud/IT and enterprise leaders.
- Opportunity
  - Equinix data centers contain a dynamic marketplace for communications services, interconnecting businesses, networks, carriers and content providers to potential suppliers, customers and partners.
  - More than 4,500+ potential partners to deploy world-class solutions.

---

## [Table of Contents](#)

Equinix has established a critical mass of customers that continues to drive new and existing customer growth and bookings. Our network-neutral business model also contributes to our success in the market. We offer customers direct interconnection to an aggregation of bandwidth providers, rather than focusing on selling a particular network. The providers in our sites include the world's top carriers, Internet Service Providers (ISPs), broadband access networks (DSL / cable) and international carriers. Neutrality also means our customers can choose to buy from, or partner with, leading companies across our five targeted verticals. These include:

- Network and Mobility Providers (AT&T, British Telecom, Comcast, Level 3 Communications, NTT, SingTel, Syniverse, Verizon Business)
- Cloud and IT Services (Accenture, Amazon Web Services, Box.net, Carpathia, NetApp, Microsoft, Salesforce.com, Voxel.net, Cisco, WebEx)
- Content Providers (eBay, DIRECTV, facebook, Hulu, LinkedIn, Priceline, Yahoo!, Zynga)
- Enterprise (Bechtel, Booz Allen Hamilton, Deloitte, The GAP, Ingram Micro, Katten Muchin Rosenman LLP, McGraw-Hill, United Stationers Inc.)
- Financial Companies (ACTIV Financial, Bloomberg, Chicago Board Options Exchange, DirectEdge, JP Morgan Chase, Quantlab Financial, NASDAQ OMX NLX, NYSE Technologies, Thomson Reuters)

Equinix generates revenue by providing colocation and related interconnection and managed IT infrastructure offerings on a global platform of 95+ IBX data centers.

- Colocation offerings include operations space, storage space, cabinets and power for customers' colocation needs.
- Interconnection offerings include cross connects, as well as switch ports on the Equinix Internet Exchange and Equinix Carrier Ethernet Exchange services. These offerings provide scalable and reliable connectivity that allows customers to exchange traffic directly with the service provider of their choice or directly with each other, creating a performance optimized business ecosystem for the exchange of data between strategic partners.
- Managed IT infrastructure services allow customers to leverage Equinix's significant telecommunications expertise, maximize the benefits of our IBX data centers and optimize their infrastructure and resources.

The market for Equinix's offerings has historically been served by large telecommunications carriers which have bundled their telecommunications and managed services with their colocation offerings. In addition, some Equinix customers, such as Microsoft, build and operate their own data centers for their large infrastructure deployments, called server farms. However, these customers rely upon Equinix IBX data centers for many of their critical interconnection relationships. The need for large, wholesale outsourced data centers is also being addressed by providers that build large data centers to meet customers' needs for standalone data centers, a different customer segment than Equinix serves.

Due to the increasing cost and complexity of the power and cooling requirements of today's data center equipment, Equinix has gained many customers that have outgrown their existing data centers or that have realized the benefits of a network-neutral model and the ability to create their own optimized business ecosystems for the exchange of data. Strategically, we will continue to look at attractive opportunities to grow market share and selectively expand our footprint and offerings. We continue to leverage our global reach and depth to differentiate based upon our ability to support truly global customer requirements in all our markets.

Several factors contribute to the growth in demand for data center offerings, including:

- The continuing growth of consumer Internet traffic from new bandwidth-intensive services, such as video, voice over IP (VoIP), social media, mobile data, gaming, data-rich media, Ethernet and wireless services.

---

## [Table of Contents](#)

- Significant increases in power and cooling requirements for today’s data center equipment. New generations of servers continue to concentrate processing capability, with associated power consumption and cooling load, into smaller footprints and many legacy-built data centers are unable to accommodate these new power and cooling demands.
- The adoption of cloud computing technology services, including the growth of enterprise applications delivered across communications networks, such as Software-as-a-Service (SaaS), and disaster recovery services.
- The financial services market is experiencing tremendous growth due to electronic trading and the increased volume of peak messages (transactions per second), requiring optimized data exchange through business ecosystems.
- The growth of “proximity communities” that rely on immediate physical colocation and interconnection with their strategic partners and customers, such as financial exchange ecosystems for electronic trading and settlement and ecosystems for real-time bidding and fulfillment of Internet advertising.
- The high capital costs associated with building and maintaining “in-sourced” data centers creates an opportunity for capital savings by leveraging an outsourced colocation model.

## **Industry Background**

The Internet is a collection of numerous independent networks interconnected to form a network of networks. Users on different networks are able to communicate with each other through interconnection between these networks. For example, when a person sends an email to someone who uses a different provider for his or her connectivity (e.g., Comcast versus Verizon), the email must pass from one network to the other in order to get to its final destination. Equinix provides a physical point at which that interconnection can occur.

In order to accommodate the rapid growth of Internet traffic, an organized approach for network interconnection was needed. The exchange of traffic between these networks became known as peering. Peering is when networks trade traffic at relatively equal amounts and set up agreements to trade traffic often at no charge to the other party. At first, government and non-profit organizations established places where these networks could exchange traffic, or peer, with each other—these points were known as network access points, or NAPs. Over time, many NAPs became a natural extension of carrier services and were run by such companies as MFS (now a part of Verizon Business), Sprint, Ameritech and Pacific Bell (the last two now parts of AT&T).

Ultimately, these NAPs were unable to scale with the growth of the Internet, and the lack of “neutrality” by the carrier owners of these NAPs created a conflict of interest with the participants. This created a market need for network-neutral interconnection points that could accommodate the rapidly growing need to increase performance for enterprise and consumer users of the Internet, especially with the rise of important content providers such as AOL, Microsoft, Yahoo! and others. In addition, the providers, as well as a growing number of enterprises, required a more secure and reliable solution for direct connection to a variety of telecommunications networks as the importance of their Internet operations continued to grow.

To accommodate Internet traffic growth, the largest of these networks left the NAPs and began trading traffic by placing private circuits between each other. Peering, which once occurred at the NAP locations, was moved to these private circuits. Over the years, these circuits became expensive to expand and could not be built quickly enough to accommodate traffic growth. This led to a need by the large carriers to find a more efficient way to peer. Today, many customers satisfy their requirements for peering through data center providers like Equinix because it permits them to peer with the networks they require within one location, using simple direct connections. Their ability to peer within a data center or across a data center campus, instead of across a metro area, has increased the scalability of their operations while decreasing network costs.

The interconnection model has further evolved over the years to include new offerings. Starting with the peering and network communities, interconnection has since been used for new network services including carrier Ethernet, multiprotocol label switching (MPLS), virtual private networks (VPNs) and mobility services, in addition to traditional international private line and voice services. The industry continues to evolve with a set of new offerings where interconnection is often used to solve the network-to-network interconnection challenges.

---

## [Table of Contents](#)

In addition, the enterprise customer segment is also evolving. In the past, most enterprises opted to keep their data center requirements in house. However, current trends are leading more and more enterprise CIOs to either outsource their data center requirements, and/or extend their corporate wide area networks (WANs) into carrier-neutral colocation facilities. The combination of globalization, the proliferation of bandwidth intensive Internet-facing applications and rich media content, the need to provide access to cloud computing environments, business continuity and disaster recovery needs, plus tight corporate IT budgets mean that enterprise CIOs must do more with less. Industry analysts forecast growth in the colocation market to be approximately 10% per year over the next four years.

### **Equinix Value Proposition**

More than 4,500 companies, including a diversified mix of cloud and IT service providers, content providers, enterprises, financial companies, and network and mobility service providers, currently operate within Equinix IBX data centers. These companies derive specific value from the following elements of the Equinix service offering:

- ***Comprehensive global solution:*** With 95+ IBX data centers in 32 markets in the Americas, EMEA and Asia-Pacific, Equinix offers a consistent global solution.
- ***Premium data centers:*** Equinix IBX data centers feature advanced design, security, power and cooling elements to provide customers with industry-leading reliability. While others in the market have business models that include additional offerings, Equinix is focused on colocation and interconnection as our core competencies.
- ***Dynamic business ecosystems:*** Equinix's network-neutral model has enabled us to attract a critical mass of networks and cloud and IT services providers and that, in turn, attracts other businesses seeking to interconnect within a single location. This ecosystem model, versus connecting to multiple partners in disparate locations, reduces costs and optimizes the performance of data exchange. As Equinix grows and attracts an even more diversified base of customers, the value of Equinix's IBX data center offering increases.
- ***Improved economics:*** Customers seeking to outsource their data center operations rather than build their own capital-intensive data centers enjoy significant capital cost savings. Customers also benefit from improved economics on account of the broad access to networks that Equinix provides. Rather than purchasing costly local loops from multiple transit providers, customers can connect directly to more than 975 networks inside Equinix's IBX data centers.
- ***Leading insight:*** With more than 15 years of industry experience, Equinix has a specialized staff of industry experts and solutions architects who helped build and shape the interconnection infrastructure of the Internet. This specialization and industry knowledge base offer customers a unique consultative value and a competitive advantage.

### **Our Strategy**

Our objective is to expand our global leadership position as the premier network neutral data center platform for cloud and IT services providers, content providers, financial companies, enterprises and network and mobility services providers. Key components of our strategy include the following:

***Improve customer performance through interconnection.*** We have assembled a critical mass of premier network providers and content companies and have become one of the core hubs of the information-driven world. This critical mass is a key selling point for companies that want to connect with a diverse set of networks to provide the best connectivity to their end-customers and network companies that want to sell bandwidth to companies and interconnect with other networks in the most efficient manner available. Currently, we house more than 975 unique networks, including all of the top tier networks, allowing our customers to directly interconnect with providers that best meet their unique global and regional price and performance needs. We have a growing mass of key players in cloud and IT services, such as Accenture, Amazon Web Services, AT&T, Microsoft Azure and Salesforce.com, and in the enterprise and financial sectors, such as Bechtel, Bloomberg, Chicago Board of Trade, The GAP, McGraw-Hill, and others. We expect these segments will continue to grow as they seek to leverage our critical mass of network providers and interconnect directly with each other to improve performance.

---

[Table of Contents](#)

**Streamline ease of doing business globally.** Data center reliability, power availability and network choice are the most important attributes considered by our customers when they are choosing a data center provider in a particular location. We have long been recognized as a leader in these areas and our performance continues to improve against these criteria. Our power infrastructure delivered 99.999% uptime globally in 2013.

In 2013, more than half of our revenue came from customers with deployments across two or more of our global regions, and as globalization continues, seamless global solutions will become an increasingly important data center selection criteria. We continue to focus on strategic acquisitions to expand our market coverage and on global product standardization, pricing and contracts harmonization initiatives to meet these global demands.

**Deepen existing and grow new ecosystems.** As networks, cloud and IT services providers, content providers, financial services providers and enterprises locate in our IBX data centers, it benefits their suppliers and business partners to do so as well to gain the full economic and performance benefits of direct interconnection for their business ecosystems. These partners, in turn, pull in their business partners, creating a “network effect” of customer adoption. Our interconnection offerings enable scalable, reliable and cost-effective interconnection and optimized traffic exchange thus lowering overall cost and increasing flexibility. The ability to directly interconnect with a wide variety of companies is a key differentiator for us in the market. We are rolling out efficient and innovative Internet and Ethernet exchange platforms to accelerate commercial growth in our sites and accelerate this network effect.

**Expand vertical go-to-market plan.** We plan to continue to focus our go-to-market efforts on customer segments and business applications that appreciate the Equinix value proposition of reliability, global reach and ecosystem collaboration opportunities. Today we have identified these segments as cloud services, content and digital media, financial services, enterprises and IT services and network and mobility service providers. As digital business evolves, we will continue to identify and focus our go-to-market efforts on industry segments that need our value proposition.

**Accelerate global reach and scale.** We continue to evaluate expansion opportunities in select markets based on customer demand. In 2013, we acquired the Kleyer 90 carrier hotel in Frankfurt to consolidate our position in one of Europe’s key communications hubs. We entered the Osaka, Japan market with a new data center that provides geographic redundancy within the Japanese market. We also added capacity across our global footprint with a second data center in Seattle, an eleventh in Northern Virginia, a fifth in Zurich, a fourth in Tokyo, a second in Rio de Janeiro and a major expansion in Singapore.

Our strategy is to continue to grow in select existing markets and possibly expand to additional markets where demand and financial return potential warrant. We expect to execute this expansion strategy in a cost-effective and disciplined manner through a combination of acquiring existing data centers through lease or purchase, acquiring or investing in local data center operators and building new IBX data centers based on key criteria, such as demand and potential financial return, in each market.

## **Our Customers**

Our customers include carriers, mobility and other bandwidth providers, cloud and IT services providers, content providers, financial companies and global enterprises. We provide each customer access to a choice of business partners and solutions based on their colocation, interconnection and managed IT service needs. As of December 31, 2013, we had more than 4,500 customers worldwide.



---

[Table of Contents](#)

Typical customers in our five key customer categories include the following:

<u>Cloud and IT Services</u>	<u>Content Providers</u>	<u>Enterprise</u>	<u>Financial Companies</u>	<u>Network and Mobility Services</u>
Accenture	eBay	Bechtel	ACTIV Financial	AT&T
Amazon Web Services	DIRECTV	Booz Allen Hamilton	Bloomberg	BT
Box.net	facebook	Deloitte	Chicago Options Board Exchange	Comcast
Carpathia	Hulu	The GAP Ingram Micro	DirectEdge	Level 3 Communications
Microsoft NetApp	LinkedIn Priceline	Katten Muchin Rosenman LLP	NASDAQ OMX NLX NYSE Technologies	NTT
Salesforce.com	Tencent	McGraw-Hill	JP Morgan Chase	SingTel
Voxel.net Cisco WebEx	Yahoo! Zynga	United Stationers Inc.	Quantlab Financial Thomson Reuters	Syniverse Verizon Business

Customers typically sign renewable contracts of one or more years in length. No single customer accounted for 10% or more of our revenues for the years ended December 31, 2013, 2012 and 2011.

### **Our Offerings**

Equinix provides a choice of data center offerings primarily comprised of colocation, interconnection solutions and managed IT infrastructure services.

#### **Colocation and Related Offerings**

Our IBX data centers provide our customers with secure, reliable and fault-tolerant environments that are necessary for optimum Internet commerce interconnection. Many of our IBX data centers include multiple layers of physical security, scalable cabinet space availability, on-site trained staff 24 hours per day, 365 days a year, dedicated areas for customer care and equipment staging, redundant AC/DC power systems and multiple other redundant and fault-tolerant infrastructure systems. Some specifications or offerings provided may differ based on original facility design or market.

Within our IBX data centers, customers can place their equipment and interconnect with a choice of networks or other business partners. We also provide customized solutions for customers looking to package our IBX offerings as part of their complex solutions. Our colocation offerings include:

**Cabinets.** Our customers have several choices for colocating their networking, server and storage equipment. They can place the equipment in one of our shared or private cages or customize their space. In certain select markets, customers can purchase their own private “suite” which is walled off from the rest of the data center. As customers’ colocation requirements increase, they can expand within their original cage (or suite) or upgrade into a cage that meets their expanded requirements. Customers buy the hardware they place in our IBX data centers directly from their chosen vendors. Cabinets (or suites) are priced with an initial installation fee and an ongoing recurring monthly charge.

**Power.** Power is an element of increasing importance in customers’ colocation decisions. We offer both AC and DC power circuits at various amperages and phases customized to a customer’s individual power requirements. We also offer metered power in certain markets. Power is priced with an initial installation fee and an ongoing recurring monthly charge.

---

[Table of Contents](#)

**IBXflex.** IBXflex allows customers to deploy mission-critical operations personnel and equipment on-site at our IBX data centers. Because of the close proximity to their infrastructure within our IBX data centers, IBXflex customers can offer a faster response and quicker troubleshooting solution than those available in traditional colocation facilities. This space can also be used as a secure disaster recovery point for customers' business and operations personnel. This service is priced with an initial installation fee and an ongoing recurring monthly charge.

**Interconnection Solutions**

Our interconnection solutions enable scalable, reliable and cost-effective interconnection and traffic exchange between Equinix customers. These interconnection solutions are either on a one-to-one basis with direct cross connects or one-to-many through one of our Equinix Exchange solutions. In the peering community, we provide an important industry leadership role by acting as the relationship broker between parties who would like to interconnect within our IBX data centers. Our staff holds or has held significant positions in many leading industry groups, such as the North American Network Operators' Group, or NANOG, and the Internet Engineering Task Force, or IETF. Members of our staff have published industry-recognized white papers and strategy documents in the areas of peering and interconnection, many of which are used by other institutions worldwide in furthering the education and promotion of this important set of solutions. We expect to continue to develop additional solutions in the area of traffic exchange that will allow our customers to leverage the critical mass of networks, cloud services providers, and many important financial services and e-commerce industry leaders now available in our IBX data centers. Our current exchange solutions are comprised of the following:

**Physical Cross Connect/Direct Interconnections.** Customers needing to directly and privately connect to another IBX data center customer can do so through single or multi-mode fiber. These cross connections are the physical link between customers and can be implemented within 24 hours of request. Cross connect offerings are priced with an initial installation fee and an ongoing monthly recurring charge.

**Equinix Internet Exchange.** Customers may choose to connect to and peer through the central switching fabric of our Equinix Internet Exchange rather than purchase a direct physical cross connection. With a connection to this switch, a customer can aggregate multiple interconnects over one physical connection with up to multiple, linked 10 gigabit ports of capacity instead of purchasing individual physical cross connects. The offering is priced per IBX data center with an initial installation fee and an ongoing monthly recurring charge. Individual IBX data center prices increase as the number of participants on the exchange service grows.

**Equinix Metro Connect.** Customers who are located in one IBX data center may need to interconnect with networks or other customers located in an adjacent or nearby IBX data center in the same metro area. Metro Connect allows customers to seamlessly interconnect between IBX data centers at capacities up to an OC-192, or 10 gigabits per second level. Metro Connect offerings are priced with an initial installation fee and an ongoing monthly recurring charge dependent on the capacity the customer purchases.

**Internet Connectivity Services.** Customers who are installing equipment in our IBX data centers generally require IP connectivity or bandwidth services. Although many large customers prefer to contract directly with carriers, we offer customers the ability to contract for these services through us from any of the major bandwidth providers in that data center. This service, which is provided in our Asia-Pacific and EMEA regions, is targeted to customers who require a single bill and a single point of support for their entire contract through Equinix for their bandwidth needs. Internet connectivity services are priced with an initial installation fee and an ongoing monthly recurring charge based on the amount of bandwidth committed.

**Ethernet Exchange Services.** The Ethernet Exchange offering is similar to the Equinix Internet Exchange, and we offer it in 17 markets so that customers can connect via a central switching fabric to interconnect between multiple Carrier Ethernet Providers rather than creating individual Network to Network interfaces (NNIs) between individual carriers. The offering builds on the benefits of the Internet community and extends the ability to interconnect to the high growth Ethernet industry. The offering is priced per IBX data center with an initial fee and a monthly recurring charge.

## Managed IT Infrastructure Services

With the continued growth in Internet traffic, networks, cloud providers, service providers, enterprises and content providers are challenged to deliver fast and reliable service, while lowering costs. With more than 975 Internet Service Providers (ISPs), fixed and mobile carriers located in our IBX data centers, we leverage the value of network choice with our set of multi-network management and other outsourced IT services, including:

**Professional Services.** Our IBX data centers are staffed with Internet and telecommunications specialists who are on-site and/or available 24 hours a day, 365 days a year. These professionals are trained to perform installations of customer equipment and cabling. Professional services are custom-priced depending on customer requirements.

**Smart Hands Services.** Our customers can take advantage of our professional “Smart Hands” service, which gives customers access to our IBX data center staff for a variety of tasks, when their own staff is not on site. These tasks may include equipment rebooting and power cycling, card swapping and performing emergency equipment replacement. Services are available on-demand or by customer contract and are priced on an hourly basis.

## Sales and Marketing

**Sales.** We use a direct sales force and channel marketing program to market our offerings to global enterprises, content providers, financial companies and mobility and network service providers. We organize our sales force by customer type as well as by establishing a sales presence in diverse geographic regions, which enables efficient servicing of the customer base from a network of regional offices. In addition to our worldwide headquarters located in Silicon Valley, we have established an Asia-Pacific regional headquarters in Hong Kong, and a European regional headquarters in Amsterdam. Our Americas sales offices are located in Boston, Chicago, Los Angeles, New York, Reston, Virginia and Silicon Valley, and sales offices in Brazil operate out of data centers in Sao Paulo and Rio de Janeiro. Our EMEA sales offices are located in Amsterdam, Dubai, Dusseldorf, Enschede, Frankfurt, Geneva, London, Munich, Paris, Zurich, and Zwolle. Our Asia-Pacific sales offices are located in Beijing, Hong Kong, Jakarta, Shanghai, Singapore, Sydney and Tokyo.

Our sales team works closely with each customer to foster the natural network effect of our IBX model, resulting in access to a wider potential customer base via our existing customers. As a result of the IBX interconnection model, IBX data center participants often encourage their customers, suppliers and business partners to also locate in our IBX data centers. These customers, suppliers and business partners, in turn, encourage their business partners to locate in our IBX data centers resulting in additional customer growth. This network effect significantly reduces our new customer acquisition costs. In addition, large network providers or managed service providers may refer customers to Equinix as a part of their total customer solution. Equinix also focuses vertical sales specialists selling to support specific industry requirements for network, mobility and content providers, financial services, cloud computing and systems integrators and enterprise customer segments.

**Marketing.** To support our sales efforts and to actively promote our brand in the Americas, Asia-Pacific and EMEA, we conduct comprehensive marketing programs. Our marketing strategies include active public relations and ongoing customer communications programs. Our marketing efforts are focused on major business and trade publications, online media outlets, industry events and sponsored activities. Our staff holds leadership positions in key networking organizations, and we participate in a variety of Internet, Carrier Ethernet, computer and financial industry conferences, placing our officers and employees in keynote speaking engagements at these conferences. We also regularly measure customer satisfaction levels and host key customer forums to ensure customer needs are understood and incorporated in product and service planning efforts. From a brand perspective, we build recognition through our website, sponsoring or leading industry technical forums, participating in Internet industry standard-setting bodies and through advertising and online campaigns. We continue to develop and host industry educational forums focused on peering technologies and practices for ISPs and content providers.

---

[Table of Contents](#)

## **Our Competition**

While a large number of enterprises own their own data centers, many others outsource some or all of their requirements to multi-tenant Internet data center facilities, such as those operated by Equinix. We believe that the outsourcing trend is likely to not only continue but also to grow in the coming years. It is estimated that Equinix is one of over 650 companies that provide Internet data center offerings around the world, ranging in size from firms with a single data center in a single market to firms in over 20 markets. Equinix competes with these firms, which vary in terms of their data center offerings, including:

### ***Colocation Providers***

Colocation data centers are a type of Internet data center that can also be referred to as “retail” data center space. Typically, colocation data center space is offered on the basis of individual racks/cabinets or cages ranging from 500 to 10,000 square feet in size. Typical customers of colocation providers include:

- Large enterprises with significant IT expertise and requirements
- Small and medium businesses looking to outsource data center requirements
- Internet application providers
- Major Internet content, entertainment and social networking providers
- Shared, dedicated and managed hosting providers
- Mobility and network service providers
- Content delivery networks

Full facility maintenance and systems, including fire suppression, security, power backup and HVAC, are routinely included in managed colocation offerings. A variety of additional services are typically available in colocation facilities, including remote hands technician services and network monitoring services.

In addition to Equinix, providers that offer colocation both globally and locally include firms such as AT&T, CenturyLink, COLT, CyrusOne, Level 3 Communications, NTT and Verizon Business.

### ***Carrier-Neutral Colocation Providers***

In addition to data center space and power, colocation providers also offer interconnection. Certain of these providers, known as network or carrier-neutral colocation providers, can offer customers the choice of hundreds of network service providers, or ISPs, to choose from. Typically, customers use interconnection to buy Internet connectivity, connect VoIP telephone networks, perform financial exchange and settlement functions or perform business-to-business e-commerce. Carrier-neutral data centers are often located in key network hubs around the world like New York; Ashburn, Virginia; London; Amsterdam; Singapore and Hong Kong. Two types of data center facilities offering carrier-neutral colocation are used for many network-to-network interconnections:

- A Meet Me Room (MMR) is typically a smaller space, generally 5,000 square feet or less, located in a major carrier hotel and often found in a wholesale data center facility.
- A carrier-neutral data center is generally larger than an MMR and may be a stand-alone building separate from existing carrier hotels.

In addition to Equinix, other providers that we believe could be defined as offering carrier-neutral colocation include CoreSite, Global Switch, Interxion, Telecity Group, Telehouse and Telx.

### ***Wholesale Data Center Providers***

Wholesale data center providers lease data center space that is typically offered in cells or pods (i.e., individual white-space rooms) ranging in size from 10,000 to 20,000 square feet, or larger. Wholesale data center offerings are targeted to both enterprises and to colocation providers. These data centers primarily provide space and power without additional services like technicians, remote hands services or network monitoring (although other tenants might offer such services).

---

[Table of Contents](#)

Sample wholesale data center providers include Digital Realty Trust, DuPont Fabros Technology, e-Shelter and Sentrum.

***Managed Hosters***

Managed hosting services are provided by several firms that also provide data center colocation services. Typically, managed hosting providers can manage server hardware that is owned by either the hosting provider or the customer. They can also provide a combination of comprehensive systems administration, database administration and sometimes application management services. Frequently, this results in managed hosting providers “running” the customer’s servers, although such administration is frequently shared. The provider may manage such functions as operating systems, databases, security and patch management, while the customer will maintain management of the applications riding on top of those systems.

The full list of potential services that can be offered as part of managed hosting is substantial and includes services such as remote management, custom applications, helpdesk, messaging, databases, disaster recovery, managed storage, managed virtualization, managed security, managed networks and systems monitoring. Managed hosting services are typically used for:

- Application hosting by organizations of any size, including large enterprises
- Hosted or managed messaging, including Microsoft Exchange and other complex messaging applications
- Complex or highly scalable web hosting or e-commerce websites
- Managed storage solutions (including large drive arrays or backup robots)
- Server disaster recovery and business continuity, including clustering and global server load balancing
- Database servers, applications and services

Examples of managed hosters include AT&T, CenturyLink, NaviSite, Rackspace, SunGard, Verizon Business and Verizon Terremark.

Unlike other providers whose core businesses are bandwidth or managed services, we focus on neutral interconnection hubs for cloud and IT service providers, content providers, financial companies, enterprises and network service providers. As a result, we do not have the limited choices found commonly at other hosting/colocation companies. We compete based on the quality of our IBX data centers, our ability to provide a one-stop global solution in our Americas, EMEA and Asia-Pacific locations, the performance and diversity of our network-neutral strategy, and the economic benefits of the aggregation of top network and business ecosystems under one roof. We expect to continue to benefit from several industry trends including the need for contracting with multiple networks due to the uncertainty in the telecommunications market, customers’ increasing power requirements, enterprise customers’ increased use of virtualization and outsourcing, the continued growth of broadband and significant growth in Ethernet as a network alternative, and the growth in mobile applications.

**Our Business Segment Financial Information**

We currently operate in three reportable segments, comprised of our Americas, EMEA and Asia-Pacific geographic regions. Information attributable to each of our reportable segments is set forth in Note 17 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

## **Employees**

As of December 31, 2013, we had 3,500 employees. We had 1,984 employees based in the Americas, 899 employees based in EMEA and 617 employees based in Asia-Pacific. Of those employees, 1,579 were in engineering and operations, 717 were in sales and marketing and 1,204 were in management, finance and administration.

## **Potential Real Estate Investment Trust (“REIT”) Conversion**

In September 2012, we announced that our board of directors approved a plan for Equinix to pursue conversion to a REIT. We have begun implementation of the REIT conversion, and we plan to make a tax election for REIT status for the taxable year beginning January 1, 2015. Any REIT election made by us must be effective as of the beginning of a taxable year; therefore, as a calendar year taxpayer, if we are unable to convert to a REIT by January 1, 2015, the next possible conversion date would be January 1, 2016.

If we are able to convert to and qualify as a REIT, we will generally be permitted to deduct from federal income taxes the dividends we pay to our stockholders. The income represented by such dividends would not be subject to federal taxation at the entity level but would be taxed, if at all, at the stockholder level. Nevertheless, the income of our domestic taxable REIT subsidiaries, or TRS, which will hold our U.S. operations that may not be REIT-compliant, will be subject, as applicable, to federal and state corporate income tax. Likewise, our foreign subsidiaries will continue to be subject to foreign income taxes in jurisdictions in which they hold assets or conduct operations, regardless of whether held or conducted through TRS or through qualified REIT subsidiaries, or QRS. We will also be subject to a separate corporate income tax on any gains recognized during a specified period (generally 10 years) following the REIT conversion that are attributable to “built-in” gains with respect to the assets that we own on the date we convert to a REIT. Our ability to qualify as a REIT will depend upon our continuing compliance following our REIT conversion with various requirements, including requirements related to the nature of our assets, the sources of our income and the distributions to our stockholders. If we fail to qualify as a REIT, we will be subject to federal income tax at regular corporate rates. Even if we qualify for taxation as a REIT, we may be subject to some federal, state, local and foreign taxes on our income and property in addition to taxes owed with respect to our TRS operations. In particular, while state income tax regimes often parallel the federal income tax regime for REITs described above, many states do not completely follow federal rules and some may not follow them at all.

The REIT conversion implementation currently includes seeking a private letter ruling, or PLR, from the U.S. Internal Revenue Service, or IRS. Our PLR request has multiple components, and our timely conversion to a REIT will require favorable rulings from the IRS on certain technical tax issues. We submitted the PLR request to the IRS in the fourth quarter of 2012. In June 2013, we disclosed that we had been informed that the IRS had convened an internal working group to study what constitutes “real estate” for purposes of the REIT provisions of the U.S. Internal Revenue Code of 1986, as amended (the “Code”) and that, pending the completion of the study, the IRS was unlikely to respond definitively to our pending PLR request. In November 2013, the IRS informed us that it was actively resuming work on our PLR request and would respond in due course. We do not expect that this delay will affect the timing of our plan to elect REIT status for the taxable year beginning January 1, 2015. The Company currently expects to receive a favorable PLR from the IRS during 2014 and combined with Board approval and completion of other necessary conversion actions, we would commit to a final REIT conversion plan sometime during 2014. Once the Company reaches this commitment, the financial statements for 2014 will reflect the necessary accounting adjustments including an adjustment to eliminate the U.S. deferred tax assets and liabilities balances discussed below and any tax consequences for the shareholder distributions also discussed below.

---

## [Table of Contents](#)

We currently estimate that we will incur approximately \$75.0 to \$85.0 million in costs to support the REIT conversion, in addition to related tax liabilities associated with a change in our methods of depreciating and amortizing various data center assets for tax purposes from our prior methods to current methods that are more consistent with the characterization of such assets as real property for REIT purposes. The total recapture of depreciation and amortization expenses across all relevant assets is expected to result in federal and state tax liability of approximately \$360.0 to \$380.0 million, which amount became and is generally payable over a four-year period starting in 2012 even if we abandon the REIT conversion for any reason, including failure to obtain a favorable PLR response. Prior to the decision to convert to a REIT, our balance sheet reflected our income tax liability as a non-current deferred tax liability. As a result of the decision to convert to a REIT, our non-current tax liability has been and will continue to be gradually and proportionally reclassified from non-current to current over the four-year period, which started in the third quarter of 2012. The current liability reflects the tax liability that relates to additional taxable income expected to be recognized within the twelve-month period from the date of the balance sheet. If the REIT conversion is successful, we also expect to incur an additional \$5.0 to \$10.0 million in annual compliance costs in future years. We expect to pay between \$145.0 to \$200.0 million in cash taxes during 2014 which includes taxes on our operations and any tax impacts required by our plan to convert to a REIT.

In accordance with tax rules applicable to REIT conversions, we expect to issue special distributions to our stockholders of undistributed accumulated earnings and profits of approximately \$700.0 million to \$1.1 billion (the "E&P distribution"), which we expect to pay out in a combination of up to 20% in cash and at least 80% in the form of our common stock. The estimated E&P distribution may change due to potential changes in certain factors impacting the calculations, such as finalization of the 2013 E&P amounts and the actual financial year 2014 performance of the entities to be included in the REIT structure. We expect to make the E&P distribution only after receiving a favorable PLR from the IRS, obtaining Board approval and completion of other necessary REIT conversion actions. The Company anticipates making an E&P distribution before 2015 with the balance distributed in 2015. In addition, following the completion of the REIT conversion, we intend to declare regular distributions to our stockholders.

In connection with our contemplated REIT conversion, we expect to reassess the deferred tax assets and liabilities of our U.S. operations to be included in the REIT structure during 2014 at the point in time when it is determined that all significant actions to effect the REIT conversion have occurred and we are committed to that course of action. The reevaluation will result in de-recognizing the deferred tax assets and liabilities of our REIT's U.S. operations excluding the deferred tax liabilities associated with the depreciation and amortization recapture. The depreciation and amortization recapture is necessary as part of our REIT conversion efforts. The de-recognition of the deferred tax assets and liabilities of our REIT's U.S. operations will occur because the expected recovery or settlement of the related assets and liabilities will not result in deductible or taxable amounts in any post-REIT conversion periods. As a result of the de-recognition of the aforementioned deferred tax assets and liabilities of our REIT's U.S. operations and the continuing recognition of deferred tax liabilities associated with the depreciation and amortization recapture to be taxed in 2014 and 2015, we expect to record a significant tax provision expense in 2014. As of December 31, 2013, we had a net deferred tax asset of approximately \$147.1 million for our U.S. operations, which includes approximately \$176.0 million of deferred tax liabilities associated with the depreciation and amortization recapture.

## **Available Information**

We were incorporated in Delaware in June 1998. We are required to file reports under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission. You may read and copy our materials on file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. You may obtain information regarding the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet website at <http://www.sec.gov> that contains reports, proxy and information statements and other information.

You may also obtain copies of our annual reports on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K, and any amendments to such reports, free of charge by visiting the Investor Relations page on our website, [www.equinix.com](http://www.equinix.com). These reports are available as soon as reasonably practical after we file them with the SEC. Information contained on our website is not part of this Annual Report on Form 10-K.

## **ITEM 1A. RISK FACTORS**

In addition to the other information contained in this report, the following risk factors should be considered carefully in evaluating our business and us:

### **Risks Related to REIT Conversion**

**Although we have chosen to pursue conversion to a REIT, we may not be successful in converting to a REIT effective January 1, 2015, or at all.**

In September 2012, our board of directors approved a plan for us to convert to a REIT. There are significant implementation and operational complexities to address before we can timely convert to a REIT, including obtaining a favorable PLR from the IRS, completing internal reorganizations, modifying accounting, information technology and real estate systems, receiving stockholder approvals and making required stockholder payouts. Even if we are able to satisfy the existing REIT requirements or any future REIT requirements, the tax laws, regulations and interpretations governing REITs may change at any time in ways that could be disadvantageous to us.

---

[Table of Contents](#)

Additionally, several conditions must be met in order to complete the conversion to a REIT, and the timing and outcome of many of these conditions are beyond our control. For example, we cannot provide assurance that the IRS will ultimately provide us with a favorable PLR or that any favorable PLR will be received in a timely manner for us to convert successfully to a REIT as of January 1, 2015. Even if the transactions necessary to implement REIT conversion are effected, our board of directors may decide not to elect REIT status, or to delay such election, if it determines in its sole discretion that it is not in the best interests of us or our stockholders. We can provide no assurance if or when conversion to a REIT will be successful. Furthermore, the effective date of the REIT conversion could be delayed beyond January 1, 2015, in which event we could not elect REIT status until the taxable year beginning January 1, 2016, at the earliest. Failure to timely convert to a REIT or maintain REIT status could result in dissatisfaction in our stockholder base.

**We may not realize the anticipated benefits to stockholders, including the achievement of significant tax savings for us and regular distributions to our stockholders.**

Even if we convert to a REIT and elect REIT status, we cannot provide assurance that our stockholders will experience benefits attributable to our qualification and taxation as a REIT, including our ability to reduce our corporate level U.S. federal income tax through distributions to stockholders and to make regular distributions to stockholders. The realization of the anticipated benefits to stockholders will depend on numerous factors, many of which are outside our control. In addition, future cash distributions to stockholders will depend on our cash flows, as well as the impact of alternative, more attractive investments as compared to dividends.

**We may not qualify or remain qualified as a REIT.**

Although we plan to operate in a manner consistent with the REIT qualification rules if we convert to a REIT, we cannot provide assurance that we will, in fact, qualify as a REIT or remain so qualified. REIT qualification involves the application of highly technical and complex provisions of the Code to our operations as well as various factual determinations concerning matters and circumstances not entirely within our control. There are limited judicial or administrative interpretations of these provisions.

If we fail to qualify as a REIT, we still will have incurred substantial costs to support our REIT conversion and may still be subject to federal and state tax liability of approximately \$360.0 to \$380.0 million resulting from the recapture of depreciation and amortization expenses. If we fail to qualify as a REIT in any taxable year after the REIT conversion, we will be subject to U.S. federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates with respect to each such taxable year for which the statute of limitations remains open. In addition, we will be subject to monetary penalties for the failure. This treatment would significantly reduce our net earnings and cash flow because of our additional tax liability and the penalties for the years involved, which could significantly impact our financial condition.

**Legislative, administrative, regulatory or other actions affecting REITs, including positions taken by the IRS, could have a negative effect on us.**

The rules dealing with U.S. federal income taxation are continually under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury (the "Treasury"). New legislation, Treasury regulations, administrative interpretations or court decisions could, with retroactive effect, significantly and negatively affect our ability to qualify to be taxed as a REIT. Further, such actions could, with retroactive effect, also significantly and negatively affect the U.S. federal income tax consequences to our stockholders and us.



**Complying with REIT qualification requirements may limit our flexibility or cause us to forego otherwise attractive opportunities.**

To qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our common stock. For example, under the Code, no more than 25% of the value of the assets of a REIT may be represented by securities of our TRS, and other nonqualifying assets. This limitation may affect our ability to make large investments in other non-REIT qualifying operations or assets. In addition, in order to maintain qualification as a REIT, annually we will be required to distribute at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gains. Even if we maintain our qualification as a REIT, we will be subject to U.S. federal income tax at regular corporate rates for our undistributed REIT taxable income, determined without regard to the dividends paid deduction and including any net capital gains, as well as U.S. federal income tax at regular corporate rates for income recognized by our TRS. Because of these distribution requirements, we will likely not be able to fund future capital needs and investments from operating cash flow. As such, compliance with REIT tests may hinder our ability to make certain attractive investments, including the purchase of significant nonqualifying assets and the material expansion of non-real estate activities.

**There are uncertainties relating to our estimate of our undistributed accumulated earnings and profits (“E&P”) distribution, as well as the timing of such E&P distribution and the percentage of common stock and cash we may distribute.**

We have provided an estimated range of the E&P distribution. We are in the process of conducting a study of our pre-REIT accumulated earnings and profits as of the close of our 2012 taxable year using our historic tax returns and other available information. This is a very involved and complex study, which is not yet complete, and the actual results of the study relating to our pre-REIT accumulated earnings and profits as of the close of our 2012 taxable year may be materially different from our current estimates. In addition, the estimated range of our E&P distribution is based on our estimated and projected taxable income for our 2013 and 2014 taxable years and our current business plans and performance, but our actual earnings and profits (and the actual E&P distribution) will vary depending on, among other items, the timing of certain transactions, our actual taxable income and performance for 2013 and 2014 and possible changes in legislation or tax rules and IRS revenue procedures relating to distributions of earnings and profits. For these reasons and others, our actual E&P distribution may be materially different from our estimated range.

We anticipate distributing a significant portion of the E&P distribution in 2014, with the balance distributed in 2015, but the timing of the planned E&P distribution, which may or may not occur, may be affected by potential tax law changes, the completion of various phases of the REIT conversion process and other factors beyond our control.

We also anticipate paying up to 20% of the E&P distribution in the form of cash and at least 80% in the form of common stock. We may in fact decide, based on our cash flows and strategic plans, IRS revenue procedures relating to distributions of earnings and profits, leverage and other factors, to pay these amounts in a different mix of cash and common stock.

**We may restructure or issue debt or raise equity to satisfy our E&P distribution and other conversion costs.**

Depending on the ultimate size and timing of the E&P distribution and the cash outlays associated with our conversion to a REIT, we may restructure or issue debt and/or issue equity to fund these disbursements, even if the then-prevailing market conditions are not favorable for these transactions. Whether we issue debt or equity, at what price and amount and other terms of any such issuances will depend on many factors, including alternative sources of capital, our then existing leverage, our need for additional capital, market conditions and other factors beyond our control. If we raise additional funds through the issuance of equity securities or debt convertible into equity securities, the percentage of stock ownership by our existing stockholders may be reduced. In addition, new equity securities or convertible debt securities could have rights, preferences, and privileges senior to those of our current stockholders, which could substantially decrease the value of our securities owned by them. Depending on the share price we are able to obtain, we may have to sell a significant number of shares in order to raise the capital we deem necessary to execute our long-term strategy, and our stockholders may experience dilution in the value of their shares as a result. Furthermore, satisfying our E&P distribution and other conversion costs may increase the financing we need to fund capital expenditures, future growth and expansion initiatives. As a result, our indebtedness could increase. See “Other Risks” for further information regarding our substantial indebtedness.

**There are uncertainties relating to the costs associated with implementing the REIT conversion.**

We have provided an estimated range of our tax and other costs to convert to a REIT, including estimated tax liabilities associated with a change in our methods of depreciating and amortizing various assets and annual compliance costs. Our estimate of these taxes and other costs, however, may not be accurate, and such costs may actually be higher than our estimates due to unanticipated outcomes in the process of obtaining a PLR, changes in our business support functions and support costs, the unsuccessful execution of internal planning, including restructurings and cost reduction initiatives, or other factors.

**Restrictive loan covenants could prevent us from satisfying REIT distribution requirements.**

If we are successful in converting to a REIT, restrictions in our credit facility and our indentures may prevent us from satisfying our REIT distribution requirements, and we could fail to qualify for taxation as a REIT. If these limits do not jeopardize our qualification for taxation as a REIT but nevertheless prevent us from distributing 100% of our REIT taxable income, we would be subject to federal corporate income tax, and potentially a nondeductible excise tax, on the retained amounts. See “Other Risks” for further information on our restrictive loan covenants.

**We have no experience operating as a REIT, which may adversely affect our business, financial condition or results of operations if we successfully convert to a REIT.**

We have no experience operating as a REIT, and our senior management has no experience operating a REIT. Our pre-REIT operating experience may not be sufficient to prepare us to operate successfully as a REIT. Our inability to operate successfully as a REIT, including the failure to maintain REIT status, could adversely affect our business, financial condition or results of operations.

**Other Risks**

**Acquisitions present many risks, and we may not realize the financial or strategic goals that were contemplated at the time of any transaction.**

Over the last several years, we have completed several acquisitions, including that of Switch & Data Facilities Company, Inc. (“Switch and Data”) in 2010, ALOG Data Centers do Brasil S.A. in 2011, Asia Tone Limited and ancotel GmbH in 2012, an acquisition of a Dubai IBX data center in 2012 and an acquisition of a carrier hotel in Frankfurt in 2013. We may make additional acquisitions in the future, which may include (i) acquisitions of businesses, products, services or technologies that we believe to be complementary, (ii) acquisitions of new IBX data centers or real estate for development of new IBX data centers or (iii) acquisitions through investments in local data center operators. We may pay for future acquisitions by using our existing cash resources (which may limit other potential uses of our cash), incurring additional debt (which may increase our interest expense, leverage and debt service requirements) and/or issuing shares (which may dilute our existing stockholders and have a negative effect on our earnings per share). Acquisitions expose us to potential risks, including:

- the possible disruption of our ongoing business and diversion of management’s attention by acquisition, transition and integration activities;
- our potential inability to successfully pursue or realize some or all of the anticipated revenue opportunities associated with an acquisition or investment;
- the possibility that we may not be able to successfully integrate acquired businesses, or businesses in which we invest, or achieve anticipated operating efficiencies or cost savings;
- the possibility that announced acquisitions may not be completed, due to failure to satisfy the conditions to closing or for other reasons;
- the dilution of our existing stockholders as a result of our issuing stock in transactions, such as our acquisition of Switch and Data, where 80% of the consideration payable to Switch and Data’s stockholders consisted of shares of our common stock;
- the possibility of customer dissatisfaction if we are unable to achieve levels of quality and stability on par with past practices;

---

## [Table of Contents](#)

- the possibility that our customers may not accept either the existing equipment infrastructure or the “look-and-feel” of a new or different IBX data center;
- the possibility that additional capital expenditures may be required or that transaction expenses associated with acquisitions may be higher than anticipated;
- the possibility that required financing to fund an acquisition may not be available on acceptable terms or at all;
- the possibility that we may be unable to obtain required approvals from governmental authorities under antitrust and competition laws on a timely basis or at all, which could, among other things, delay or prevent us from completing an acquisition, limit our ability to realize the expected financial or strategic benefits of an acquisition or have other adverse effects on our current business and operations;
- the possible loss or reduction in value of acquired businesses;
- the possibility that future acquisitions may present new complexities in deal structure, related complex accounting and coordination with new partners;
- the possibility that future acquisitions may be in geographies and regulatory environments, to which we are unaccustomed;
- the possibility that carriers may find it cost-prohibitive or impractical to bring fiber and networks into a new IBX data center;
- the possibility of litigation or other claims in connection with, or as a result of, an acquisition, including claims from terminated employees, customers, former stockholders or other third parties; and
- the possibility of pre-existing undisclosed liabilities, including, but not limited to, lease or landlord related liability, environmental liability or asbestos liability, for which insurance coverage may be insufficient or unavailable.

The occurrence of any of these risks could have a material adverse effect on our business, results of operations, financial condition or cash flows.

We cannot assure you that the price of any future acquisitions of IBX data centers will be similar to prior IBX data center acquisitions. In fact, we expect costs required to build or render new IBX data centers operational to increase in the future. If our revenue does not keep pace with these potential acquisition and expansion costs, we may not be able to maintain our current or expected margins as we absorb these additional expenses. There is no assurance we would successfully overcome these risks or any other problems encountered with these acquisitions.

### **Our substantial debt could adversely affect our cash flows and limit our flexibility to raise additional capital.**

We have a significant amount of debt and may need to incur additional debt to support our growth. Additional debt may also be incurred to fund future acquisitions, the E&P distribution or the other cash outlays associated with conversion to a REIT. As of December 31, 2013, our total indebtedness was approximately \$4.2 billion, our stockholders' equity was \$2.5 billion and our cash and investments totaled \$1.0 billion. In addition, as of December 31, 2013, we had approximately \$516.8 million of additional liquidity available to us from our \$550.0 million revolving credit facility as part of a \$750.0 million credit facility agreement entered into with a group of lenders in the U.S. as more fully described in Note 10 to Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. Some of our debt contains covenants which may limit our operating flexibility. In addition to our substantial debt, we lease a majority of our IBX data centers and certain equipment under non-cancellable lease agreements, the majority of which are accounted for as operating leases. As of December 31, 2013, our total minimum operating lease commitments under those lease agreements, excluding potential lease renewals, was approximately \$954.2 million, which represents off-balance sheet commitments.

---

[Table of Contents](#)

Our substantial amount of debt and related covenants, and our off-balance sheet commitments, could have important consequences. For example, they could:

- require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt and in respect of other off-balance sheet arrangements, reducing the availability of our cash flow to fund future capital expenditures, working capital, execution of our expansion strategy and other general corporate requirements;
- make it more difficult for us to satisfy our obligations under our various debt instruments;
- increase our vulnerability to general adverse economic and industry conditions and adverse changes in governmental regulations;
- limit our flexibility in planning for, or reacting to, changes in our business and industry, which may place us at a competitive disadvantage compared with our competitors;
- limit our operating flexibility through covenants with which we must comply, such as limiting our ability to repurchase shares of our common stock;
- limit our ability to borrow additional funds, even when necessary to maintain adequate liquidity, which would also limit our ability to further expand our business; and
- make us more vulnerable to increases in interest rates because of the variable interest rates on some of our borrowings to the extent we have not entirely hedged such variable rate debt.

The occurrence of any of the foregoing factors could have a material adverse effect on our business, results of operations and financial condition. In addition, the performance of our stock price may trigger events that would require the write-off of a significant portion of our debt issuance costs related to our convertible debt, which may have a material adverse effect on our results of operations.

We may also need to refinance a portion of our outstanding debt as it matures. There is a risk that we may not be able to refinance existing debt or that the terms of any refinancing may not be as favorable as the terms of our existing debt. Furthermore, if prevailing interest rates or other factors at the time of refinancing result in higher interest rates upon refinancing, then the interest expense relating to that refinanced indebtedness would increase. These risks could materially adversely affect our financial condition, cash flows and results of operations.

**Global economic uncertainty and debt issues could adversely impact our business and financial condition.**

The varying pace of global economic recovery continues to create uncertainty and unpredictability and add risk to our future outlook. If an agreement on expanding the U.S. national debt ceiling is not reached in a timely manner in early 2014, the U.S. could default on its obligations which would impact the U.S. and other economies. An uncertain global economy could also result in churn in our customer base, reductions in revenues from our offerings, longer sales cycles, slower adoption of new technologies and increased price competition, adversely affecting our liquidity. The uncertain economic environment could also have an impact on our foreign exchange forward contracts if our counterparties' credit deteriorates further or they are otherwise unable to perform their obligations. Finally, our ability to access the capital markets may be severely restricted at a time when we would like, or need, to do so which could have an impact on our flexibility to pursue additional expansion opportunities and maintain our desired level of revenue growth in the future.

**The market price of our stock may continue to be highly volatile, and the value of an investment in our common stock may decline.**

Since January 1, 2012, the closing sale price of our common stock on the NASDAQ Global Select Market has ranged from \$100.90 to \$229.67 per share. The market price of the shares of our common stock has been and may continue to be highly volatile. General economic and market conditions, and market conditions for telecommunications stocks in general, may affect the market price of our common stock.

---

## [Table of Contents](#)

Announcements by us or others, or speculations about our future plans, may also have a significant impact on the market price of our common stock. These may relate to:

- our operating results or forecasts;
- new issuances of equity, debt or convertible debt by us;
- changes to our capital allocation, tax planning or business strategy;
- our planned conversion to a REIT;
- a stock repurchase program;
- developments in our relationships with corporate customers;
- announcements by our customers or competitors;
- changes in regulatory policy or interpretation;
- governmental investigations;
- changes in the ratings of our debt or stock by rating agencies or securities analysts;
- our purchase or development of real estate and/or additional IBX data centers;
- our acquisitions of complementary businesses; or
- the operational performance of our IBX data centers.

The stock market has from time to time experienced extreme price and volume fluctuations, which have particularly affected the market prices for telecommunications companies, and which have often been unrelated to their operating performance. These broad market fluctuations may adversely affect the market price of our common stock. In addition, if we are unsuccessful in our planned conversion to a REIT, the market price of our common stock may decrease, and the decrease may be material. Furthermore, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and/or damages, and divert management's attention from other business concerns, which could seriously harm our business.

### **If we are not able to generate sufficient operating cash flows or obtain external financing, our ability to fund incremental expansion plans may be limited.**

Our capital expenditures, together with ongoing operating expenses, obligations to service our debt and the cash outlays associated with our REIT conversion, will be a substantial drain on our cash flow and may decrease our cash balances. Additional debt or equity financing may not be available when needed or, if available, may not be available on satisfactory terms. Our inability to obtain additional debt and/or equity financing or to generate sufficient cash from operations may require us to prioritize projects or curtail capital expenditures which could adversely affect our results of operations.

### **Fluctuations in foreign currency exchange rates in the markets in which we operate internationally could harm our results of operations.**

We may experience gains and losses resulting from fluctuations in foreign currency exchange rates. To date, the majority of our revenues and costs are denominated in U.S. dollars; however, the majority of revenues and costs in our international operations are denominated in foreign currencies. Where our prices are denominated in U.S. dollars, our sales and revenues could be adversely affected by declines in foreign currencies relative to the U.S. dollar, thereby making our offerings more expensive in local currencies. We are also exposed to risks resulting from fluctuations in foreign currency exchange rates in connection with our international expansions. To the extent we are paying contractors in foreign currencies, our expansions could cost more than anticipated as a result of declines in the U.S. dollar relative to foreign currencies. In addition, fluctuating foreign currency exchange rates have a direct impact on how our international results of operations translate into U.S. dollars.

---

[Table of Contents](#)

Although we currently undertake, and may decide in the future to further undertake, foreign exchange hedging transactions to reduce foreign currency transaction exposure, we do not currently intend to eliminate all foreign currency transaction exposure. Therefore, any weakness of the U.S. dollar may have a positive impact on our consolidated results of operations because the currencies in the foreign countries in which we operate may translate into more U.S. dollars. However, if the U.S. dollar strengthens relative to the currencies of the foreign countries in which we operate, our consolidated financial position and results of operations may be negatively impacted as amounts in foreign currencies will generally translate into fewer U.S. dollars. For additional information on foreign currency risk, refer to our discussion of foreign currency risk in “Quantitative and Qualitative Disclosures About Market Risk” included in Item 7A of this Annual Report on Form 10-K.

**Changes in U.S. or foreign tax laws, regulations, or interpretations thereof, including changes to tax rates, may adversely affect our financial statements and cash taxes.**

We are a U.S. company with global subsidiaries and are subject to income taxes in the U.S. and many foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. Although we believe that we have adequately assessed and accounted for our potential tax liabilities, and that our tax estimates are reasonable, there can be no certainty that additional taxes will not be due upon audit of our tax returns or as a result of changes to the tax laws and interpretations thereof. The U.S. Congress as well as the governments of many of the countries in which we operate are actively discussing changes to the corporate recognition and taxation of worldwide income. The nature and timing of any changes to each jurisdiction’s tax laws and the impact on our future tax liabilities cannot be predicted with any accuracy but could materially and adversely impact our results of operations and financial position including cash flows.

**We are continuing to invest in our expansion efforts but may not have sufficient customer demand in the future to realize expected returns on these investments.**

We are considering the acquisition or lease of additional properties and the construction of new IBX data centers beyond those expansion projects already announced. We will be required to commit substantial operational and financial resources to these IBX data centers, generally 12 to 18 months in advance of securing customer contracts, and we may not have sufficient customer demand in those markets to support these centers once they are built. In addition, unanticipated technological changes could affect customer requirements for data centers, and we may not have built such requirements into our new IBX data centers. Either of these contingencies, if they were to occur, could make it difficult for us to realize expected or reasonable returns on these investments.

**Our offerings have a long sales cycle that may harm our revenues and operating results.**

A customer’s decision to purchase our service offerings typically involves a significant commitment of resources. In addition, some customers will be reluctant to commit to locating in our IBX data centers until they are confident that the IBX data center has adequate carrier connections. As a result, we have a long sales cycle. Furthermore, we may devote significant time and resources in pursuing a particular sale or customer that does not result in revenue. We have also significantly expanded our sales force in the past year, and it will take time for these new hires to become fully productive.

Delays due to the length of our sales cycle may materially and adversely affect our revenues and operating results, which could harm our ability to meet our forecasts and cause volatility in our stock price.

**Any failure of our physical infrastructure or offerings could lead to significant costs and disruptions that could reduce our revenue and harm our business reputation and financial results.**

Our business depends on providing customers with highly reliable solutions. We must safehouse our customers’ infrastructure and equipment located in our IBX data centers. We own certain of our IBX data centers, but others are leased by us, and we rely on the landlord for basic maintenance of our leased IBX data centers. If such landlord has not maintained a leased property sufficiently, we may be forced into an early exit from the center which could be disruptive to our business. Furthermore, we continue to acquire IBX data centers not built by us. If we discover that these IBX data centers and their infrastructure assets are not in the condition we expected when they were acquired, we may be required to incur substantial additional costs to repair or upgrade the centers.

---

## [Table of Contents](#)

The offerings we provide in each of our IBX data centers are subject to failure resulting from numerous factors, including:

- human error;
- equipment failure;
- physical, electronic and cybersecurity breaches;
- fire, earthquake, hurricane, flood, tornado and other natural disasters;
- extreme temperatures;
- water damage;
- fiber cuts;
- power loss;
- terrorist acts;
- sabotage and vandalism; and
- failure of business partners who provide our resale products.

Problems at one or more of our IBX data centers, whether or not within our control, could result in service interruptions or significant equipment damage. We have service level commitment obligations to certain of our customers, including our significant customers. As a result, service interruptions or significant equipment damage in our IBX data centers could result in difficulty maintaining service level commitments to these customers and potential claims related to such failures. Because our IBX data centers are critical to many of our customers' businesses, service interruptions or significant equipment damage in our IBX data centers could also result in lost profits or other indirect or consequential damages to our customers. We cannot guarantee that a court would enforce any contractual limitations on our liability in the event that one of our customers brings a lawsuit against us as a result of a problem at one of our IBX data centers. In addition, any loss of service, equipment damage or inability to meet our service level commitment obligations could reduce the confidence of our customers and could consequently impair our ability to obtain and retain customers, which would adversely affect both our ability to generate revenues and our operating results.

Furthermore, we are dependent upon Internet service providers, telecommunications carriers and other website operators in the Americas, Asia-Pacific and EMEA regions and elsewhere, some of which have experienced significant system failures and electrical outages in the past. Our customers may in the future experience difficulties due to system failures unrelated to our systems and offerings. If, for any reason, these providers fail to provide the required services, our business, financial condition and results of operations could be materially and adversely impacted.

**We are currently making significant investments in our back office information technology systems, including those surrounding the customer experience from initial quote to customer billing, and upgrading our worldwide financial application suite. Difficulties, distractions or disruptions to these efforts may interrupt our normal operations and adversely affect our business and operating results.**

Commencing in 2012, we began a significant project to overhaul our back office systems that support the customer experience from initial quote to customer billing. Additionally, commencing in 2013, we began to devote significant resources to the upgrade of our worldwide financial application suite from Oracle's version 11i to R12. Both projects have continued into 2014. Oracle has already begun to discontinue its support for our current business application suite. As a result of that discontinued support and our continued work on these projects, we may experience difficulties with our systems, management distraction, and significant business disruptions. Difficulties with our systems may interrupt our ability to accept and deliver customer orders and impact our overall financial operations, including our accounts payable, accounts receivables, general ledger, close processes, internal financial controls, and our ability to otherwise run and track our business. We may need to expend significant attention, time and resources to correct problems or find alternative sources for performing these functions. Such significant investments in our back office systems may take longer to complete and cost more than originally planned. In addition, we may not realize the full benefits we hoped to achieve and there is a risk of an impairment charge if we decide that portions of these projects will not ultimately benefit the company or are de-scoped. Any such difficulty or disruption may adversely affect our business and operating results.

**The insurance coverage that we purchase may prove to be inadequate.**

We carry liability, property, business interruption and other insurance policies to cover insurable risks to our company. We select the types of insurance, the limits and the deductibles based on our specific risk profile, the cost of the insurance coverage versus its perceived benefit and general industry standards. Our insurance policies contain industry standard exclusions for events such as war and nuclear reaction. We purchase minimal levels of earthquake insurance for certain of our IBX data centers, but for most of our data centers, including many in California, we have elected to self-insure. The earthquake and flood insurance that we do purchase would be subject to high deductibles and any of the limits of insurance that we purchase could prove to be inadequate, which could materially and adversely impact our business, financial condition and results of operations.

**Our construction of additional new IBX data centers, or IBX data center expansions, could involve significant risks to our business.**

In order to sustain our growth in certain of our existing and new markets, we must expand an existing data center, lease a new facility or acquire suitable land, with or without structures, to build new IBX data centers from the ground up. Expansions or new builds are currently underway, or being contemplated, in many of our markets. Any related construction requires us to carefully select and rely on the experience of one or more designers, general contractors, and associated subcontractors during the design and construction process. Should a designer, general contractor, or significant subcontractor experience financial or other problems during the design or construction process, we could experience significant delays, increased costs to complete the project and/or other negative impacts to our expected returns.

Site selection is also a critical factor in our expansion plans. There may not be suitable properties available in our markets with the necessary combination of high power capacity and fiber connectivity, or selection may be limited. Thus, while we may prefer to locate new IBX data centers adjacent to our existing locations it may not always be possible. In the event we decide to build new IBX data centers separate from our existing IBX data centers, we may provide interconnection solutions to connect these two centers. Should these solutions not provide the necessary reliability to sustain connection, this could result in lower interconnection revenue and lower margins and could have a negative impact on customer retention over time.

**Environmental regulations may impose upon us new or unexpected costs.**

We are subject to various federal, state, local and international environmental and health and safety laws and regulations, including those relating to the generation, storage, handling and disposal of hazardous substances and wastes. Certain of these laws and regulations also impose joint and several liability, without regard to fault, for investigation and cleanup costs on current and former owners and operators of real property and persons who have disposed of or released hazardous substances into the environment. Our operations involve the use of hazardous substances and materials such as petroleum fuel for emergency generators, as well as batteries, cleaning solutions and other materials. In addition, we lease, own or operate real property at which hazardous substances and regulated materials have been used in the past. At some of our locations, hazardous substances or regulated materials are known to be present in soil or groundwater, and there may be additional unknown hazardous substances or regulated materials present at sites we own, operate or lease. At some of our locations, there are land use restrictions in place relating to earlier environmental cleanups that do not materially limit our use of the sites. To the extent any hazardous substances or any other substance or material must be cleaned up or removed from our property, we may be responsible under applicable laws, regulations or leases for the removal or cleanup of such substances or materials, the cost of which could be substantial.



---

[Table of Contents](#)

In addition, we are subject to environmental, health and safety laws regulating air emissions, storm water management and other issues arising in our business. While these obligations do not normally impose material costs upon our operations, unexpected events, equipment malfunctions and human error, among other factors, can lead to violations of environmental laws, regulations or permits. Furthermore, environmental laws and regulations change frequently and may require additional investment to maintain compliance. Noncompliance with existing, or adoption of more stringent, environmental or health and safety laws and regulations or the discovery of previously unknown contamination could require us to incur costs or become the basis of new or increased liabilities that could be material.

Fossil fuel combustion creates greenhouse gas (“GHG”) emissions that are linked to global climate change. Regulations to limit GHG emissions are in force in the European Union in an effort to prevent or reduce climate change. In the U.S., the U.S. Environmental Protection Agency (“EPA”) regulates GHG emissions from major stationary sources under the Clean Air Act. Current regulations apply to large sources of GHGs, such as, for example, fossil-fueled electricity generating facilities, the construction of new facilities that emit 100,000 tons per year or more of carbon dioxide equivalent (“CO<sub>2</sub>e”, a unit of measurement for GHGs) and the modification of any existing facility that results in an increase of GHG emissions by 75,000 tons per year of CO<sub>2</sub>e. A small source exception applies to our existing and anticipated facilities, which exempts sources emitting below 50,000 tons per year of CO<sub>2</sub>e or any modification resulting in an increase of less than 50,000 tons per year of CO<sub>2</sub>e, from permitting requirements until at least April 30, 2016. The EPA may develop permitting requirements for smaller sources of GHGs after April 30, 2016, which could potentially affect our facilities. We will continue to monitor the developments of this regulatory program to evaluate its impact on our facilities and business.

Several states within the U.S. have adopted laws intended to limit fossil fuel consumption and/or encourage renewable energy development for the same purpose. For example, California enacted AB-32, the Global Warming Solutions Act of 2006, prescribing a statewide cap on global warming pollution with a goal of reaching 1990 GHG emission levels by 2020, and established a mandatory emissions reporting program. Regulations adopted by the California Air Resources Board, require allowances to be surrendered for emissions of GHGs. This first phase of the cap-and-trade program commenced on January 1, 2013, and could increase our electricity costs. The effect on the price we pay for electricity cannot yet be determined, but the increase could exceed 5% of our costs of electricity at our California locations. In 2015, a second phase of the program will begin, imposing allowance obligations upon suppliers of most forms of fossil fuels, which will increase the costs of our petroleum fuels used for transportation and emergency generators.

We do not anticipate that the climate change-related laws and regulations will force us to modify our operations to limit the emissions of GHG. We could, however, be directly subject to taxes, fees or costs, or could indirectly be required to reimburse electricity providers for such costs representing the GHG attributable to our electricity or fossil fuel consumption. These cost increases could materially increase our costs of operation or limit the availability of electricity or emergency generator fuels. The physical impacts of climate change, including extreme weather conditions such as heat waves, could materially increase our costs of operation due to, for example, an increase in our energy use in order to maintain the temperature and internal environment of our data centers necessary for our operations. To the extent any environmental laws enacted or regulations impose new or unexpected costs, our business, results of operations or financial condition may be adversely affected.

**If we are unable to recruit or retain qualified personnel, our business could be harmed.**

We must continue to identify, hire, train and retain IT professionals, technical engineers, operations employees, and sales, marketing, finance and senior management personnel who maintain relationships with our customers and who can provide the technical, strategic and marketing skills required for our company to grow. There is a shortage of qualified personnel in these fields, and we compete with other companies for the limited pool of talent. The failure to recruit and retain necessary personnel, including, but not limited to, members of our executive team, could harm our business and our ability to grow our company.

**We may not be able to compete successfully against current and future competitors.**

We must be able to differentiate our IBX data centers and product offerings from those of our competitors. In addition to competing with other neutral colocation providers, we compete with traditional colocation providers, including telecommunications companies, carriers, internet service providers, managed services providers and large REITs who also operate in our market and may enjoy a cost advantage in providing offerings similar to those provided by our IBX data centers. We may experience competition from our landlords which could also reduce the amount of space available to us for expansion in the future. Rather than leasing available space in our buildings to large single tenants, they may decide to convert the space instead to smaller square foot units designed for multi-tenant colocation use, blurring the line between retail and wholesale space. We may also face competition from existing competitors or new entrants to the market seeking to replicate our global IBX data center concept by building or acquiring data centers, offering colocation on neutral terms or by replicating our strategy and messaging. Finally, customers may also decide it is cost-effective for them to build out their own data centers. Once customers have an established data center footprint, either through a relationship with one of our competitors or through in-sourcing, it may be extremely difficult to convince them to relocate to our IBX data centers.

Some of our competitors may adopt aggressive pricing policies, especially if they are not highly leveraged or have lower return thresholds than we do. As a result, we may suffer from pricing pressure that would adversely affect our ability to generate revenues. Some of these competitors may also provide our target customers with additional benefits, including bundled communication services or cloud services, and may do so in a manner that is more attractive to our potential customers than obtaining space in our IBX data centers. Similarly, with growing acceptance of cloud-based technologies, Equinix is at risk losing customers that may decide to fully leverage cloud infrastructure offerings instead of managing their own. Competitors could also operate more successfully or form alliances to acquire significant market share.

Failure to compete successfully may materially adversely affect our financial condition, cash flows and results of operations.

**Our business could be harmed by prolonged power outages or shortages, increased costs of energy or general lack of availability of electrical resources.**

Our IBX data centers are susceptible to regional costs of power, power shortages, planned or unplanned power outages and limitations, especially internationally, on the availability of adequate power resources.

Power outages, such as those relating to the earthquake and tsunami in Japan in 2011 or Superstorm Sandy, which hit the U.S. East Coast in 2012, could harm our customers and our business. We attempt to limit our exposure to system downtime by using backup generators and power supplies; however, we may not be able to limit our exposure entirely even with these protections in place. Some of our IBXs are located in leased buildings where, depending upon the lease requirements and number of tenants involved, we may or may not control some or all of the infrastructure including generators and fuel tanks. As a result, in the event of a power outage, we may be dependent upon the landlord, as well as the utility company, to restore the power.

In addition, global fluctuations in the price of power can increase the cost of energy, and although contractual price increase clauses exist in the majority of our customer agreements, we may not always choose to pass these increased costs on to our customers.

In each of our markets, we rely on third parties to provide a sufficient amount of power for current and future customers. At the same time, power and cooling requirements are growing on a per unit basis. As a result, some customers are consuming an increasing amount of power per cabinet. We generally do not control the amount of power our customers draw from their installed circuits. This means that we could face power limitations in our IBX data centers. This could have a negative impact on the effective available capacity of a given center and limit our ability to grow our business, which could have a negative impact on our financial performance, operating results and cash flows.

---

[Table of Contents](#)

We may also have difficulty obtaining sufficient power capacity for potential expansion sites in new or existing markets. We may experience significant delays and substantial increased costs demanded by the utilities to provide the level of electrical service required by our current IBX data center designs.

**If our internal controls are found to be ineffective, our financial results or our stock price may be adversely affected.**

Our most recent evaluation of our controls resulted in our conclusion that, as of December 31, 2013, in compliance with Section 404 of the Sarbanes-Oxley Act of 2002, our internal controls over financial reporting were effective. Our ability to manage our operations and growth, and to successfully implement our proposed REIT conversion and other systems upgrades designed to support our growth, will require us to develop our controls and reporting systems and implement or amend new controls and reporting systems. If, in the future, our internal control over financial reporting is found to be ineffective, or if a material weakness is identified in our controls over financial reporting, our financial results may be adversely affected. Investors may also lose confidence in the reliability of our financial statements which could adversely affect our stock price.

In addition, in May 2013, the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) issued a new version of its internal control framework, which will be deemed by COSO to supersede the 1992 version of the framework effective December 15, 2014. We have not developed our plan for transition to application of the 2013 edition of the framework to our assessment of our internal control over financial reporting. It is possible that during the course of the transition to the new framework and its application to our assessment of our internal controls, we may determine that deficiencies exist in our internal controls, possibly rising to the level of material weakness. Such an occurrence, or a failure to effectively remedy such a deficiency, could harm investor confidence in the accuracy and timeliness of our financial reports and negatively impact the market price of our common stock.

**If we cannot effectively manage our international operations, and successfully implement our international expansion plans, our revenues may not increase and our business and results of operations would be harmed.**

For the years ended December 31, 2013, 2012 and 2011, we recognized approximately 46%, 44% and 41%, respectively, of our revenues outside the U.S. We currently operate outside of the U.S. in Canada, Brazil, EMEA and Asia-Pacific.

To date, the network neutrality of our IBX data centers and the variety of networks available to our customers has often been a competitive advantage for us. In certain of our acquired IBX data centers in the Asia-Pacific region the limited number of carriers available reduces that advantage. As a result, we may need to adapt our key revenue-generating offerings and pricing to be competitive in those markets. In addition, we are currently undergoing expansions or evaluating expansion opportunities outside of the U.S. Undertaking and managing expansions in foreign jurisdictions may present unanticipated challenges to us.

Our international operations are generally subject to a number of additional risks, including:

- the costs of customizing IBX data centers for foreign countries;
- protectionist laws and business practices favoring local competition;
- greater difficulty or delay in accounts receivable collection;
- difficulties in staffing and managing foreign operations, including negotiating with foreign labor unions or workers’ councils;
- difficulties in managing across cultures and in foreign languages;

---

## [Table of Contents](#)

- political and economic instability;
- fluctuations in currency exchange rates;
- difficulties in repatriating funds from certain countries;
- our ability to obtain, transfer, or maintain licenses required by governmental entities with respect to our business;
- unexpected changes in regulatory, tax and political environments;
- our ability to secure and maintain the necessary physical and telecommunications infrastructure;
- compliance with the Foreign Corrupt Practices Act;
- compliance with economic and trade sanctions enforced by the Office of Foreign Assets Control of the U.S. Department of Treasury; and
- compliance with evolving governmental regulation with which we have little experience.

In addition, compliance with international and U.S. laws and regulations that apply to our international operations increases our cost of doing business in foreign jurisdictions. These laws and regulations include data privacy requirements, labor relations laws, tax laws, anti-competition regulations, import and trade restrictions, export requirements, economic and trade sanctions, U.S. laws such as the Foreign Corrupt Practices Act, and local laws which also prohibit corrupt payments to governmental officials. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, and prohibitions on the conduct of our business. Any such violations could include prohibitions on our ability to offer our offerings in one or more countries, could delay or prevent potential acquisitions, and could also materially damage our reputation, our brand, our international expansion efforts, our ability to attract and retain employees, our business and our operating results. Our success depends, in part, on our ability to anticipate and address these risks and manage these difficulties.

### **Economic uncertainty in developing markets could adversely affect our revenue and earnings.**

We conduct business, or are contemplating expansion, in developing markets with economies that tend to be more volatile than those in the U.S. and Western Europe. The risk of doing business in developing markets such as Brazil, China, India, Indonesia, Russia, the United Arab Emirates and other economically volatile areas could adversely affect our operations and earnings. Such risks include the financial instability among customers in these regions, political instability, fraud or corruption and other non-economic factors such as irregular trade flows that need to be managed successfully with the help of the local governments. In addition, commercial laws in some developing countries can be vague, inconsistently administered and retroactively applied. If we are deemed not to be in compliance with applicable laws in developing countries where we conduct business, our prospects and business in those countries could be harmed, which could then have a material adverse impact on our results of operations and financial position. Our failure to successfully manage economic, political and other risks relating to doing business in developing countries and economically and politically volatile areas could adversely affect our business.

### **The use of high power density equipment may limit our ability to fully utilize our older IBX data centers.**

Some customers have increased their use of high power density equipment, such as blade servers, in our IBX data centers which has increased the demand for power on a per cabinet basis. Because many of our IBX data centers were built a number of years ago, the current demand for power may exceed the designed electrical capacity in these centers. As power, not space, is a limiting factor in many of our IBX data centers, our ability to fully utilize those IBX data centers may be limited. The ability to increase the power capacity of an IBX data center, should we decide to, is dependent on several factors including, but not limited to, the local utility's ability to provide additional power; the length of time required to provide such power; and/or whether it is feasible to upgrade the electrical infrastructure of an IBX data center to deliver additional power to customers. Although we are currently designing and building to a higher power specification than that of many of our older IBX data centers, there is a risk that demand will continue to increase and our IBX data centers could become underutilized sooner than expected.

**We expect our operating results to fluctuate.**

We have experienced fluctuations in our results of operations on a quarterly and annual basis. The fluctuations in our operating results may cause the market price of our common stock to be volatile. We may experience significant fluctuations in our operating results in the foreseeable future due to a variety of factors, including, but not limited to:

- fluctuations of foreign currencies in the markets in which we operate;
- the timing and magnitude of depreciation and interest expense or other expenses related to the acquisition, purchase or construction of additional IBX data centers or the upgrade of existing IBX data centers;
- demand for space, power and services at our IBX data centers;
- changes in general economic conditions, such as an economic downturn, or specific market conditions in the telecommunications and Internet industries, both of which may have an impact on our customer base;
- charges to earnings resulting from past acquisitions due to, among other things, impairment of goodwill or intangible assets, reduction in the useful lives of intangible assets acquired, identification of additional assumed contingent liabilities or revised estimates to restructure an acquired company's operations;
- the duration of the sales cycle for our offerings and our ability to ramp our newly-hired sales persons to full productivity within the time period we have forecasted;
- restructuring charges or reversals of existing restructuring charges, which may be necessary due to revised sublease assumptions, changes in strategy or otherwise;
- acquisitions or dispositions we may make;
- the financial condition and credit risk of our customers;
- the provision of customer discounts and credits;
- the mix of current and proposed products and offerings and the gross margins associated with our products and offerings;
- the timing required for new and future IBX data centers to open or become fully utilized;
- competition in the markets in which we operate;
- conditions related to international operations;
- increasing repair and maintenance expenses in connection with aging IBX data centers;
- lack of available capacity in our existing IBX data centers to generate new revenue or delays in opening new or acquired IBX data centers that delay our ability to generate new revenue in markets which have otherwise reached capacity;
- changes in rent expense as we amend our IBX data center leases in connection with extending their lease terms when their initial lease term expiration dates approach or changes in shared operating costs in connection with our leases, which are commonly referred to as common area maintenance expenses;

---

## [Table of Contents](#)

- the timing and magnitude of other operating expenses, including taxes, expenses related to the expansion of sales, marketing, operations and acquisitions, if any, of complementary businesses and assets;
- the cost and availability of adequate public utilities, including power;
- changes in employee stock-based compensation;
- overall inflation;
- increasing interest expense due to any increases in interest rates and/or potential additional debt financings;
- our proposed REIT conversion, including the timing of expenditures and other cash outlays associated with the REIT conversion;
- changes in our tax planning strategies or failure to realize anticipated benefits from such strategies;
- changes in income tax benefit or expense; and
- changes in or new generally accepted accounting principles (“GAAP”) in the U.S. as periodically released by the Financial Accounting Standards Board (“FASB”).

Any of the foregoing factors, or other factors discussed elsewhere in this report, could have a material adverse effect on our business, results of operations and financial condition. Although we have experienced growth in revenues in recent quarters, this growth rate is not necessarily indicative of future operating results. Prior to 2008, we had generated net losses every fiscal year since inception. It is possible that we may not be able to generate net income on a quarterly or annual basis in the future. In addition, a relatively large portion of our expenses are fixed in the short-term, particularly with respect to lease and personnel expenses, depreciation and amortization and interest expenses. Therefore, our results of operations are particularly sensitive to fluctuations in revenues. As such, comparisons to prior reporting periods should not be relied upon as indications of our future performance. In addition, our operating results in one or more future quarters may fail to meet the expectations of securities analysts or investors.

### **We have incurred substantial losses in the past and may incur additional losses in the future.**

As of December 31, 2013, our accumulated deficit was \$36.4 million. Although we have generated net income for each fiscal year since 2008, which was our first full year of net income since our inception, we are also currently investing heavily in our future growth through the build out of multiple additional IBX data centers and IBX data center expansions as well as acquisitions of complementary businesses. As a result, we will incur higher depreciation and other operating expenses, as well as acquisition costs and interest expense, that may negatively impact our ability to sustain profitability in future periods unless and until these new IBX data centers generate enough revenue to exceed their operating costs and cover our additional overhead needed to scale our business for this anticipated growth. The current global financial uncertainty may also impact our ability to sustain profitability if we cannot generate sufficient revenue to offset the increased costs of our recently-opened IBX data centers or IBX data centers currently under construction. In addition, costs associated with the acquisition and integration of any acquired companies, as well as the additional interest expense associated with debt financing we have undertaken to fund our growth initiatives, may also negatively impact our ability to sustain profitability. Finally, given the competitive and evolving nature of the industry in which we operate, we may not be able to sustain or increase profitability on a quarterly or annual basis.

---

[Table of Contents](#)

**The failure to obtain favorable terms when we renew our IBX data center leases, or the failure to renew such leases, could harm our business and results of operations.**

While we own certain of our IBX data centers, others are leased under long-term arrangements with lease terms expiring at various dates through 2053. These leased centers have all been subject to significant development by us in order to convert them from, in most cases, vacant buildings or warehouses into IBX data centers. Most of our IBX data center leases have renewal options available to us. However, many of these renewal options provide for the rent to be set at then-prevailing market rates. To the extent that then-prevailing market rates are higher than present rates, these higher costs may adversely impact our business and results of operations, or we may decide against renewing the lease. In the event that an IBX data center lease does not have a renewal option, we may not be successful in negotiating a renewal of the lease with the landlord. A failure to renew a lease could force us to exit a building prematurely, which could be disruptive to our business, harm our customer relationships, expose us to liability under our customer contracts, cause us to take impairment charges and negatively affect our operating results.

**We depend on a number of third parties to provide Internet connectivity to our IBX data centers; if connectivity is interrupted or terminated, our operating results and cash flow could be materially and adversely affected.**

The presence of diverse telecommunications carriers' fiber networks in our IBX data centers is critical to our ability to retain and attract new customers. We are not a telecommunications carrier, and as such, we rely on third parties to provide our customers with carrier services. We believe that the availability of carrier capacity will directly affect our ability to achieve our projected results. We rely primarily on revenue opportunities from the telecommunications carriers' customers to encourage them to invest the capital and operating resources required to connect from their centers to our IBX data centers. Carriers will likely evaluate the revenue opportunity of an IBX data center based on the assumption that the environment will be highly competitive. We cannot provide assurance that each and every carrier will elect to offer its services within our IBX data centers or that once a carrier has decided to provide Internet connectivity to our IBX data centers that it will continue to do so for any period of time.

Our new IBX data centers require construction and operation of a sophisticated redundant fiber network. The construction required to connect multiple carrier facilities to our IBX data centers is complex and involves factors outside of our control, including regulatory processes and the availability of construction resources. Any hardware or fiber failures on this network may result in significant loss of connectivity to our new IBX data center expansions. This could affect our ability to attract new customers to these IBX data centers or retain existing customers.

If the establishment of highly diverse Internet connectivity to our IBX data centers does not occur, is materially delayed or is discontinued, or is subject to failure, our operating results and cash flow will be adversely affected.

**We may be vulnerable to security breaches which could disrupt our operations and have a material adverse effect on our financial performance and operating results.**

A party who is able to compromise the security measures on our networks or the security of our infrastructure could misappropriate either our proprietary information or the personal information of our customers, or cause interruptions or malfunctions in our operations or our customers' operations. As we provide assurances to our customers that we provide the highest level of security, such a compromise could be particularly harmful to our brand and reputation. We may be required to expend significant capital and resources to protect against such threats or to alleviate problems caused by breaches in security. As techniques used to breach security change frequently, and are generally not recognized until launched against a target, we may not be able to implement security measures in a timely manner or, if and when implemented, we may not be able to determine the extent to which these measures could be circumvented. Any breaches that may occur could expose us to increased risk of lawsuits, regulatory penalties, loss of existing or potential customers, harm to our reputation and increases in our security costs, which could have a material adverse effect on our financial performance and operating results.

**We have government customers, which subjects us to risks including early termination, audits, investigations, sanctions and penalties.**

We derive some revenues from contracts with the U.S. government, state and local governments and foreign governments. Some of these customers may terminate all or part of their contracts at any time, without cause.

---

[Table of Contents](#)

There is increased pressure for governments and their agencies, both domestically and internationally, to reduce spending. Some of our federal government contracts are subject to the approval of appropriations being made by the U.S. Congress to fund the expenditures under these contracts. Similarly, some of our contracts at the state and local levels are subject to government funding authorizations.

Additionally, government contracts are generally subject to audits and investigations which could result in various civil and criminal penalties and administrative sanctions, including termination of contracts, refund of a portion of fees received, forfeiture of profits, suspension of payments, fines and suspensions or debarment from future government business.

**Because we depend on the development and growth of a balanced customer base, including key magnet customers, failure to attract, grow and retain this base of customers could harm our business and operating results.**

Our ability to maximize revenues depends on our ability to develop and grow a balanced customer base, consisting of a variety of companies, including enterprises, cloud, digital content and financial companies, and network service providers. We consider certain of these customers to be key magnets in that they draw in other customers. The more balanced the customer base within each IBX data center, the better we will be able to generate significant interconnection revenues, which in turn increases our overall revenues. Our ability to attract customers to our IBX data centers will depend on a variety of factors, including the presence of multiple carriers, the mix of our offerings, the overall mix of customers, the presence of key customers attracting business through vertical market ecosystems, the IBX data center's operating reliability and security and our ability to effectively market our offerings. However, some of our customers may face competitive pressures and may ultimately not be successful or may be consolidated through merger or acquisition. If these customers do not continue to use our IBX data centers it may be disruptive to our business. Finally, the uncertain economic climate may harm our ability to attract and retain customers if customers slow spending, or delay decision-making, on our offerings, or if customers begin to have difficulty paying us and we experience increased churn in our customer base. Any of these factors may hinder the development, growth and retention of a balanced customer base and adversely affect our business, financial condition and results of operations.

**We may be subject to securities class action and other litigation, which may harm our business and results of operations.**

We may be subject to securities class action or other litigation. For example, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. Litigation can be lengthy, expensive, and divert management's attention and resources. Results cannot be predicted with certainty and an adverse outcome in litigation could result in monetary damages or injunctive relief that could seriously harm our business, results of operations, financial condition or cash flows.

**We may not be able to protect our intellectual property rights.**

We cannot make assurances that the steps taken by us to protect our intellectual property rights will be adequate to deter misappropriation of proprietary information or that we will be able to detect unauthorized use and take appropriate steps to enforce our intellectual property rights. We also are subject to the risk of litigation alleging infringement of third-party intellectual property rights. Any such claims could require us to spend significant sums in litigation, pay damages, develop non-infringing intellectual property, or acquire licenses to the intellectual property that is the subject of the alleged infringement.

**Government regulation may adversely affect our business.**

Various laws and governmental regulations, both in the U.S. and abroad, governing Internet related services, related communications services and information technologies remain largely unsettled, even in areas where there has been some legislative action. For example, the Federal Communications Commission is considering proposed Internet rules and regulation of broadband that may result in material changes in the regulations and contribution regime affecting us and our customers. Likewise, as part of a review of the current equity market structure, the Securities and Exchange Commission and the Commodity Futures Trading Commission have both sought comments regarding the regulation of independent data centers, such as us, which provide colocation for financial markets and exchanges. The CFTC is also considering regulation of companies that use automated and high-frequency trading systems. Any such regulation may ultimately affect our provision of offerings.



---

[Table of Contents](#)

It also may take years to determine whether and how existing laws, such as those governing intellectual property, privacy, libel, telecommunications services and taxation, apply to the Internet and to related offerings such as ours, and substantial resources may be required to comply with regulations or bring any non-compliant business practices into compliance with such regulations. In addition, the development of the market for online commerce and the displacement of traditional telephony service by the Internet and related communications services may prompt an increased call for more stringent consumer protection laws or other regulation both in the U.S. and abroad that may impose additional burdens on companies conducting business online and their service providers.

The adoption, or modification of laws or regulations relating to the Internet and our business, or interpretations of existing laws, could have a material adverse effect on our business, financial condition and results of operations.

**Industry consolidation may have a negative impact on our business model.**

If customers combine businesses, they may require less colocation space, which could lead to churn in our customer base. Regional competitors may also consolidate to become a global competitor. Consolidation of our customers and/or our competitors may present a risk to our business model and have a negative impact on our revenues.

**Terrorist activity throughout the world and military action to counter terrorism could adversely impact our business.**

The continued threat of terrorist activity and other acts of war or hostility contribute to a climate of political and economic uncertainty. Due to existing or developing circumstances, we may need to incur additional costs in the future to provide enhanced security, including cybersecurity, which would have a material adverse effect on our business and results of operations. These circumstances may also adversely affect our ability to attract and retain customers, our ability to raise capital and the operation and maintenance of our IBX data centers.

**We have various mechanisms in place that may discourage takeover attempts.**

Certain provisions of our certificate of incorporation and bylaws may discourage, delay or prevent a third party from acquiring control of us in a merger, acquisition or similar transaction that a stockholder may consider favorable. Such provisions include:

- authorization for the issuance of “blank check” preferred stock;
- the prohibition of cumulative voting in the election of directors;
- limits on the persons who may call special meetings of stockholders;
- limits on stockholder action by written consent; and
- advance notice requirements for nominations to the Board or for proposing matters that can be acted on by stockholders at stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law, which restricts certain business combinations with interested stockholders in certain situations, may also discourage, delay or prevent someone from acquiring or merging with us.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

There is no disclosure to report pursuant to Item 1B.

**ITEM 2. PROPERTIES**

Our executive offices are located in Redwood City, California, and we also have sales offices in several cities throughout the U.S. Our Asia-Pacific headquarters office is located in Hong Kong and we also have office space in Shanghai, China; Singapore; Tokyo, Japan; and Sydney, Australia, which is contained in one of our IBX data centers there. Our EMEA headquarters office is located in Amsterdam, the Netherlands and our regional sales offices in EMEA are based in our IBX data centers in EMEA. We have entered into leases for certain of our IBX data centers in Atlanta, Georgia; New York, New York; Dallas, Texas; Chicago, Illinois; Englewood, Colorado; Los Angeles, Palo Alto, San Jose, Santa Clara and Sunnyvale, California; Miami, Florida; Newark, North Bergen and Secaucus, New Jersey; Philadelphia, Pennsylvania; Reston and Vienna, Virginia; Seattle, Washington; Toronto, Canada; Waltham, Massachusetts and Rio De Janeiro and Sao Paolo, Brazil in the Americas region; Shanghai, China; Hong Kong; Singapore; Sydney, Australia and Osaka and Tokyo, Japan in the Asia-Pacific region; Dubai, U.A.E.; London, United Kingdom; Paris, France; Frankfurt, Munich and Dusseldorf, Germany; Zurich and Geneva, Switzerland and Enschede and Zwolle, the Netherlands in the EMEA region. We own certain of our IBX data centers in Ashburn, Virginia; Chicago, Illinois; Los Angeles and San Jose, California; New York, New York; Paris, France; Frankfurt, Germany and Amsterdam, the Netherlands. We own campuses in Ashburn, Virginia, Silicon Valley and Frankfurt, Germany that house some of our IBX data centers mentioned in the preceding sentence.

**ITEM 3. LEGAL PROCEEDINGS**

None

**ITEM 4. MINE SAFETY DISCLOSURE**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is quoted on the NASDAQ Global Select Market under the symbol of "EQIX." Our common stock began trading in August 2000. The following table sets forth on a per share basis the low and high closing prices of our common stock as reported by the NASDAQ Global Select Market during the last two years.

	<u>Low</u>	<u>High</u>
<b>Fiscal 2013:</b>		
Fourth Fiscal Quarter	\$ 155.18	\$ 181.92
Third Fiscal Quarter	165.99	202.98
Second Fiscal Quarter	176.13	229.67
First Fiscal Quarter	206.31	226.00
<b>Fiscal 2012:</b>		
Fourth Fiscal Quarter	\$ 172.90	\$ 206.20
Third Fiscal Quarter	161.37	206.05
Second Fiscal Quarter	147.70	175.65
First Fiscal Quarter	100.90	157.45

As of January 31, 2014, we had 49,403,798 shares of our common stock outstanding held by approximately 201 registered holders.

We have never declared or paid any cash dividends on our common stock. However, if we are successful in pursuing our planned REIT conversion, we expect to become a dividend-paying company in the future. Until such time that we complete all significant actions necessary to qualify as a REIT, we intend to retain our earnings, if any, for future growth.

During the year ended December 31, 2013, we did not issue or sell any securities on an unregistered basis.

**Purchases of Equity Securities by Issuer**

The following table sets forth a summary of our stock repurchases under our share repurchase program for the three months ended December 31, 2013:

	<u>Number of shares purchased</u>	<u>Average price per share</u>	<u>Number of shares purchased under publicly announced programs</u>	<u>Approximate dollar value that may yet be purchased under the programs (in thousands)</u>
Beginning balance available under the share repurchase program as of December 1, 2013 <b>(1)</b>	—	\$ —	—	\$ 500,000
<u>Shares repurchased:</u>				
December 2013	288,739	169.01	288,739	(48,799)
Ending balance available under the share repurchase program as of December 31, 2013				<u>\$451,201</u>

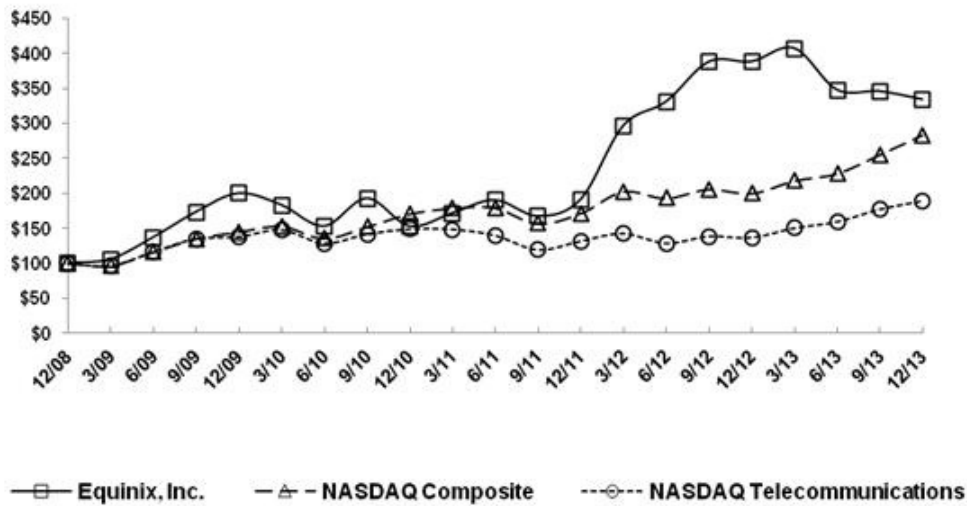
- (1) On December 4, 2013, we announced a share repurchase program to repurchase up to \$500.0 million in value of our common stock in open market transactions through December 31, 2014, which is referred to as the share repurchase program (see "Share Repurchase Program" in Note 12 of our Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K).

**Stock Performance Graph**

The graph set forth below compares the cumulative total stockholder return on Equinix’s common stock between December 31, 2008 and December 31, 2013 with the cumulative total return of (i) The NASDAQ Composite Index and (ii) The NASDAQ Telecommunications Index. This graph assumes the investment of \$100.00 on December 31, 2008 in Equinix’s common stock, in The NASDAQ Composite Index, and in The NASDAQ Telecommunications Index, and assumes the reinvestment of dividends, if any.

Equinix cautions that the stock price performance shown in the graph below is not indicative of, nor intended to forecast, the potential future performance of Equinix’s common stock.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
 Among Equinix, Inc., the NASDAQ Composite Index, and the NASDAQ Telecommunications Index



\*\$100 invested on 12/31/08 in stock or index, including reinvestment of dividends.  
 Fiscal year ending December 31.

Notwithstanding anything to the contrary set forth in any of Equinix’s previous or future filings under the Securities Act of 1933, as amended, or Securities Exchange Act of 1934, as amended, that might incorporate this Annual Report on Form 10-K or future filings made by Equinix under those statutes, the stock performance graph shall not be deemed filed with the Securities and Exchange Commission and shall not be deemed incorporated by reference into any of those prior filings or into any future filings made by Equinix under those statutes.

**ITEM 6. SELECTED FINANCIAL DATA**

The following consolidated statement of operations data for the five years ended December 31, 2013 and the consolidated balance sheet data as of December 31, 2013, 2012, 2011, 2010 and 2009 have been derived from our audited consolidated financial statements and the related notes. Our historical results are not necessarily indicative of the results to be expected for future periods. The following selected consolidated financial data for the three years ended December 31, 2013 and as of December 31, 2013 and 2012, should be read in conjunction with our audited consolidated financial statements and the related notes in Item 8 of this Annual Report on Form 10-K and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 of this Annual Report on Form 10-K. In addition, we completed acquisitions of Frankfurt Kleyer 90 carrier hotel in October 2013, a Dubai IBX data center in November 2012, acquisitions of Asia Tone Limited and ancotel GmbH in July 2012, an acquisition of an indirect controlling interest in ALOG Data Centers do Brasil S.A. in April 2011 and an acquisition of Switch and Data Facilities Company, Inc. in April 2010. We also sold 16 of our IBX data centers located throughout the U.S. in November 2012. For further information on these acquisitions and our discontinued operations, refer to Notes 3 and 5, respectively, of our Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. We also revised our previously-issued consolidated financial statements to reflect error corrections as fully described in Note 2 of our Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

	Years ended December 31,				
	2013	2012 (as revised)	2011 (as revised)	2010 (as revised)	2009 (as revised)
(dollars in thousands, except per share data)					
<b>Consolidated Statement of Operations Data:</b>					
Revenues	\$2,152,766	\$1,887,376	\$1,565,625	\$1,188,652	\$ 877,570
Costs and operating expenses:					
Cost of revenues	1,064,403	944,617	829,024	652,445	483,709
Sales and marketing	246,623	202,914	158,347	110,765	63,584
General and administrative	374,790	328,266	265,554	220,618	155,324
Restructuring charges	(4,837)	—	3,481	6,734	(6,053)
Impairment charges	—	9,861	—	—	—
Acquisition costs	10,855	8,822	3,297	12,337	5,155
Total costs and operating expenses	1,691,834	1,494,480	1,259,703	1,002,899	701,719
Income from continuing operations	460,932	392,896	305,922	185,753	175,851
Interest income	3,387	3,466	2,280	1,515	2,384
Interest expense	(248,792)	(200,328)	(181,303)	(140,475)	(74,232)
Other-than-temporary impairment (loss) recovery on investments	—	—	—	3,626	(2,590)
Other income (loss)	5,253	(2,208)	2,821	692	2,387
Loss on debt extinguishment and interest rate swaps, net	(108,501)	(5,204)	—	(10,187)	—
Income from continuing operations before income taxes	112,279	188,622	129,720	40,924	103,800
Income tax expense	(16,156)	(58,564)	(37,347)	(10,813)	(38,135)
Net income from continuing operations	96,123	130,058	92,373	30,111	65,665
Net income from discontinued operations, net of tax	—	13,086	1,009	668	—
Net income	96,123	143,144	93,382	30,779	65,665
Net (income) loss attributable to redeemable non-controlling interests	(1,438)	(3,116)	1,394	—	—
Net income attributable to Equinix	\$ 94,685	\$ 140,028	\$ 94,776	\$ 30,779	\$ 65,665
Earnings per share (“EPS”) attributable to Equinix:					
Basic EPS from continuing operations	\$ 1.92	\$ 2.65	\$ 1.75	\$ 0.69	\$ 1.71
Basic EPS from discontinued operations	—	0.27	0.02	0.01	—
Basic EPS	\$ 1.92	\$ 2.92	\$ 1.77	\$ 0.70	\$ 1.71
Weighted average shares—basic	49,438	48,004	46,956	43,742	38,488
Diluted EPS from continuing operations	\$ 1.89	\$ 2.58	\$ 1.72	\$ 0.67	\$ 1.66
Diluted EPS from discontinued operations	—	0.25	0.02	0.02	—
Diluted EPS	\$ 1.89	\$ 2.83	\$ 1.74	\$ 0.69	\$ 1.66
Weighted average shares—diluted	50,116	51,816	47,898	44,810	39,676

[Table of Contents](#)

	Years ended December 31,				
	2013	2012 (as revised)	2011 (as revised)	2010 (as revised)	2009 (as revised)
	(dollars in thousands)				
<b>Other Financial Data (1):</b>					
Net cash provided by operating activities	\$ 604,608	\$ 632,026	\$ 587,320	\$ 392,583	\$ 355,492
Net cash used in investing activities	(1,169,313)	(442,873)	(1,499,155)	(600,680)	(558,178)
Net cash provided by (used in) financing activities	574,907	(222,721)	748,728	309,686	323,598

- (1) For a discussion of our primary non-GAAP financial metric, adjusted EBITDA, see our non-GAAP financial measures discussion in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 of this Annual Report on Form 10-K.

	As of December 31,				
	2013	2012 (as revised)	2011 (as revised)	2010 (as revised)	2009 (as revised)
	(dollars in thousands)				
<b>Consolidated Balance Sheet Data:</b>					
Cash, cash equivalents and short-term and long-term investments	\$ 1,030,092	\$ 546,524	\$ 1,076,345	\$ 592,839	\$ 604,367
Accounts receivable, net	184,840	163,840	139,057	116,358	64,767
Property, plant and equipment, net	4,591,650	3,915,738	3,223,841	2,649,171	1,806,622
Total assets	7,492,359	6,135,797	5,787,284	4,449,030	3,038,499
Capital lease and other financing obligations, excluding current portion	914,032	545,853	390,269	253,945	154,577
Mortgage and loans payable, excluding current portion	199,700	188,802	168,795	100,337	371,322
Senior notes	2,250,000	1,500,000	1,500,000	750,000	—
Convertible debt, excluding current portion	724,202	708,726	694,769	916,337	893,706
Redeemable non-controlling interests	123,902	84,178	67,601	—	—
Total stockholders’ equity	2,459,064	2,313,441	1,936,151	1,863,682	1,171,752

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following commentary should be read in conjunction with the financial statements and related notes contained elsewhere in this Annual Report on Form 10-K. The information in this discussion contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based upon current expectations that involve risks and uncertainties. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, the words "believes," "anticipates," "plans," "expects," "intends" and similar expressions are intended to identify forward-looking statements. Our actual results and the timing of certain events may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such a discrepancy include, but are not limited to, those discussed in "Liquidity and Capital Resources" and "Risk Factors" elsewhere in this Annual Report on Form 10-K. All forward-looking statements in this document are based on information available to us as of the date hereof and we assume no obligation to update any such forward-looking statements.*

Our management's discussion and analysis of financial condition and results of operations is intended to assist readers in understanding our financial information from our management's perspective and is presented as follows:

- Overview
- Results of Operations
- Non-GAAP Financial Measures
- Liquidity and Capital Resources
- Contractual Obligations and Off-Balance-Sheet Arrangements
- Critical Accounting Policies and Estimates
- Recent Accounting Pronouncements

In December 2013, as more fully described in Note 12 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K, we announced a share repurchase program to repurchase up to \$500.0 million of our common stock in open market transactions through December 31, 2014, which is referred to as the share repurchase program.

In October 2013, as more fully described in Note 3 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K, we acquired a property located in Frankfurt, Germany for cash consideration of approximately \$50.1 million, which is referred to as the Frankfurt Kleyer 90 carrier hotel acquisition. A portion of the building was leased to us and was being used by us as our Frankfurt 5 IBX data center. The remainder of the building was leased by other parties, who became our tenants upon closing. The Frankfurt Kleyer 90 carrier hotel constitutes a business under the accounting standard for business combinations and as a result, the Frankfurt Kleyer 90 carrier hotel acquisition was accounted for as a business acquisition using the acquisition method of accounting.

In July 2013, as more fully described in Note 6 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K, we completed the purchase of a property located in the New York metro area for a net cash consideration of \$73.4 million, which is referred to as the New York 2 IBX data center purchase. A majority of the building was leased to us and was being used by us as our New York 2 IBX data center. The remainder of the building was leased by another party, who became our tenant upon closing. The New York 2 IBX data center did not constitute a business under the accounting standard for business combinations and as a result, the New York 2 IBX data center purchase was accounted for as an asset acquisition and the purchase price was allocated to the assets acquired based on their relative fair values.

In April 2013, as more fully described in Note 10 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K, we redeemed all of our \$750.0 million 8.125% senior notes, plus accrued interest, with \$836.5 million in cash, which includes the applicable premium paid of \$80.9 million. During the three months ended June 30, 2013, we recognized a loss on debt extinguishment of \$93.6 million, which included the applicable premium paid, the write-off of unamortized debt issuance costs of \$8.9 million and \$3.8 million of other transaction-related fees related to the redemption of the 8.125% senior notes.

---

## [Table of Contents](#)

In March 2013, as more fully described in Note 10 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K, we issued \$1.5 billion aggregate principal amount of senior notes, which is referred to as the senior notes offering, consisting of \$500.0 million aggregate principal amount of 4.875% senior notes due April 1, 2020, which are referred to as the 4.875% senior notes, and \$1.0 billion aggregate principal amount of 5.375% senior notes due April 1, 2023, which are referred to as the 5.375% senior notes. We used a portion of the net proceeds from the senior notes offering for the redemption of our 8.125% senior notes and intend to use the remaining net proceeds for general corporate purposes, including the funding of our expansion activities and distributions to our stockholders in connection with our proposed conversion to a real estate investment trust, which is referred to as a REIT.

### **Overview**

Equinix provides global data center offerings that protect and connect the world's most valued information assets. Global enterprises, financial services companies, and content and network service providers rely upon Equinix's leading insight and data centers in 32 markets around the world for the safehousing of their critical IT equipment and the ability to directly connect to the networks that enable today's information-driven economy. Equinix offers the following solutions: (i) premium data center colocation, (ii) interconnection and (iii) exchange and outsourced IT infrastructure services. As of December 31 2013, we operated or had partner IBX data centers in the Atlanta, Boston, Chicago, Dallas, Denver, Los Angeles, Miami, New York, Philadelphia, Rio De Janeiro, Sao Paulo, Seattle, Silicon Valley, Toronto and Washington, D.C. metro areas in the Americas region; France, Germany, Italy, the Netherlands, Switzerland, the United Arab Emirates and the United Kingdom in the EMEA region; and Australia, China, Hong Kong, Indonesia, Japan and Singapore in the Asia-Pacific region.

We leverage our global data centers in 32 markets around the world as a global platform which allows our customers to increase information and application delivery performance while significantly reducing costs. Based on our global platform and the quality of our IBX data centers, we believe we have established a critical mass of customers. As more customers locate in our IBX data centers, it benefits their suppliers and business partners to colocate as well in order to gain the full economic and performance benefits of our offerings. These partners, in turn, pull in their business partners, creating a "marketplace" for their services. Our global platform enables scalable, reliable and cost-effective colocation, interconnection and traffic exchange thus lowering overall cost and increasing flexibility. Our focused business model is based on our critical mass of customers and the resulting "marketplace" effect. This global platform, combined with our strong financial position, continues to drive new customer growth and bookings as we drive scale into our global business.

Historically, our market has been served by large telecommunications carriers who have bundled their telecommunications products and services with their colocation offerings. The data center market landscape has evolved to include cloud computing/utility providers, application hosting providers and systems integrators, managed infrastructure hosting providers and colocation providers with over 350 companies providing data center solutions in the U.S. alone. Each of these data center solutions providers can bundle various colocation, interconnection and network offerings, and outsourced IT infrastructure services. We are able to offer our customers a global platform that supports global reach to 16 countries, proven operational reliability, improved application performance and network choice, and a highly scalable set of offerings.



---

## [Table of Contents](#)

Excluding the impact of the acquisition of the Dubai IBX data center, our customer count increased to approximately 5,954 as of December 31, 2013 versus approximately 5,110 as of December 31, 2012, an increase of 17%. This increase was due to organic growth in our business. Our utilization rate represents the percentage of our cabinet space billing versus net sellable cabinet space available, taking into account power limitations. Our utilization rate was approximately 76% as of December 31, 2013 and December 31, 2012; however, excluding the impact of our IBX data center expansion projects that have opened during the last 12 months, our utilization rate would have increased to approximately 82% as of December 31, 2013. Our utilization rate varies from market to market among our IBX data centers across the Americas, EMEA and Asia-Pacific regions. We continue to monitor the available capacity in each of our selected markets. To the extent we have limited capacity available in a given market it may limit our ability for growth in that market. We perform demand studies on an ongoing basis to determine if future expansion is warranted in a market. In addition, power and cooling requirements for most customers are growing on a per unit basis. As a result, customers are consuming an increasing amount of power per cabinet. Although we generally do not control the amount of power our customers draw from installed circuits, we have negotiated power consumption limitations with certain of our high power demand customers. This increased power consumption has driven the requirement to build out our new IBX data centers to support power and cooling needs twice that of previous IBX data centers. We could face power limitations in our IBX data centers even though we may have additional physical cabinet capacity available within a specific IBX data center. This could have a negative impact on the available utilization capacity of a given center, which could have a negative impact on our ability to grow revenues, affecting our financial performance, operating results and cash flows.

Strategically, we will continue to look at attractive opportunities to grow our market share and selectively improve our footprint and offerings. As was the case with our recent expansions and acquisitions, our expansion criteria will be dependent on a number of factors such as demand from new and existing customers, quality of the design, power capacity, access to networks, capacity availability in the current market location, amount of incremental investment required by us in the targeted property, lead-time to break-even on a free cash flow basis and in-place customers. Like our recent expansions and acquisitions, the right combination of these factors may be attractive to us. Depending on the circumstances, these transactions may require additional capital expenditures funded by upfront cash payments or through long-term financing arrangements in order to bring these properties up to Equinix standards. Property expansion may be in the form of purchases of real property, long-term leasing arrangements or acquisitions. Future purchases, construction or acquisitions may be completed by us or with partners or potential customers to minimize the outlay of cash, which can be significant.

Our business is based on a recurring revenue model comprised of colocation and related interconnection and managed infrastructure offerings. We consider these offerings recurring because our customers are generally billed on a fixed and recurring basis each month for the duration of their contract, which is generally one to three years in length. Our recurring revenues have comprised more than 90% of our total revenues during the past three years. In addition, during the past three years, in any given quarter, greater than half of our monthly recurring revenue bookings came from existing customers, contributing to our revenue growth.

Our non-recurring revenues are primarily comprised of installation services related to a customer's initial deployment and professional services that we perform. These services are considered to be non-recurring because they are billed typically once upon completion of the installation or professional services work performed. The majority of these non-recurring revenues are typically billed on the first invoice distributed to the customer in connection with their initial installation. However, revenues from installation services are deferred and recognized ratably over the expected life of the installation. Additionally, revenue from contract settlements, when a customer wishes to terminate their contract early, is recognized when no remaining performance obligations exist and collectability is reasonably assured, to the extent that the revenue has not previously been recognized. As a percentage of total revenues, we expect non-recurring revenues to represent less than 10% of total revenues for the foreseeable future.

Our Americas revenues are derived primarily from colocation and related interconnection offerings, and our EMEA and Asia-Pacific revenues are derived primarily from colocation and managed infrastructure offerings.

The largest components of our cost of revenues are depreciation, rental payments related to our leased IBX data centers, utility costs, including electricity and bandwidth, IBX data center employees' salaries and benefits, including stock-based compensation, repairs and maintenance, supplies and equipment and security services. A substantial majority of our cost of revenues is fixed in nature and should not vary significantly from period to period, unless we expand our existing IBX data centers or open or acquire new IBX data centers. However, there are certain costs which are considered more variable in nature, including utilities and supplies, that are directly related to growth in our existing and new customer base. We expect the cost of our utilities, specifically electricity, will generally increase in the future on a per-unit or fixed basis in addition to the variable increase related to the growth in consumption by our customers. In addition, the cost of electricity is generally higher in the summer months as compared to other times of the year. To the extent we incur increased utility costs, such increased costs could materially impact our financial condition, results of operations and cash flows. Furthermore, to the extent we incur increased electricity costs as a result of either climate change policies or the physical effects of climate change, such increased costs could materially impact our financial condition, results of operations and cash flows.

---

[Table of Contents](#)

Sales and marketing expenses consist primarily of compensation and related costs for sales and marketing personnel, including stock-based compensation, sales commissions, marketing programs, public relations, promotional materials and travel, as well as bad debt expense and amortization of customer contract intangible assets.

General and administrative expenses consist primarily of salaries and related expenses, including stock-based compensation, accounting, legal and other professional service fees, and other general corporate expenses such as our corporate regional headquarters office leases and some depreciation expense.

Due to our recurring revenue model, and a cost structure which has a large base that is fixed in nature and generally does not grow in proportion to revenue growth, we expect our cost of revenues, sales and marketing expenses and general and administrative expenses to decline as a percentage of revenues over time, although we expect each of them to grow in absolute dollars in connection with our growth. This is evident in the trends noted below in our discussion about our results of operations. However, for cost of revenues, this trend may periodically be impacted when a large expansion project opens or is acquired and before it starts generating any meaningful revenue. Furthermore, in relation to cost of revenues, we note that the Americas region has a lower cost of revenues as a percentage of revenue than either EMEA or Asia-Pacific. This is due to both the increased scale and maturity of the Americas region compared to either the EMEA or Asia-Pacific region, as well as a higher cost structure outside of the Americas, particularly in EMEA. While we expect all three regions to continue to see lower cost of revenues as a percentage of revenues in future periods, we expect the trend of the Americas having the lowest cost of revenues as a percentage of revenues to continue. As a result, to the extent that revenue growth outside the Americas grows in greater proportion than revenue growth in the Americas, our overall cost of revenues as a percentage of revenues may increase in future periods. Sales and marketing expenses and general and administrative expenses may also periodically increase as a percentage of revenues as we continue to scale our operations to support our growth.

***Potential REIT Conversion***

In September 2012, we announced that our board of directors approved a plan for Equinix to pursue conversion to a REIT. We have begun implementation of the REIT conversion, and we plan to make a tax election for REIT status for the taxable year beginning January 1, 2015. Any REIT election made by us must be effective as of the beginning of a taxable year; therefore, as a calendar year taxpayer, if we are unable to convert to a REIT by January 1, 2015, the next possible conversion date would be January 1, 2016.

If we are able to convert to and qualify as a REIT, we will generally be permitted to deduct from federal income taxes the dividends we pay to our stockholders. The income represented by such dividends would not be subject to federal taxation at the entity level but would be taxed, if at all, at the stockholder level. Nevertheless, the income of our domestic taxable REIT subsidiaries, or TRS, which will hold our U.S. operations that may not be REIT-compliant, will be subject, as applicable, to federal and state corporate income tax. Likewise, our foreign subsidiaries will continue to be subject to foreign income taxes in jurisdictions in which they hold assets or conduct operations, regardless of whether held or conducted through TRS or through qualified REIT subsidiaries, or QRS. We will also be subject to a separate corporate income tax on any gains recognized during a specified period (generally 10 years) following the REIT conversion that are attributable to “built-in” gains with respect to the assets that we own on the date we convert to a REIT. Our ability to qualify as a REIT will depend upon our continuing compliance following our REIT conversion with various requirements, including requirements related to the nature of our assets, the sources of our income and the distributions to our stockholders. If we fail to qualify as a REIT, we will be subject to federal income tax at regular corporate rates. Even if we qualify for taxation as a REIT, we may be subject to some federal, state, local and foreign taxes on our income and property in addition to taxes owed with respect to our TRS operations. In particular, while state income tax regimes often parallel the federal income tax regime for REITs described above, many states do not completely follow federal rules and some may not follow them at all.

---

## [Table of Contents](#)

The REIT conversion implementation currently includes seeking a private letter ruling, or PLR, from the U.S. Internal Revenue Service, or IRS. Our PLR request has multiple components, and our timely conversion to a REIT will require favorable rulings from the IRS on certain technical tax issues. We submitted the PLR request to the IRS in the fourth quarter of 2012. In June 2013, we disclosed that we had been informed that the IRS had convened an internal working group to study what constitutes “real estate” for purposes of the REIT provisions of the U.S. Internal Revenue Code of 1986, as amended (the “Code”) and that, pending the completion of the study, the IRS was unlikely to respond definitively to our pending PLR request. In November 2013, the IRS informed us that it was actively resuming work on our PLR request and would respond in due course. We do not expect that this delay will affect the timing of our plan to elect REIT status for the taxable year beginning January 1, 2015. The Company currently expects to receive a favorable PLR from the IRS during 2014 and combined with Board approval and completion of other necessary conversion actions, we would commit to a final REIT conversion plan sometime during 2014. Once the Company reaches this commitment, the financial statements for 2014 will reflect the necessary accounting adjustments including an adjustment to eliminate the U.S. deferred tax assets and liabilities balances discussed below and any tax consequences for the shareholder distributions also discussed below.

We currently estimate that we will incur approximately \$75.0 to \$85.0 million in costs to support the REIT conversion, in addition to related tax liabilities associated with a change in our methods of depreciating and amortizing various data center assets for tax purposes from our prior methods to current methods that are more consistent with the characterization of such assets as real property for REIT purposes. The total recapture of depreciation and amortization expenses across all relevant assets is expected to result in federal and state tax liability of approximately \$360.0 to \$380.0 million, which amount became and is generally payable over a four-year period starting in 2012 even if we abandon the REIT conversion for any reason, including failure to obtain a favorable PLR response. Prior to the decision to convert to a REIT, our balance sheet reflected our income tax liability as a non-current deferred tax liability. As a result of the decision to convert to a REIT, our non-current tax liability has been and will continue to be gradually and proportionally reclassified from non-current to current over the four-year period, which started in the third quarter of 2012. The current liability reflects the tax liability that relates to additional taxable income expected to be recognized within the twelve-month period from the date of the balance sheet. If the REIT conversion is successful, we also expect to incur an additional \$5.0 to \$10.0 million in annual compliance costs in future years. We expect to pay between \$145.0 to \$200.0 million in cash taxes during 2014 which includes taxes on our operations and any tax impacts required by our plan to convert to a REIT.

In accordance with tax rules applicable to REIT conversions, we expect to issue special distributions to our stockholders of undistributed accumulated earnings and profits of approximately \$700.0 million to \$1.1 billion (the “E&P distribution”), which we expect to pay out in a combination of up to 20% in cash and at least 80% in the form of our common stock. The estimated E&P distribution may change due to potential changes in certain factors impacting the calculations, such as finalization of the 2013 E&P amounts and the actual financial year 2014 performance of the entities to be included in the REIT structure. We expect to make the E&P distribution only after receiving a favorable PLR from the IRS, obtaining Board approval and completion of other necessary REIT conversion actions. The Company anticipates making an E&P distribution before 2015 with the balance distributed in 2015. In addition, following the completion of the REIT conversion, we intend to declare regular distributions to our stockholders.

In connection with our contemplated REIT conversion, we expect to reassess the deferred tax assets and liabilities of our U.S. operations to be included in the REIT structure during 2014 at the point in time when it is determined that all significant actions to effect the REIT conversion have occurred and we are committed to that course of action. The reevaluation will result in de-recognizing the deferred tax assets and liabilities of our REIT’s U.S. operations excluding the deferred tax liabilities associated with the depreciation and amortization recapture. The depreciation and amortization recapture is necessary as part of our REIT conversion efforts. The de-recognition of the deferred tax assets and liabilities of our REIT’s U.S. operations will occur because the expected recovery or settlement of the related assets and liabilities will not result in deductible or taxable amounts in any post-REIT conversion periods. As a result of the de-recognition of the aforementioned deferred tax assets and liabilities of our REIT’s U.S. operations and the continuing recognition of deferred tax liabilities associated with the depreciation and amortization recapture to be taxed in 2014 and 2015, we expect to record a significant tax provision expense in 2014. As of December 31, 2013, we had a net deferred tax asset of approximately \$147.1 million for our U.S. operations, which includes approximately \$176.0 million of deferred tax liabilities associated with the depreciation and amortization recapture.

## **Results of Operations**

Our results of operations for the year ended December 31, 2013 include the operations of the Frankfurt Kleyer 90 carrier hotel acquisition from October 1, 2013. Our results of operations for the year ended December 31, 2012 include the operations of the Dubai IBX data center acquisition from November 9, 2012, Asia Tone from July 4, 2012 and ancotel from July 3, 2012. Our results of operations for the year ended December 31, 2011 include the operations of ALOG from April 25, 2011.

## ***Revision of Previously-Issued Financial Statements***

During the three months ended June 30, 2013, we reassessed the estimated period over which revenue related to non-recurring installation fees is recognized as a result of observed trends in customer contract lives. Non-recurring installation fees, although generally paid in a lump sum upon installation, are deferred and recognized ratably over the expected life of the installation. We undertook this review due to our determination that our customers were generally benefitting from their installations longer than originally anticipated and, therefore, the estimated period that revenue related to non-recurring installation fees is recognized was extended. This change was originally incorrectly accounted for as a change in accounting estimate on a prospective basis effective April 1, 2013. During the three months ended September 30, 2013, we determined that these longer lives should have been identified and utilized for revenue recognition purposes beginning in 2006. As a result, our installation revenues, and therefore adjusted EBITDA, were overstated by \$6.2 million and \$3.5 million for the years ended December 31, 2012 and 2011, respectively. This error did not impact our reported total cash flows from operating activities.

We assessed the effect of the above errors, as well as that of the previously-identified immaterial errors described below, individually and in the aggregate on prior periods' financial statements in accordance with the SEC's Staff Accounting Bulletins No. 99 and 108 and, based on an analysis of quantitative and qualitative factors, determined that the errors were not material to any of our prior interim and annual financial statements and, therefore, the previously-issued financial statements could continue to be relied upon and that the amendment of previously filed reports with the SEC was not required. We also determined that correction of the cumulative effect of errors of \$27.2 million as of December 31, 2012 would be material to the projected 2013 consolidated financial statements and as such we revised our previously-issued consolidated financial statements. Refer to Note 2 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K for additional details.

We have completed the revision with this Annual Report on Form 10-K. As part of the revision we also corrected certain previously-identified immaterial errors that were either uncorrected or corrected in a period subsequent to the period in which the error originated including (i) certain recoverable taxes in Brazil that were incorrectly recorded in our statements of operations, which had the effect of overstating both revenues and cost of revenues; (ii) errors related to certain foreign currency embedded derivatives in Asia-Pacific, which have an effect on revenue; (iii) an error in our statement of cash flows related to the acquisition of Asia Tone that affects both cash flows from operating and investing activities; and (iv) errors in depreciation, stock-based compensation and property tax accruals in the U.S.

## ***Discontinued Operations***

We present the results of operations associated with 16 of our IBX centers that we sold in November 2012 as net income from discontinued operations in our consolidated statements of operations. Our results of operations have been reclassified to reflect our discontinued operations for all applicable periods presented. Unless otherwise stated, the results of operations discussed herein refer to our continuing operations.

**Constant Currency Presentation**

Our revenues and certain operating expenses (cost of revenues, sales and marketing and general and administrative expenses) from our international operations have represented and will continue to represent a significant portion of our total revenues and certain operating expenses. As a result, our revenues and certain operating expenses have been and will continue to be affected by changes in the U.S. dollar against major international currencies such as the Brazilian reais, British pound, Canadian dollar, Euro, Swiss franc, Australian dollar, Chinese Yuan, Hong Kong dollar, Japanese yen and Singapore dollar. In order to provide a framework for assessing how each of our business segments performed excluding the impact of foreign currency fluctuations, we present period-over-period percentage changes in our revenues and certain operating expenses on a constant currency basis in addition to the historical amounts as reported. Presenting constant currency results of operations is a non-GAAP financial measure and is not meant to be considered in isolation or as an alternative to GAAP results of operations. However, we have presented this non-GAAP financial measure to provide investors with an additional tool to evaluate our operating results. To present this information, our current and comparative prior period revenues and certain operating expenses from entities reporting in currencies other than the U.S. dollar are converted into U.S. dollars at constant exchange rates rather than the actual exchange rates in effect during the respective periods (i.e. average rates in effect for the year ended December 31, 2012 are used as exchange rates for the year ended December 31, 2013 when comparing the year ended December 31, 2013 with the year ended December 31, 2012, and average rates in effect for the year ended December 31, 2011 are used as exchange rates for the year ended December 31, 2012 when comparing the year ended December 31, 2012 with the year ended December 31, 2011).

**Years Ended December 31, 2013 and 2012**

**Revenues.** Our revenues for the years ended December 31, 2013 and 2012 were generated from the following revenue classifications and geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2013	%	2012	%	Actual	Constant currency
<b>Americas:</b>						
Recurring revenues	\$ 1,214,301	5 6%	\$ 1,111,755	5 9%	9%	10%
Non-recurring revenues	50,473	3%	40,162	2%	26%	26%
	<u>1,264,774</u>	<u>5 9%</u>	<u>1,151,917</u>	<u>6 1%</u>	<u>10%</u>	<u>11%</u>
<b>EMEA:</b>						
Recurring revenues	492,361	23%	400,002	21%	23%	22%
Non-recurring revenues	32,657	1%	32,918	2%	(1%)	(11%)
	<u>525,018</u>	<u>24%</u>	<u>432,920</u>	<u>23%</u>	<u>21%</u>	<u>19%</u>
<b>Asia-Pacific:</b>						
Recurring revenues	343,300	1 6%	285,311	1 5%	20%	26%
Non-recurring revenues	19,674	1%	17,228	1%	14%	17%
	<u>362,974</u>	<u>1 7%</u>	<u>302,539</u>	<u>1 6%</u>	<u>20%</u>	<u>26%</u>
<b>Total:</b>						
Recurring revenues	2,049,962	9 5%	1,797,068	9 5%	14%	15%
Non-recurring revenues	102,804	5%	90,308	5%	14%	11%
	<u>\$2,152,766</u>	<u>100%</u>	<u>\$ 1,887,376</u>	<u>100%</u>	<u>14%</u>	<u>15%</u>

**Americas Revenues.** Growth in Americas revenues was primarily due to (i) \$58.6 million of revenue generated from our recently-opened IBX data centers and IBX data center expansions in the Chicago, Rio de Janeiro, Seattle, Silicon Valley and Washington, D.C. metro areas and (ii) an increase in orders from both our existing customers and new customers during the period as reflected in the growth in our customer count and utilization rate, as discussed above. During the year ended December 31, 2013, currency fluctuations resulted in approximately \$9.7 million of unfavorable foreign currency impact on our Americas revenues primarily due to the generally stronger U.S. dollar relative to the Brazilian reais and Canadian dollar during the year ended December 31, 2013 compared to the year ended December 31, 2012. We expect that our Americas revenues will continue to grow in future periods as a result of continued growth in the recently-opened IBX data centers and additional IBX data center expansions currently taking place in the Dallas, Philadelphia, New York, Toronto and Sao Paulo metro areas, which are expected to open during 2014 and first half of 2015. Our estimates of future revenue growth also take into account expected changes in recurring revenues attributed to customer bookings, customer churn or changes or amendments to customers' contracts.

[Table of Contents](#)

**EMEA Revenues.** During the years ended December 31, 2013 and 2012, our revenues from the United Kingdom, the largest revenue contributor in the EMEA region for the period, represented approximately 36% and 38%, respectively, of the regional revenues. Our EMEA revenue growth was due to (i) \$18.5 million of incremental revenue resulting from acquisitions, (ii) \$52.3 million of revenue from our recently-opened IBX data center expansions in the Frankfurt, London and Zurich metro areas and (iii) an increase in orders from both our existing customers and new customers during the period as reflected in the growth in our customer count and utilization rate, as discussed above, in both our new and existing IBX data centers. During the year ended December 31, 2013, currency fluctuations resulted in approximately \$8.5 million of favorable foreign currency impact on our EMEA revenues primarily due to the generally weaker U.S. dollar relative to the Euro and Swiss franc during the year ended December 31, 2013 compared to the year ended December 31, 2012. We expect that our EMEA revenues will continue to grow in future periods as a result of the Frankfurt Kleyer 90 carrier hotel acquisition and continued growth in recently-opened IBX data centers and an additional IBX data center expansion currently taking place in the London metro area, which is expected to open during 2015. Our estimates of future revenue growth also take into account expected changes in recurring revenues attributed to customer bookings, customer churn or changes or amendments to customers' contracts. In addition, we anticipate that a cash flow hedging program we commenced in October 2013 for our EMEA region should reduce some of our foreign currency volatility prospectively.

**Asia-Pacific Revenues.** Our revenues from Singapore, the largest revenue contributor in the Asia-Pacific region, represented approximately 36% and 37%, respectively, of the regional revenues for the years ended December 31, 2013 and 2012. Our Asia-Pacific revenue growth was due to \$30.0 million of incremental revenue resulting from the Asia Tone acquisition and (ii) an increase in orders from both our existing customers and new customers during the period as reflected in the growth in our customer count and utilization rate, as discussed above, in both our new and existing IBX data centers. During the year ended December 31, 2013, currency fluctuations resulted in approximately \$17.6 million of net unfavorable foreign currency impact on our Asia-Pacific revenues primarily due to the generally stronger U.S. dollar relative to the Australian dollar, Japanese yen and Singapore dollar during the year ended December 31, 2013 compared to the year ended December 31, 2012. We expect that our Asia-Pacific revenues will continue to grow in future periods as a result of continued growth in these recently-opened IBX data center expansions and additional expansions currently taking place in the Hong Kong, Melbourne, Shanghai, Singapore and Sydney metro areas, which are expected to open during 2014 and 2015. Our estimates of future revenue growth also take into account expected changes in recurring revenues attributed to customer bookings, customer churn or changes or amendments to customers' contracts.

**Cost of Revenues.** Our cost of revenues for the years ended December 31, 2013 and 2012 were split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2013	%	2012	%	Actual	Constant currency
Americas	\$ 576,869	54%	\$ 533,313	57%	8%	9%
EMEA	271,965	26%	230,239	24%	18%	17%
Asia-Pacific	215,569	20%	181,065	19%	19%	26%
Total	\$1,064,403	100%	\$ 944,617	100%	13%	14%

[Table of Contents](#)

	Years ended	
	December 31,	
	2013	2012
<i>Cost of revenues as a percentage of revenues:</i>		
Americas	46%	46%
EMEA	52%	53%
Asia-Pacific	59%	60%
Total	49%	50%

*Americas Cost of Revenues.* Our Americas cost of revenues for the years ended December 31, 2013 and 2012 included \$216.6 million and \$197.3 million, respectively, of depreciation expense. Growth in depreciation expense was primarily due to our organic IBX data center expansion activity. Excluding depreciation expense, the increase in our Americas cost of revenues was primarily due to (i) \$9.1 million of higher utilities and repair and maintenance expense, (ii) \$7.3 million of higher costs associated with certain custom services provided to our customers, (iii) \$6.7 million of higher compensation costs, including general salaries, bonuses, stock-based compensation and headcount growth (894 Americas cost of revenues employees as of December 31, 2013 versus 828 as of December 31, 2012), (iv) \$4.7 million of higher taxes, including property taxes, and (v) \$2.6 million of higher costs related to office expansion, partially offset by \$9.2 million of lower rent and facility costs and a \$4.8 million reversal of asset retirement obligations associated with certain leases that were amended during the year ended December 31, 2013. During the year ended December 31, 2013, currency fluctuations resulted in approximately \$6.4 million of favorable foreign currency impact on our Americas cost of revenues primarily due to the generally stronger U.S. dollar relative to the Brazilian reais and Canadian dollar during the year ended December 31, 2013 compared to the year ended December 31, 2012. We expect Americas cost of revenues to increase as we continue to grow our business.

*EMEA Cost of Revenues.* EMEA cost of revenues for the years ended December 31, 2013 and 2012 included \$77.9 million and \$69.4 million, respectively, of depreciation expense. Growth in depreciation expense was primarily due to our IBX data center expansion activity and acquisitions. Excluding depreciation expense, the increase in our EMEA cost of revenues was primarily due to (i) the impact of acquisitions, which resulted in \$6.6 million of incremental cost of revenues for the year ended December 31, 2013, (ii) \$10.3 million of higher utility costs, (iii) \$5.8 million of costs associated with certain custom services provided to our customers, (iv) \$5.3 million of higher compensation expense and (v) \$2.2 million of higher professional fees to support our growth. During the year ended December 31, 2013, the impact of foreign currency fluctuations on our EMEA cost of revenues was not significant when compared to average exchange rates of the year ended December 31, 2012. We expect that our EMEA cost of revenues will increase as a result of the Frankfurt Kleyer 90 carrier hotel acquisition. Overall, we expect EMEA cost of revenues to increase as we continue to grow our business.

*Asia-Pacific Cost of Revenues.* Asia-Pacific cost of revenues for the years ended December 31, 2013 and 2012 included \$82.6 million and \$71.8 million, respectively, of depreciation expense. Growth in depreciation expense was primarily due to both our organic IBX data center expansion activity and the Asia Tone acquisition. Excluding depreciation expense, the increase in Asia-Pacific cost of revenues was primarily due to (i) \$13.9 million of incremental cost of revenues resulting from the Asia Tone acquisition, (ii) \$4.3 million in higher utility costs and (iii) \$2.3 million of higher compensation costs, including general salaries, bonuses, stock-based compensation and headcount growth (excluding the impact of the Asia Tone acquisition, 240 Asia-Pacific cost of revenues employees as of December 31, 2013 versus 192 as of December 31, 2012). During the year ended December 31, 2013, currency fluctuations resulted in approximately \$11.9 million of net favorable foreign currency impact on our Asia-Pacific cost of revenues primarily due to the generally stronger U.S. dollar relative to the Australian dollar, Japanese yen and Singapore dollar during the year ended December 31, 2013 compared to the year ended December 31, 2012. We expect Asia-Pacific cost of revenues to increase as we continue to grow our business.

[Table of Contents](#)

**Sales and Marketing Expenses.** Our sales and marketing expenses for the years ended December 31, 2013 and 2012 were split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2013	%	2012	%	Actual	Constant currency
Americas	\$ 144,178	58%	\$ 122,970	61%	17%	18%
EMEA	68,925	28%	52,595	26%	31%	30%
Asia-Pacific	33,520	14%	27,349	13%	23%	28%
Total	\$246,623	100%	\$ 202,914	100%	22%	23%

	Years ended December 31,	
	2013	2012
<i>Sales and marketing expenses as a percentage of revenues:</i>		
Americas	11%	11%
EMEA	13%	12%
Asia-Pacific	9%	9%
Total	11%	11%

**Americas Sales and Marketing Expenses.** The increase in our Americas sales and marketing expenses was primarily due to (i) \$17.6 million of higher compensation costs, including sales compensation, general salaries, bonuses, stock-based compensation and headcount growth (395 Americas sales and marketing employees as of December 31, 2013 versus 256 as of December 31, 2012) and (ii) \$3.0 million of higher advertising and promotion costs. During the year ended December 31, 2013, the impact of foreign currency fluctuations on our Americas sales and marketing expenses was not significant when compared to average exchange rates of the year ended December 31, 2012. Over the past several years, we have been investing in our Americas sales and marketing initiatives to further increase our revenue. These investments have included the hiring of additional headcount and new product innovation efforts. Although we anticipate that we will continue to invest in Americas sales and marketing initiatives, we believe our Americas sales and marketing expenses as a percentage of revenues will remain at approximately current levels over the next year or two but should ultimately decrease as we continue to grow our business.

**EMEA Sales and Marketing Expenses.** The increase in our EMEA sales and marketing expenses was primarily due to (i) \$5.7 million of additional sales and marketing expenses resulting from acquisitions and (ii) \$8.8 million of higher compensation costs, including sales compensation, general salaries, bonuses and stock-based compensation expense and headcount growth (excluding the impact of acquisitions, 179 EMEA sales and marketing employees as of December 31, 2013 versus 148 as of December 31, 2012). For the year ended December 31, 2013, the impact of foreign currency fluctuations on our EMEA sales and marketing expenses was not significant when compared to average exchange rates of the year ended December 31, 2012. Over the past several years, we have been investing in our EMEA sales and marketing initiatives to further increase our revenue. These investments have included the hiring of additional headcount and new product innovation efforts and, as a result, our EMEA sales and marketing expenses as a percentage of revenues have increased. Although we anticipate that we will continue to invest in EMEA sales and marketing initiatives, we believe our EMEA sales and marketing expenses as a percentage of revenues will remain at approximately current levels over the next year or two but should ultimately decrease as we continue to grow our business.

**Asia-Pacific Sales and Marketing Expenses.** The increase in our Asia-Pacific sales and marketing expenses was primarily due to \$2.8 million of incremental sales and marketing expenses from the impact of the Asia Tone acquisition. For the year ended December 31, 2013, the impact of foreign currency fluctuations to our Asia-Pacific sales and marketing expenses was not significant when compared to average exchange rates of the year ended December 31, 2012. Over the past several years, we have been investing in our Asia-Pacific sales and marketing initiatives to further increase our revenue. These investments have included the hiring of additional headcount and new product innovation efforts and, as a result, our Asia-Pacific sales and marketing expenses have increased. Although we anticipate that we will continue to invest in Asia-Pacific sales and marketing initiatives, we believe our Asia-Pacific sales and marketing expenses as a percentage of revenues will remain at approximately current levels over the next year or two but should ultimately decrease as we continue to grow our business.



[Table of Contents](#)

**General and Administrative Expenses.** Our general and administrative expenses for the years ended December 31, 2013 and 2012 were split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2013	%	2012	%	Actual	Constant currency
Americas	\$263,145	70%	\$238,178	73%	10%	11%
EMEA	72,867	19%	57,093	17%	28%	28%
Asia-Pacific	38,778	11%	32,995	10%	18%	20%
Total	\$374,790	100%	\$328,266	100%	14%	15%

	Years ended December 31,	
	2013	2012
<i>General and administrative expenses as a percentage of revenues:</i>		
Americas	21%	21%
EMEA	14%	13%
Asia-Pacific	11%	11%
Total	17%	17%

**Americas General and Administrative Expenses.** The increase in our Americas general and administrative expenses was primarily due to (i) \$14.4 million of higher compensation costs, including general salaries, bonuses, stock-based compensation and headcount growth (695 Americas general and administrative employees as of December 31, 2013 versus 661 as of December 31, 2012), (ii) \$4.1 million of higher office expansion and travel expenses and (iii) \$4.0 million of higher professional fees to support our growth. During the year ended December 31, 2013, the impact of foreign currency fluctuations on our Americas general and administrative expenses was not significant when compared to average exchange rates of the year ended December 31, 2012. Over the course of the past year, we have been investing in our Americas general and administrative functions to scale this region effectively for growth, which has included additional investments into improving our back office systems. We expect our current efforts to improve our back office systems will continue over the next several years. We are also incurring costs to support our REIT conversion process. Collectively, these investments in our back office systems and our REIT conversion process have resulted in increased professional fees. Going forward, although we are carefully monitoring our spending, we expect Americas general and administrative expenses to increase as we continue to further scale our operations to support our growth, including these investments in our back office systems and the REIT conversion process.

**EMEA General and Administrative Expenses.** The increase in our EMEA general and administrative expenses was primarily due to (i) \$2.0 million of incremental general and administrative expenses resulting from acquisitions, (ii) \$6.4 million of higher compensation costs, including general salaries, bonuses and headcount growth (excluding the impact of acquisitions, 276 EMEA general and administrative employees as of December 31, 2013 versus 196 as of December 31, 2012) and (iii) \$5.8 million of higher professional fees to support our growth. For the year ended December 31, 2013, the impact of foreign currency fluctuations on our EMEA general and administrative expenses was not significant when compared to average exchange rates of the year ended December 31, 2012. Over the course of the past year, we have been investing in our EMEA general and administrative functions as a result of our ongoing efforts to scale this region effectively for growth including certain corporate reorganization activities, which has resulted in an increased level of professional fees. Going forward, although we are carefully monitoring our spending, we expect our EMEA general and administrative expenses to increase in future periods as we continue to scale our operations to support our growth; however, as a percentage of revenues, we generally expect them to decrease.

---

[Table of Contents](#)

**Asia-Pacific General and Administrative Expenses.** Excluding the Asia Tone acquisition, the increase in our Asia-Pacific general and administrative expenses was primarily due to \$3.5 million of higher compensation costs, including general salaries, bonuses and headcount growth (208 Asia-Pacific general and administrative employees as of December 31, 2013 versus 166 as of December 31, 2012). For the year ended December 31, 2013, the impact of foreign currency fluctuations on our Asia-Pacific general and administrative expenses was not significant when compared to average exchange rates of the year ended December 31, 2012. Going forward, although we are carefully monitoring our spending, we expect Asia-Pacific general and administrative expenses to increase as we continue to scale our operations to support our growth; however, as a percentage of revenues, we generally expect them to decrease.

**Restructuring Charges.** During the year ended December 31, 2013, we recorded a \$4.8 million reversal of the restructuring charge accrual for our excess space in the New York 2 IBX data center as a result of our decision to purchase this property and utilize the space. During the year ended December 31, 2012, we did not record any restructuring charges. For additional information, see “Restructuring Charges” in Note 18 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Impairment Charges.** During the year ended December 31, 2013, we did not record any impairment charges. During the year ended December 31, 2012, we recorded impairment charges totaling \$9.9 million as a result of the fair values of certain long-lived assets being lower than their carrying values due to our decision to abandon two properties in the Americas and Asia-Pacific regions. For additional information, see “Impairment of Long-Lived Assets” in Note 1 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Acquisition Costs.** During the year ended December 31, 2013, we recorded acquisition costs totaling \$10.9 million primarily attributed to our Americas and EMEA regions. During the year ended December 31, 2012, we recorded acquisition costs totaling \$8.8 million primarily attributed to the ancotel and Asia Tone acquisitions.

**Interest Income.** Interest income was \$3.4 million and \$3.5 million for the years ended December 31, 2013 and 2012, respectively. The average yield for the year ended December 31, 2013 was 0.32% versus 0.43% for the year ended December 31, 2012. We expect our interest income to remain at these low levels for the foreseeable future due to the impact of a continued low interest rate environment and a portfolio more weighted towards short-term securities.

**Interest Expense.** Interest expense increased to \$248.8 million for the year ended December 31, 2013 from \$200.3 million for the year ended December 31, 2012. This increase in interest expense was primarily due to the impact of our \$1.5 billion senior notes offering in March 2013, \$15.6 million of higher interest expense from various capital lease and other financing obligations to support our expansion projects and less capitalized interest expense, which was partially offset by the redemption of our 8.125% senior notes in April 2013. During the years ended December 31, 2013 and 2012, we capitalized \$10.6 million and \$30.6 million, respectively, of interest expense to construction in progress. Going forward, we expect to incur higher interest expense as we recognize the full impact of our \$1.5 billion senior notes offering, partially offset by the redemption of our 8.125% senior notes, which will contribute approximately \$17.7 million in incremental interest expense annually. We may also incur additional indebtedness to support our growth, resulting in higher interest expense.

**Other Income (Expense).** For the year ended December 31, 2013, we recorded \$5.3 million of other income and \$2.2 million of other expense for the year ended December 31, 2012, primarily due to foreign currency exchange gains (losses) during the periods.

**Loss on debt extinguishment.** During the year ended December 31, 2013, we recorded a \$108.5 million loss on debt extinguishment, of which \$93.6 million was attributable to the redemption of our \$750.0 million 8.125% senior notes, \$13.2 million was attributable to the extinguishment of the financing liabilities for our London 4 and 5 IBX data centers and \$1.7 million was attributable to an amendment of our New York 5 and 6 IBX lease. During the year ended December 31, 2012, we recorded \$5.2 million of loss on debt extinguishment due to the repayment and termination of our multi-currency credit facility in the Asia-Pacific region. For additional information, see “Loss on Debt Extinguishment” in Note 10 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Income Taxes.** During the year ended December 31, 2013, we recorded \$16.2 million of income tax expense. The income tax expense recorded during the year ended December 31, 2013 was primarily attributable to our foreign operations, as we incurred losses in our domestic operations during the period as a result of the \$93.6 million of loss on debt extinguishment from the redemption of our \$750.0 million 8.125% senior notes. During the year ended December 31, 2012, we recorded \$58.6 million of income tax expense. The income tax expense recorded during the year ended December 31, 2012 was primarily a result of applying the effective statutory tax rates to our operating income adjusted for permanent tax adjustments for the period and the assessments of valuation allowances of \$5.5 million against the net deferred tax assets with certain foreign operating entities. Our effective tax rates were 14.4% and 31.0%, respectively, for the years ended December 31, 2013 and 2012. The decrease in our effective tax rate was primarily due to tax benefits from losses incurred in our domestic operations as mentioned above and the new organizational structure in EMEA which became effective on July 1, 2013. The cash taxes for 2013 were primarily for U.S. income taxes and foreign income taxes in certain European jurisdictions and the cash taxes for 2012 were primarily for state and foreign income taxes.

To better align our EMEA corporate structure and intercompany relationship with the nature of our business activities and regional centralization, we commenced certain reorganization activities during the fourth quarter of 2012 in the EMEA region. The new organizational structure centralized the majority of our EMEA business management activities in the Netherlands effective July 1, 2013. In December 2013, our Dutch subsidiaries that were created to carry-out EMEA's centralized management activities received favorable rulings from the Dutch Tax Authorities effective July 1, 2013. The rulings acknowledge the reorganization and agree to a lower level of earnings by our Dutch subsidiaries subject to tax in the Netherlands. The rulings also require both the Dutch Tax Authorities and our Dutch subsidiaries to revisit and renew the agreement in five years from the effective date. As a result, we expect our overall effective tax rate will be lower in subsequent periods as the new structure begins to take full effect. Assuming a successful conversion to a REIT, and no material changes to tax rules and regulations, we expect our effective long-term worldwide cash tax rate to ultimately decrease to a range of 10% to 15%.

In connection with our contemplated REIT conversion, we expect to reassess the deferred tax assets and liabilities of our U.S. operations to be included in the REIT structure during 2014 at the point in time when it is determined that all significant actions to effect the REIT conversion have occurred and we are committed to that course of action. The reevaluation will result in de-recognizing the deferred tax assets and liabilities of our REIT's U.S. operations excluding the deferred tax liabilities associated with the depreciation and amortization recapture. The depreciation and amortization recapture is necessary as part of our REIT conversion efforts. The de-recognition of the deferred tax assets and liabilities of our REIT's U.S. operations will occur because the expected recovery or settlement of the related assets and liabilities will not result in deductible or taxable amounts in any post-REIT conversion periods. As a result of the de-recognition of the aforementioned deferred tax assets and liabilities of our REIT's U.S. operations and the continuing recognition of deferred tax liabilities associated with the depreciation and amortization recapture to be taxed in 2014 and 2015, we expect to record a significant tax provision expense in 2014. As of December 31, 2013, we had a net deferred tax asset of approximately \$147.1 million for our U.S. operations, which includes approximately \$176.0 million of deferred tax liabilities associated with the depreciation and amortization recapture.

During the year ended December 31, 2013, we utilized all of our federal net operating losses free of Section 382 limitations in the U.S. for which a deferred tax asset had been previously recognized and all of our windfall tax losses in the U.S. for which a deferred tax asset had not been previously recognized. We recorded excess income tax benefits of \$25.6 million during the year ended December 31, 2013 in our consolidated balance sheet.

**Net Income from Discontinued Operations.** During the year ended December 31, 2013, we did not have any discontinued operations. For the year ended December 31, 2012, our net income from discontinued operations was \$13.1 million, consisting of \$11.9 million from the gain on sale of discontinued operations, net of income tax, and \$1.2 million of net income from discontinued operations. For additional information, see "Discontinued Operations" in Note 5 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

---

[Table of Contents](#)

**Adjusted EBITDA.** Adjusted EBITDA is a key factor in how we assess the performance of our segments, measure the operational cash generating abilities of our segments and develop regional growth strategies such as IBX data center expansion decisions. Adjusted EBITDA is the result of our revenues less our adjusted operating expenses. Our adjusted operating expenses exclude depreciation expense, amortization expense, accretion expense, stock-based compensation, restructuring charge, impairment charges and acquisition costs. Periodically, we enter into new lease agreements or amend existing lease agreements. To the extent we conclude that a lease is an operating lease, the rent expense may decrease our adjusted EBITDA whereas to the extent we conclude that a lease is a capital or financing lease, and this lease was previously reported as an operating lease, this outcome may increase our adjusted EBITDA. Our adjusted EBITDA for the years ended December 31, 2013 and 2012 was split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2013	%	2012	%	Actual	Constant currency
Americas	\$ 608,718	61%	\$ 557,800	63%	9%	10%
EMEA	216,186	22%	183,612	21%	18%	13%
Asia-Pacific	175,994	17%	146,445	16%	20%	26%
Total	<u>\$1,000,898</u>	<u>100%</u>	<u>\$887,857</u>	<u>100%</u>	13%	13%

**Americas Adjusted EBITDA.** The increase in our Americas adjusted EBITDA was due to higher revenues as result of our IBX data center expansion activity and organic growth as described above. During the year ended December 31, 2013, currency fluctuations resulted in approximately \$3.5 million of unfavorable foreign currency impact on our Americas adjusted EBITDA primarily due to the generally stronger U.S. dollar relative to the Brazilian reais and Canadian dollar during the year ended December 31, 2013 compared to the year ended December 31, 2012.

**EMEA Adjusted EBITDA.** The increase in our EMEA adjusted EBITDA was primarily due to (i) additional adjusted EBITDA from the impact of acquisitions, which generated \$15.2 million of incremental adjusted EBITDA and (ii) our IBX data center expansion activity and organic growth, partially offset by higher adjusted operating expenses as a percentage of revenues primarily attributable to higher compensation expense and higher professional fees to support our growth. During the year ended December 31, 2013, currency fluctuations resulted in approximately \$8.0 million of net favorable foreign currency impact on our EMEA adjusted EBITDA primarily due to the generally weaker U.S. dollar relative to the Euro and Swiss franc during the year ended December 31, 2013 compared to the year ended December 31, 2012.

**Asia-Pacific Adjusted EBITDA.** The increase in our Asia-Pacific adjusted EBITDA was primarily due to (i) additional adjusted EBITDA from the impact of the Asia Tone acquisition, which generated \$14.3 million of incremental adjusted EBITDA and (ii) higher revenues as a result of our IBX data center expansion activity and organic growth. During the year ended December 31, 2013, currency fluctuations resulted in approximately \$7.8 million of net unfavorable foreign currency impact on our Asia-Pacific adjusted EBITDA primarily due to the generally stronger U.S. dollar relative to the Australian dollar, Japanese yen and Singapore dollar during the year ended December 31, 2013 compared to the year ended December 31, 2012.

[Table of Contents](#)

**Years Ended December 31, 2012 and 2011**

**Revenues.** Our revenues for the years ended December 31, 2012 and 2011 were generated from the following revenue classifications and geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2012	%	2011	%	Actual	Constant currency
<b>Americas:</b>						
Recurring revenues	\$ 1,111,755	59%	\$ 957,047	61%	16%	16%
Non-recurring revenues	40,162	2%	32,415	2%	24%	26%
	<u>1,151,917</u>	<u>61%</u>	<u>989,462</u>	<u>63%</u>	16%	16%
<b>EMEA:</b>						
Recurring revenues	400,002	21%	328,355	21%	22%	28%
Non-recurring revenues	32,918	2%	29,814	2%	10%	17%
	<u>432,920</u>	<u>23%</u>	<u>358,169</u>	<u>23%</u>	21%	27%
<b>Asia-Pacific:</b>						
Recurring revenues	285,311	15%	206,313	13%	38%	38%
Non-recurring revenues	17,228	1%	11,681	1%	47%	47%
	<u>302,539</u>	<u>16%</u>	<u>217,994</u>	<u>14%</u>	39%	38%
<b>Total:</b>						
Recurring revenues	1,797,068	95%	1,491,715	95%	20%	22%
Non-recurring revenues	90,308	5%	73,910	5%	22%	26%
	<u>\$ 1,887,376</u>	<u>100%</u>	<u>\$ 1,565,625</u>	<u>100%</u>	21%	22%

**Americas Revenues.** Growth in Americas revenues was primarily due to (i) \$27.2 million of incremental revenue from ALOG (\$71.2 million of full-year revenue contributions from ALOG during the year ended December 31, 2012 as compared to \$44.0 million of partial-year revenue contributions during the year ended December 31, 2011), (ii) \$26.5 million of revenue generated from our recently-opened IBX data centers and IBX data center expansions in the Dallas, Miami, New York and Washington, D.C. metro areas and (iii) an increase in orders from both our existing customers and new customers during the period as reflected in the growth in our customer count and utilization rate, as discussed above. During the year ended December 31, 2012, the impact of foreign currency fluctuations on our Americas revenues was not significant when compared to average exchange rates of the year ended December 31, 2011.

**EMEA Revenues.** During the years ended December 31, 2012 and 2011, our revenues from the United Kingdom, the largest revenue contributor in the EMEA region for the period, represented approximately 38% and 35%, respectively, of the regional revenues. Our EMEA revenue growth was due to (i) \$11.5 million of additional revenue resulting from the ancotel acquisition, (ii) \$31.8 million of revenue from our recently-opened IBX data center expansions in the Amsterdam, Frankfurt, London and Paris metro areas and (iii) an increase in orders from both our existing customers and new customers during the period as reflected in the growth in our customer count and utilization rate, as discussed above, in both our new and existing IBX data centers. During the year ended December 31, 2012, currency fluctuations resulted in approximately \$22.8 million of net unfavorable foreign currency impact on our EMEA revenues primarily due to the generally stronger U.S. dollar relative to the British pound, Euro and Swiss Franc during the year ended December 31, 2012 compared to the year ended December 31, 2011.

**Asia-Pacific Revenues.** Our revenues from Singapore, the largest revenue contributor in the Asia-Pacific region, represented approximately 37% and 40%, respectively, of the regional revenues for the years ended December 31, 2012 and 2011. Our Asia-Pacific revenue growth was due to (i) \$23.1 million of additional revenue resulting from the Asia Tone acquisition, (ii) \$9.5 million of revenue generated from our recently-opened IBX center expansions in the Hong Kong, Shanghai, Singapore and Sydney metro areas and (iii) an increase in orders from both our existing customers and new customers during the period as reflected in the growth in our customer count and utilization rate, as discussed above, in both our new and existing IBX data centers. For the year ended December 31, 2012, the impact of foreign currency fluctuations on our Asia-Pacific revenues was not significant when compared to average exchange rates of the year ended December 31, 2011.

[Table of Contents](#)

**Cost of Revenues.** Our cost of revenues for the years ended December 31, 2012 and 2011 were split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2012	%	2011	%	Actual	Constant currency
Americas	\$ 533,313	57%	\$ 486,633	59%	10%	10%
EMEA	230,239	24%	212,967	26%	8%	15%
Asia-Pacific	181,065	19%	129,424	15%	40%	40%
Total	\$ 944,617	100%	\$ 829,024	100%	14%	16%

	Years ended December 31,	
	2012	2011
<i>Cost of revenues as a percentage of revenues:</i>		
Americas	46%	49%
EMEA	53%	59%
Asia-Pacific	60%	59%
Total	50%	53%

**Americas Cost of Revenues.** Our Americas cost of revenues for the years ended December 31, 2012 and 2011 included \$197.3 million and \$178.9 million, respectively, of depreciation expense. Growth in depreciation expense was primarily due to both our organic IBX data center expansion activity and acquisitions. Excluding depreciation expense, the increase in our Americas cost of revenues was primarily due to (i) \$9.4 million of incremental Americas cost of revenues resulting from the ALOG acquisition, (ii) \$7.0 million of higher compensation costs, including general salaries, bonuses and stock-based compensation cost, (iii) \$5.9 million of higher costs associated with certain revenues from offerings provided to customers and (iv) \$4.6 million of higher property taxes. During the year ended December 31, 2012, the impact of foreign currency fluctuations on our Americas cost of revenues was not significant when compared to average exchange rates of the year ended December 31, 2011.

**EMEA Cost of Revenues.** EMEA cost of revenues for the years ended December 31, 2012 and 2011 included \$69.4 million and \$67.0 million, respectively, of depreciation expense. Growth in depreciation expense was primarily due to both our organic IBX data center expansion activity and acquisitions. Excluding depreciation expense, the increase in EMEA cost of revenues was primarily due to (i) \$4.4 million of additional cost of revenues resulting from the ancotel acquisition, (ii) an increase of \$6.5 million in utility costs arising from increased customer installations and revenues attributed to customer growth and (iii) \$3.2 million of higher costs associated with costs of equipment sales. During the year ended December 31, 2012, currency fluctuations resulted in approximately \$13.7 million of net favorable foreign currency impact on our EMEA cost of revenues primarily due to the generally stronger U.S. dollar relative to the British pound, Euro and Swiss franc during the year ended December 31, 2012 compared to the year ended December 31, 2011.

**Asia-Pacific Cost of Revenues.** Asia-Pacific cost of revenues for the years ended December 31, 2012 and 2011 included \$71.8 million and \$46.7 million, respectively, of depreciation expense. Growth in depreciation expense was primarily due to both our organic IBX data center expansion activity and the Asia Tone acquisition. Excluding depreciation expense, the increase in Asia-Pacific cost of revenues was primarily due to (i) \$10.1 million of additional cost of revenues resulting from the Asia Tone acquisition, (ii) \$10.7 million in higher utility costs and (iii) \$2.9 million of higher compensation expense, including general salaries, bonuses and headcount growth (excluding the impact of the Asia Tone acquisition, 192 Asia-Pacific employees as of December 31, 2012 versus 153 as of December 31, 2011). For the year ended December 31, 2012, the impact of foreign currency fluctuations on our Asia-Pacific cost of revenues was not significant when compared to average exchange rates of the year ended December 31, 2011.

[Table of Contents](#)

**Sales and Marketing Expenses.** Our sales and marketing expenses for the years ended December 31, 2012 and 2011 were split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2012	%	2011	%	Actual	Constant currency
Americas	\$ 122,970	61%	\$ 103,435	65%	19%	19%
EMEA	52,595	26%	36,528	23%	44%	49%
Asia-Pacific	27,349	13%	18,384	12%	49%	48%
Total	\$ 202,914	100%	\$ 158,347	100%	28%	29%

	Years ended December 31,	
	2012	2011
<i>Sales and marketing expenses as a percentage of revenues:</i>		
Americas	11%	10%
EMEA	12%	10%
Asia-Pacific	9%	8%
Total	11%	10%

**Americas Sales and Marketing Expenses.** The increase in our Americas sales and marketing expenses was due to (i) \$3.8 million of incremental sales and marketing expenses resulting from the ALOG acquisition, (ii) \$11.4 million of higher compensation costs, including sales compensation, general salaries, bonuses, stock-based compensation and headcount growth (excluding the impact of the ALOG acquisition, 256 Americas sales and marketing employees as of December 31, 2012 versus 241 as of December 31, 2011) and (iii) \$3.4 million of professional fees to support our growth. During the year ended December 31, 2012, the impact of foreign currency fluctuations on our Americas sales and marketing expenses was not significant when compared to average exchange rates of the year ended December 31, 2011.

**EMEA Sales and Marketing Expenses.** The increase in our EMEA sales and marketing expenses was primarily due to (i) \$4.6 million of additional sales and marketing expenses resulting from the ancotel acquisition and (ii) \$7.7 million of higher compensation costs, including sales compensation, general salaries, bonuses and stock-based compensation expense and headcount growth (excluding the impact of the ancotel acquisition, 148 EMEA sales and marketing employees as of December 31, 2012 versus 117 as of December 31, 2011). For the year ended December 31, 2012, the impact of foreign currency fluctuations on our EMEA sales and marketing expenses was not significant when compared to average exchange rates of the year ended December 31, 2011.

**Asia-Pacific Sales and Marketing Expenses.** The increase in our Asia-Pacific sales and marketing expenses was primarily due to (i) \$1.9 million of additional sales and marketing expenses resulting from the Asia Tone acquisition and (ii) \$6.3 million of higher compensation costs, including sales compensation, general salaries, bonuses and headcount growth (excluding the impact of the Asia Tone acquisition, 95 Asia-Pacific sales and marketing employees as of December 31, 2012 versus 70 as of December 31, 2011). For the year ended December 31, 2012, the impact of foreign currency fluctuations on our Asia-Pacific sales and marketing expenses was not significant when compared to average exchange rates of the year ended December 31, 2011.

[Table of Contents](#)

**General and Administrative Expenses.** Our general and administrative expenses for the years ended December 31, 2012 and 2011 were split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2012	%	2011	%	Actual	Constant currency
Americas	\$ 238,178	73%	\$ 191,439	72%	24%	24%
EMEA	57,093	17%	48,936	18%	17%	20%
Asia-Pacific	32,995	10%	25,179	10%	31%	30%
Total	\$328,266	100%	\$265,554	100%	24%	24%

	Years ended December 31,	
	2012	2011
<i>General and administrative expenses as a percentage of revenues:</i>		
Americas	21%	19%
EMEA	13%	14%
Asia-Pacific	11%	12%
Total	17%	17%

**Americas General and Administrative Expenses.** Our Americas general and administrative expenses, which include general corporate expenses, included \$1.6 million of additional general and administrative expenses resulting from the ALOG acquisition. Excluding the ALOG acquisition, the increase in our Americas general and administrative expenses was primarily due to (i) \$21.2 million of higher compensation costs, including general salaries, bonuses, stock-based compensation and headcount growth (excluding the impact of the ALOG acquisition, 605 Americas general and administrative employees as of December 31, 2012 versus 577 as of December 31, 2011), (ii) \$15.4 million of higher professional fees to support our growth and our REIT conversion process and (iii) \$4.8 million of higher depreciation expense as a result of our ongoing efforts to support our growth, such as investments in systems. During the year ended December 31, 2012, the impact of foreign currency fluctuations on our Americas general and administrative expenses was not significant when compared to average exchange rates of the year ended December 31, 2011.

**EMEA General and Administrative Expenses.** The increase in our EMEA general and administrative expenses was primarily due to \$3.2 million of additional general and administrative expenses resulting from the ancotel acquisition and (ii) \$5.9 million of higher compensation costs, including general salaries, bonuses and headcount growth (excluding the impact of the ancotel acquisition, 196 EMEA general and administrative employees as of December 31, 2012 versus 180 as of December 31, 2011), partially offset by \$3.7 million of lower professional fees. For the year ended December 31, 2012, the impact of foreign currency fluctuations on our EMEA general and administrative expenses was not significant when compared to average exchange rates of the year ended December 31, 2011.

**Asia-Pacific General and Administrative Expenses.** The increase in our Asia-Pacific general and administrative expenses was primarily due to \$5.4 million of higher compensation costs, including general salaries, bonuses and headcount growth (excluding the impact of the Asia Tone acquisition, 166 Asia-Pacific general and administrative employees as of December 31, 2012 versus 153 as of December 31, 2011). For the year ended December 31, 2012, the impact of foreign currency fluctuations on our Asia-Pacific general and administrative expenses was not significant when compared to average exchange rates of the year ended December 31, 2011.

**Restructuring Charges.** During the year ended December 31, 2012, we did not record any restructuring charges. During the year ended December 31, 2011, we recorded restructuring charges totaling \$3.5 million primarily related to revised sublease assumptions on our excess leased space in the New York metro area. For additional information, see "Restructuring Charges" in Note 18 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.



---

[Table of Contents](#)

**Impairment Charges.** During the year ended December 31, 2012, we recorded impairment charges totaling \$9.9 million as a result of the fair values of certain long-lived assets being lower than their carrying values due to our decision to abandon two properties in the Americas and Asia-Pacific regions. For additional information, see “Impairment of Long-Lived Assets” in Note 1 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. During the year ended December 31, 2011, no impairment charges were recorded.

**Acquisition Costs.** During the year ended December 31, 2012, we recorded acquisition costs totaling \$8.8 million primarily attributed to the ancotel and Asia Tone acquisitions. During the year ended December 31, 2011, we recorded acquisition costs totaling \$3.3 million primarily related to the ALOG acquisition.

**Interest Income.** Interest income increased to \$3.5 million for the year ended December 31, 2012 from \$2.3 million for the year ended December 31, 2011. Interest income increased primarily due to higher yields on invested balances. The average yield for the year ended December 31, 2012 was 0.43% versus 0.33% for the year ended December 31, 2011. We expect our interest income to remain at these low levels for the foreseeable future due to the impact of a continued low interest rate environment and a portfolio more weighted towards short-term securities.

**Interest Expense.** During the years ended December 31, 2012 and 2011, we recorded interest expense of \$200.3 million and \$181.3 million, respectively. This increase was primarily due to the impact of our \$750.0 million 7.00% senior notes offering in July 2011, which resulted in an approximately \$28.6 million increase in interest expense, and additional financings such as various capital lease and other financing obligations to support our expansion projects. This increase was partially offset by our settlement of the \$250.0 million 2.50% convertible subordinated notes in April 2012, which resulted in an approximately \$13.7 million decrease in interest expense. During the years ended December 31, 2012 and 2011, we capitalized \$30.6 million and \$13.6 million, respectively, of interest expense to construction in progress.

**Other Income (Expense).** For the year ended December 31, 2012, we recorded \$2.2 million of other expense compared to \$2.8 million of other income for the year ended December 31, 2011, primarily due to foreign currency exchange gains (losses) during the periods.

**Loss on debt extinguishment.** During the year ended December 31, 2012, we recorded \$5.2 million of loss on debt extinguishment due to the repayment and termination of our multi-currency credit facility in the Asia-Pacific region. During the year ended December 31, 2011, no loss on debt extinguishment was recorded.

**Income Taxes.** During the year ended December 31, 2012, we recorded \$58.6 million of income tax expense. The income tax expense recorded during the year ended December 31, 2012 was primarily a result of applying the effective statutory tax rates to our operating income adjusted for permanent tax adjustments for the period and the assessments of valuation allowances of \$5.5 million against the net deferred tax assets with certain foreign operating entities. During the year ended December 31, 2011, we recorded \$37.3 million of income tax expense. The income tax expense recorded during the year ended December 31, 2011 was primarily a result of applying the effective statutory tax rates to our operating income adjusted for permanent tax adjustments for the period, partially offset by an income tax benefit due to the release of a valuation allowance of \$2.5 million associated with certain foreign operating entities. Our effective tax rates were 31.0% and 28.8%, respectively, for the years ended December 31, 2012 and 2011. The cash taxes for 2012 and 2011 were primarily for state and foreign income taxes.

In connection with the planned REIT Conversion, we changed our methods of depreciating and amortizing various data center assets for tax purposes to methods more consistent with the characterization of such assets as real property for REIT purposes. As a result of this decision, we reclassified \$89.2 million of non-current deferred tax liabilities to current deferred tax liabilities as of December 31, 2012 associated with taxes that were expected to be paid in the next 12 months. The change in depreciation and amortization method also increased our taxable income for 2012, resulting in an acceleration of the usage of our operating and windfall employee equity award net operating loss carryforwards. As a result of the tax depreciation method change, the taxable gain recognized in the divestiture and the level of operating profits, we utilized most of our net operating losses in the U.S. for which a deferred tax asset had been previously recognized and all of our windfall tax losses in the U.S. for which a deferred tax asset had not been previously recognized. We recorded excess income tax benefits of \$84.7 million for the year ended December 31, 2012 in our consolidated balance sheet.

[Table of Contents](#)

**Net Income from Discontinued Operations.** For the year ended December 31, 2012, our net income from discontinued operations was \$13.1 million, consisting of \$11.9 million from the gain on sale of discontinued operations, net of income tax, and \$1.2 million of net income from discontinued operations. For the year ended December 31, 2011, our net income from discontinued operations was \$1.0 million. For additional information, see “Discontinued Operations” in Note 5 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Adjusted EBITDA.** Adjusted EBITDA is a key factor in how we assess the performance of our segments, measure the operational cash generating abilities of our segments and develop regional growth strategies such as IBX data center expansion decisions. Adjusted EBITDA is the result of our revenues less our adjusted operating expenses. Our adjusted operating expenses exclude depreciation expense, amortization expense, accretion expense, stock-based compensation, restructuring charge, impairment charges and acquisition costs. Periodically, we enter into new lease agreements or amend existing lease agreements. To the extent we conclude that a lease is an operating lease, the rent expense may decrease our adjusted EBITDA whereas to the extent we conclude that a lease is a capital or financing lease, and this lease was previously reported as an operating lease, this outcome may increase our adjusted EBITDA. Our adjusted EBITDA for the years ended December 31, 2012 and 2011 was split among the following geographic regions (dollars in thousands):

	Years ended December 31,				% change	
	2012	%	2011	%	Actual	Constant currency
Americas	\$ 557,800	62%	\$ 477,527	66%	17%	17%
EMEA	183,612	21%	143,093	20%	28%	35%
Asia-Pacific	146,445	17%	100,884	14%	45%	45%
Total	<u>\$ 887,857</u>	<u>100%</u>	<u>\$ 721,504</u>	<u>100%</u>	23%	24%

**Americas Adjusted EBITDA.** The increase in our Americas adjusted EBITDA was primarily due to (i) incremental adjusted EBITDA from the impact of the ALOG acquisition, which generated \$13.0 million of adjusted EBITDA, and (ii) higher revenues as result of our IBX data center expansion activity and organic growth as described above. During the year ended December 31, 2012, the impact of foreign currency fluctuations to our Americas adjusted EBITDA was not significant when compared to average exchange rates of the year ended December 31, 2011.

**EMEA Adjusted EBITDA.** The increase in our EMEA adjusted EBITDA was primarily due to (i) additional adjusted EBITDA from the impact of the ancotel acquisition, which generated \$2.4 million of adjusted EBITDA, (ii) higher revenues as result of our IBX data center expansion activity and organic growth as described above and (iii) lower adjusted operating expenses as a percentage of revenues primarily attributable to lower rent and facility costs and utility costs. During the year ended December 31, 2012, currency fluctuations resulted in approximately \$10.2 million of net unfavorable foreign currency impact on our EMEA adjusted EBITDA primarily due to generally stronger U.S. dollar relative to the British pound, Euro and Swiss franc during the year ended December 31, 2012 compared to the year ended December 31, 2011.

**Asia-Pacific Adjusted EBITDA.** The increase in our Asia-Pacific adjusted EBITDA was primarily due to (i) additional adjusted EBITDA from the impact of the Asia Tone acquisition, which generated \$12.0 million of adjusted EBITDA, (ii) higher revenues as result of our IBX data center expansion activity and organic growth as described above and (iii) lower adjusted operating expenses as a percentage of revenues primarily attributable to lower rent and facility costs. During the year ended December 31, 2012, the impact of foreign currency fluctuations to our Asia-Pacific adjusted EBITDA was not significant when compared to average exchange rates of the year ended December 31, 2011.

## **Non-GAAP Financial Measures**

We provide all information required in accordance with generally accepted accounting principles (GAAP), but we believe that evaluating our ongoing operating results from continuing operations may be difficult if limited to reviewing only GAAP financial measures. Accordingly, we use non-GAAP financial measures, primarily adjusted EBITDA, to evaluate our continuing operations. We also use adjusted EBITDA as a metric in the determination of employees' annual bonuses and vesting of restricted stock units that have both a service and performance condition. In presenting adjusted EBITDA, we exclude certain items that we believe are not good indicators of our current or future operating performance. These items are depreciation, amortization, accretion of asset retirement obligations and accrued restructuring charges, stock-based compensation, restructuring charges, impairment charges and acquisition costs. Legislative and regulatory requirements encourage the use of and emphasis on GAAP financial metrics and require companies to explain why non-GAAP financial metrics are relevant to management and investors. We exclude these items in order for our lenders, investors, and industry analysts, who review and report on us, to better evaluate our operating performance and cash spending levels relative to our industry sector and competitors.

For example, we exclude depreciation expense as these charges primarily relate to the initial construction costs of our IBX data centers and do not reflect our current or future cash spending levels to support our business. Our IBX data centers are long-lived assets and have an economic life greater than 10 years. The construction costs of our IBX data centers do not recur and future capital expenditures remain minor relative to our initial investment. This is a trend we expect to continue. In addition, depreciation is also based on the estimated useful lives of our IBX data centers. These estimates could vary from actual performance of the asset, are based on historical costs incurred to build out our IBX data centers, and are not indicative of current or expected future capital expenditures. Therefore, we exclude depreciation from our operating results when evaluating our continuing operations.

In addition, in presenting the non-GAAP financial measures, we exclude amortization expense related to certain intangible assets, as it represents a cost that may not recur and is not a good indicator of our current or future operating performance. We exclude accretion expense, both as it relates to asset retirement obligations as well as accrued restructuring charge liabilities, as these expenses represent costs which we believe are not meaningful in evaluating our current operations. We exclude stock-based compensation expense as it primarily represents expense attributed to equity awards that have no current or future cash obligations. As such, we, and many investors and analysts, exclude this stock-based compensation expense when assessing the cash generating performance of our continuing operations. We also exclude restructuring charges from our non-GAAP financial measures. The restructuring charges relate to our decisions to exit leases for excess space adjacent to several of our IBX data centers, which we did not intend to build out, or our decision to reverse such restructuring charges. We also exclude impairment charges related to certain long-lived assets. The impairment charges are related to expense recognized whenever events or changes in circumstances indicate that the carrying amount of long-lived assets are not recoverable. Finally, we exclude acquisition costs from our non-GAAP financial measures. The acquisition costs relate to costs we incur in connection with business combinations. Management believes such items as restructuring charges, impairment charges and acquisition costs are non-core transactions; however, these types of costs will or may occur in future periods.

Our management does not itself, nor does it suggest that investors should, consider such non-GAAP financial measures in isolation from, or as a substitute for, financial information prepared in accordance with GAAP. However, we have presented such non-GAAP financial measures to provide investors with an additional tool to evaluate our operating results in a manner that focuses on what management believes to be our core, ongoing business operations. We believe that the inclusion of this non-GAAP financial measure provides consistency and comparability with past reports and provides a better understanding of the overall performance of the business and its ability to perform in subsequent periods. We believe that if we did not provide such non-GAAP financial information, investors would not have all the necessary data to analyze Equinix effectively.

Investors should note, however, that the non-GAAP financial measures used by us may not be the same non-GAAP financial measures, and may not be calculated in the same manner, as those of other companies. In addition, whenever we use non-GAAP financial measures, we provide a reconciliation of the non-GAAP financial measure to the most closely applicable GAAP financial measure. Investors are encouraged to review the related GAAP financial measures and the reconciliation of these non-GAAP financial measures to their most directly comparable GAAP financial measure.

---

[Table of Contents](#)

We define adjusted EBITDA as income or loss from operations plus depreciation, amortization, accretion, stock-based compensation expense, restructuring charges, impairment charges and acquisition costs as presented below (in thousands):

	Years ended December 31,		
	2013	2012	2011
Income from continuing operations	\$ 460,932	\$ 392,896	\$ 305,922
Depreciation, amortization and accretion expense	431,008	393,543	337,667
Stock-based compensation expense	102,940	82,735	71,137
Restructuring charges	(4,837)	—	3,481
Impairment charges	—	9,861	—
Acquisition costs	10,855	8,822	3,297
Adjusted EBITDA	\$ 1,000,898	\$ 887,857	\$ 721,504

Our adjusted EBITDA results have improved each year and in each region in total dollars due to the improved operating results discussed earlier in “Results of Operations”, as well as the nature of our business model consisting of a recurring revenue stream and a cost structure which has a large base that is fixed in nature also discussed earlier in “Overview”. Although we have also been investing in our future growth as described above (e.g. through additional IBX data center expansions, acquisitions and increased investments in sales and marketing), we believe that our adjusted EBITDA results will continue to improve in future periods as we continue to grow our business.

### Liquidity and Capital Resources

As of December 31, 2013, our total indebtedness was comprised of (i) convertible debt principal totaling \$769.7 million from our 3.00% convertible subordinated notes and our 4.75% convertible subordinated notes (gross of discount) and (ii) non-convertible debt and financing obligations totaling \$3.4 billion consisting of (a) \$2.3 billion of principal from our 7.00%, 5.375% and 4.875% senior notes, (b) \$253.2 million of principal from our mortgage and loans payable and (c) \$931.2 million from our capital lease and other financing obligations.

We believe we have sufficient cash, coupled with anticipated cash generated from operating activities, to meet our operating requirements, including repayment of the current portion of our debt as it becomes due, payment of tax liabilities related to the decision to convert to a REIT (see below) and completion of our publicly-announced expansion projects. As of December 31, 2013, we had \$1.0 billion of cash, cash equivalents and short-term and long-term investments, of which approximately \$833.8 million was held in the U.S. We believe that our current expansion activities in the U.S. can be funded with our U.S.-based cash and cash equivalents and investments. Besides our investment portfolio, additional liquidity available to us from the \$550.0 million revolving credit facility that forms part of our \$750.0 million credit facility, referred to as the U.S. financing, any further financing activities we may pursue, and customer collections are our primary source of cash. While we believe we have a strong customer base and have continued to experience relatively strong collections, if the current market conditions were to deteriorate, some of our customers may have difficulty paying us and we may experience increased churn in our customer base, including reductions in their commitments to us, all of which could have a material adverse effect on our liquidity.

As of December 31, 2013, we had 17 irrevocable letters of credit totaling \$33.2 million issued and outstanding under the U.S. revolving credit line; as a result, we had a total of approximately \$516.8 million of additional liquidity available to us under the U.S. revolving credit line. While we believe we have sufficient liquidity and capital resources to meet our current operating requirements and to complete our publicly-announced IBX data center expansion plans, we may pursue additional expansion opportunities, primarily the build out of new IBX data centers, in certain of our existing markets which are at or near capacity within the next year, as well as potential acquisitions, and have also announced our planned conversion to a REIT (see below). While we expect to fund these plans with our existing resources, additional financing, either debt or equity, may be required to pursue certain new or unannounced additional plans, including acquisitions. However, if current market conditions were to deteriorate, we may be unable to secure additional financing or any such additional financing may only be available to us on unfavorable terms. An inability to pursue additional expansion opportunities will have a material adverse effect on our ability to maintain our desired level of revenue growth in future periods.

## [Table of Contents](#)

In October 2013, we initiated a program to hedge our exposure to foreign currency exchange rate fluctuations for forecasted revenues and expenses in our EMEA region in order to manage our exposure to foreign currency exchange rate fluctuations between the U.S. dollar and the British Pound, Euro and Swiss Franc. The foreign currency forward contracts that we use to hedge this exposure are designated as cash flow hedges. For additional information, see “Derivatives and Hedging Instruments” in Note 7 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

### *Impact of REIT Conversion*

We currently estimate that we will incur approximately \$75.0 to \$85.0 million in costs to support the REIT conversion, in addition to related tax liabilities associated with a change in our methods of depreciating and amortizing various data center assets for tax purposes from our prior methods to current methods that are more consistent with the characterization of such assets as real property for REIT purposes. The total recapture of depreciation and amortization expenses across all relevant assets is expected to result in federal and state tax liability of approximately \$360.0 to \$380.0 million, which amount became and is generally payable over a four-year period starting in 2012 even if we abandon the REIT conversion for any reason, including failure to obtain a favorable PLR response. Prior to the decision to convert to a REIT, our balance sheet reflected our income tax liability as a non-current deferred tax liability. As a result of the decision to convert to a REIT, our non-current tax liability has been and will continue to be gradually and proportionally reclassified from non-current to current over the four-year period, which started in the third quarter of 2012. The current liability reflects the tax liability that relates to additional taxable income expected to be recognized within the twelve-month period from the date of the balance sheet. If the REIT conversion is successful, we also expect to incur an additional \$5.0 to \$10.0 million in annual compliance costs in future years. We expect to pay between \$145.0 to \$200.0 million in cash taxes during 2014 which includes taxes on our operations and any tax impacts required by our plan to convert to a REIT.

In accordance with tax rules applicable to REIT conversions, we expect to issue special distributions to our stockholders of undistributed accumulated earnings and profits of approximately \$700.0 million to \$1.1 billion (the “E&P distribution”), which we expect to pay out in a combination of up to 20% in cash and at least 80% in the form of our common stock. The estimated E&P distribution may change due to potential changes in certain factors impacting the calculations, such as finalization of the 2013 E&P amounts and the actual financial year 2014 performance of the entities to be included in the REIT structure. We expect to make the E&P distribution only after receiving a favorable PLR from the IRS, obtaining Board approval and completion of other necessary REIT conversion actions. The Company anticipates making an E&P distribution before 2015 with the balance distributed in 2015. In addition, following the completion of the REIT conversion, we intend to declare regular distributions to our stockholders.

### *Sources and Uses of Cash*

	Years ended December 31,		
	2013	2012	2011
	(in thousands)		
Net cash provided by operating activities	\$ 604,608	\$ 632,026	\$ 587,320
Net cash used in investing activities	(1,169,313)	(442,873)	(1,499,155)
Net cash provided (used in) by financing activities	574,907	(222,721)	748,728

### *Operating Activities*

The decrease in net cash provided by operating activities during 2013 compared to 2012 was primarily attributed to unfavorable working capital activities, such as \$87.0 million and \$25.3 million, respectively, of higher payments of income taxes and interest expense in 2013, partially offset by improved operating results. The increase in net cash provided by operating activities during 2012 compared to 2011 was primarily due to improved operating results, partially offset by unfavorable working capital activities, such as increased payments of income taxes. Although our collections remain strong, it is possible for some large customer receivables that were anticipated to be collected in one quarter to slip to the next quarter. For example, some large customer receivables that were anticipated to be collected in December 2013 were instead collected in January 2014, which negatively impacted cash flows from operating activities for the year ended December 31, 2013. We expect that we will continue to generate cash from our operating activities throughout 2014 and beyond; however, we expect to pay an increased amount of income taxes until such time that we become a REIT, which will negatively impact the cash we generate from operating activities.

---

[Table of Contents](#)

*Investing Activities*

The increase in net cash used in investing activities during 2013 compared to 2012 was primarily due to \$526.1 million of higher purchases of investments and \$452.3 million of lower sales and maturities of investments, partially offset by \$192.1 million of lower capital expenditures as a result of less expansion activity and \$260.2 million of lower business acquisition spending. The decrease in net cash used in investing activities during 2012 compared to 2011 was primarily due to \$825.7 million of lower purchases of investments, \$320.6 million of higher sales and maturities of investments and \$76.5 million of proceeds from the sale of discontinued operations, partially offset by \$267.5 million of higher business acquisition spending and \$79.1 million of higher capital expenditures. During 2014, we expect that our IBX expansion construction activity will be similar to our 2013 levels. However, if the opportunity to expand is greater than planned and we have sufficient funding to pursue such expansion opportunities, we may increase the level of capital expenditures to support this growth as well as pursue additional business acquisitions, property acquisitions or joint ventures.

*Financing Activities*

The net cash provided by financing activities for 2013 was primarily due to \$1.5 billion of proceeds from the senior notes offering in March 2013, partially offset by \$834.7 million for the redemption of the \$750.0 million 8.125% senior notes, repayments of various debt and purchases of treasury stock. The net cash used in financing activities for 2012 was primarily due to the repayment of our multi-currency credit facility in the Asia-Pacific region and the settlement of the \$250.0 million 2.50% convertible subordinated notes, partially offset by proceeds from the U.S. financing and the ALOG financings. The net cash provided by financing activities for 2011 was primarily due to our \$750.0 million 7.00% senior notes offering in July 2011, partially offset by purchases of treasury stock and repayments of various debt. Going forward, we expect that our financing activities will consist primarily of repayment of our debt and additional financings needed to support expansion opportunities, additional acquisitions or joint ventures, or our conversion to a REIT.

***Debt Obligations – Convertible Debt***

***4.75% Convertible Subordinated Notes.*** In June 2009, we issued \$373.8 million aggregate principal amount of 4.75% convertible subordinated notes due June 15, 2016. Interest is payable semi-annually on June 15 and December 15 of each year and commenced on December 15, 2009. The initial conversion rate is 11.8599 shares of common stock per \$1,000 principal amount of 4.75% convertible subordinated notes, subject to adjustment. This represents an initial conversion price of approximately \$84.32 per share of common stock. Upon conversion, holders will receive, at our election, cash, shares of our common stock or a combination of cash and shares of our common stock.

Holders of the 4.75% convertible subordinated notes were eligible to convert their notes during the year ended December 31, 2013 and are eligible to convert their notes during the three months ending March 31, 2014, since the stock price condition conversion clause was met during the applicable periods. As of December 31, 2013, had the holders of the 4.75% convertible subordinated notes converted their notes, the 4.75% convertible subordinated notes would have been convertible into a maximum of 4.4 million shares of our common stock.

Upon conversion, if we elected to pay a sufficiently large portion of the conversion obligation in cash, additional consideration beyond the \$373.8 million of gross proceeds received would be required. However, to minimize the impact of potential dilution upon conversion of the 4.75% convertible subordinated notes, we entered into capped call transactions, which are referred to as the capped call, separate from the issuance of the 4.75% convertible subordinated notes, for which we paid a premium of \$49.7 million. The capped call covers a total of approximately 4.4 million shares of our common stock, subject to adjustment. Under the capped call, we effectively raised the conversion price of the 4.75% convertible subordinated notes from \$84.32 to \$114.82. Depending upon our stock price at the time the 4.75% convertible subordinated notes are converted, the capped call will return up to 1.2 million shares of our common stock to us; however, we will receive no benefit from the capped call if our stock price is \$84.32 or lower at the time of conversion and will receive less shares for share prices in excess of \$114.82 at the time of conversion than we would have received at a share price of \$114.82 (our benefit from the capped call is capped at \$114.82, and no additional benefit is received beyond this price).

---

[Table of Contents](#)

We do not have the right to redeem the 4.75% convertible subordinated notes at our option.

We separately accounted for the liability and equity components of our 4.75% convertible subordinated notes in accordance with the accounting standard for convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement). For additional information, see “4.75% Convertible Subordinated Notes” in Note 10 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

*3.00% Convertible Subordinated Notes.* In September 2007, we issued \$396.0 million aggregate principal amount of 3.00% Convertible Subordinated Notes due October 15, 2014. Interest is payable semi-annually on April 15 and October 15 of each year and commenced in April 2008.

Holders of the 3.00% convertible subordinated notes may convert their notes at their option on any day up to and including the business day immediately preceding the maturity date into shares of our common stock. We do not have the right to redeem the 3.00% convertible subordinated notes at our option. The base conversion rate is 7.436 shares of common stock per \$1,000 principal amount of 3.00% convertible subordinated notes, subject to adjustment. This represents a base conversion price of approximately \$134.48 per share of common stock. If, at the time of conversion, the applicable stock price of our common stock exceeds the base conversion price, the conversion rate will be determined pursuant to a formula resulting in the receipt of up to 4.4616 additional shares of common stock per \$1,000 principal amount of the 3.00% convertible subordinated notes, subject to adjustment. However, in no event would the total number of shares issuable upon conversion of the 3.00% convertible subordinated notes exceed 11.8976 per \$1,000 principal amount of 3.00% convertible subordinated notes, subject to anti-dilution adjustments, or the equivalent of \$84.05 per share of our common stock or a total of 4.7 million shares of our common stock. As of December 31, 2013, we expect the holders of the 3.00% convertible subordinated notes to convert their notes into shares of our common stock prior to the notes’ maturity date and the 3.00% convertible subordinated notes were convertible into 3.4 million shares of our common stock.

### ***Debt Obligations – Non-Convertible Debt***

#### *Senior Notes*

*4.875% Senior Notes and 5.375% Senior Notes.* In March 2013, we issued \$1.5 billion aggregate principal amount of senior notes, which consist of \$500.0 million aggregate principal amount of 4.875% senior notes due April 1, 2020 and \$1.0 billion aggregate principal amount of 5.375% senior notes due April 1, 2023. Interest on both the 4.875% senior notes and the 5.375% senior notes is payable semi-annually on April 1 and October 1 of each year and commenced on October 1, 2013.

The 4.875% senior notes and the 5.375% senior notes are governed by separate indentures dated March 5, 2013, which are referred to as the senior notes indentures, between us, as issuer, and U.S. Bank National Association, as trustee (the “Senior Notes Indentures”). The senior notes indentures contain covenants that limit our ability and the ability of our subsidiaries to, among other things:

- incur additional debt;
- pay dividends or make other restricted payments;
- purchase, redeem or retire capital stock or subordinated debt;
- make asset sales;
- enter into transactions with affiliates;
- incur liens;
- enter into sale-leaseback transactions;
- provide subsidiary guarantees;
- make investments; and
- merge or consolidate with any other person.

---

[Table of Contents](#)

Each of these restrictions has a number of important qualifications and exceptions. The 4.875% senior notes and the 5.375% senior notes are unsecured and rank equal in right of payment with our existing or future senior debt and senior in right of payment to our existing and future subordinated debt. The 4.875% senior notes and the 5.375% senior notes are effectively junior to our secured indebtedness and indebtedness of our subsidiaries.

At any time prior to April 1, 2016, we may on any one or more occasions redeem up to 35% of the aggregate principal amount of the 4.875% senior notes outstanding at a redemption price equal to 104.875% of the principal amount of the 4.875% senior notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date, with the net cash proceeds of one or more equity offerings; provided that (i) at least 65% of the aggregate principal amount of the 4.875% senior notes issued under the 4.875% senior notes indenture remains outstanding immediately after the occurrence of such redemption (excluding the 4.875% senior notes held by us and our subsidiaries); and (ii) the redemption must occur within 90 days of the date of the closing of such equity offering.

On or after April 1, 2017, we may redeem all or a part of the 4.875% senior notes, on any one or more occasions, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, to, but not including, the applicable redemption date, if redeemed during the twelve-month period beginning on April 1 of the years indicated below:

	<u>Redemption price of the 4.875% Senior Notes</u>
2017	102.438%
2018	101.219%
2019 and thereafter	100.000%

At any time prior to April 1, 2017, we may also redeem all or a part of the 4.875% senior notes at a redemption price equal to 100% of the principal amount of the 4.875% senior notes redeemed plus an applicable premium, which is referred to as the 4.875% senior notes applicable premium, and accrued and unpaid interest, if any, to, but not including, the date of redemption, which is referred to as the 4.875% senior notes redemption date. The 4.875% senior notes applicable premium means the greater of:

- 1.0% of the principal amount of the 4.875% senior notes; and
- the excess of: (a) the present value at such redemption date of (i) the redemption price of the 4.875% senior notes at April 1, 2017 as shown in the above table, plus (ii) all required interest payments due on the 4.875% senior notes through April 1, 2017 (excluding accrued but unpaid interest, if any, to, but not including the 4.875% senior notes redemption date), computed using a discount rate equal to the yield to maturity of the U.S. Treasury securities with a constant maturity most nearly equal to the period from the 4.875% senior notes redemption date to April 1, 2017, plus 0.50%; over (b) the principal amount of the 4.875% senior notes.

At any time prior to April 1, 2016, we may on any one or more occasions redeem up to 35% of the aggregate principal amount of the 5.375% senior notes outstanding at a redemption price equal to 105.375% of the principal amount of the 5.375% senior notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date, with the net cash proceeds of one or more equity offerings; provided that (i) at least 65% of the aggregate principal amount of the 5.375% senior notes issued under the 5.375% senior notes indenture remains outstanding immediately after the occurrence of such redemption (excluding the 5.375% senior notes held by us and our subsidiaries); and (ii) the redemption must occur within 90 days of the date of the closing of such equity offering.



---

[Table of Contents](#)

On or after April 1, 2018, we may redeem all or a part of the 5.375% senior notes, on any one or more occasions, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, to, but not including, the applicable redemption date, if redeemed during the twelve-month period beginning on April 1 of the years indicated below:

	<u>Redemption price of the 5.375% Senior Notes</u>
2018	102.688%
2019	101.792%
2020	100.896%
2021 and thereafter	100.000%

At any time prior to April 1, 2018, we may also redeem all or a part of the 5.375% senior notes at a redemption price equal to 100% of the principal amount of the 5.375% senior notes redeemed plus an applicable premium, which is referred to as the 5.375% senior notes applicable premium, and accrued and unpaid interest, if any, to, but not including, the date of redemption, which is referred to as the 5.375% senior notes redemption date. The 5.375% senior notes applicable premium means the greater of:

- 1.0% of the principal amount of the 5.375% senior notes; and
- the excess of: (a) the present value at such redemption date of (i) the redemption price of the 5.375% senior notes at April 1, 2018 as shown in the above table, plus (ii) all required interest payments due on the 5.375% senior notes through April 1, 2018 (excluding accrued but unpaid interest, if any, to, but not including the 5.375% senior notes redemption date), computed using a discount rate equal to the yield to maturity of the U.S. Treasury securities with a constant maturity most nearly equal to the period from the 5.375% senior notes redemption date to April 1, 2018, plus 0.50%; over (b) the principal amount of the 5.375% senior notes.

Debt issuance costs related to the 4.875% senior notes and 5.375% senior notes, net of amortization, were \$18.5 million as of December 31, 2013.

*7.00% Senior Notes.* In July 2011, we issued \$750.0 million aggregate principal amount of 7.00% senior notes due July 15, 2021, which are referred to as the 7.00% senior notes. Interest is payable semi-annually in arrears on January 15 and July 15 of each year and commenced on January 15, 2012.

The 7.00% senior notes are unsecured and rank equal in right of payment to our existing or future senior debt and senior in right of payment to our existing and future subordinated debt. The 7.00% senior notes are effectively junior to any of our existing and future secured indebtedness and any indebtedness of our subsidiaries. The 7.00% senior notes are also structurally subordinated to all debt and other liabilities (including trade payables) of our subsidiaries and will continue to be subordinated to the extent that these subsidiaries do not guarantee the 7.00% senior notes in the future.

The 7.00% Senior Notes are governed by an indenture which contains covenants that limit the Company's ability and the ability of its subsidiaries to, among other things:

- incur additional debt;
- pay dividends or make other restricted payments;
- purchase, redeem or retire capital stock or subordinated debt;
- make asset sales;
- enter into transactions with affiliates;
- incur liens;
- enter into sale-leaseback transactions;
- provide subsidiary guarantees;
- make investments; and
- merge or consolidate with any other person.

---

[Table of Contents](#)

At any time prior to July 15, 2014, we may on any one or more occasions redeem up to 35% of the aggregate principal amount of the 7.00% senior notes outstanding at a redemption price equal to 107.000% of the principal amount of the 7.00% senior notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date, with the net cash proceeds of one or more equity offerings, provided that (i) at least 65% of the aggregate principal amount of the 7.00% senior notes issued remains outstanding immediately after the occurrence of such redemption and (ii) the redemption must occur within 90 days of the date of the closing of such equity offerings. On or after July 15, 2016, we may redeem all or a part of the 7.00% senior notes, on any one or more occasions, at the redemption prices set forth below plus accrued and unpaid interest thereon, if any, up to, but not including, the applicable redemption date, if redeemed during the twelve-month period beginning on July 15 of the years indicated below:

	<u>Redemption price of the Senior Notes</u>
2016	103.500%
2017	102.333%
2018	101.167%
2019 and thereafter	100.000%

In addition, at any time prior to July 15, 2016, we may also redeem all or a part of the 7.00% senior notes at a redemption price equal to 100% of the principal amount of the 7.00% senior notes redeemed plus a premium, which is referred to as the applicable premium, and accrued and unpaid interest, if any, to, but not including, the date of redemption, which is referred to as the redemption date. The applicable premium means the greater of:

- 1.0% of the principal amount of the 7.00% senior notes to be redeemed; and
- the excess of: (a) the present value at such redemption date of (i) the redemption price of the 7.00% senior notes to be redeemed at July 15, 2016 as shown in the above table, plus (ii) all required interest payments due on these 7.00% senior notes through July 15, 2016 (excluding accrued but unpaid interest, if any, to, but not including the redemption date), computed using a discount rate equal to the yield to maturity as of the redemption date of the U.S. Treasury securities with a constant maturity most nearly equal to the period from the redemption date to July 15, 2016, plus 0.50%; over (b) the principal amount of the 7.00% senior notes to be redeemed.

Upon a change in control, we will be required to make an offer to purchase each holder's 7.00% senior notes at a purchase price equal to 101% of the principal amount thereof plus accrued and unpaid interest to the date of purchase.

Debt issuance costs related to the 7.00% senior notes, net of amortization, were \$10.7 million as of December 31, 2013.

*8.125% Senior Notes.* In February 2010, we issued \$750.0 million aggregate principal amount of 8.125% senior notes due March 1, 2018. The indenture governing the 8.125% senior notes permitted us to redeem the 8.125% senior notes at the redemption prices set forth in the 8.125% senior notes indenture plus accrued and unpaid interest to, but not including the redemption date.

In April 2013, we redeemed all of the 8.125% senior notes and incurred a loss on debt extinguishment. See Note 10 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

---

[Table of Contents](#)

*Loans Payable*

*U.S. Financing.* In June 2012, we entered into a credit agreement with a group of lenders for a \$750.0 million credit facility, referred to as the U.S. financing, comprised of a \$200.0 million term loan facility, referred to as the U.S. term loan, and a \$550.0 million multicurrency revolving credit facility, referred to as the U.S. revolving credit line. The U.S. financing contains several financial covenants with which we must comply on a quarterly basis, including a maximum senior leverage ratio covenant, a minimum fixed charge coverage ratio covenant and a minimum tangible net worth covenant. The U.S. financing is guaranteed by certain of our domestic subsidiaries and is secured by our and the guarantors' accounts receivable as well as pledges of the equity interests of certain of our direct and indirect subsidiaries. The U.S. term loan and U.S. revolving credit line both have a five-year term, subject to the satisfaction of certain conditions with respect to our outstanding convertible subordinated notes. We are required to repay the principal balance of the U.S. term loan in equal quarterly installments over the term. The U.S. term loan bears interest at a rate based on LIBOR or, at our option, the base rate, which is defined as the highest of (a) the Federal Funds Rate plus 1/2 of 1%, (b) the Bank of America prime rate and (c) one-month LIBOR plus 1.00%, plus, in either case, a margin that varies as a function of our senior leverage ratio in the range of 1.25%-2.00% per annum if we elect to use the LIBOR index and in the range of 0.25%-1.00% per annum if we elect to use the base rate index. In July 2012, we fully utilized the U.S. term loan and used the funds to prepay the outstanding balance of and terminate a multi-currency credit facility in our Asia-Pacific region. The U.S. revolving credit line allows us to borrow, repay and reborrow over the term. The U.S. revolving credit line provides a sublimit for the issuance of letters of credit of up to \$150.0 million at any one time. We may use the U.S. revolving credit line for working capital, capital expenditures, issuance of letters of credit, and other general corporate purposes. Borrowings under the U.S. revolving credit line bear interest at a rate based on LIBOR or, at our option, the base rate, as defined above, plus, in either case, a margin that varies as a function of our senior leverage ratio in the range of 0.95%-1.60% per annum if we elect to use the LIBOR index and in the range of 0.00%-0.60% per annum if we elect to use the base rate index. We are required to pay a quarterly letter of credit fee on the face amount of each letter of credit, which fee is based on the same margin that applies from time to time to LIBOR-indexed borrowings under the U.S. revolving credit line. We are also required to pay a quarterly facility fee ranging from 0.30%-0.40% per annum of the U.S. revolving credit line, regardless of the amount utilized, which fee also varies as a function of our senior leverage ratio.

In February 2013, the U.S. financing was amended to modify certain definitions of items used in the calculation of the financial covenants with which we must comply on a quarterly basis to exclude the write-off of any unamortized debt issuance costs that were incurred in connection with the issuance of the 8.125% senior notes; to exclude one-time transaction costs, fees, premiums and expenses incurred by us in connection with the issuance of the 4.875% senior notes and 5.375% senior notes and the redemption of the 8.125% senior notes; and to exclude the 8.125% senior notes from the calculation of total leverage for the period ended March 31, 2013, provided that certain conditions in connection with the redemption of the 8.125% senior notes were satisfied. The amendment also postponed the step-down of the maximum senior leverage ratio covenant from the three months ended March 31, 2013 to the three months ended September 30, 2013.

In September 2013, the U.S. financing was further amended. Among other changes, the amendment (i) modified certain covenants to accommodate our planned conversion to a REIT, and related matters; (ii) replaced the maximum senior leverage ratio covenant with a maximum senior net leverage ratio covenant and modified the minimum fixed charge coverage ratio and tangible net worth covenants; (iii) modified certain defined terms used in the calculation of the financial covenants to exclude certain expenses incurred by us in connection with our planned REIT conversion; and (iv) permits us to request an increase to the U.S. revolving credit line of up to an additional \$250.0 million, subject to various conditions including the receipt of lender commitments.

As of December 31, 2013, we had \$140.0 million outstanding under the U.S. term loan with an effective interest rate of 2.17% per annum. As of December 31, 2013, we had 17 irrevocable letters of credit totaling \$33.2 million issued and outstanding under the U.S. Revolving Credit Line. As a result, the amount available to us to borrow under the U.S. revolving credit line was \$516.8 million as of December 31, 2013. As of December 31, 2013, we were in compliance with all covenants of the U.S. financing. Debt issuance costs related to the U.S. financing, net of amortization, were \$8.0 million as of December 31, 2013.

---

[Table of Contents](#)

*ALOG Financings.* In June 2012, ALOG completed a 100.0 million Brazilian real borrowing agreement, or approximately \$48.8 million, referred to as the 2012 ALOG financing. The 2012 ALOG financing has a five-year term with semi-annual principal payments beginning in the third year of its term and quarterly interest payments during the entire term. The 2012 ALOG financing bears an interest rate of 2.75% above the local borrowing rate. The 2012 ALOG financing contains financial covenants, which ALOG must comply with annually, consisting of a leverage ratio and a fixed charge coverage ratio. As of December 31, 2013, we were in compliance with all financial covenants under the 2012 ALOG financing. The 2012 ALOG financing is not guaranteed by ALOG or us. The 2012 ALOG financing is not secured by ALOG's or our assets. The 2012 ALOG financing has a final maturity date of June 2017. In September 2012, ALOG fully utilized the 2012 ALOG financing and used a portion of the funds to prepay and terminate ALOG loans payable outstanding. As of December 31, 2013, the effective interest rate under the 2012 ALOG financing was 12.52% per annum.

In November 2013, ALOG completed a 60.3 million Brazilian real borrowing agreement, or approximately \$25.5 million, referred to as the 2013 ALOG financing. The 2013 ALOG financing has a five-year term with semi-annual principal payments beginning in the third year of its term and semi-annual interest payments during the entire term. The 2013 ALOG Financing bears an interest rate of 2.25% above the local borrowing rate. The 2013 ALOG Financing contains financial covenants, which ALOG must comply with annually, consisting of a leverage ratio and a fixed charge coverage ratio. As of December 31, 2013, we were in compliance with all financial covenants under the 2013 ALOG financing. The 2013 ALOG financing is not guaranteed by ALOG or us. The 2013 ALOG financing is not secured by ALOG's or our assets. The 2013 ALOG financing has a final maturity date of November 2018. During the three months ended December 31, 2013, ALOG fully utilized the 2013 ALOG financing. As of December 31, 2013, the effective interest rate under the 2013 ALOG financing was 12.24% per annum.

*Capital Lease and Other Financing Obligations*

We have numerous capital lease and other financing obligations with maturity dates ranging from 2015 to 2053 under which a total principal balance of \$931.2 million remained outstanding as of December 31, 2013 with a weighted average effective interest rate of 7.89%. For further information on our capital leases and other financing obligations, see "Capital Leases and Other Financing Obligations" in Note 9 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Contractual Obligations and Off-Balance-Sheet Arrangements**

We lease a majority of our IBX data centers and certain equipment under non-cancelable lease agreements expiring through 2053. The following represents our debt maturities, financings, leases and other contractual commitments as of December 31, 2013 (in thousands):

	2014	2015	2016	2017	2018	Thereafter	Total
Convertible debt(1)	\$ 395,986	\$ —	\$ 373,724	\$ —	\$ —	\$ —	\$ 769,710
Senior notes(2)	—	—	—	—	—	2,250,000	2,250,000
U.S. term loan(2)	40,000	40,000	40,000	20,000	—	—	140,000
ALOG financings(2)	12,096	15,742	19,389	13,346	7,309	—	67,882
ALOG loans payable(2)	—	342	411	411	410	68	1,642
Mortgage payable(2)	1,221	1,274	1,330	1,387	1,447	36,838	43,497
Other loan payable(2)	65	—	—	—	—	—	65
Paris 4 IBX financing(3)	122	—	—	—	—	—	122
Interest(4)	169,032	157,479	145,945	134,313	132,838	441,351	1,180,958
Capital lease and other financing obligations (5)	85,386	94,865	99,663	100,681	105,009	1,187,512	1,673,116
Operating leases(6)	91,658	81,848	79,806	75,692	72,817	552,357	954,178
Other contractual commitments(7)	299,079	39,133	1,141	1,000	285	4,346	344,984
Asset retirement obligations(8)	4,339	1,984	540	7,714	3,241	41,730	59,548
ALOG acquisition contingent consideration (9)	1,757	2,021	2,926	—	—	—	6,704
Redeemable non-controlling interests	123,902	—	—	—	—	—	123,902
	<u>\$ 1,224,643</u>	<u>\$ 434,688</u>	<u>\$ 764,875</u>	<u>\$ 354,544</u>	<u>\$ 323,356</u>	<u>\$ 4,514,202</u>	<u>\$ 7,616,308</u>

- (1) Represents principal only. As of December 31, 2013, had the holders of the 3.00% convertible subordinated notes due 2014 converted their notes, the 3.00% convertible subordinated notes would have been convertible into approximately 3.4 million shares of our common stock, which would have a total value of \$598.1 million based on the closing price of our common stock on December 31, 2013. As of December 31, 2013, had the holders of the 4.75% convertible subordinated notes due 2016 converted their notes, the 4.75% convertible subordinated notes would have been convertible into approximately 4.4 million shares of our common stock, which would have a total value of \$786.5 million based on the closing price of our common stock on December 31, 2013.
- (2) Represents principal only.
- (3) Represents total payments to be made under two agreements to purchase and develop the Paris 4 IBX center.
- (4) Represents interest on ALOG financings, convertible debt, mortgage payable, senior notes and U.S. term loan based on their approximate interest rates as of December 31, 2013.
- (5) Represents principal and interest.
- (6) Represents minimum operating lease payments, excluding potential lease renewals.
- (7) Represents unaccrued contractual commitments. Other contractual commitments are described below.
- (8) Represents liability, net of future accretion expense.
- (9) Represents unaccrued ALOG acquisition contingent consideration, subject to reduction for any post-closing balance sheet adjustments and any claims for indemnification, and includes the portion of the contingent consideration that will be funded by Riverwood Capital L.P., who has an indirect, non-controlling equity interest in ALOG. As of December 31, 2013, we accrued approximately \$419 of ALOG acquisition contingent consideration.

In connection with certain of our leases and other contracts requiring deposits, we entered into 17 irrevocable letters of credit totaling \$33.2 million under the senior revolving credit line. These letters of credit were provided in lieu of cash deposits under the senior revolving credit line. If the landlords for these IBX leases decide to draw down on these letters of credit triggered by an event of default under the lease, we will be required to fund these letters of credit either through cash collateral or borrowing under the senior revolving credit line. These contingent commitments are not reflected in the table above.

We had accrued liabilities related to uncertain tax positions totaling approximately \$27.1 million as of December 31, 2013. These liabilities, which are reflected on our balance sheet, are not reflected in the table above since it is unclear when these liabilities will be paid.

Primarily as a result of our various IBX data center expansion projects, as of December 31, 2013, we were contractually committed for \$155.1 million of unaccrued capital expenditures, primarily for IBX equipment not yet delivered and labor not yet provided in connection with the work necessary to complete construction and open these IBX data centers prior to making them available to customers for installation. This amount, which is expected to be paid during 2014 and thereafter, is reflected in the table above as "other contractual commitments."

---

[Table of Contents](#)

We had other non-capital purchase commitments in place as of December 31, 2013, such as commitments to purchase power in select locations and other open purchase orders, which contractually bind us for goods or services to be delivered or provided during 2014 and beyond. Such other purchase commitments as of December 31, 2013, which total \$189.8 million, are also reflected in the table above as “other contractual commitments.”

In addition, although we are not contractually obligated to do so, we expect to incur additional capital expenditures of approximately \$230 million to \$270 million, in addition to the \$155.1 million in contractual commitments discussed above as of December 31, 2013, in our various IBX data center expansion projects during 2014 and thereafter in order to complete the work needed to open these IBX data centers. These non-contractual capital expenditures are not reflected in the table above. If we so choose, whether due to economic factors or other considerations, we could delay these non-contractual capital expenditure commitments to preserve liquidity.

*Other Off-Balance-Sheet Arrangements*

We have various guarantor arrangements with both our directors and officers and third parties, including customers, vendors and business partners. As of December 31, 2013, there were no significant liabilities recorded for these arrangements. For additional information, see “Guarantor Arrangements” in Note 15 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Critical Accounting Policies and Estimates**

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the U.S. (“GAAP”). The preparation of our financial statements requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates the accounting policies, assumptions, estimates and judgments to ensure that our consolidated financial statements are presented fairly and in accordance with GAAP. Management bases its assumptions, estimates and judgments on historical experience, current trends and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. However, because future events and their effects cannot be determined with certainty, actual results may differ from these assumptions and estimates, and such differences could be material.

Our significant accounting policies are discussed in Note 1 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K. Management believes that the following critical accounting policies and estimates, among others, are the most critical to aid in fully understanding and evaluating our consolidated financial statements, and they require significant judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain:

- Accounting for income taxes;
- Accounting for business combinations;
- Accounting for impairment of goodwill; and
- Accounting for property, plant and equipment.

---

[Table of Contents](#)

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<p><b>Accounting for Income Taxes.</b></p> <p>Deferred tax assets and liabilities are recognized based on the future tax consequences attributable to temporary differences that exist between the financial statement carrying value of assets and liabilities and their respective tax bases, and operating loss and tax credit carryforwards on a taxing jurisdiction basis. We measure deferred tax assets and liabilities using enacted tax rates that will apply in the years in which we expect the temporary differences to be recovered or paid.</p> <p>The accounting standard for income taxes requires a reduction of the carrying amounts of deferred tax assets by recording a valuation allowance if, based on the available evidence, it is more likely than not (defined by the accounting standard as a likelihood of more than 50%) such assets will not be realized.</p> <p>A tax benefit from an uncertain income tax position may be recognized in the financial statements only if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authority's widely understood administrative practices and precedents.</p>	<p>The valuation of deferred tax assets requires judgment in assessing the likely future tax consequences of events that have been recognized in our financial statements or tax returns. Our accounting for deferred tax consequences represents our best estimate of those future events.</p> <p>In assessing the need for a valuation allowance, we consider both positive and negative evidence related to the likelihood of realization of the deferred tax assets. If, based on the weight of available evidence, it is more likely than not the deferred tax assets will not be realized, we record a valuation allowance. The weight given to the positive and negative evidence is commensurate with the extent to which the evidence may be objectively verified.</p> <p>This assessment, which is completed on a taxing jurisdiction basis, takes into account a number of types of evidence, including the following: 1) the nature, frequency and severity of current and cumulative financial reporting losses, 2) sources of future taxable income and 3) tax planning strategies.</p> <p>In assessing the tax benefit from an uncertain income tax position, the tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information.</p>	<p>As of December 31, 2013 and 2012, we recorded a total of net deferred tax assets of \$95.6 million and net deferred tax liabilities of \$30.1 million, respectively. As of December 31, 2013 and 2012, we had a total valuation allowance of \$31.1 million and \$44.9 million, respectively. During the year ended December 31, 2013, we decided to provide a full valuation allowance against the net deferred tax assets associated with certain foreign operating entities, which resulted in an insignificant income tax expense in our results of operations. During the year ended December 31, 2012, we decided to provide a full valuation allowance against the net deferred tax assets associated with certain foreign operating entities which resulted in an income tax expense of \$5.5 million in our results of operations.</p> <p>Our decisions to release our valuation allowances were based on our belief that the operations of these jurisdictions had achieved a sufficient level of profitability and will sustain a sufficient level of profitability in the future to support the release of these valuation allowances based on relevant facts and circumstances. However, if our assumptions on the future performance of these jurisdictions prove not to be correct and these jurisdictions are not able to sustain a sufficient level of profitability to support the associated deferred tax assets on our consolidated balance sheet, we will have to impair our deferred tax assets through an additional valuation allowance, which would impact our financial position and results of operations in the period such a determination is made.</p> <p>Our remaining valuation allowances as of December 31, 2013 was \$31.1 million and primarily relates to certain of our subsidiaries outside of the U.S. If and when we release our remaining valuation allowances, it will have a favorable impact to our financial position and results of operations in the periods such determinations are made. We will continue to assess the need for our valuation allowances, by country or location, in the future.</p>

---

[Table of Contents](#)

Description	Judgments and Uncertainties	Effect if Actual Results Differ From Assumptions
<p><b>Accounting for Business Combinations</b></p> <p>In accordance with the accounting standard for business combinations, we allocate the purchase price of an acquired business to its identifiable assets and liabilities based on estimated fair values. The excess of the purchase price over the fair value of the assets acquired and liabilities assumed, if any, is recorded as goodwill.</p> <p>We use all available information to estimate fair values. We typically engage outside appraisal firms to assist in the fair value determination of identifiable intangible assets such as customer contracts, leases and any other significant assets or liabilities and contingent consideration. We adjust the preliminary purchase price allocation, as necessary, up to one year after the acquisition closing date if we obtain more information regarding asset valuations and liabilities assumed.</p>	<p>Our purchase price allocation methodology contains uncertainties because it requires assumptions and management’s judgment to estimate the fair value of assets acquired and liabilities assumed at the acquisition date. Management estimates the fair value of assets and liabilities based upon quoted market prices, the carrying value of the acquired assets and widely accepted valuation techniques, including discounted cash flows and market multiple analyses. Our estimates are inherently uncertain and subject to refinement. Unanticipated events or circumstances may occur which could affect the accuracy of our fair value estimates, including assumptions regarding industry economic factors and business strategies.</p>	<p>As of December 31, 2013 and 2012, we had unrecognized tax benefits of \$36.6 million and \$25.0 million, respectively, exclusive of interest and penalties. During the year ended December 31, 2013, the unrecognized tax benefits increased by \$11.6 million primarily due to losses of certain foreign operating entities, which more likely than not, will not benefit the operating entities. During the year ended December 31, 2012, the unrecognized tax benefits decreased by \$9.0 million primarily due to the settlement of a tax audit and the lapse of statutes of limitations in our foreign operations. The unrecognized tax benefits of \$36.6 million as of December 31, 2013, if subsequently recognized, will affect our effective tax rate favorably at the time when such benefits are recognized.</p> <p>During the last three years, we have completed several business combinations, including the Frankfurt Kleyer 90 Carrier Hotel acquisition in October 2013, the Dubai IBX data center acquisition in November 2012, the Asia Tone and ancotel acquisitions in July 2012 and ALOG acquisition in April 2011. Our measurement period for the Frankfurt Kleyer 90 Carrier Hotel acquisition will remain open through the fourth quarter of 2014. The purchase price allocation for the ALOG, Asia Tone and ancotel and Dubai IBX data center acquisitions was completed in the second quarter of 2012, third quarter of 2013 and fourth quarter of 2013, respectively.</p> <p>We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we used to complete the purchase price allocations and the fair value of assets acquired and liabilities assumed. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to losses or gains that could be material, which would be recorded in our statements of operations in 2014.</p>



---

[Table of Contents](#)

<u>Description</u>	<u>Judgments and Uncertainties</u>	<u>Effect if Actual Results Differ From Assumptions</u>
<p><b><i>Accounting for Impairment of Goodwill</i></b></p> <p>In accordance with the accounting standard for goodwill and other intangible assets, we perform goodwill impairment reviews annually, or whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable.</p> <p>During the fourth quarter of 2011, we early adopted the accounting standard update for testing goodwill for impairment. The accounting standard update provides companies with the option to assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If, after assessing the qualitative factors, a company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying value, then performing the two-step impairment test is unnecessary. However, if a company concludes otherwise, then it is required to perform the first step of the two-step goodwill impairment test.</p> <p>During the year ended December 31, 2013, we completed annual goodwill impairment reviews of the Americas reporting unit, the EMEA reporting unit and the Asia-Pacific reporting unit and concluded that there was no impairment as the fair value of these reporting units exceeded their carrying value.</p>	<p>When we elect to perform the first step of the two-step goodwill impairment test, we use both the income and market approach. Under the income approach, we develop a five-year cash flow forecast and use our weighted-average cost of capital applicable to our reporting units as discount rates. This requires assumptions and estimates derived from a review of our actual and forecasted operating results, approved business plans, future economic conditions and other market data. When we elect to perform the goodwill impairment test by assessing qualitative factors determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value requires assumptions and estimates, the assessment also requires assumptions and estimates derived from a review of our actual and forecasted operating results, approved business plans, future economic conditions and other market data.</p> <p>These assumptions require significant management judgment and are inherently subject to uncertainties.</p>	<p>As of December 31, 2013, goodwill attributable to the Americas reporting unit, the EMEA reporting unit and the Asia-Pacific reporting unit was \$471.8 million, \$435.0 million and \$135.3 million, respectively.</p> <p>Future events, changing market conditions and any changes in key assumptions may result in an impairment charge. While we have not recorded an impairment charge against our goodwill to date, the development of adverse business conditions in our Americas, EMEA or Asia-Pacific reporting units, such as higher than anticipated customer churn or significantly increased operating costs, or significant deterioration of our market comparables that we use in the market approach, could result in an impairment charge in future periods.</p> <p>Any potential impairment charge against our goodwill would not exceed the amounts recorded on our consolidated balance sheets.</p>

---

[Table of Contents](#)

<u>Description</u>	<u>Judgments and Uncertainties</u>	<u>Effect if Actual Results Differ From Assumptions</u>
<b><i>Accounting for Property, Plant and Equipment</i></b>		
<p>We have a substantial amount of property, plant and equipment recorded on our consolidated balance sheet. The vast majority of our property, plant and equipment represent the costs incurred to build out or acquire our IBX data centers. Our IBX data centers are long-lived assets. The majority of our IBX data centers are in properties that are leased. We depreciate our property, plant and equipment using the straight-line method over the estimated useful lives of the respective assets (subject to the term of the lease in the case of leased assets or leasehold improvements).</p>	<p>While there are numerous judgments and uncertainties involved in accounting for property, plant and equipment that are significant, arriving at the estimated useful life of an asset requires the most critical judgment for us and changes to these estimates would have the most significant impact on our financial position and results of operations. When we lease a property for our IBX data centers, we generally enter into long-term arrangements with initial lease terms of at least 8-10 years and with renewal options generally available to us. During the next several years, a number of leases for our IBX data centers will come up for renewal. As we start approaching the end of these initial lease terms, we will need to reassess the estimated useful lives of our property, plant and equipment. In addition, we may find that our estimates for the useful lives of non-leased assets may also need to be revised periodically. We periodically review the estimated useful lives of certain of our property, plant and equipment and changes in these estimates in the future are possible.</p>	<p>During the quarter ended December 31, 2012, we revised the estimated useful lives of certain of our property, plant and equipment. As a result, we recorded approximately \$5.0 million of lower depreciation expense for the quarter ended December 31, 2012 due to extending the estimated useful lives of certain of our property, plant and equipment. We undertook this review due to our determination that we were generally using certain of our existing assets longer than originally anticipated and, therefore, the estimated useful lives of certain of our property, plant and equipment has been lengthened. This change was accounted for as a change in accounting estimate on a prospective basis effective October 1, 2012 under the accounting standard for change in accounting estimates. We did not revise the estimated useful lives of our property, plant and equipment during the years ended December 31, 2013 and 2011.</p>
<p>Accounting for property, plant and equipment involves a number of accounting issues including determining the appropriate period in which to depreciate such assets, making assessments for leased properties to determine whether they are capital or operating leases, assessing such assets for potential impairment, capitalizing interest during periods of construction and assessing the asset retirement obligations required for certain leased properties that require us to return the leased properties back to their original condition at the time we decide to exit a leased property.</p>	<p>Another area of judgment for us in connection with our property, plant and equipment is related to lease accounting. Most of our IBX data centers are leased. Each time we enter into a new lease or lease amendment for one of our IBX data centers, we analyze each lease or lease amendment for the proper accounting. This requires certain judgments on our part such as establishing the lease term to include in a lease test, establishing the remaining estimated useful life of the underlying property or equipment and estimating the fair value of the underlying property or equipment. All of these judgments are inherently uncertain. Different assumptions or estimates could result in a different accounting treatment for a lease.</p>	<p>Additionally, during the year ended December 31, 2012, we recorded impairment charges totaling \$9.9 million associated with certain long-lived assets, of which \$7.0 million was associated with property, plant and equipment. No impairment charges were recorded during the years ended December 31, 2013 and 2011.</p>
		<p>As of December 31, 2013 and 2012, we had property, plant and equipment of \$4.6 billion and \$3.9 billion, respectively. During the years ended December 31, 2013, 2012 and 2011, we recorded depreciation expense of \$405.5 million, \$367.0 million and \$314.7 million, respectively. Further changes in our estimated useful lives of our property, plant and equipment could have a significant impact on our results of operations.</p>

---

[Table of Contents](#)

<u>Description</u>	<u>Judgments and Uncertainties</u>	<u>Effect if Actual Results Differ From Assumptions</u>
	The assessment of long-lived assets for impairment requires assumptions and estimates of undiscounted and discounted future cash flows. These assumptions and estimates require significant judgment and are inherently uncertain.	As of December 31, 2013 and 2012, we had property, plant and equipment under capital leases and other financing obligations of \$949.0 million and \$555.7 million, respectively. During the years ended December 31, 2013, 2012 and 2011, we recorded depreciation expense of \$32.5 million, \$18.8 million and \$14.2 million, respectively, related to property, plant and equipment under capital leases and other financing obligations.  Additionally, during the years ended December 31, 2013, 2012 and 2011, we recorded rent expense of \$112.7 million, \$113.3 million and \$111.8 million under operating leases.

**Recent Accounting Pronouncements**

See "Recent Accounting Pronouncements" in Note 1 of Notes to Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Market Risk

The following discussion about market risk involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. We may be exposed to market risks related to changes in interest rates and foreign currency exchange rates and fluctuations in the prices of certain commodities, primarily electricity.

We employ foreign currency forward exchange contracts for the purpose of hedging certain specifically-identified exposures. The use of these financial instruments is intended to mitigate some of the risks associated with fluctuations in currency exchange rates, but does not eliminate such risks. We do not use financial instruments for trading or speculative purposes.

### Investment Portfolio Risk

We maintain an investment portfolio of various holdings, types, and maturities. All of our marketable securities are designated as available-for-sale and, therefore, are recorded on our consolidated balance sheets at fair value with unrealized gains or losses reported as a component of other comprehensive income, net of tax. We consider various factors in determining whether we should recognize an impairment charge for our securities, including the length of time and extent to which the fair value has been less than our cost basis and our intent and ability to hold the investment for a period of time sufficient to allow for any anticipated recovery. The Company anticipates that it will recover the entire cost basis of these securities and has determined that no other-than-temporary impairments associated with credit losses were required to be recognized during the year ended December 31, 2013.

As of December 31, 2013, our investment portfolio of cash equivalents and marketable securities consisted of money market fund investments, U.S. government and agency obligations, commercial paper and certificates of deposits, corporate bonds, and asset backed securities. Excluding the U.S. government holdings, which carry a lower risk and lower return in comparison to other securities in the portfolio, the remaining amount in our investment portfolio that could be susceptible to market risk totaled \$413.1 million.

### Interest Rate Risk

Our primary objective for holding fixed income securities is to achieve an appropriate investment return consistent with preserving principal and managing risk. At any time, a sharp rise in interest rates or credit spreads could have a material adverse impact on the fair value of our fixed income investment portfolio. Securities with longer maturities are subject to a greater interest rate risk than those with shorter maturities. As of December 31, 2013, the average duration of our portfolio was less than one year. An immediate hypothetical shift in the yield curves of plus or minus 50 basis points from their position as of December 31, 2013, could decrease or increase the fair value of our investment portfolio by approximately \$2.0 million to \$3.0 million. This sensitivity analysis assumes a parallel shift of all interest rates, however, interest rates do not always move in such a manner and actual results may differ materially. We monitor our interest rate and credit risk, including our credit exposures to specific rating categories and to individual issuers. There were no impairment charges on our cash equivalents and fixed income securities during the year ended December 31, 2013.

An immediate 10% increase or decrease in current interest rates from their position as of December 31, 2013 would not have a material impact on our debt obligations due to the fixed nature of the majority of our debt obligations. However, the interest expense associated with our U.S. financing and ALOG financings, which bear interest at variable rates could be affected. For every 100 basis point change in interest rates, our annual interest expense could increase or decrease by a total of approximately \$2.1 million based on the total balance of our primary borrowings under the U.S. term loan and the ALOG financings as of December 31, 2013. As of December 31, 2013, we had not employed any interest rate derivative products to help manage our debt obligations. However, we may enter into interest rate hedging agreements in the future to mitigate our exposure to interest rate risk.

---

[Table of Contents](#)

The fair value of our long-term fixed interest rate debt is subject to interest rate risk. Generally, the fair value of fixed interest rate debt will increase as interest rates fall and decrease as interest rates rise. These interest rate changes may affect the fair value of the fixed interest rate debt but do not impact our earnings or cash flows. The fair value of our convertible debt, which is traded in the market, is based on quoted market prices. The fair value of our loans payable, which are not traded in the market, is estimated by considering our credit rating, current rates available to us for debt of the same remaining maturities and the terms of the debt. The following table represents the carrying value and estimated fair value of our loans payable, senior notes and convertible debt as of (in thousands):

	December 31, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Mortgage and loans payable	\$ 253,208	\$ 254,607	\$ 240,962	\$ 238,793
Convertible debt	724,202	1,009,744	708,726	1,144,568
Senior Notes	2,250,000	2,302,290	1,500,000	1,661,400

### Foreign Currency Risk

The majority of our revenue is denominated in U.S. dollars, generated mostly from customers in the U.S. However, approximately 46% of our revenues and 48% of our operating costs are attributable to Brazil, Canada and the EMEA and Asia-Pacific regions and a large portion of those revenues and costs are denominated in a currency other than the U.S. dollar, primarily the Brazilian Reals, Canadian dollar, British pound, Euro, Swiss franc, United Arab Emirates dirham, Australian dollar, Chinese Yuan, Hong Kong dollar, Japanese yen and Singapore dollar. As a result, our operating results and cash flows are impacted by currency fluctuations relative to the U.S. dollar. To protect against certain reductions in value caused by changes in currency exchange rates, we have established a risk management program to offset some of the risk of carrying assets and liabilities denominated in foreign currencies. As a result, we enter into foreign currency forward contracts to manage the risk associated with certain foreign currency-denominated assets and liabilities. Beginning in the fourth quarter of 2013, we entered into foreign currency forward contracts to help manage our exposure to foreign currency exchange rate fluctuations for forecasted revenues and expenses in our EMEA region. Our risk management program reduces, but does not entirely eliminate, the impact of currency exchange rate movements and its impact on the consolidated statements of operations. As of December 31, 2013, the outstanding foreign currency forward contracts had maturities of less than two years.

For the foreseeable future, we anticipate that approximately 40-50% of our revenues and operating costs will continue to be generated and incurred outside of the U.S. in currencies other than the U.S. dollar. During fiscal 2013, the U.S. dollar was generally strong relative to certain of the currencies of the foreign countries in which we operate. This overall strength of the U.S. dollar had a negative impact on our consolidated results of operations because the foreign denominations translated into less U.S. dollars. In future periods, the volatility of the U.S. dollar as compared to the other currencies in which we do business could have a significant impact on our consolidated financial position and results of operations including the amount of revenue that we report in future periods.

We may enter into additional hedging activities in the future to mitigate our exposure to foreign currency risk as our exposure to foreign currency risk continues to increase due to our growing foreign operations; however, we do not currently intend to eliminate all foreign currency transaction exposure.

### Commodity Price Risk

Certain operating costs incurred by us are subject to price fluctuations caused by the volatility of underlying commodity prices. The commodities most likely to have an impact on our results of operations in the event of price changes are electricity, supplies and equipment used in our IBX data centers. We closely monitor the cost of electricity at all of our locations. We have entered into several power contracts to purchase power at fixed prices during 2014 and beyond in certain locations in the U.S., Australia, Brazil, France, Germany, Japan, the Netherlands, Singapore and the United Kingdom.

---

[Table of Contents](#)

In addition, as we are building new, or expanding existing, IBX data centers, we are subject to commodity price risk for building materials related to the construction of these IBX data centers, such as steel and copper. In addition, the lead-time to procure certain pieces of equipment, such as generators, is substantial. Any delays in procuring the necessary pieces of equipment for the construction of our IBX data centers could delay the anticipated openings of these new IBX data centers and, as a result, increase the cost of these projects.

We do not currently employ forward contracts or other financial instruments to address commodity price risk other than the power contracts discussed above.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements and supplementary data required by this Item 8 are listed in Item 15(a)(1) and begin at page F-1 of this Annual Report on Form 10-K.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There is no disclosure to report pursuant to Item 9.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Annual Report on Form 10-K.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on our evaluation under the framework in *Internal Control – Integrated Framework (1992)*, our management concluded that our internal control over financial reporting was effective as of December 31, 2013.

The effectiveness of our internal control over financial reporting as of December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein on page F-1 of this Annual Report on Form 10-K.

---

[Table of Contents](#)

**Limitations on the Effectiveness of Controls**

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed and operated to be effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

**Changes in Internal Control Over Financial Reporting**

There has been no change in our internal controls over financial reporting during the fourth quarter of fiscal 2013 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

**ITEM 9B. OTHER INFORMATION**

There is no disclosure to report pursuant to Item 9B.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information required by this item is incorporated by reference to the Equinix proxy statement for the 2014 Annual Meeting of Stockholders.

We have adopted a Code of Ethics applicable for the Chief Executive Officer and Senior Financial Officers and a Code of Business Conduct. This information is incorporated by reference to the Equinix proxy statement for the 2014 Annual Meeting of Stockholders and is also available on our website, [www.equinix.com](http://www.equinix.com).

**ITEM 11. EXECUTIVE COMPENSATION**

Information required by this item is incorporated by reference to the Equinix proxy statement for the 2014 Annual Meeting of Stockholders.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information required by this item is incorporated by reference to the Equinix proxy statement for the 2014 Annual Meeting of Stockholders.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information required by this item is incorporated by reference to the Equinix proxy statement for the 2014 Annual Meeting of Stockholders.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information required by this item is incorporated by reference to the Equinix proxy statement for the 2014 Annual Meeting of Stockholders.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a)(1) Financial Statements:

<a href="#">Report of Independent Registered Public Accounting Firm</a>	F-1
<a href="#">Consolidated Balance Sheets</a>	F-2
<a href="#">Consolidated Statements of Operations</a>	F-3
<a href="#">Consolidated Statements of Comprehensive Income (Loss)</a>	F-4
<a href="#">Consolidated Statements of Stockholders' Equity and Other Comprehensive Income (Loss)</a>	F-5
<a href="#">Consolidated Statements of Cash Flows</a>	F-6
<a href="#">Notes to Consolidated Financial Statements.</a>	F-7

(a)(2) All schedules have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(a)(3) Exhibits:

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date/ Period End Date	Exhibit	
3.1	Amended and Restated Certificate of Incorporation of the Registrant, as amended to date.	10-K/A	12/31/02	3.1	
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant	8-K	6/14/11	3.1	
3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant	8-K	6/11/13	3.1	
3.4	Certificate of Designation of Series A and Series A-1 Convertible Preferred Stock.	10-K/A	12/31/02	3.3	
3.5	Amended and Restated Bylaws of the Registrant.*				
4.1	Reference is made to Exhibits 3.1, 3.2, 3.3, 3.4 and 3.5.				
4.2	Indenture dated September 26, 2007 by and between Equinix, Inc. and U.S. Bank National Association, as trustee.	8-K	9/26/07	4.4	
4.3	Form of 3.00% Convertible Subordinated Note Due 2014 (see Exhibit 4.2).				
4.4	Indenture dated June 12, 2009 by and between Equinix, Inc. and U.S. Bank National Association, as trustee.	8-K	6/12/09	4.1	
4.5	Form of 4.75% Convertible Subordinated Note Due 2016 (see Exhibit 4.4).				



[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date/ Period End Date	Exhibit	
4.6	Indenture dated July 13, 2011 by and between Equinix, Inc. and U.S. Bank National Association as trustee	8-K	7/13/11	4.1	
4.7	Form of 7.00% Senior Note due 2021 (see Exhibit 4.6)	8-K	7/13/11	4.2	
4.8	Indenture for the 2020 Notes dated March 5, 2013 by and between Equinix, Inc. and U.S. Bank National Association as trustee	8-K	3/5/13	4.1	
4.9	Form of 4.875% Senior Note due 2020 (see Exhibit 4.8)	8-K	3/5/13	4.2	
4.10	Indenture for the 2023 Notes dated March 5, 2013 by and between Equinix, Inc. and U.S. Bank National Association as trustee	8-K	3/5/13	4.3	
4.11	Form of 5.375% Senior Note due 2023 (see Exhibit 4.10)	8-K	3/5/13	4.4	
10.1	Form of Indemnification Agreement between the Registrant and each of its officers and directors.	S-4 (File No. 333-93749)	12/29/99	10.5	
10.2	2000 Equity Incentive Plan, as amended.	10-Q	3/31/12	10.2	
10.3	2000 Director Option Plan, as amended.	10-K	12/31/07	10.4	
10.4	2001 Supplemental Stock Plan, as amended.	10-K	12/31/07	10.5	
10.5	Equinix, Inc. 2004 Employee Stock Purchase Plan, as amended.	S-8 (File No. 333-186873)	2/26/13	99.1	
10.6	Severance Agreement by and between Stephen Smith and Equinix, Inc. dated December 18, 2008.	10-K	12/31/08	10.31	
10.7	Severance Agreement by and between Peter Van Camp and Equinix, Inc. dated December 10, 2008.	10-K	12/31/08	10.32	
10.8	Severance Agreement by and between Keith Taylor and Equinix, Inc. dated December 19, 2008.	10-K	12/31/08	10.33	
10.9	Severance Agreement by and between Peter Ferris and Equinix, Inc. dated December 17, 2008.	10-K	12/31/08	10.34	
10.10	Change in Control Severance Agreement by and between Eric Schwartz and Equinix, Inc. dated December 19, 2008.	10-K	12/31/08	10.35	

---

[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Filing Date/ Period End Date	Exhibit	Filed Herewith
10.11	Confirmation for Base Capped Call Transaction dated as of June 9, 2009 between Equinix, Inc. and Deutsche Bank AG, London Branch.	8-K	6/12/09	10.1	
10.12	Confirmation for Additional Capped Call Transaction dated as of June 9, 2009 between Equinix, Inc. and Deutsche Bank AG, London Branch.	8-K	6/12/09	10.2	
10.13	Master Terms and Conditions for Capped Call Transactions dated as of June 9, 2009 between Equinix, Inc. and Deutsche Bank AG, London Branch.	8-K	6/12/09	10.3	
10.14	Confirmation for Base Capped Call Transaction dated as of June 9, 2009 between Equinix, Inc. and JPMorgan Chase Bank, National Association, London Branch.	8-K	6/12/09	10.4	
10.15	Confirmation for Additional Capped Call Transaction dated as of June 9, 2009 between Equinix, Inc. and JPMorgan Chase Bank, National Association, London Branch.	8-K	6/12/09	10.5	
10.16	Master Terms and Conditions for Capped Call Transactions dated as of June 9, 2009 between Equinix, Inc. and JPMorgan Chase Bank, National Association, London Branch.	8-K	6/12/09	10.6	
10.17	Confirmation for Base Capped Call Transaction dated as of June 9, 2009 between Equinix, Inc. and Goldman, Sachs & Co.	8-K	6/12/09	10.7	
10.18	Confirmation for Additional Capped Call Transaction dated as of June 9, 2009 between Equinix, Inc. and Goldman, Sachs & Co.	8-K	6/12/09	10.8	
10.19	Master Terms and Conditions for Capped Call Transactions dated as of June 9, 2009 between Equinix, Inc. and Goldman, Sachs & Co.	8-K	6/12/09	10.9	

[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date/ Period End Date	Exhibit	
10.20	Switch & Data 2007 Stock Incentive Plan.	S-1/A (File No. 333- 137607) filed by Switch & Data Facilities Company, Inc.	2/5/07	10.9	
10.21	Change in Control Severance Agreement by and between Charles Meyers and Equinix, Inc. dated September 30, 2010.	10-Q	9/30/10	10.42	
10.22	Form of amendment to existing severance agreement between the Registrant and each of Messrs. Ferris, Meyers, Smith, Taylor and Van Camp.	10-K	12/31/10	10.33	
10.23	Letter amendment, dated December 14, 2010, to Change in Control Severance Agreement, dated December 18, 2008, and letter agreement relating to expatriate benefits, dated April 22, 2008, as amended, by and between the Registrant and Eric Schwartz.	10-K	12/31/10	10.34	
10.24	Form of Restricted Stock Unit Agreement for CEO and CFO.	10-Q	3/31/11	10.34	
10.25	Form of Restricted Stock Unit Agreement for all other Section 16 officers.	10-Q	3/31/11	10.35	
10.26	Form of 2012 Revenue/Adjusted EBITDA Restricted Stock Unit Agreement for CEO and CFO.	10-Q	3/31/12	10.38	
10.27	Form of 2012 Revenue/Adjusted EBITDA Restricted Stock Unit Agreement for all other Section 16 officers.	10-Q	3/31/12	10.39	
10.28	Form of 2012 TSR Restricted Stock Unit Agreement for CEO and CFO.	10-Q	3/31/12	10.40	
10.29	Form of 2012 TSR Restricted Stock Unit Agreement for all other Section 16 officers.	10-Q	3/31/12	10.41	
10.30	Credit Agreement, by and among Equinix, Inc., as borrower, Equinix Operating Co., Inc., Equinix Pacific, Inc., Switch & Data Facilities Company, Inc., Switch & Data Holdings, Inc. and Equinix Services, Inc., as guarantors, the Lenders (defined therein), Bank of America, N.A., as administrative agent, a Lender and L/C issuer, Wells Fargo Bank, National Association, as syndication agent, the Co-Documentation Agents (defined therein) and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as sole lead arranger and sole book manager, dated June 28, 2012.	10-Q	6/30/12	10.39	

---

[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date/ Period End Date	Exhibit	
10.31	English Translation of Shareholders' Agreement, dated as of October 31, 2012, among Equinix South America Holdings, LLC, RW Brasil Fundo de Investimento em Participações, Sidney Victor da Costa Breyer and Antonio Eduardo Zago de Carvalho, and as intervening party, Alog Soluções de Tecnologia em Informática s.a., and, for the limited purposes set forth herein, Equinix, Inc., Riverwood Capital L.P., Riverwood Capital Partners L.P., Riverwood Capital Partners (Parallel – A) L.P. and Riverwood Capital Partners (Parallel – B) L.P.	10-K	12/31/12	10.39	
10.32	Lease Agreement, by and between 271 Front Inc. and Equinix Canada Ltd., dated November 30, 2012.	10-K	12/31/12	10.40	
10.33	Indemnity Agreement, by Equinix, Inc. in favor of 271 Front Inc., dated November 30, 2012.	10-K	12/31/12	10.41	
10.34	Third Amendment to Credit Agreement by and among Equinix, Inc., the lenders party thereto, and Bank of America, N.A., as Administrative Agent and L/C Issuer thereunder, dated as of February 27, 2013.	8-K	3/5/13	10.1	
10.35	Offer Letter from Equinix, Inc. to Sara Baack dated July 31, 2012.	10-Q	3/31/13	10.42	
10.36	Restricted Stock Unit Agreement for Sara Baack under the Equinix, Inc. 2000 Equity Incentive Plan.	10-Q	3/31/13	10.43	
10.37	Change in Control Severance Agreement by and between Sara Baack and Equinix, Inc. dated July 31, 2012.	10-Q	3/31/13	10.44	
10.38	Equinix, Inc. 2013 Incentive Plan.	10-Q	3/31/13	10.45	

[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date/ Period End Date	Exhibit	
10.39	Form of Revenue/Adjusted EBITDA Restricted Stock Unit Agreement for CEO and CFO.	10-Q	3/31/13	10.46	
10.40	Form of Revenue/Adjusted EBITDA Restricted Stock Unit Agreement for all other Section 16 officers.	10-Q	3/31/13	10.47	
10.41	Form of TSR Restricted Stock Unit Agreement for CEO and CFO.	10-Q	3/31/13	10.48	
10.42	Form of TSR Restricted Stock Unit Agreement for all other Section 16 officers.	10-Q	3/31/13	10.49	
10.43	Agreement to Develop and Lease, by and between Equinix Singapore Pte Ltd and Mapletree Industrial Trust, dated March 27, 2013.	10-Q	3/31/13	10.50	
10.44	International Long-Term Assignment Letter by and between Equinix, Inc. and Eric Schwartz, dated May 21, 2013.	10-Q	6/30/13	10.51	
10.45	Fourth Amendment, Consent, Limited Release and Substitution Agreement to Credit Agreement by and among Equinix, Inc., the lenders party thereto, and Bank of America, N.A., as Administrative Agent and L/C Issuer thereunder, dated as of May 31, 2013.	10-Q	6/30/13	10.52	
10.46	Fifth Amendment to Credit Agreement by and among Equinix, Inc., the lenders party thereto, and Bank of America, N.A., as Administrative Agent and L/C Issuer thereunder, dated as of September 26, 2013.	10-Q	9/30/13	10.53	
10.47	Employment Agreement by and between Equinix (EMEA) B.V. and Eric Schwartz, dated as of August 7, 2013.	10-Q	9/30/13	10.54	
10.48	Restricted Stock Unit Agreement dated August 14, 2013 for Charles Meyers under the Equinix, Inc. 2000 Equity Incentive Plan.	10-Q	9/30/13	10.55	
18.2	Preferable Accounting Principles Letter from Pricewaterhouse Coopers LLP, Independent Registered Public Accounting Firm, dated April 24, 2013.	10-Q	3/31/13	18.2	
21.1	Subsidiaries of Equinix, Inc.				X
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.				X

---

[Table of Contents](#)

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	Filing Date/ Period End Date	Exhibit	Filed Herewith
31.1	Chief Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Chief Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Chief Executive Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2	Chief Financial Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	XBRL Instance Document.				X
101.SCH	XBRL Taxonomy Extension Schema Document.				X
101.CAL	XBRL Taxonomy Extension Calculation Document.				X
101.DEF	XBRL Taxonomy Extension Definition Document.				X
101.LAB	XBRL Taxonomy Extension Labels Document.				X
101.PRE	XBRL Taxonomy Extension Presentation Document.				X

\* Filed to correct a scribner's error in previously-filed version.

(b) Exhibits.

See (a) (3) above.

(c) Financial Statement Schedule.

See (a) (2) above.



**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Document</b>
3.5	Amended and Restated Bylaws of the Registrant.*
21.1	Subsidiaries of Equinix, Inc.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
31.1	Chief Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Chief Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Chief Executive Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Chief Financial Officer Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Document.
101.DEF	XBRL Taxonomy Extension Definition Document.
101.LAB	XBRL Taxonomy Extension Labels Document.
101. PRE	XBRL Taxonomy Extension Presentation Document.

\* Filed to correct a scribner's error in previously-filed version.



**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and  
Shareholders of Equinix, Inc.:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Equinix, Inc. (the “Company”) and its subsidiaries at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, and on the Company’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
San Jose, CA  
February 28, 2014

**EQUINIX, INC.**  
**Consolidated Balance Sheets**  
**(in thousands, except share and per share data)**

	December 31,	
	2013	2012 (as revised)
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 261,894	\$ 252,213
Short-term investments	369,808	166,492
Accounts receivable, net of allowance for doubtful accounts of \$6,640 and \$3,716	184,840	163,840
Other current assets	72,118	57,547
Total current assets	888,660	640,092
Long-term investments	398,390	127,819
Property, plant and equipment, net	4,591,650	3,915,738
Goodwill	1,042,153	1,042,564
Intangible assets, net	184,182	201,562
Other assets	387,324	208,022
Total assets	<u>\$ 7,492,359</u>	<u>\$ 6,135,797</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 263,223	\$ 268,853
Accrued property, plant and equipment	64,601	63,509
Current portion of capital lease and other financing obligations	17,214	15,206
Current portion of mortgage and loans payable	53,508	52,160
Other current liabilities	147,958	149,344
Total current liabilities	546,504	549,072
Capital lease and other financing obligations, less current portion	914,032	545,853
Mortgage and loans payable, less current portion	199,700	188,802
Convertible debt	724,202	708,726
Senior notes	2,250,000	1,500,000
Other liabilities	274,955	245,725
Total liabilities	4,909,393	3,738,178
Redeemable non-controlling interests (Note 11)	123,902	84,178
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Preferred stock, \$0.001 par value per share; 100,000,000 shares authorized in 2013 and 2012; zero shares issued and outstanding in 2013 and 2012	—	—
Common stock, \$0.001 par value per share; 300,000,000 shares authorized in 2013 and 2012; 50,233,224 issued and 49,589,008 outstanding in 2013 and 49,139,851 issued and 48,776,108 outstanding in 2012	50	49
Additional paid-in capital	2,693,887	2,582,238
Treasury stock, at cost; 644,216 shares in 2013 and 363,743 shares in 2012	(84,663)	(36,676)
Accumulated other comprehensive loss	(113,767)	(101,042)
Accumulated deficit	(36,443)	(131,128)
Total stockholders' equity	2,459,064	2,313,441
Total liabilities, redeemable non-controlling interests and stockholders' equity	<u>\$ 7,492,359</u>	<u>\$ 6,135,797</u>

See accompanying notes to consolidated financial statements.

**EQUINIX, INC.**  
**Consolidated Statements of Operations**  
**(in thousands, except per share data)**

	Years ended December 31,		
	2013	2012 (as revised)	2011 (as revised)
Revenues	\$2,152,766	\$1,887,376	\$1,565,625
Costs and operating expenses:			
Cost of revenues	1,064,403	944,617	829,024
Sales and marketing	246,623	202,914	158,347
General and administrative	374,790	328,266	265,554
Restructuring charges	(4,837)	—	3,481
Impairment charges	—	9,861	—
Acquisition costs	10,855	8,822	3,297
Total costs and operating expenses	<u>1,691,834</u>	<u>1,494,480</u>	<u>1,259,703</u>
Income from operations	460,932	392,896	305,922
Interest income	3,387	3,466	2,280
Interest expense	(248,792)	(200,328)	(181,303)
Other income (expense)	5,253	(2,208)	2,821
Loss on debt extinguishment	(108,501)	(5,204)	—
Income from continuing operations before income taxes	112,279	188,622	129,720
Income tax expense	(16,156)	(58,564)	(37,347)
Net income from continuing operations	96,123	130,058	92,373
Discontinued operations, net of tax (Note 5):			
Net income from discontinued operations	—	1,234	1,009
Gain on sale of discontinued operations	—	11,852	—
Net income	96,123	143,144	93,382
Net (income) loss attributable to redeemable non-controlling interests	(1,438)	(3,116)	1,394
Net income attributable to Equinix	<u>\$ 94,685</u>	<u>\$ 140,028</u>	<u>\$ 94,776</u>
Earnings per share (“EPS”) attributable to Equinix (Note 4):			
Basic EPS from continuing operations	\$ 1.92	\$ 2.65	\$ 1.75
Basic EPS from discontinued operations	—	0.27	0.02
Basic EPS	<u>\$ 1.92</u>	<u>\$ 2.92</u>	<u>\$ 1.77</u>
Weighted-average shares	49,438	48,004	46,956
Diluted EPS from continuing operations	\$ 1.89	\$ 2.58	\$ 1.72
Diluted EPS from discontinued operations	—	0.25	0.02
Diluted EPS	<u>\$ 1.89</u>	<u>\$ 2.83</u>	<u>\$ 1.74</u>
Weighted-average shares	<u>50,116</u>	<u>51,816</u>	<u>47,898</u>

See accompanying notes to consolidated financial statements.

**EQUINIX, INC.**  
**Consolidated Statements of Comprehensive Income**  
**(in thousands)**

	Years ended December 31,		
	2013	2012 (as revised)	2011 (as revised)
Net income	<u>\$ 96,123</u>	<u>\$ 143,144</u>	<u>\$ 93,382</u>
Other comprehensive income (loss), net of tax:			
Foreign currency translation gain (loss)	(18,203)	36,194	(38,776)
Unrealized loss on available for sale securities	(298)	(23)	(14)
Unrealized loss on cash flow hedges	(1,750)	—	—
Total other comprehensive income (loss), net of tax	<u>(20,251)</u>	<u>36,171</u>	<u>(38,790)</u>
Comprehensive income, net of tax	<u>75,872</u>	<u>179,315</u>	<u>54,592</u>
Net (income) loss attributable to redeemable non-controlling interests	(1,438)	(3,116)	1,394
Other comprehensive loss attributable to non-controlling interests	7,526	6,485	7,110
Comprehensive income attributable to Equinix	<u>\$ 81,960</u>	<u>\$ 182,684</u>	<u>\$ 63,096</u>

See accompanying notes to consolidated financial statements.

**EQUINIX, INC.**  
**Consolidated Statements of Stockholders' Equity and Other Comprehensive Income (Loss)**  
**For the Three Years Ended December 31, 2013**  
**(in thousands, except share data)**

	<u>Common stock</u>		<u>Treasury stock</u>		<u>Additional paid-in capital</u>	<u>Accumulated other comprehensive income (loss)</u>	<u>Accumulated deficit</u>	<u>Total stockholders' equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>				
Balances as of December 31, 2010 (as revised)	46,166,689	\$ 46	—	\$ —	\$ 2,341,586	\$ (112,018)	\$ (365,932)	\$ 1,863,682
Net income	—	—	—	—	—	—	93,382	93,382
Net loss attributable to non-controlling interests	—	—	—	—	—	—	1,394	1,394
Other comprehensive loss	—	—	—	—	—	(38,790)	—	(38,790)
Other comprehensive loss attributable to non-controlling interests	—	—	—	—	—	7,110	—	7,110
Issuance of common stock for employee equity awards	1,374,931	2	—	—	38,891	—	—	38,893
Common shares repurchased	—	—	(870,421)	(86,666)	—	—	—	(86,666)
Change in redemption value of redeemable non-controlling interests	—	—	—	—	(11,476)	—	—	(11,476)
Tax benefit from employee stock plans	—	—	—	—	81	—	—	81
Stock-based compensation, net of estimated forfeitures	—	—	—	—	68,541	—	—	68,541
Balances as of December 31, 2011 (as revised)	47,541,620	48	(870,421)	(86,666)	2,437,623	(143,698)	(271,156)	1,936,151
Net income	—	—	—	—	—	—	143,144	143,144
Net income attributable to non-controlling interests	—	—	—	—	—	—	(3,116)	(3,116)
Other comprehensive income	—	—	—	—	—	36,171	—	36,171
Other comprehensive loss attributable to non-controlling interests	—	—	—	—	—	6,485	—	6,485
Issuance of common stock and release of treasury stock for employee equity awards	1,598,231	1	15,069	1,504	59,323	—	—	60,828
Release of treasury stock upon conversions of convertible debt	—	—	623,098	61,850	(61,838)	—	—	12
Common shares repurchased	—	—	(131,489)	(13,364)	—	—	—	(13,364)
Change in redemption value of redeemable non-controlling interests	—	—	—	—	(21,270)	—	—	(21,270)
Tax benefit from employee stock plans	—	—	—	—	84,740	—	—	84,740
Stock-based compensation, net of estimated forfeitures	—	—	—	—	83,660	—	—	83,660
Balances as of December 31, 2012 (as revised)	49,139,851	49	(363,743)	(36,676)	2,582,238	(101,042)	(131,128)	2,313,441
Net income	—	—	—	—	—	—	96,123	96,123
Net income attributable to non-controlling interests	—	—	—	—	—	—	(1,438)	(1,438)
Other comprehensive loss	—	—	—	—	—	(20,251)	—	(20,251)
Other comprehensive loss attributable to non-controlling interests	—	—	—	—	—	7,526	—	7,526
Issuance of common stock and release of treasury stock for employee equity awards	1,093,373	1	8,198	805	31,087	—	—	31,893
Release of treasury stock upon conversions of convertible debt	—	—	68	7	(1)	—	—	6
Common shares repurchased	—	—	(288,739)	(48,799)	—	—	—	(48,799)
Change in redemption value of redeemable non-controlling interests	—	—	—	—	(47,940)	—	—	(47,940)
Tax benefit from employee stock plans	—	—	—	—	25,638	—	—	25,638
Stock-based compensation, net of estimated forfeitures	—	—	—	—	102,865	—	—	102,865
Balances as of December 31, 2013	<u>50,233,224</u>	<u>\$ 50</u>	<u>(644,216)</u>	<u>\$(84,663)</u>	<u>\$ 2,693,887</u>	<u>\$ (113,767)</u>	<u>\$ (36,443)</u>	<u>\$ 2,459,064</u>

See accompanying notes to consolidated financial statements.

**EQUINIX, INC.**  
**Consolidated Statements of Cash Flows**  
**(in thousands)**

	Years ended December 31,		
	2013	2012 (as revised)	2011 (as revised)
<b>Cash flows from operating activities:</b>			
Net income	\$ 96,123	\$ 143,144	\$ 93,382
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	405,444	375,004	328,610
Stock-based compensation	102,940	83,025	71,532
Excess tax benefits from stock-based compensation	(27,330)	(72,631)	(81)
Amortization of intangible assets	27,027	23,575	19,064
Amortization of debt issuance costs and debt discounts	23,868	23,365	32,172
Provision for allowance for doubtful accounts	5,819	4,186	4,987
Restructuring charges (reversals)	(4,837)	—	3,481
Impairment charges	—	9,861	—
Loss on debt extinguishment	108,501	5,204	—
Gain on sale of discontinued operations	—	(11,852)	—
Other items	11,543	7,001	9,866
Changes in operating assets and liabilities:			
Accounts receivable	(27,956)	(26,601)	(23,061)
Income taxes, net	(108,189)	24,089	24,761
Other assets	(36,853)	2,479	(32,091)
Accounts payable and accrued expenses	7,242	33,538	39,717
Other liabilities	21,266	8,639	14,981
Net cash provided by operating activities	<u>604,608</u>	<u>632,026</u>	<u>587,320</u>
<b>Cash flows from investing activities:</b>			
Purchases of investments	(968,971)	(442,870)	(1,268,574)
Sales of investments	276,351	362,266	125,674
Maturities of investments	213,484	579,855	495,865
Purchase of Frankfurt Kleyer 90 Carrier Hotel	(50,092)	—	—
Purchase of Asia Tone, net of cash acquired	755	(202,338)	—
Purchase of ancotel, net of cash acquired	—	(84,236)	—
Purchase of Dubai IBX data center	—	(22,918)	—
Purchase of ALOG, net of cash acquired	—	—	(41,954)
Purchases of real estate	(74,332)	(24,656)	(28,066)
Purchases of other property, plant and equipment	(572,406)	(764,500)	(685,386)
Proceeds from the sale of discontinued operations	—	76,458	—
Increase in restricted cash	(837,190)	(8,696)	(97,724)
Release of restricted cash	843,088	88,762	1,000
Other investing activities, net	—	—	10
Net cash used in investing activities	<u>(1,169,313)</u>	<u>(442,873)</u>	<u>(1,499,155)</u>
<b>Cash flows from financing activities:</b>			
Purchases of treasury stock	(48,799)	(13,364)	(86,666)
Proceeds from employee equity awards	31,892	56,137	38,893
Excess tax benefits from stock-based compensation	27,330	72,631	81
Proceeds from senior notes	1,500,000	—	750,000
Proceeds from loans payable	28,038	262,591	95,336
Repayment of senior notes	(750,000)	—	—
Repayment of convertible debt	—	(250,007)	—
Repayment of mortgage and loans payable	(52,500)	(329,111)	(22,829)
Repayment of capital lease and other financing obligations	(40,133)	(12,378)	(10,426)
Debt issuance costs	(23,057)	(9,220)	(15,661)
Debt extinguishment costs	(97,864)	—	—
Net cash provided by (used in) financing activities	<u>574,907</u>	<u>(222,721)</u>	<u>748,728</u>
Effect of foreign currency exchange rates on cash and cash equivalents	(521)	6,958	(911)
Net increase (decrease) in cash and cash equivalents	9,681	(26,610)	(164,018)
Cash and cash equivalents at beginning of year	<u>252,213</u>	<u>278,823</u>	<u>442,841</u>
Cash and cash equivalents at end of year	<u>\$ 261,894</u>	<u>\$ 252,213</u>	<u>\$ 278,823</u>
<b>Supplemental cash flow information:</b>			
Cash paid for taxes	<u>\$ 123,690</u>	<u>\$ 36,711</u>	<u>\$ 9,157</u>
Cash paid for interest	<u>\$ 210,629</u>	<u>\$ 185,321</u>	<u>\$ 129,129</u>

See accompanying notes to consolidated financial statements.

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Nature of Business and Summary of Significant Accounting Policies**

***Nature of Business***

Equinix, Inc. (“Equinix” or the “Company”) was incorporated in Delaware on June 22, 1998. Equinix provides colocation space and related services. Global enterprises, content providers, financial companies and network service providers rely upon Equinix’s insight and expertise to safehouse and connect their most valued information assets. The Company operates International Business Exchange (“IBX”) data centers, or IBX data centers, across 32 markets in the Americas; Europe, Middle East and Africa (“EMEA”) and Asia-Pacific geographic regions where customers directly interconnect with a network ecosystem of partners and customers. More than 975 network service providers offer access to the world’s Internet routes inside the Company’s IBX data centers. This access to Internet routes provides Equinix customers improved reliability and streamlined connectivity while significantly reducing costs by reaching a critical mass of networks within a centralized physical location.

In September 2012, the Company announced that its board of directors approved a plan to pursue conversion to a real estate investment trust (“REIT”) (the “REIT Conversion”). The Company plans to make a tax election for REIT status for the taxable year beginning January 1, 2015.

***Basis of Presentation, Consolidation and Foreign Currency***

The accompanying consolidated financial statements include the accounts of Equinix and its subsidiaries, including the acquisition of Frankfurt Kleyer 90 Carrier Hotel from October 1, 2013, the alliance with Emirates Integrated Telecommunications Company PJSC (“du”) from November 9, 2012, the acquisitions of Asia Tone Limited (“Asia Tone”) from July 4, 2012, ancotel GmbH (“ancotel”) from July 3, 2012 and ALOG Data Centers do Brasil S.A. and its subsidiaries (“ALOG”) from April 25, 2011. All significant intercompany accounts and transactions have been eliminated in consolidation. Foreign exchange gains or losses resulting from foreign currency transactions, including intercompany foreign currency transactions, that are anticipated to be repaid within the foreseeable future, are reported within other income (expense) on the Company’s accompanying consolidated statements of operations. For additional information on the impact of foreign currencies to the Company’s consolidated financial statements, see “Accumulated Other Comprehensive Income (Loss)” in Note 12 below.

***Reclassifications***

Certain amounts in the accompanying consolidated financial statements have been reclassified to conform to the consolidated financial statement presentation as of and for the year ended December 31, 2013.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. On an ongoing basis, the Company evaluates its estimates, including, but not limited to, those related to the allowance for doubtful accounts, fair values of financial instruments, intangible assets and goodwill, useful lives of intangible assets and property, plant and equipment, assets acquired and liabilities assumed from acquisitions, asset retirement obligations, restructuring charges, redemption value of redeemable non-controlling interests and income taxes. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable.

**EQUINIX, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)*****Discontinued Operations***

Assets and liabilities to be disposed of that meet all of the criteria to be classified as held for sale as set forth in the accounting standard for impairment or disposal of long-lived assets are reported at the lower of their carrying amounts or fair values less costs to sell. Assets are not depreciated or amortized while they are classified as held for sale. Assets and liabilities held for sale that have operations and cash flows that can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the Company's assets and liabilities are reported in discontinued operations when (a) it is determined that the operations and cash flows will be eliminated from the Company's continuing operations and (b) the Company will not have any significant continuing involvement in the operations of the assets and liabilities after the disposal transaction.

The Company's consolidated statements of operations have been reclassified to reflect its discontinued operations for all periods presented. For further information on the Company's discontinued operations, see Note 5.

***Cash, Cash Equivalents and Short-Term and Long-Term Investments***

The Company considers all highly liquid instruments with an original maturity from the date of purchase of three months or less to be cash equivalents. Cash equivalents consist of money market mutual funds and highly liquid debt securities of corporations, certificates of deposit and commercial paper with original maturities up to 90 days. Short-term investments generally consist of securities with original maturities of between 90 days and one year and are money market mutual funds, highly liquid debt securities of corporations, agencies of the U.S. government and the U.S. government, asset-backed securities, commercial paper and certificates of deposit. Long-term investments generally consist of debt securities of corporations, agencies of the U.S. government, the U.S. government, commercial paper and asset-backed securities with maturities greater than 360 days. The Company's fixed income securities are classified as "available-for-sale" and are carried at fair value with unrealized gains and losses reported in stockholders' equity as a component of other comprehensive income. The cost of securities sold is based on the specific identification method. The Company reviews its investment portfolio quarterly to determine if any securities may be other-than-temporarily impaired due to increased credit risk, changes in industry or sector of a certain instrument or ratings downgrades.

***Financial Instruments and Concentration of Credit Risk***

Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash, cash equivalents and short-term and long-term investments and accounts receivable. Risks associated with cash, cash equivalents and short-term and long-term investments are mitigated by the Company's investment policy, which limits the Company's investing to only those marketable securities rated at least A-1/P-1 and A-/A3, as determined by independent credit rating agencies. Risk to the Company's investment portfolio is further mitigated by its heavy weighting in U.S. government securities.

A significant portion of the Company's customer base is comprised of businesses throughout the Americas. However, a portion of the Company's revenues are derived from the Company's EMEA and Asia-Pacific operations. The following table sets forth percentages of the Company's revenues by geographic region for the years ended December 31:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Americas	59%	61%	63%
EMEA	24%	23%	23%
Asia-Pacific	17%	16%	14%

No single customer accounted for greater than 10% of accounts receivable or revenues as of or for the years ended December 31, 2013, 2012 and 2011.



## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

**Property, Plant and Equipment**

Property, plant and equipment are stated at the Company's original cost or fair value for acquired property, plant and equipment. Depreciation is computed using the straight-line method over the estimated useful lives of the respective assets. Leasehold improvements and assets acquired under capital leases are amortized over the shorter of the lease term or the estimated useful life of the asset or improvement, unless they are considered integral equipment, in which case they are amortized over the lease term. Leasehold improvements acquired in a business combination are amortized over the shorter of the useful life of the assets or a term that includes required lease periods and renewals that are deemed to be reasonably assured at the date of acquisition. Leasehold improvements that are placed into service significantly after and not contemplated at or near the beginning of the lease term are amortized over the shorter of the useful life of the assets or a term that includes required lease periods and renewals that are deemed to be reasonably assured at the date the leasehold improvements are purchased.

The Company's estimated useful lives of its property, plant and equipment are as follows (in years):

IBX plant and machinery	5 - 30
Leasehold improvements	10 - 40
Buildings (1)	10 - 50
IBX equipment	2.5 - 10
Computer equipment and software	3 - 5
Furniture and fixtures	7 - 10

(1) Includes site improvements.

Effective December 31, 2013, the Company reclassified its site improvements into buildings (see "Property, Plant and Equipment" in Note 6).

During the three months ended December 31, 2012, the Company reassessed the estimated useful lives of certain of its property, plant and equipment as part of a review of the related assumptions. This change was accounted for as a change in accounting estimate on a prospective basis effective October 1, 2012 under the accounting standard for change in accounting estimates. As a result, the Company recorded less depreciation expense for the year ended December 31, 2012, which resulted in the following increases (in thousands, except per share amounts):

Income from operations	\$4,968
Net income	3,428
Earnings per share:	
Basic	0.07
Diluted	0.07

The Company's construction in progress includes direct and indirect expenditures for the construction and expansion of IBX data centers and is stated at original cost. The Company has contracted out substantially all of the construction and expansion efforts of its IBX data centers to independent contractors under construction contracts. Construction in progress includes costs incurred under construction contracts including project management services, engineering and schematic design services, design development, construction services and other construction-related fees and services. In addition, the Company has capitalized interest costs during the construction phase. Once an IBX data center or expansion project becomes operational, these capitalized costs are allocated to certain property, plant and equipment categories and are depreciated over the estimated useful life of the underlying assets.

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

***Asset Retirement Costs***

The fair value of a liability for an asset retirement obligation is recognized in the period in which it is incurred. The associated retirement costs are capitalized and included as part of the carrying value of the long-lived asset and amortized over the useful life of the asset. Subsequent to the initial measurement, the Company accretes the liability in relation to the asset retirement obligations over time and the accretion expense is recorded as a cost of revenue. The Company's asset retirement obligations are primarily related to its IBX data centers, of which the majority are leased under long-term arrangements, and, in certain cases, are required to be returned to the landlords in their original condition. The majority of the Company's IBX data center leases have been subject to significant development by the Company in order to convert them from, in most cases, vacant buildings or warehouses into IBX data centers. The majority of the Company's IBX data centers' initial lease terms expire at various dates ranging from 2015 to 2053 and most of them enable the Company to extend the lease terms.

***Goodwill and Other Intangible Assets***

The Company has three reportable segments comprised of the 1) Americas, 2) EMEA and 3) Asia-Pacific geographic regions, which the Company also determined are its reporting units. As of December 31, 2013, the Company had goodwill attributable to its Americas reporting unit, EMEA reporting unit and Asia-Pacific reporting unit.

In September 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2011-08, Testing Goodwill for Impairment. This ASU provides companies with the option to assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If, after assessing the qualitative factors, a company determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying value, then performing the two-step impairment test is unnecessary. However, if a company concludes otherwise, then it is required to perform the first step of the two-step goodwill impairment test. If the carrying value of a reporting unit exceeds its fair value, then a company is required to perform the second step of the two-step goodwill impairment test. This guidance is effective for goodwill impairment tests performed for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company early adopted this standard during the fourth quarter of 2011.

The Company performed the first step of the two-step goodwill impairment test for its Americas reporting unit, EMEA reporting unit and Asia-Pacific reporting unit during the year ended December 31, 2013. In order to determine the fair value of each reporting unit, the Company utilizes the discounted cash flow and market methods. The Company has consistently utilized both methods in its goodwill impairment tests and weighs both results equally. The Company uses both methods in its goodwill impairment tests as it believes both methods, in conjunction with each other, provide a reasonable estimate of the determination of fair value of each reporting unit – the discounted cash flow method being specific to anticipated future results of the reporting unit and the market method, which is based on the Company's market sector including its competitors. The assumptions supporting the discounted cash flow method, including the discount rate, which was assumed to be 10.0% for the Americas reporting unit and EMEA reporting unit and 13.0% for the Asia-Pacific reporting unit, was determined using the Company's best estimates as of the date of the impairment review. As of November 30, 2013, the Company concluded that its goodwill attributed to the Company's Americas reporting unit, EMEA reporting unit and Asia-Pacific reporting unit was not impaired as the fair value of each reporting unit substantially exceeded the carrying value of its respective reporting unit, including goodwill. In addition, the Company concluded that no events occurred or circumstances changed subsequent to November 30, 2013 through December 31, 2013 that would more likely than not reduce the fair value of the Americas, EMEA and Asia-Pacific reporting units below its carrying value. The Company has performed various sensitivity analyses on certain of the assumptions used in the discounted cash flow method, such as forecasted revenues and discount rate, and notes that no reasonably possible changes would reduce the fair value of the reporting unit to such a level that would cause an impairment charge.

Impairment assessments inherently involve judgment as to assumptions about expected future cash flows and the impact of market conditions on those assumptions. Future events and changing market conditions may impact the Company's assumptions as to prices, costs, growth rates or other factors that may result in changes in the Company's estimates of future cash flows. Although the Company believes the assumptions it used in testing for impairment are reasonable, significant changes in any one of the Company's assumptions could produce a significantly different result. Indicators of potential impairment that might lead the Company to perform interim goodwill impairment assessments include significant and unforeseen customer losses, a significant adverse change in legal factors or in the business climate, a significant adverse action or assessment by a regulator, a significant stock price decline or unanticipated competition.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

For further information on goodwill and other intangible assets, see Note 6 below.

***Derivatives and Hedging Activities***

The Company recognizes all derivatives on the consolidated balance sheet at fair value. The accounting for changes in the value of a derivative depends on whether the contract is for trading purposes or has been designated and qualifies for hedge accounting. In order to qualify for hedge accounting, a derivative must be considered highly effective at reducing the risk associated with the exposure being hedged. In order for a derivative to be designated as a hedge, there must be documentation of the risk management objective and strategy, including identification of the hedging instrument, the hedged item and the risk exposure, and how effectiveness is to be assessed prospectively and retrospectively. Foreign currency gains or losses associated with derivatives that do not qualify for hedge accounting are recorded within other income (expense), net in the Company's consolidated statements of operations, with the exception of foreign currency embedded derivatives contained in certain of the Company's customer contracts (see "Revenue Recognition" below), which are recorded within revenues in the Company's consolidated statements of operations.

To assess effectiveness of derivatives that qualify for hedge accounting, the Company uses a regression analysis. The extent to which a hedging instrument has been and is expected to continue to be effective at achieving offsetting changes in cash flows is assessed and documented at least quarterly. Any ineffectiveness is reported in current-period earnings. If it is determined that a derivative is not highly effective at hedging the designated exposure, hedge accounting is discontinued. For qualifying cash flow hedges, the effective portion of the change in the fair value of the derivative is recorded in other comprehensive income (loss) and recognized in the consolidated statements of operations when the hedged cash flows affect earnings. The ineffective portion of cash flow hedges are immediately recognized in earnings. If the hedge relationship is terminated, then the change in fair value of the derivative recorded in other comprehensive income (loss) is recognized in earnings when the cash flows that were hedged occur, consistent with the original hedge strategy. For hedge relationships discontinued because the forecasted transaction is not expected to occur according to the original strategy, any related derivative amounts recorded in other comprehensive income (loss) are immediately recognized in earnings. The Company does not use derivatives for speculative or trading purposes.

For further information on derivatives and hedging activities, see Note 7 below.

***Fair Value of Financial Instruments***

The carrying value of the Company's cash and cash equivalents, short-term and long-term investments represent their fair value, while the Company's accounts receivable, accounts payable and accrued expenses and accrued property, plant and equipment approximate their fair value due primarily to the short-term maturity of the related instruments. The fair value of the Company's debt, which is traded in the public debt market, is based on quoted market prices. The fair value of the Company's debt, which is not publicly traded, is estimated by considering the Company's credit rating, current rates available to the Company for debt of the same remaining maturities and terms of the debt.

***Fair Value Measurements***

The Company measures and reports certain financial assets and liabilities at fair value on a recurring basis, including its investments in money market funds and available-for-sale debt investments in other public companies, governmental units and other agencies and derivatives.

The Company also follows the accounting standard for the measurement of fair value for nonfinancial assets and liabilities on a nonrecurring basis. These include:

- Non-financial assets and non-financial liabilities initially measured at fair value in a business combination or other new basis event, but not measured at fair value in subsequent reporting periods;

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

- Reporting units and non-financial assets and non-financial liabilities measured at fair value for goodwill impairment test;
- Indefinite-lived intangible assets measured at fair value for impairment assessment;
- Non-financial long-lived assets or asset groups measured at fair value for impairment assessment or disposal;
- Asset retirement obligations initially measured at fair value but not subsequently measured at fair value; and
- Non-financial liabilities associated with exit or disposal activities initially measured at fair value but not subsequently measured at fair value.

For further information on fair value measurements, see Note 8 below.

***Impairment of Long-Lived Assets***

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable such as a significant decrease in market price of a long-lived asset, a significant adverse change in legal factors or business climate that could affect the value of a long-lived asset or a continuous deterioration of the Company's financial condition. Recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to estimated undiscounted future net cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated discounted future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

During the year ended December 31, 2012, the Company determined that the fair values of certain long-lived assets in two properties were lower than their carrying values. As a result, the Company recorded impairment charges totaling \$9,861,000 in the Americas and Asia-Pacific regions comprised of \$7,029,000 of property, plant and equipment and \$2,832,000 of intangible assets. The Company did not record any impairment charges related to its long-lived assets during the years ended December 31, 2013 and 2011.

***Revenue Recognition***

Equinix derives more than 90% of its revenues from recurring revenue streams, consisting primarily of (1) colocation, which includes the licensing of cabinet space and power; (2) interconnection offerings, such as cross connects and Equinix Exchange ports; (3) managed infrastructure services and (4) other revenues consisting of rental income from tenants or subtenants. The remainder of the Company's revenues are from non-recurring revenue streams, such as from the recognized portion of deferred installation revenues, professional services, contract settlements and equipment sales. Revenues from recurring revenue streams are generally billed monthly and recognized ratably over the term of the contract, generally one to three years for IBX data center space customers. Non-recurring installation fees, although generally paid in a lump sum upon installation, are deferred and recognized ratably over the expected life of the installation. Professional service fees are recognized in the period in which the services were provided and represent the culmination of a separate earnings process as long as they meet the criteria for separate recognition under the accounting standard related to revenue arrangements with multiple deliverables. Revenue from bandwidth and equipment sales is recognized on a gross basis in accordance with the accounting standard related to reporting revenue gross as a principal versus net as an agent, primarily because the Company acts as the principal in the transaction, takes title to products and services and bears inventory and credit risk. To the extent the Company does not meet the criteria for recognizing bandwidth and equipment services as gross revenue, the Company records the revenue on a net basis. Revenue from contract settlements, when a customer wishes to terminate their contract early, is generally recognized on a cash basis, when no remaining performance obligations exist, to the extent that the revenue has not previously been recognized.

The Company occasionally guarantees certain service levels, such as uptime, as outlined in individual customer contracts. To the extent that these service levels are not achieved, the Company reduces revenue for any credits given to the customer as a result. The Company generally has the ability to determine such service level credits prior to the associated revenue being recognized, and historically, these credits have generally not been significant. There were no significant service level credits issued during the years ended December 31, 2013, 2012 and 2011.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Revenue is recognized only when the service has been provided and when there is persuasive evidence of an arrangement, the fee is fixed or determinable and collection of the receivable is reasonably assured. It is the Company's customary business practice to obtain a signed master sales agreement and sales order prior to recognizing revenue in an arrangement. Taxes collected from customers and remitted to governmental authorities are reported on a net basis and are excluded from revenue.

As a result of certain customer agreements being priced in currencies different from the functional currencies of the parties involved, under applicable accounting rules, the Company is deemed to have foreign currency forward contracts embedded in these contracts. The Company refers to these as foreign currency embedded derivatives (see Note 7). These instruments are separated from their host contracts and held on the Company's consolidated balance sheet at their fair value. The majority of these foreign currency embedded derivatives arise in certain of the Company's subsidiaries where the local currency is the subsidiary's functional currency and the customer contract is denominated in the U.S. dollar. Changes in their fair values are recognized within revenues in the Company's consolidated statements of operations.

The Company assesses collectability based on a number of factors, including past transaction history with the customer and the credit-worthiness of the customer. The Company generally does not request collateral from its customers although in certain cases the Company obtains a security interest in a customer's equipment placed in its IBX data centers or obtains a deposit. If the Company determines that collection of a fee is not reasonably assured, the fee is deferred and revenue is recognized at the time collection becomes reasonably assured, which is generally upon receipt of cash. In addition, the Company also maintains an allowance for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments for which the Company had expected to collect the revenues. If the financial condition of the Company's customers were to deteriorate or if they became insolvent, resulting in an impairment of their ability to make payments, greater allowances for doubtful accounts may be required. Management specifically analyzes accounts receivable and current economic news and trends, historical bad debts, customer concentrations, customer credit-worthiness and changes in customer payment terms when evaluating revenue recognition and the adequacy of the Company's reserves. A specific bad debt reserve of up to the full amount of a particular invoice value is provided for certain problematic customer balances. An additional reserve is established for all other accounts based on the age of the invoices and an analysis of historical credits issued. Delinquent account balances are written-off after management has determined that the likelihood of collection is not probable.

***Income Taxes***

Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are expected more likely than not to be realized in the future. A tax benefit from an uncertain income tax position may be recognized in the financial statements only if it is more likely than not that the position is sustainable, based solely on its technical merits and consideration of the relevant taxing authority's widely understood administrative practices and precedents.

The REIT conversion, expected to be effective as of January 1, 2015, will not be considered a change in tax status for the Company's U.S. operations. Rather, the effect of the REIT conversion will be reflected in the Company's consolidated statement of operations in the period that includes the date the Company completes all significant actions necessary to qualify as a REIT, signifying its commitment to that course of action.

The Company recognizes interest and penalties related to unrecognized tax benefits within income tax benefit (expense) in the consolidated statements of operations.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

***Stock-Based Compensation***

Stock-based compensation cost is measured at the grant date for all stock-based awards made to employees and directors based on the fair value of the award and is recognized as expense over the requisite service period, which is generally the vesting period.

The Company grants restricted stock units to its employees and these equity awards generally have only a service condition. The Company grants restricted stock units to its executives and these awards generally have a service and performance condition or a service and market condition. To date, any performance conditions contained in an equity award are tied to the financial performance of the Company or a specific region of the Company. The Company assesses the probability of meeting these performance conditions on a quarterly basis. The majority of the Company's equity awards vest over four years, although certain of the equity awards for executives vest over a range of two to four years. The valuation of restricted stock units with only a service condition or a service and performance condition requires no significant assumptions as the fair value for these types of equity awards is based solely on the fair value of the Company's stock price on the date of grant. The Company uses a Monte Carlo simulation option-pricing model to determine the fair value of restricted stock units with a service and market condition.

To the extent that the Company grants stock options to its employees, it uses the Black-Scholes option-pricing model to determine the fair value of stock options. The Company also uses Black-Scholes option-pricing model to determine the fair value of its employee stock purchase plan. The determination of the fair value of stock options or shares purchased under the employee stock purchase plan is affected by assumptions regarding a number of complex and subjective variables including the Company's expected stock price volatility over the term of the awards and actual and projected employee stock option exercise or purchase behaviors. The Company estimated the expected volatility by using the average historical volatility of its common stock that it believed was the best representative of future volatility. The risk-free interest rate used was based on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term of the equity awards. The expected dividend rate used was zero as the Company did not anticipate paying dividends. The expected term of the equity award used was calculated by taking the average of the vesting or purchase window term and the contractual term of the equity award.

The accounting standard for stock-based compensation does not allow the recognition of unrealized tax benefits associated with the tax deductions in excess of the compensation recorded (excess tax benefit) until the excess tax benefit is realized (i.e., reduces taxes payable). The Company recognizes the benefit from stock-based compensation in equity when the excess tax benefit is realized by following the "with-and-without" approach.

For further information on stock-based compensation, see Note 13 below.

***Foreign Currency Translation***

The financial position of foreign subsidiaries is translated using the exchange rates in effect at the end of the period, while income and expense items are translated at average rates of exchange during the period. Gains or losses from translation of foreign operations where the local currency is the functional currency are included as other comprehensive income (loss). The net gains and losses resulting from foreign currency transactions are recorded in net income (loss) in the period incurred and reported within other income and expense. Certain inter-company balances are designated as long-term. Accordingly, exchange gains and losses associated with these long-term inter-company balances are recorded as a component of other comprehensive income (loss), along with translation adjustments. How the U.S. dollar performs against certain of the currencies of the foreign countries in which the Company operates can have a significant impact to the Company. Strengthening and weakening of the U.S. dollar against these currencies has significantly impacted the Company's consolidated balance sheets (as evidenced in the Company's foreign currency translation loss), as well as its consolidated statements of operations as amounts denominated in foreign currencies can increase or decrease the Company's revenues and expenses. To the extent that the U.S. dollar strengthens or weakens further, this will continue to impact the Company's consolidated balance sheets and consolidated statements of operations including the amount of revenue that the Company reports in future periods.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

***Earnings Per Share***

The Company computes its EPS using the two-class method as prescribed by the accounting standard for earnings per share. The two-class method is an earnings allocation method for computing EPS when an entity's capital structure includes either two or more classes of common stock or includes common stock and participating securities. The two-class method calculates EPS based on distributed earnings (i.e., adjustments to redeemable non-controlling interests) and undistributed earnings. Undistributed losses are not allocated to participating securities under the two-class method unless the participating security has a contractual obligation to share in losses on a basis that is objectively determinable. Common shares of ALOG (see Note 3) are considered participating securities in which the Company has indirect controlling equity interests.

Basic EPS is computed using net income (loss) attributable to the Company and the weighted-average number of common shares outstanding. Diluted EPS is computed using net income attributable to the Company, adjusted for interest expense as a result of the assumed conversion of the Company's 2.50% Convertible Subordinated Notes, 3.00% Convertible Subordinated Notes and 4.75% Convertible Subordinated Notes, if dilutive, and the weighted-average number of common shares outstanding plus any dilutive potential common shares outstanding. Dilutive potential common shares include the assumed exercise, vesting and issuance activity of employee equity awards using the treasury stock method, as well as warrants and shares issuable upon the conversion of the 2.50% Convertible Subordinated Notes, 3.00% Convertible Subordinated Notes and 4.75% Convertible Subordinated Notes. The Company computes basic and diluted EPS for net income (loss) attributable to the Company, net income (loss) from continuing operations and net income (loss) from discontinued operations.

***Redeemable Non-Controlling Interests***

Non-controlling interests in subsidiaries that are redeemable for cash or other assets outside of the Company's control are classified as mezzanine equity, outside of equity and liabilities, and are adjusted to fair value on each balance sheet date. The resulting changes in fair value of the estimated redemption amount, increases or decreases, are recorded with corresponding adjustments against retained earnings or, in the absence of retained earnings, additional paid-in-capital.

For further information on redeemable non-controlling interests, see Note 11 below.

***Treasury Stock***

The Company accounts for treasury stock under the cost method. When treasury stock is re-issued at a higher price than its cost, the difference is recorded as a component of additional paid-in capital to the extent that there are gains to offset the losses. If there are no treasury stock gains in additional paid-in capital, the losses are recorded as a component of accumulated deficit.

***Recent Accounting Pronouncements***

In December 2011, the FASB issued ASU 2011-11, Disclosures about Offsetting Assets and Liabilities. This ASU requires companies to disclose both gross information and net information about instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. In January 2013, the FASB issued ASU 2013-01, clarifying the Scope of Disclosures about Offsetting Assets and Liabilities. This ASU clarifies that the scope of ASU 2011-11 only applies to derivatives accounted for in accordance with ASC 815, Derivatives and Hedging, and securities borrowing and securities lending transactions. This new guidance is effective for interim and annual periods beginning on or after January 1, 2013 and retrospective disclosure is required for all comparative periods presented. During the three months ended March 31, 2013, the Company adopted these ASUs and their adoption did not have a material impact on its consolidated financial statements.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

In February 2013, the FASB issued ASU 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income. This ASU requires companies to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income when applicable or to cross-reference the reclassifications with other disclosures that provide additional detail about the reclassification made when the reclassifications are not made to net income. This ASU is effective for fiscal years and interim periods, beginning after December 15, 2012. During the three months ended March 31, 2013, the Company adopted ASU 2013-02 and the adoption did not have a material impact on its consolidated financial statements since the Company did not have material reclassifications in any periods presented.

In July 2013, the FASB issued ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. This ASU requires companies to present an unrecognized tax benefit, or a portion thereof, as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, is not available at the reporting date under the applicable tax law or an entity does not intend to use its deferred tax asset for such purpose, the unrecognized tax benefit should be presented as a liability and not a reduction to deferred tax assets. This ASU is effective for fiscal years and interim periods beginning after December 15, 2013 with early adoption permitted. The Company is currently evaluating the impact that the adoption of this standard will have to its consolidated financial statements, if any.

**2. Change In Accounting Principle and Revision of Previously-Issued Financial Statements**

***Change in Accounting Principle***

Commencing in 2013, the Company changed its method of accounting for income taxes by excluding the effects of subsequent events that are not recognized in the Company's consolidated financial statements in determining its estimated annual effective tax rate for interim reporting periods. Prior to the change, the Company's policy was to include the effects of events that occurred subsequent to the interim balance sheet date in its estimated annual effective tax rate. The Company believes that the change is preferable as it provides consistency with the reporting of activity on a pre-tax basis and aligns with other income tax guidance which requires items such as changes in tax rates to be reflected in the period such laws become effective. In addition, the Company believes this change results in a more comparable method for interim tax accounting with other companies in its industry. This change did not have a significant impact to the Company's consolidated financial statements as of and for the three months ended March 31, 2012, the three and six months ended June 30, 2012, the three and nine months ended September 30, 2012 and the year ended December 31, 2012 and as a result, the Company did not retrospectively adjust its prior periods' consolidated financial statements.

***Revision of Previously-Issued Financial Statements***

During the three months ended June 30, 2013, the Company reassessed the estimated period over which revenue related to non-recurring installation fees is recognized as a result of observed trends in customer contract lives. Non-recurring installation fees, although generally paid in a lump sum upon installation, are deferred and recognized ratably over the expected life of the installation. The Company undertook this review due to its determination that its customers were generally benefitting from their installations longer than originally anticipated and, therefore, the estimated period that revenue related to non-recurring installation fees is recognized was extended. This change was originally incorrectly accounted for as a change in accounting estimate on a prospective basis effective April 1, 2013. During the three months ended September 30, 2013, the Company determined that these longer lives should have been identified and utilized for revenue recognition purposes beginning in 2006. As a result, the Company's installation revenues were overstated by \$6,193,000 and \$3,460,000 for the years ended December 31, 2012 and 2011, respectively. This error did not impact the Company's reported total cash flows from operating activities.

The Company assessed the effect of the above errors, as well as the previously-identified immaterial errors described below, individually and in the aggregate on prior periods' financial statements in accordance with the SEC's Staff Accounting Bulletins No. 99 and 108 and, based on an analysis of quantitative and qualitative factors, determined that the errors were not individually material to any of the Company's prior interim and annual financial statements and, therefore, the previously-issued financial statements could continue to be relied upon and that the amendment of previously filed reports with the SEC was not required. The Company also determined that correction of the cumulative amount of the errors of \$27,170,000 as of December 31, 2012 would be material to the projected 2013 consolidated financial statements and as such the Company revised its previously-issued consolidated financial statements.



**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

As the Company revised its previously-issued consolidated financial statements as described above, as part of the revision the Company also corrected certain previously-identified immaterial errors that were either uncorrected or corrected in a period subsequent to the period in which the error originated including (i) certain recoverable taxes in Brazil that were incorrectly recorded in the Company's statements of operations, which had the effect of overstating both revenues and cost of revenues; (ii) errors related to certain foreign currency embedded derivatives in Asia-Pacific, which have an effect on revenue; (iii) an error in the Company's statement of cash flows related to the acquisition of Asia Tone Limited ("Asia Tone") that affects both cash flows from operating and investing activities; and (iv) errors in depreciation, stock-based compensation and property tax accruals in the U.S.

All financial information contained in the accompanying footnotes to these consolidation financial statements has been revised to reflect the correction of these errors.

For the years ended December 31, 2012 and 2011, the Company revised its net income in its consolidated statement of comprehensive income and its consolidated statement of stockholders' equity and other comprehensive income as a result of the correction of these errors.

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the effect of the aforementioned revision on the Company's consolidated balance sheet as of December 31, 2012 (in thousands):

	As of December 31, 2012		
	As reported	Revision (1)	As Revised
<b>Assets</b>			
Cash and cash equivalents	\$ 252,213	\$ —	\$ 252,213
Short-term investments	166,492	—	166,492
Accounts receivable, net	163,840	—	163,840
Other current assets	57,206	341	57,547
Total current assets	639,751	341	640,092
Long-term investments	127,819	—	127,819
Property, plant and equipment, net	3,918,999	(3,261)	3,915,738
Goodwill	1,042,564	—	1,042,564
Intangible assets, net	201,562	—	201,562
Other assets	202,269	5,753	208,022
Total assets	<u>\$ 6,132,964</u>	<u>\$ 2,833</u>	<u>\$ 6,135,797</u>
<b>Liabilities and Stockholders' Equity</b>			
Current liabilities:			
Accounts payable and accrued expenses	\$ 268,853	—	\$ 268,853
Accrued property, plant and equipment	63,509	—	63,509
Current portion of capital lease and other financing obligations	15,206	—	15,206
Current portion of mortgage and loans payable	52,160	—	52,160
Other current liabilities	139,561	9,783	149,344
Total current liabilities	539,289	9,783	549,072
Capital lease and other financing obligations, less current portion	545,853	—	545,853
Mortgage and loans payable, less current portion	188,802	—	188,802
Convertible debt	708,726	—	708,726
Senior notes	1,500,000	—	1,500,000
Other liabilities	230,843	14,882	245,725
Total liabilities	<u>3,713,513</u>	<u>24,665</u>	<u>3,738,178</u>
Redeemable non-controlling interests	84,178	—	84,178
Common stock	49	—	49
Additional paid-in capital	2,583,371	(1,133)	2,582,238
Treasury stock	(36,676)	—	(36,676)
Accumulated other comprehensive loss	(101,042)	—	(101,042)
Accumulated deficit	(110,429)	(20,699)	(131,128)
Total stockholders' equity	<u>2,335,273</u>	<u>(21,832)</u>	<u>2,313,441</u>
Total liabilities, redeemable non-controlling interests and stockholders' equity	<u>\$ 6,132,964</u>	<u>\$ 2,833</u>	<u>\$ 6,135,797</u>

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets and amortization of stock-based compensation expense.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the effect of the aforementioned revisions on the Company's consolidated statements of operations for the years ended December 31, 2012 and 2011 (in thousands, except per share data):

	Year ended December 31, 2012		
	As reported	Revision (1)	As revised
Revenues	\$ 1,895,744	\$ (8,368)	\$ 1,887,376
Costs and operating expenses:			
Cost of revenues	943,995	622	944,617
Sales and marketing	202,914	—	202,914
General and administrative	329,399	(1,133)	328,266
Impairment charges	9,861	—	9,861
Acquisition costs	8,822	—	8,822
Total costs and operating expenses	1,494,991	(511)	1,494,480
Income from operations	400,753	(7,857)	392,896
Interest income	3,466	—	3,466
Interest expense	(200,328)	—	(200,328)
Other expense	(2,208)	—	(2,208)
Loss on debt extinguishment	(5,204)	—	(5,204)
Income from continuing operations before income taxes	196,479	(7,857)	188,622
Income tax expense	(61,783)	3,219	(58,564)
Net income from continuing operations	134,696	(4,638)	130,058
Discontinued operations, net of tax (Note 5):			
Net income from discontinued operations	1,234	—	1,234
Gain on sale of discontinued operations	11,852	—	11,852
Net income	147,782	(4,638)	143,144
Net income attributable to redeemable non-controlling interests	(3,116)	—	(3,116)
Net income attributable to Equinix	\$ 144,666	\$ (4,638)	\$ 140,028
Earnings per share ("EPS") attributable to Equinix:			
Basic EPS from continuing operations	\$ 2.74	\$ (0.09)	\$ 2.65
Basic EPS	3.01	(0.09)	2.92
Diluted EPS from continuing operations	2.67	(0.09)	2.58
Diluted EPS	2.92	(0.09)	2.83

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, recoverable taxes, amortization of stock-based compensation expense and embedded derivatives.

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

	Year ended December 31, 2011		
	As reported	Revision (1)	As revised
Revenues	\$1,569,784	\$(4,159)	\$1,565,625
Costs and operating expenses:			
Cost of revenues	833,851	(4,827)	829,024
Sales and marketing	158,347	—	158,347
General and administrative	265,554	—	265,554
Restructuring charges	3,481	—	3,481
Acquisition costs	3,297	—	3,297
Total costs and operating expenses	1,264,530	(4,827)	1,259,703
Income from operations	305,254	668	305,922
Interest income	2,280	—	2,280
Interest expense	(181,303)	—	(181,303)
Other income	2,821	—	2,821
Income from continuing operations before income taxes	129,052	668	129,720
Income tax expense	(37,451)	104	(37,347)
Net income from continuing operations	91,601	772	92,373
Discontinued operations, net of tax (Note 5):			
Net income from discontinued operations	1,009	—	1,009
Net income	92,610	772	93,382
Net loss attributable to redeemable non-controlling interests	1,394	—	1,394
Net income attributable to Equinix	\$ 94,004	\$ 772	\$ 94,776
Earnings per share (“EPS”) attributable to Equinix:			
Basic EPS from continuing operations	\$ 1.74	\$ 0.01	\$ 1.75
Basic EPS	1.76	0.01	1.77
Diluted EPS from continuing operations	1.70	0.02	1.72
Diluted EPS	1.72	0.02	1.74

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets and embedded derivatives.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the effect of the aforementioned revisions on the Company's consolidated statements of cash flows for the years ended December 31, 2012 and 2011 (in thousands):

	Year ended December 31, 2012		
	As reported	Revision (1)	As revised
<b>Cash flows from operating activities:</b>			
Net income	\$ 147,782	\$ (4,638)	\$ 143,144
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	374,716	288	375,004
Stock-based compensation	84,158	(1,133)	83,025
Excess tax benefits from stock-based compensation	(72,631)	—	(72,631)
Impairment charges	9,861	—	9,861
Amortization of debt issuance costs and debt discount	23,365	—	23,365
Amortization of intangible assets	23,575	—	23,575
Provision for allowance for doubtful accounts	4,186	—	4,186
Loss on debt extinguishment	5,204	—	5,204
Gain on sale of discontinued operations	(11,852)	—	(11,852)
Other items	6,099	902	7,001
Changes in operating assets and liabilities:			
Accounts receivable	(26,601)	—	(26,601)
Income taxes, net	27,308	(3,219)	24,089
Other assets	1,334	1,145	2,479
Accounts payable and accrued expenses	31,282	2,256	33,538
Other liabilities	4,240	4,399	8,639
Net cash provided by operating activities	<u>632,026</u>	<u>—</u>	<u>632,026</u>
Net cash used in investing activities	(2) <u>(442,873)</u>	<u>—</u>	<u>(442,873)</u>
Net cash used in financing activities	(2) <u>(222,721)</u>	<u>—</u>	<u>(222,721)</u>
Effect of foreign currency exchange rates on cash and cash equivalents	(2) 6,958	—	6,958
Net decrease in cash and cash equivalents	(2) (26,610)	—	(26,610)
Cash and cash equivalents at beginning of year	(2) <u>278,823</u>	<u>—</u>	<u>278,823</u>
Cash and cash equivalents at end of year	<u>\$ 252,213</u>	<u>\$ —</u>	<u>\$ 252,213</u>

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, recoverable taxes, amortization of stock-based compensation expense, embedded derivatives and property taxes.
- (2) No impact from the correction of errors.

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

	Year ended December 31, 2011		
	As reported	Revision (1)	As revised
<b>Cash flows from operating activities:</b>			
Net income	\$ 92,610	\$ 772	\$ 93,382
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	328,610	—	328,610
Stock-based compensation	71,532	—	71,532
Excess tax benefits from stock-based compensation	(81)	—	(81)
Restructuring charges	3,481	—	3,481
Amortization of debt issuance costs and debt discount	32,172	—	32,172
Amortization of intangible assets	19,064	—	19,064
Provision for allowance for doubtful accounts	4,987	—	4,987
Other items	9,866	—	9,866
Changes in operating assets and liabilities:			
Accounts receivable	(23,061)	—	(23,061)
Income taxes, net	24,865	(104)	24,761
Other assets	(30,956)	(1,135)	(32,091)
Accounts payable and accrued expenses	41,973	(2,256)	39,717
Other liabilities	12,547	2,434	14,981
Net cash provided by operating activities	<u>587,609</u>	<u>(289)</u>	<u>587,320</u>
<b>Cash flows from investing activities:</b>			
Purchase of investments	(1,268,574)	—	(1,268,574)
Sales of investments	125,674	—	125,674
Maturities of investments	495,865	—	495,865
Purchase of ALOG, net of cash acquired	(41,954)	—	(41,954)
Purchase of real estate	(28,066)	—	(28,066)
Purchase of other property, plant and equipment	(685,675)	289	(685,386)
Increase in restricted cash	(97,724)	—	(97,724)
Release of restricted cash	1,000	—	1,000
Other investing activities	10	—	10
Net cash used in investing activities	<u>(1,499,444)</u>	<u>289</u>	<u>(1,499,155)</u>
Net cash provided by financing activities	(2) 748,728	—	748,728
Effect of foreign currency exchange rates on cash and cash equivalents	(2) (911)	—	(911)
Net decrease in cash and cash equivalents	(2) (164,018)	—	(164,018)
Cash and cash equivalents at beginning of year	(2) 442,841	—	442,841
Cash and cash equivalents at end of year	<u>\$ 278,823</u>	<u>\$ —</u>	<u>\$ 278,823</u>

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, embedded derivatives and property taxes.
- (2) No impact from the correction of errors.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the effect of the aforementioned revisions on the Company's consolidated statements of stockholders' equity and other comprehensive income (loss) as of December 31, 2011 and 2010 (in thousands):

	As of December 31, 2011		
	As reported	Revision (1)	As revised
Common stock	\$ 48	\$ —	\$ 48
Treasury stock	(86,666)	—	(86,666)
Additional paid-in capital	2,437,623	—	2,437,623
Accumulated other comprehensive loss	(143,698)	—	(143,698)
Accumulated deficit	(255,095)	(16,061)	(271,156)
Total stockholders' equity	<u>\$1,952,212</u>	<u>\$ (16,061)</u>	<u>\$1,936,151</u>

- (1) The cumulative impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, embedded derivatives and property taxes.

	As of December 31, 2010		
	As reported	Revision (1)	As revised
Common stock	\$ 46	\$ —	\$ 46
Additional paid-in capital	2,341,586	—	2,341,586
Accumulated other comprehensive loss	(112,018)	—	(112,018)
Accumulated deficit	(349,099)	(16,833)	(365,932)
Total stockholders' equity	<u>\$1,880,515</u>	<u>\$ (16,833)</u>	<u>\$1,863,682</u>

- (1) The cumulative impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets and embedded derivatives.

### 3. Acquisitions

#### *Frankfurt Kleyer 90 Carrier Hotel Acquisition*

On October 1, 2013, the Company completed the purchase of a property located in Frankfurt, Germany for cash consideration of approximately \$50,092,000 (the "Frankfurt Kleyer 90 Carrier Hotel Acquisition"). A portion of the building was leased to the Company and was being used by the Company as its Frankfurt 5 IBX data center. The remainder of the building was leased by other parties, who became the Company's tenants upon closing. The Frankfurt Kleyer 90 Carrier Hotel constitutes a business under the accounting standard for business combinations and as a result, the Frankfurt Kleyer 90 Carrier Hotel Acquisition was accounted for as a business acquisition using the acquisition method of accounting.

The Company included Frankfurt Kleyer 90 Carrier Hotel's results of operations from October 1, 2013 and the estimated fair value of assets acquired and liabilities assumed in its consolidated balance sheets beginning October 1, 2013. The Company incurred acquisition costs of approximately \$4,794,000 for the year ended December 31, 2013 related to the Frankfurt Kleyer 90 Carrier Hotel Acquisition.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

*Purchase Price Allocation*

Under the acquisition method of accounting, the total purchase price was allocated to Frankfurt Kleyer 90 Carrier Hotel's net tangible and intangible assets based upon their fair value as of the Frankfurt Kleyer 90 Carrier Hotel acquisition date. Based upon the purchase price and the valuation of Frankfurt Kleyer 90 Carrier Hotel, the preliminary purchase price allocation was as follows (in thousands):

Property, plant and equipment	\$85,969
Intangible assets	<u>10,011</u>
Total assets acquired	95,980
Mortgage payable	(42,906)
Intangible - unfavorable leases	<u>(2,982)</u>
Net assets acquired	<u>\$ 50,092</u>

The Company continues to evaluate certain assets and liability related to the Frankfurt Kleyer 90 Carrier Hotel Acquisition. Additional information, which existed as of the Frankfurt Kleyer 90 Carrier Hotel Acquisition date but was unknown to the Company at the time the Company's consolidated financial statements were prepared, may become known to the Company during the remainder of the measurement period, a period not to exceed 12 months from the Frankfurt Kleyer 90 Carrier Hotel Acquisition date. Changes to the assets and liabilities recorded may result in a corresponding adjustment to the purchase price allocation.

The following table presents certain information on the acquired identifiable intangible assets (dollars in thousands):

<u>Intangible assets</u>	<u>Fair value</u>	<u>Estimated useful lives (years)</u>	<u>Weighted-average estimated useful lives (years)</u>
Customer contracts	\$ 9,363	0.3 - 8	4.9
Unfavorable leases	(2,982)	1 - 6	4.8
Favorable leases	648	1 - 8	7.5

The fair value of customer contracts was estimated by applying an income approach. The fair value was determined by calculating the present value of estimated future operating cash flows generated by existing customer relationships less costs to realize the revenue. The Company applied a discount rate of approximately 9.0%, which reflects the nature of the assets as it relates to the estimated future operating cash flows. Other significant assumptions used to estimate the fair value of the customer contracts include projected revenue growth, customer attrition rates, sales and marketing expenses and operating margins. The fair value of leases were estimated using the market approach. The fair value measurements were based on significant inputs that are not observable in the market and thus represent Level 3 measurements as defined in the accounting standard for fair value measurements.

The Company determined the fair value of the mortgage payable assumed in the Frankfurt Kleyer 90 Hotel Acquisition by estimating Frankfurt Kleyer 90 Hotel's debt rating and reviewing market data with a similar debt rating and other characteristics of the debt, including the maturity date and security type.

For the year ended December 31, 2013, revenues and net income recorded from Frankfurt Kleyer 90 Hotel were not material and were included in the Company's consolidated statements of operations.



## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

***Dubai IBX Data Center Acquisition***

On November 6, 2012, the Company entered into an alliance agreement with Emirates Integrated Telecommunications Company PJSC (“du”) to deliver data center and interconnection solutions to customers in the Middle East. On November 8, 2012 (the “Dubai IBX Data Center Acquisition Date”), the Company entered into an asset sale and purchase agreement with e-Hosting DataFort FZ, LLC (“EHDF”) for a substantially completed data center located in Dubai for cash consideration of approximately \$22,918,000. The data center opened for business in early 2013. The Company also entered into a lease agreement with Tecom Investment FZ, LLC (“Tecom”), the 100% owner of EHDF, for the underlying building space where the data center assets that were acquired by the Company from EHDF are located. The Company accounted for the above agreements as a single arrangement and the alliance agreement, asset sale and purchase agreement and lease agreement are collectively referred to as the Dubai IBX Data Center Acquisition. The Dubai IBX Data Center Acquisition constitutes a business under the accounting standard for business combinations and as a result, the Dubai IBX Data Center Acquisition was accounted for as a business acquisition using the acquisition method of accounting.

***Asia Tone Acquisition***

On July 3, 2012 (the “Asia Tone Acquisition Date”), the Company acquired certain assets and operations of Asia Tone, a privately-owned company headquartered in Hong Kong, for gross cash consideration of \$230,500,000 (the “Asia Tone Acquisition”). The Company agreed to pay net cash consideration of approximately \$202,445,000 as a result of adjustments to the purchase price included in the purchase and sale agreement. Asia Tone operated six data centers and one disaster recovery center in Hong Kong, Shanghai and Singapore. The Asia Tone Acquisition included one data center under construction in Shanghai at the date of the acquisition. The combined company operates under the Equinix name.

The Company included Asia Tone’s results of operations from July 4, 2012 and the estimated fair value of assets acquired and liabilities assumed in its consolidated balance sheets beginning July 3, 2012. The Company incurred acquisition costs of \$4,887,000 for the year ended December 31, 2012 related to the Asia Tone Acquisition.

***Purchase Price Allocation***

The Asia Tone Acquisition was accounted for using the acquisition method of accounting. Under the acquisition method of accounting, the total purchase price was allocated to Asia Tone’s net tangible and intangible assets based upon their fair value as of the Asia Tone Acquisition Date. Based upon the purchase price and the valuation of Asia Tone, the purchase price allocation was as follows (in thousands):

Accounts receivable	\$ 1,595
Other current assets	595
Property, plant and equipment	142,450
Goodwill	115,223
Intangible assets	29,155
Other non-current assets	784
Total assets acquired	289,802
Accounts payable and accrued expenses	(1,304)
Accrued property, plant and equipment	(27,031)
Loans payable	(20,661)
Capital leases and other financing obligations	(10,630)
Other current liabilities	(3,666)
Deferred tax liabilities	(15,190)
Other non-current liabilities	(8,875)
Net assets acquired	\$ 202,445

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents certain information on the acquired identifiable intangible assets (dollars in thousands):

<u>Intangible assets</u>	<u>Fair value</u>	<u>Estimated useful lives (years)</u>	<u>Weighted- average estimated useful lives (years)</u>
Customer contracts	\$ 14,900	6 - 20	17.2
Customer relationships	13,800	7 - 11	8.7
Other	455	2 - 5	4.0

The fair value of customer contracts and customer relationships was estimated by applying an income approach. The fair value was determined by calculating the present value of estimated future operating cash flows generated from existing customers less costs to realize the revenue. The Company applied a weighted-average discount rate of approximately 14.4%, which reflected the nature of the assets as it relates to the estimated future operating cash flows. Other significant assumptions used to estimate the fair value of the customer contracts and customer relationships include projected revenue growth, customer attrition rates, sales and marketing expenses and operating margins. The fair value of the other acquired identifiable intangible assets were estimated by applying an income or cost approach as appropriate. The fair value measurements were based on significant inputs that are not observable in the market and thus represent Level 3 measurements as defined in the accounting standard for fair value measurements.

The Company determined the fair value of the loans payable assumed in the Asia Tone Acquisition by estimating Asia Tone's debt rating and reviewed market data with a similar debt rating and other characteristics of the debt, including the maturity date and security type. The book value of Asia Tone's loans payable approximated their fair value as of the Asia Tone Acquisition Date. During the year ended December 31, 2012, the Company prepaid and terminated these loans payable.

Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired. The goodwill is not expected to be deductible for local tax purposes. Goodwill will not be amortized and will be tested for impairment at least annually. Goodwill recorded as a result of the Asia Tone Acquisition is attributable to the Company's Asia-Pacific reportable segment (see Note 17) and reporting unit (see Note 6).

For the year ended December 31, 2012, Asia Tone recognized revenues of \$23,083,000 and had a net income of \$1,604,000, which were included in the Company's consolidated statements of operations.

***ancotel Acquisition***

On July 2, 2012 (the "ancotel Acquisition Date"), the Company acquired 100% of the issued and outstanding share capital of ancotel, a privately-owned company headquartered in Frankfurt, Germany, for cash consideration of approximately \$85,714,000 (the "ancotel Acquisition"). ancotel operates one data center in Frankfurt and edge nodes in Hong Kong and London. The combined company operates under the Equinix name.

The Company included ancotel's results of operations from July 3, 2012 and the estimated fair value of assets acquired and liabilities assumed in its consolidated balance sheets beginning July 2, 2012. The Company incurred acquisition costs of approximately \$1,365,000 for the year ended December 31, 2012 related to the ancotel Acquisition.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

*Purchase Price Allocation*

The ancotel Acquisition was accounted for using the acquisition method of accounting. Under the acquisition method of accounting, the total purchase price was allocated to ancotel's net tangible and intangible assets based upon their fair value as of the ancotel Acquisition Date. Based upon the purchase price and the valuation of ancotel, the purchase price allocation was as follows (in thousands):

Cash and cash equivalents	\$ 1,478
Accounts receivable	332
Other current assets	2,702
Property, plant and equipment	17,460
Goodwill	55,689
Intangible assets	42,781
Other non-current assets	381
Total assets acquired	120,823
Accounts payable and accrued expenses	(5,310)
Accrued property, plant and equipment	(1,216)
Current portion of loans payable	(2,548)
Capital leases and other financing obligations	(5,516)
Other current liabilities	(5,035)
Deferred tax liabilities	(13,280)
Other non-current liabilities	(2,204)
Net assets acquired	<u>\$ 85,714</u>

The following table presents certain information on the acquired identifiable intangible assets (dollars in thousands):

<u>Intangible assets</u>	<u>Fair value</u>	<u>Estimated useful lives (years)</u>	<u>Weighted- average estimated useful lives (years)</u>
Customer contracts	\$38,604	7	7.0
Trade names	4,177	5 - 10	9.4

The fair value of customer contracts was estimated by applying an income approach. The fair value was determined by calculating the present value of estimated future operating cash flows generated by existing customer relationships less costs to realize the revenue. The Company applied a discount rate of approximately 12.8%, which reflected the nature of the assets as it relates to the estimated future operating cash flows. Other significant assumptions used to estimate the fair value of the customer contracts include projected revenue growth, customer attrition rates, sales and marketing expenses and operating margins. The fair value of trade names were estimated using the income approach. The fair value measurements were based on significant inputs that are not observable in the market and thus represent Level 3 measurements as defined in the accounting standard for fair value measurements.

The Company determined the fair value of the loans payable assumed in the ancotel Acquisition by estimating ancotel's debt rating and reviewing market data with a similar debt rating and other characteristics of the debt, including the maturity date and security type. The book value of ancotel's loans payable approximated their fair value as of the ancotel Acquisition Date. During the three months ended September 30, 2012, the Company prepaid and terminated these loans payable.

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired. The goodwill is not expected to be deductible for local tax purposes. Goodwill will not be amortized and will be tested for impairment at least annually. Goodwill recorded as a result of the ancotel Acquisition is attributable to the Company's EMEA reportable segment (see Note 17) and reporting unit (see Note 6).

For the year ended December 31, 2012, ancotel recognized revenues of \$11,494,000 and had a net loss of \$3,281,000, which were included in the Company's consolidated statements of operations.

***ALOG Acquisition***

On April 25, 2011 (the "ALOG Acquisition Date"), the Company and RW Brasil Fundo de Investimento em Participações, a subsidiary of Riverwood Capital L.P. ("Riverwood"), completed the acquisition of approximately 90% of the outstanding capital stock of ALOG. As a result, the Company acquired an approximate 53% controlling equity interest in ALOG (the "ALOG Acquisition"). The Company paid a total of approximately 82,194,000 Brazilian reais in cash on the closing date, or approximately \$51,723,000, to purchase the ALOG capital stock. An additional 36,000,000 Brazilian reais, or approximately \$17,571,000, was payable in April 2013, subject to reduction for any post-closing balance sheet adjustments and any claims for indemnification (the "Contingent Consideration"). During the year ended December 31, 2013, the Company paid a total of 14,255,000 Brazilian reais, or approximately \$6,323,000, for the Contingent Consideration. As of December 31, 2013, the Contingent Consideration outstanding was approximately 16,819,000 Brazilian reais, or approximately \$7,120,000, of which 8,914,000 Brazilian reais, or approximately \$3,774,000, was the Company's portion. ALOG operated three data centers in Brazil as of the ALOG Acquisition Date and is headquartered in Rio de Janeiro. ALOG will continue to operate under the ALOG trade name. There were no historical transactions between Equinix, Riverwood and ALOG.

Beginning in April 2014 and ending in May 2016, Equinix will have the right to purchase all of Riverwood's interest in ALOG at a price equal to the greater of (i) its then current fair market value and (ii) a net purchase price that implies a compounded internal rate of return in U.S. dollars ("IRR") for Riverwood's investment of 12%. If Equinix exercises its right to purchase Riverwood's shares, Equinix also will have the right, and under certain circumstances may be required, to purchase the remaining approximate 10% of shares of ALOG that the Company and Riverwood do not own, which are held by ALOG management (collectively, the "Call Options"). If Equinix purchases all of Riverwood's interest in ALOG at a price equal to its then current fair market value, the purchase price of the remaining approximate 10% of shares that are held by ALOG management will be equal to its then current fair market value. If Equinix purchases all of Riverwood's interest in ALOG at a net purchase price that implies an IRR for Riverwood's investment of 12%, the purchase price per share of the remaining approximate 10% of shares that are held by ALOG management will be equal to the greater of (i) 50% of the purchase price per share of capital stock of ALOG in the ALOG Acquisition and (ii) a purchase price per share that implies an IRR equal to the sum of the IRR implied by the fair market value of the capital stock of ALOG plus 2%, declining over time.

Also beginning in April 2014 and ending in May 2016, Riverwood will have the right to require Equinix to purchase all of Riverwood's interests in ALOG at a price equal to the greater of (i) its then current fair market value and (ii) a net purchase price that implies an IRR for Riverwood's investment of 8%, declining over time. If Riverwood exercises its right to require Equinix to purchase Riverwood's shares, Equinix will have the right, and under certain circumstances may be required, to purchase the remaining approximate 10% of shares of ALOG that the Company and Riverwood do not own, which are held by ALOG management (collectively, the "Put Options"). If Equinix purchases all of Riverwood's interest in ALOG at a price equal to its then current fair market value, the purchase price of the remaining approximate 10% of shares that are held by ALOG management will be equal to its then current fair market value. If Equinix purchases all of Riverwood's interest in ALOG at a net purchase price that implies an IRR for Riverwood's investment of 8%, declining over time, the purchase price per share of the remaining approximate 10% of shares that are held by ALOG management will be equal to the greater of (i) 50% of the purchase price per share of capital stock of ALOG in the ALOG Acquisition and (ii) a purchase price per share that implies an IRR equal to the sum of the IRR implied by the fair market value of the capital stock of ALOG plus 2%, declining over time.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

As the Company has an approximate 53% controlling equity interest in ALOG, it began consolidating the results of ALOG's operations on the ALOG Acquisition Date. Upon consolidation, all amounts pertaining to the approximate 10% of ALOG that the Company does not own, as well as Riverwood's interest in ALOG, are reported as redeemable non-controlling interests in the Company's consolidated financial statements. The Company included ALOG's results of operations from April 26, 2011 and the estimated fair value of assets acquired and liabilities assumed in its consolidated balance sheets beginning April 25, 2011. The Company incurred acquisition costs of \$2,307,000 for the year ended December 31, 2011 related to ALOG, which were included in the consolidated statements of operations.

*Purchase Price Allocation*

The ALOG Acquisition was accounted for using the acquisition method of accounting. Under the acquisition method of accounting, the total purchase price was allocated to ALOG's net tangible and intangible assets based upon their fair value as of the ALOG Acquisition Date with the residual allocated to goodwill. Based upon the purchase price and the valuation of ALOG, the purchase price allocation was as follows (in thousands):

Cash and cash equivalents	\$ 9,769
Accounts receivable	6,756
Prepaid expense and other current assets	575
Property, plant and equipment	52,542
Goodwill	106,572
Intangible assets	19,295
Other non-current assets	5,214
Total assets acquired	200,723
Accounts payable and accrued expenses	(49,965)
Debt	(25,669)
Other current liabilities	(4,643)
Other non-current liabilities	(1,946)
Redeemable non-controlling interests	(66,777)
Net assets acquired	<u>\$ 51,723</u>

The following table presents certain information on the acquired identifiable intangible assets (dollars in thousands):

<u>Intangible assets</u>	<u>Fair value</u>	<u>Estimated useful lives (years)</u>	<u>Weighted- average estimated useful lives (years)</u>
Customer contracts	\$17,093	5 - 7	5.9
Other	2,202	3 - 6	4.3

The fair value of customer contracts was estimated by applying an income approach. The fair value was determined by calculating the present value of estimated future operating cash flows generated from existing customers less costs to realize the revenue. The Company applied a discount rate of approximately 15.6%, which reflected the nature of the asset as it relates to the estimated future operating cash flows. Other significant assumptions used to estimate the fair value of the customer contracts include projected revenue growth, customer attrition rates, sales and marketing expenses and operating margins. The fair value of the other acquired identifiable intangible assets were estimated by applying an income or cost approach as appropriate. The fair value measurements were based on significant inputs that are not observable in the market and thus represent Level 3 measurements as defined in the accounting standard for fair value measurements.

The Company initially determined the fair value of the loans payable assumed in the ALOG Acquisition by estimating ALOG's debt rating and reviewed market data with a similar debt rating and other characteristics of the debt, including the maturity date and security type. The Company determined that the book value approximated the fair value as of the ALOG Acquisition Date.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The Company determined the fair value of the redeemable non-controlling interests assumed in the ALOG Acquisition based on the consideration transferred, which included the values ascribed to the Call Options and Put Options. The Company records an adjustment each reporting period to these redeemable non-controlling interests such that the carrying value of the redeemable non-controlling interests equals the greater of fair value or a minimum IRR as outlined in the Put Options.

Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired. Goodwill is attributable to the workforce of ALOG and the significant synergies expected to arise after the ALOG Acquisition. A portion of the goodwill is expected to be deductible for local tax purposes. Goodwill will not be amortized and will be tested for impairment at least annually. Goodwill recorded as a result of the ALOG Acquisition is attributable to the Company's Americas reportable segment (see Note 17) and reporting unit (see Note 6).

For the year ended December 31, 2011, ALOG recognized revenues of \$46,870,000 and had \$4,605,000 of net loss, which were included in the Company's consolidated statements of operations.

***Unaudited Pro Forma Combined Consolidated Statements of Operations***

The following unaudited pro forma combined consolidated financial information has been prepared by the Company using the acquisition method of accounting to give effect to the Frankfurt Kleyer 90 Carrier Hotel Acquisition as though the acquisition occurred on January 1, 2012 and the Asia Tone and ancotel acquisitions as though the acquisitions occurred on January 1, 2011. The unaudited pro forma combined consolidated financial information reflect certain adjustments, such as additional depreciation and amortization expense on assets acquired. These pro forma statements were prepared as if the acquisitions had been completed as of the beginning of each period presented.

The unaudited pro forma combined consolidated financial information is presented for illustrative purposes only and is not necessarily indicative of the results of operations that would have actually been reported had the acquisitions occurred on the above dates, nor is it necessarily indicative of the future results of operations of the combined company.

The following table sets forth the unaudited pro forma consolidated combined results of operations for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Revenues	\$2,158,415	\$1,921,995	\$1,619,748
Net income attributable to Equinix	96,811	139,735	88,946

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

4. Earnings Per Share

The following table sets forth the computation of basic and diluted EPS for the years ended December 31 (in thousands, except per share amounts):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Net income from continuing operations	\$ 96,123	\$ 130,058	\$ 92,373
Net (income) loss attributable to redeemable non-controlling interests	(1,438)	(3,116)	1,394
Adjustments attributable to redemption value of redeemable non-controlling interests	<u>—</u>	<u>—</u>	<u>(11,476)</u>
Net income from continuing operations attributable to Equinix, basic	94,685	126,942	82,291
Effect of assumed conversion of debt:			
Interest expense, net of tax	<u>—</u>	<u>6,789</u>	<u>—</u>
Net income from continuing operations attributable to Equinix, diluted	<u>\$ 94,685</u>	<u>\$ 133,731</u>	<u>\$ 82,291</u>
Weighted-average shares to compute basic EPS	<u>49,438</u>	<u>48,004</u>	<u>46,956</u>
Effect of dilutive securities:			
Convertible debt	<u>—</u>	<u>2,945</u>	<u>—</u>
Equity awards	<u>678</u>	<u>867</u>	<u>942</u>
Total dilutive potential shares	<u>678</u>	<u>3,812</u>	<u>942</u>
Weighted-average shares to compute diluted EPS	<u>50,116</u>	<u>51,816</u>	<u>47,898</u>
EPS from continuing operations attributable to Equinix:			
EPS from continuing operations, basic	<u>\$ 1.92</u>	<u>\$ 2.65</u>	<u>\$ 1.75</u>
EPS from continuing operations, diluted	<u>\$ 1.89</u>	<u>\$ 2.58</u>	<u>\$ 1.72</u>

The following table sets forth potential shares of common stock that are not included in the diluted EPS calculation above because to do so would be anti-dilutive for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Shares reserved for conversion of convertible 2.50% convertible subordinated notes	<u>—</u>	<u>652</u>	<u>2,232</u>
Shares reserved for conversion of convertible 3.00% convertible subordinated notes	<u>3,613</u>	<u>—</u>	<u>2,945</u>
Shares reserved for conversion of convertible 4.75% convertible subordinated notes	<u>4,432</u>	<u>4,432</u>	<u>4,433</u>
Common stock related to employee equity awards	<u>254</u>	<u>113</u>	<u>452</u>
	<u>8,299</u>	<u>5,197</u>	<u>10,062</u>

5. Discontinued Operations

In August 2012, the Company entered into an agreement to sell 16 of the Company's IBX data centers located throughout the U.S. to an investment group including 365 Main, Crosslink Capital, Housatonic Partners and Brightwood Capital for net proceeds of \$76,458,000 (the "Divestiture"). The Divestiture closed in November 2012. Nine of the 16 data centers were in markets that the Company exited with the close of the Divestiture. Those markets include Buffalo, Cleveland, Detroit, Indianapolis, Nashville, Phoenix, Pittsburg, St. Louis and Tampa. The remaining seven data centers were in markets where the Company retains a presence. Those markets include Chicago, Dallas, New York, Philadelphia, Seattle, Silicon Valley and the Washington D.C. metro area. Subsequent to the close of the Divestiture, the investment group runs and manages the 16 IBX Data Centers.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company's consolidated statements of operations have been reclassified to reflect its discontinued operations associated with the 16 IBX Data Centers for all applicable periods presented. The Company's operating results from its discontinued operations, which includes the results of operations subsequent to April 30, 2010, the acquisition date of the 16 IBX Data Centers, through November 1, 2012, the closing date of the Divestiture, consisted of the following for the years ended December 31 (in thousands):

	<u>2012</u>	<u>2011</u>
Revenues	\$ 29,640	\$ 37,058
Cost of revenues	(23,956)	(33,790)
Operating expenses	(3,422)	(1,359)
Income taxes	(1,028)	(900)
Gain on sale of discontinued operations, net of tax of \$13,973	<u>11,852</u>	<u>—</u>
Net income from discontinued operations	<u>\$ 13,086</u>	<u>\$ 1,009</u>

**6. Balance Sheet Components*****Cash, Cash Equivalents and Short-Term and Long-Term Investments***

Cash, cash equivalents and short-term and long-term investments consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Cash and cash equivalents:		
Cash	\$ 186,007	\$ 150,864
Cash equivalents:		
Money markets	74,787	98,340
U.S. government securities	—	3,009
Certificates of deposit	1,100	—
Total cash and cash equivalents	<u>261,894</u>	<u>252,213</u>
Marketable securities:		
U.S. government securities	305,021	126,941
U.S. government agencies securities	125,917	72,979
Certificates of deposit	76,152	48,386
Corporate bonds	190,177	37,975
Asset-backed securities	68,938	6,037
Commercial paper	1,993	1,993
Total marketable securities	<u>768,198</u>	<u>294,311</u>
Total cash, cash equivalents and short-term and long-term investments	<u>\$1,030,092</u>	<u>\$546,524</u>

As of December 31, 2013 and 2012, cash and cash equivalents included investments which were readily convertible to cash and had original maturity dates of 90 days or less. The maturities of securities classified as short-term investments were one year or less as of December 31, 2013 and 2012. The maturities of securities classified as long-term investments were greater than one year and less than three years as of December 31, 2013 and 2012.



EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table summarizes the cost and estimated fair value of marketable securities based on stated effective maturities as of (in thousands):

	December 31, 2013		December 31, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	\$ 369,698	\$ 369,808	\$ 166,445	\$ 166,492
Due after one year through three years	398,200	398,390	127,795	127,819
Total	\$ 767,898	\$ 768,198	\$ 294,240	\$ 294,311

As of December 31, 2013, the Company's net unrealized gains (losses) on its available-for-sale securities were comprised of the following (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government securities	\$ 304,897	\$ 131	\$ (7)	\$ 305,021
U.S. government agencies securities	125,904	35	(22)	125,917
Certificates of deposit	76,126	27	(1)	76,152
Corporate bonds	190,068	149	(40)	190,177
Asset-backed securities	68,914	33	(9)	68,938
Commercial paper	1,989	4	—	1,993
Total	\$ 767,898	\$ 379	\$ (79)	\$ 768,198

None of the securities held at December 31, 2013 were other-than-temporarily impaired.

While certain marketable securities carry unrealized losses, the Company expects that it will receive both principal and interest according to the stated terms of each of the securities and that the increase or decline in market value is primarily due to changes in the interest rate environment from the time the securities were purchased as compared to interest rates at December 31, 2013.

The following table summarizes the fair value and gross unrealized losses related to 92 available-for-sale securities, aggregated by type of investment and length of time that individual securities have been in a continuous unrealized loss position, as of December 31, 2013 (in thousands):

	Securities in a loss position for less than 12 months		Securities in a loss position for 12 months or more	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses
U.S. government securities	\$ 59,699	\$ (7)	\$ —	\$ —
U.S. government agencies securities	30,846	(13)	2,972	(9)
Certificates of deposit	2,694	(1)	—	—
Corporate bonds	64,425	(40)	—	—
Asset-backed securities	25,101	(9)	—	—
	\$ 182,765	\$ (70)	\$ 2,972	\$ (9)

While the Company does not believe it holds investments that are other-than-temporarily impaired and that the Company's investments will mature at par, the Company's investments are subject to a low interest rate environment. If market conditions were to deteriorate, the Company could sustain other-than-temporary impairments to its investment portfolio which could result in additional realized losses being recorded in interest income, net or securities markets could become inactive which could affect the liquidity of the Company's investments.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

As of December 31, 2012, the Company's net unrealized gains (losses) on its available-for-sale securities were comprised of the following (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government securities	\$ 126,938	\$ 40	\$ (37)	\$ 126,941
U.S. government agencies securities	72,948	68	(37)	72,979
Certificates of deposit	48,373	18	(5)	48,386
Corporate bonds	37,954	29	(8)	37,975
Asset-backed securities	6,036	2	(1)	6,037
Commercial paper	1,991	2	—	1,993
Total	<u>\$ 294,240</u>	<u>\$ 159</u>	<u>\$ (88)</u>	<u>\$ 294,311</u>

None of the securities held at December 31, 2012 were other-than-temporarily impaired.

The following table summarizes the fair value and gross unrealized losses related to 51 available-for-sale securities, aggregated by type of investment and length of time that individual securities have been in a continuous unrealized loss position, as of December 31, 2012 (in thousands):

	Securities in a loss position for less than 12 months	
	Fair value	Gross unrealized losses
U.S. government securities	\$ 37,104	\$ (37)
Corporate bonds	16,733	(8)
U.S. government agencies securities	13,308	(37)
Certificates of deposit	7,001	(5)
Asset-backed securities	4,139	(1)
	<u>\$ 78,285</u>	<u>\$ (88)</u>

The Company did not have any securities in a loss position for 12 months or more as of December 31, 2012.

**Accounts Receivable**

Accounts receivable, net, consisted of the following as of December 31 (in thousands):

	2013	2012
Accounts receivable	\$ 323,822	\$ 290,326
Unearned revenue	(132,342)	(122,770)
Allowance for doubtful accounts	(6,640)	(3,716)
	<u>\$ 184,840</u>	<u>\$ 163,840</u>

Trade accounts receivable are recorded at the invoiced amount and generally do not bear interest. The Company generally invoices its customers at the end of a calendar month for services to be provided the following month. Accordingly, unearned revenue consists of pre-billing for services that have not yet been provided, but which have been billed to customers in advance in accordance with the terms of their contract.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table summarizes the activity of the Company's allowance for doubtful accounts (in thousands):

Balance as of December 31, 2010	\$ 3,808
Provision for allowance for doubtful accounts	4,987
Recoveries (write-offs)	(4,129)
Impact of foreign currency exchange	(31)
Balance as of December 31, 2011	4,635
Provision for allowance for doubtful accounts	4,186
Recoveries (write-offs)	(5,127)
Impact of foreign currency exchange	22
Balance as of December 31, 2012	3,716
Provision for allowance for doubtful accounts	5,819
Recoveries (write-offs)	(2,833)
Impact of foreign currency exchange	(62)
Balance as of December 31, 2013	<u>\$ 6,640</u>

**Other Current Assets**

Other current assets consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Prepaid expenses	\$26,578	\$ 21,349
Taxes receivable	21,584	8,829
Deferred tax assets, net	7,442	8,448
Other receivables	4,181	3,428
Derivative instruments	4,457	3,205
Restricted cash, current	3,210	9,380
Other current assets	4,666	2,908
	<u>\$ 72,118</u>	<u>\$57,547</u>

**Property, Plant and Equipment**

Property, plant and equipment consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
IBX plant and machinery	\$ 2,640,907	\$ 2,292,873
Buildings (1)	1,862,562	1,114,661
Leasehold improvements	1,039,847	1,078,834
IBX equipment	490,677	410,456
Computer equipment and software	189,714	150,382
Land	122,035	98,007
Furniture and fixtures	24,134	21,982
Construction in progress	244,254	379,750
	6,614,130	5,546,945
Less accumulated depreciation	(2,022,480)	(1,631,207)
	<u>\$4,591,650</u>	<u>\$ 3,915,738</u>

(1) Includes site improvements.

IBX plant and machinery, leasehold improvements, buildings, computer equipment and software and construction in progress recorded under capital leases aggregated \$428,974,000 and \$146,591,000 as of December 31, 2013 and 2012, respectively. Amortization on the assets recorded under capital leases is included in depreciation expense and accumulated depreciation on such assets totaled \$56,041,000 and \$39,842,000 as of December 31, 2013 and 2012, respectively.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

During the year ended December 31, 2012, the Company recorded impairment charges related to its property, plant and equipment (see Note 1, “Impairment of Long-Lived Assets”).

*Purchase of New York 2 IBX Data Center.* In May 2013, the Company entered into a binding purchase and sale agreement for a property located in the New York metro area (the “New York 2 IBX Data Center Purchase”). A majority of the building was leased to the Company and was being used by the Company as its New York 2 IBX data center. The lease was originally accounted for as an operating lease, and the Company had previously recorded a restructuring charge related to the lease (see Note 18). The remainder of the building was leased by another party, which became the Company’s tenant upon closing. In July 2013, the Company completed the New York 2 IBX Data Center Purchase for net cash consideration of \$73,441,000. The New York 2 IBX Data Center Purchase was accounted for as an asset acquisition and the purchase price was allocated to the assets acquired based on their relative fair values.

**Goodwill and Other Intangibles**

Goodwill and other intangible assets, net, consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Goodwill:		
Americas	\$ 471,845	\$ 482,765
EMEA	435,041	423,529
Asia-Pacific	135,267	136,270
	<u>\$ 1,042,153</u>	<u>\$ 1,042,564</u>
Intangible assets:		
Intangible asset – customer contracts	\$ 233,038	\$ 222,571
Intangible asset – favorable leases	25,147	27,785
Intangible asset – licenses	9,697	9,397
Intangible asset – others	8,859	9,889
	<u>276,741</u>	<u>269,642</u>
Accumulated amortization	<u>(92,559)</u>	<u>(68,080)</u>
	<u>\$ 184,182</u>	<u>\$ 201,562</u>

Changes in the carrying amount of goodwill by geographic regions are as follows (in thousands):

	<u>Americas</u>	<u>EMEA</u>	<u>Asia-Pacific</u>	<u>Total</u>
Balance at December 31, 2011	\$ 499,455	\$ 347,018	\$ 20,022	\$ 866,495
Asia Tone acquisition (see Note 3)	—	—	115,223	115,223
ancotel acquisition (see Note 3)	—	55,689	—	55,689
Dubai IBX Data Center Acquisition (see Note 3)	—	3,273	—	3,273
Written-off in sale of discontinued operations	(8,320)	—	—	(8,320)
Impact of foreign currency exchange	(8,370)	17,549	1,025	10,204
Balance at December 31, 2012	<u>482,765</u>	<u>423,529</u>	<u>136,270</u>	<u>1,042,564</u>
Purchase accounting adjustments	—	932	(279)	653
Impact of foreign currency exchange	<u>(10,920)</u>	<u>10,580</u>	<u>(724)</u>	<u>(1,064)</u>
Balance at December 31, 2013	<u>\$ 471,845</u>	<u>\$ 435,041</u>	<u>\$ 135,267</u>	<u>\$ 1,042,153</u>

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Changes in the net book value of intangible assets by geographic regions are as follows (in thousands):

	<u>Americas</u>	<u>EMEA</u>	<u>Asia-Pacific</u>	<u>Total</u>
Intangible assets, net at December 31, 2010	\$ 108,632	\$ 42,313	\$ —	\$ 150,945
Switch and Data Acquisition	19,295	—	—	19,295
Amortization of intangibles	(13,526)	(5,538)	—	(19,064)
Impact of foreign currency exchange	(2,852)	311	—	(2,541)
Intangible assets, net at December 31, 2011	111,549	37,086	—	148,635
Asia Tone acquisition (see Note 3)	—	—	29,155	29,155
ancotel acquisition (see Note 3)	—	42,781	—	42,781
Dubai IBX Data Center Acquisition (see Note 3)	—	9,400	—	9,400
Written-off in sale of discontinued operations	(5,913)	—	—	(5,913)
Impairment charge	(2,832)	—	—	(2,832)
Amortization of intangibles	(13,722)	(8,246)	(1,607)	(23,575)
Impact of foreign currency exchange	385	3,165	361	3,911
Intangible assets, net at December 31, 2012	89,467	84,186	27,909	201,562
Frankfurt Kleyer 90 Carrier Hotel Acquisition (see Note 3)	—	10,010	—	10,010
New York 2 IBX Data Center Purchase	1,100	—	—	1,100
Adjustments	—	(2,070)	—	(2,070)
Amortization of intangibles	(12,604)	(11,613)	(2,810)	(27,027)
Impact of foreign currency exchange	(1,739)	2,196	150	607
Intangible assets, net at December 31, 2013	<u>\$ 76,224</u>	<u>\$ 82,709</u>	<u>\$ 25,249</u>	<u>\$ 184,182</u>

The Company's goodwill and intangible assets in EMEA, denominated in the United Arab Emirates dirham, British pounds and Euros, goodwill and intangible assets in Asia-Pacific, denominated in Singapore dollars, Hong Kong dollars and Chinese yuan and certain goodwill and intangibles in Americas, denominated in Canadian dollars and Brazilian reais, are subject to foreign currency fluctuations. The Company's foreign currency translation gains and losses, including goodwill and intangibles, are a component of other comprehensive income and loss.

Estimated future amortization expense related to these intangibles is as follows (in thousands):

Year ending:	
2014	\$ 29,526
2015	29,052
2016	28,594
2017	27,104
2018	24,056
Thereafter	<u>45,850</u>
Total	<u>\$ 184,182</u>

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Other Assets**

Other assets consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Deferred tax assets, net	\$229,975	\$ 90,985
Prepaid expenses, non-current	61,039	34,478
Debt issuance costs, net	41,847	36,704
Deposits	25,543	27,069
Restricted cash, non-current	16,178	8,131
Derivative instruments	4,118	—
Other assets, non-current	8,624	10,655
	<u>\$ 387,324</u>	<u>\$208,022</u>

The increase in deferred tax assets, net was primarily due to the depreciation and amortization recapture as a result of changing the Company's methods of depreciating and amortizing various data center assets for tax purposes in connection with the Company's plan to convert to a REIT.

**Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Accounts payable	\$ 30,291	\$ 27,659
Accrued compensation and benefits	92,106	85,619
Accrued interest	48,310	48,436
Accrued taxes	32,047	47,477
Accrued utilities and security	31,314	24,974
Accrued professional fees	9,753	6,699
Accrued repairs and maintenance	3,557	2,938
Accrued other	15,845	25,051
	<u>\$263,223</u>	<u>\$268,853</u>

**Other Current Liabilities**

Other current liabilities consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Deferred tax liabilities, net	\$ 72,004	\$ 68,204
Deferred installation revenue	43,145	49,455
Customer deposits	15,174	12,927
Derivative instruments	6,515	1,097
Deferred recurring revenue	5,007	8,910
Deferred rent	3,865	5,410
Accrued restructuring charges	—	2,379
Asset retirement obligations	1,290	—
Other current liabilities	958	962
	<u>\$147,958</u>	<u>\$149,344</u>

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

**Other Liabilities**

Other liabilities consisted of the following as of December 31 (in thousands):

	2013	2012
Asset retirement obligations, non-current	\$ 58,258	\$ 63,150
Deferred tax liabilities, net	69,812	61,310
Deferred installation revenue, non-current	60,947	41,950
Deferred rent, non-current	37,955	38,041
Accrued taxes, non-current	27,052	19,373
Customer deposits, non-current	5,005	6,185
Deferred recurring revenue, non-current	2,082	5,381
Accrued restructuring charges, non-current	—	3,300
Other liabilities	13,844	7,035
	<u>\$274,955</u>	<u>\$245,725</u>

The following table summarizes the activity of the Company's asset retirement obligation liability (in thousands):

Asset retirement obligations as of December 31, 2010	\$ 46,767
Additions	5,804
Accretion expense	4,343
Impact of foreign currency exchange	(327)
Asset retirement obligations as of December 31, 2011	<u>56,587</u>
Additions (1)	14,879
Adjustments	252
Accretion expense	2,980
Written-off in sale of discontinued operations	(12,314)
Impact of foreign currency exchange	766
Asset retirement obligations as of December 31, 2012	<u>63,150</u>
Additions	8,713
Adjustments (2)	(14,874)
Accretion expense	2,932
Impact of foreign currency exchange	(373)
Asset retirement obligations as of December 31, 2013	<u>\$ 59,548</u>

- (1) Includes \$5,795 assumed in connection with the ancotel and Asia Tone acquisitions.  
(2) Reversal of asset retirement obligations associated with leases that were amended.

**7. Derivatives and Hedging Instruments**

The Company has certain embedded derivatives in its customer contracts. The Company also employs foreign currency forward contracts to partially offset its business exposure to foreign exchange risk for certain existing foreign currency-denominated assets and liabilities and its exposure to foreign currency exchange rate fluctuations for forecasted revenues and expenses in its EMEA region.

**Derivatives Designated as Hedging Instruments**

*Cash Flow Hedges.* During the fourth quarter of 2013, the Company initiated a program to hedge its exposure to foreign currency exchange rate fluctuations for forecasted revenues and expenses in its EMEA region in order to help manage the Company's exposure to foreign currency exchange rate fluctuations between the U.S. dollar and the British Pound, Euro and Swiss Franc. The foreign currency forward contracts that the Company uses to hedge this exposure are designated as cash flow hedges under the accounting standard for derivatives and hedging.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

As of December 31, 2013, the Company had a total of 69 cash flow hedge instruments with maturity dates ranging from January 2014 to January 2015 as follows (in thousands):

	Notional amount	Fair value (1)	Accumulated other comprehensive income (loss) (2)
Derivative assets	\$ 127,968	\$ 2,102	\$ 2,107
Derivative liabilities	200,686	(3,855)	(3,857)
Total	\$ 328,654	\$ (1,753)	\$ (1,750)

- (1) A total of \$2,099 and \$3 of derivative assets related to cash flow hedges are included in the consolidated balance sheets within other current assets and other assets, respectively. A total of \$3,818 and \$37 of derivative liabilities related to cash flow hedges are included in the consolidated balance sheets within other current liabilities and other liabilities, respectively.
- (2) Included in the consolidated balance sheets within accumulated other comprehensive income (loss).

During the year ended December 31, 2013, the ineffective and excluded portions of cash flow hedges recognized in other income (expense) were not significant. During the year ended December 31, 2013, the amount of gains (losses) reclassified from accumulated other comprehensive income (loss) to revenue and operating expenses were not significant. The Company did not enter into any cash flow hedges during the years ended December 31, 2012 and 2011.

***Derivatives Not Designated as Hedging Instruments***

*Embedded Derivatives.* The Company is deemed to have foreign currency forward contracts embedded in certain of the Company's customer agreements that are priced in currencies different from the functional or local currencies of the parties involved. These embedded derivatives are separated from their host contracts and carried on the Company's balance sheet at their fair value. The majority of these embedded derivatives arise as a result of the Company's foreign subsidiaries pricing their customer contracts in the U.S. dollar.

The Company has not designated these foreign currency embedded derivatives as hedging instruments under the accounting standard for derivatives and hedging. Gains and losses on these embedded derivatives are included within revenues in the Company's consolidated statements of operations. During the year ended December 31, 2013, the Company recognized a net gain of \$4,836,000 associated with these embedded derivatives. During the years ended December 31, 2012 and 2011, gains (losses) from these embedded derivatives were not significant.

*Economic Hedges of Embedded Derivatives.* The Company uses foreign currency forward contracts to help manage the foreign exchange risk associated with the Company's customer agreements that are priced in currencies different from the functional or local currencies of the parties involved ("economic hedges of embedded derivatives"). Foreign currency forward contracts represent agreements to exchange the currency of one country for the currency of another country at an agreed-upon price on an agreed-upon settlement date.

The Company has not designated the economic hedges of embedded derivatives as hedging instruments under the accounting standard for derivatives and hedging. Gains and losses on these contracts are included in revenues along with gains and losses of the related embedded derivatives. The Company entered into various economic hedges of embedded derivatives during the year ended December 31, 2013 and recognized a net loss of \$4,497,000. The Company did not enter into any economic hedges of embedded derivatives during the years ended December 31, 2012 and 2011.

*Foreign Currency Forward Contracts.* The Company also uses foreign currency forward contracts to manage the foreign exchange risk associated with certain foreign currency-denominated assets and liabilities. As a result of foreign currency fluctuations, the U.S. dollar equivalent values of its foreign currency-denominated assets and liabilities change.



## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company has not designated such foreign currency forward contracts as hedging instruments under the accounting standard for derivatives and hedging. Gains and losses on these contracts are included in other income (expense), net, along with the foreign currency gains and losses of the related foreign currency-denominated assets and liabilities associated with these foreign currency forward contracts. The Company entered into various foreign currency forward contracts during the years ended December 31, 2013 and 2012 and gains (losses) from these foreign currency forward contracts were not significant during these periods.

**Offsetting Derivative Assets and Liabilities**

The following table presents the fair value of derivative instruments recognized in the Company's consolidated balance sheets as of December 31, 2013 (in thousands):

	Gross amounts	Gross amounts offset in the balance sheet	Net amounts (1)	Gross amounts not offset in the balance sheet	Net
<b>Assets:</b>					
<i>Designated as hedging instruments:</i>					
Foreign currency forward contracts	\$ 2,102	\$ —	\$ 2,102	\$ (2,102)	\$ —
<i>Not designated as hedging instruments:</i>					
Embedded derivatives	6,296	—	6,296	—	6,296
Foreign currency forward contracts	177	—	177	(177)	—
	<u>6,473</u>	<u>—</u>	<u>6,473</u>	<u>(177)</u>	<u>6,296</u>
	<u>\$ 8,575</u>	<u>\$ —</u>	<u>\$ 8,575</u>	<u>\$(2,279)</u>	<u>\$ 6,296</u>
<b>Liabilities:</b>					
<i>Designated as hedging instruments:</i>					
Foreign currency forward contracts	\$ 3,855	\$ —	\$ 3,855	\$ (2,102)	\$ 1,753
<i>Not designated as hedging instruments:</i>					
Embedded derivatives	115	—	115	—	115
Economic hedges of embedded derivatives	1,315	—	1,315	—	1,315
Foreign currency forward contracts	1,289	—	1,289	(177)	1,112
	<u>2,719</u>	<u>—</u>	<u>2,719</u>	<u>(177)</u>	<u>2,542</u>
	<u>\$ 6,574</u>	<u>\$ —</u>	<u>\$ 6,574</u>	<u>\$(2,279)</u>	<u>\$ 4,295</u>

(1) As presented in the Company's consolidated balance sheets within other current assets, other assets, other current liabilities and other liabilities.

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the fair value of derivative instruments recognized in the Company’s consolidated balance sheets as of December 31, 2012 (in thousands):

	Gross amounts	Gross amounts offset in the balance sheet	Net amounts (1)	Gross amounts not offset in the balance sheet	Net
<b>Assets:</b>					
<i>Not designated as hedging instruments:</i>					
Embedded derivatives	\$ 3,205	\$ —	\$ 3,205	\$ —	\$ 3,205
Foreign currency forward contracts	13	(13)	—	—	—
	<u>\$3,218</u>	<u>\$ (13)</u>	<u>\$ 3,205</u>	<u>\$ —</u>	<u>\$ 3,205</u>
<b>Liabilities:</b>					
<i>Not designated as hedging instruments:</i>					
Embedded derivatives	\$ 890	\$ —	\$ 890	\$ —	\$ 890
Foreign currency forward contracts	220	(13)	207	—	207
	<u>\$1,110</u>	<u>\$ (13)</u>	<u>\$ 1,097</u>	<u>\$ —</u>	<u>\$ 1,097</u>

(1) As presented in the Company’s consolidated balance sheets within other current assets, other assets, other current liabilities and other liabilities.

**8. Fair Value Measurements**

The Company’s financial assets and liabilities measured at fair value on a recurring basis at December 31, 2013 were as follows (in thousands):

	Fair Value at December 31, 2013	Fair value measurement using	
		Level 1	Level 2
<b>Assets:</b>			
Cash	\$ 186,007	\$ 186,007	\$ —
U.S. government securities	305,021	305,021	—
Money market and deposit accounts	74,787	74,787	—
U.S. government agency securities	125,917	—	125,917
Certificates of deposit	76,152	—	76,152
Corporate bonds	190,177	—	190,177
Asset-backed securities	68,938	—	68,938
Commercial paper	3,093	—	3,093
Derivative instruments (1)	8,575	—	8,575
	<u>\$1,038,667</u>	<u>\$565,815</u>	<u>\$ 472,852</u>
<b>Liabilities:</b>			
Derivative instruments (1)	\$ 6,574	\$ —	\$ 6,574

(1) Includes both foreign currency embedded derivatives and foreign currency forward contracts. Amounts are included within other current assets, other assets, other current liabilities and other liabilities in the Company’s accompanying consolidated balance sheet.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company's financial assets and liabilities measured at fair value on a recurring basis at December 31, 2012 were as follows (in thousands):

	Fair Value at December 31, 2012	Fair value measurement using	
		Level 1	Level 2
<b>Assets:</b>			
Cash	\$ 150,864	\$ 150,864	\$ —
U.S. government securities	129,950	—	129,950
Money market and deposit accounts	98,340	98,340	—
U.S. government agency securities	72,979	—	72,979
Certificates of deposit	48,386	—	48,386
Corporate bonds	37,975	—	37,975
Asset-backed securities	6,037	—	6,037
Commercial paper	1,993	—	1,993
Derivative instruments (1)	3,205	—	3,205
	<u>\$ 549,729</u>	<u>\$ 249,204</u>	<u>\$ 300,525</u>
<b>Liabilities:</b>			
Derivative instruments (1)	\$ 1,097	\$ —	\$ 1,097

- (1) Includes embedded derivatives, foreign currency embedded derivatives and foreign currency forward contracts. Amounts are included within other current assets and other current liabilities in the Company's accompanying consolidated balance sheet.

The Company did not have any Level 3 financial assets or financial liabilities during the years ended December 31, 2013 and 2012.

*Valuation Methods*

Fair value estimates are made as of a specific point in time based on methods using present value or other valuation techniques. These techniques involve uncertainties and are affected by the assumptions used and the judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss experience and other factors.

*Cash, Cash Equivalents and Investments.* The fair value of the Company's investments in money market funds approximates their face value. Such instruments are included in cash equivalents. The Company's U.S. government securities and money market funds are classified within Level 1 of the fair value hierarchy because they are valued using quoted prices for identical instruments in active markets. The fair value of the Company's other investments approximate their face value, including certificates of deposit and available-for-sale debt investments related to the Company's investments in the securities of other public companies, governmental units and other agencies. The fair value of these investments is priced based on the quoted market price for similar instruments or nonbinding market prices that are corroborated by observable market data. Such instruments are classified within Level 2 of the fair value hierarchy. The Company determines the fair values of its Level 2 investments by using inputs such as actual trade data, benchmark yields, broker/dealer quotes, and other similar data, which are obtained from quoted market prices, custody bank, third-party pricing vendors, or other sources. The Company uses such pricing data as the primary input to make its assessments and determinations as to the ultimate valuation of its investment portfolio and has not made, during the periods presented, any material adjustments to such inputs. The Company is responsible for its consolidated financial statements and underlying estimates.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The Company determined that the major security types held as of December 31, 2013 were primarily cash and money market funds, U.S. government and agency securities, corporate bonds, certificate of deposits, commercial paper and asset-backed securities. The Company uses the specific identification method in computing realized gains and losses. Short-term and long-term investments are classified as available-for-sale and are carried at fair value with unrealized gains and losses reported in stockholders' equity as a component of other comprehensive income or loss, net of any related tax effect. The Company reviews its investment portfolio quarterly to determine if any securities may be other-than-temporarily impaired due to increased credit risk, changes in industry or sector of a certain instrument or ratings downgrades over an extended period of time.

During the three months ended March 31, 2013, after reviewing the fair value hierarchy and its valuation criteria, the Company reclassified its U.S. government securities from within Level 2 to Level 1 of the fair value hierarchy because treasury securities issued by the U.S. government are valued using quoted prices for identical instruments in active markets.

*Derivative Assets and Liabilities.* For derivatives, including cash flow hedges, embedded derivatives and economic hedges of embedded derivatives, the Company uses forward contract models employing market observable inputs, such as spot currency rates and forward points with adjustments made to these values utilizing published credit default swap rates of its foreign exchange trading counterparties. The Company has determined that the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, therefore the derivatives are categorized as Level 2.

During the years ended December 31, 2013 and 2012, the Company did not have any nonfinancial assets or liabilities measured at fair value on a recurring basis.

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

9. Leases

*Capital Lease and Other Financing Obligations*

Capital lease and other financing obligations consisted of the following (dollars in thousands):

	Effective interest rate	Balance as of December 31.	
		2013	2012
Dallas IBX financing	7.84%	\$ 105,069	\$ 105,008
Toronto 1 capital lease	6.77%	67,939	—
Paris 3 IBX capital lease	8.46%	57,202	56,045
Chicago 1 capital lease	10.00%	56,523	—
Washington, D.C. IBX capital lease	8.50%	53,755	24,477
Singapore 1 IBX financing	4.13%	43,078	44,397
Los Angeles 1 capital lease	9.53%	42,322	—
U.S. headquarters capital leases	7.46%	39,699	39,095
Toronto 2 IBX financing	8.51%	38,713	—
Hong Kong 2 IBX financing	6.92%	38,558	39,131
Singapore 2 IBX financing	6.20%	35,449	—
Los Angeles 3 IBX financing	7.75%	34,788	35,640
Seattle 3 IBX financing	8.37%	34,689	30,928
New York 4 capital lease	12.80%	24,117	—
New York 5 and 6 IBX lease	8.49%	22,148	20,865
New Jersey capital lease	8.60%	21,399	22,485
DC 10 IBX financing	10.96%	17,576	17,429
New York 9 capital lease	5.50%	16,228	—
Philadelphia 1 capital lease	12.69%	15,430	—
Zurich 4 IBX financing	3.50%	15,713	12,190
Sunnyvale capital lease	8.60%	13,294	14,063
Sydney 3 IBX financing	7.65%	10,530	11,729
San Jose IBX equipment & fiber financing	8.50%	10,766	11,711
Zurich 5 IBX financing	20.68%	10,540	9,268
London IBX financing (1)	8.76%	6,468	17,561
Other capital lease and financing obligations	7.99%	99,253	49,037
		<u>\$ 931,246</u>	<u>\$ 561,059</u>

*New York 4 Capital Lease*

In December 2013, the Company entered into a lease amendment for its New York 4 IBX data center (the “New York 4 Lease”) to extend the lease term. The lease was originally accounted for as an operating lease. Pursuant to the accounting standard for leases, the Company reassessed the lease classification of the New York 4 Lease as a result of the lease amendment and determined that the lease should be accounted for as a capital lease (the “New York 4 Capital Lease”). The Company recorded a capital lease asset totaling approximately \$23,208,000 and a capital lease liability totaling approximately \$24,100,000 during the year ended December 31, 2013. Monthly payments under the New York 4 Capital Lease will be made through September 2036.

*Philadelphia 1 Capital Lease*

In December 2013, the Company entered into a lease amendment for its Philadelphia 1 IBX data center (the “Philadelphia 1 Lease”) to extend the lease term and lease additional space. The lease was originally accounted for as an operating lease. Pursuant to the accounting standard for leases, the Company reassessed the lease classification of the Philadelphia 1 Lease as a result of the lease amendment and determined that the lease should be accounted for as a capital lease (the “Philadelphia 1 Capital Lease”). The Company recorded a capital lease asset totaling approximately \$15,366,000 and a capital lease liability totaling approximately \$15,430,000 during the three months ended December 31, 2013. Monthly payments under the Philadelphia 1 Capital Lease will be made through December 2023.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

*London IBX Financing*

In November 2013, the Company entered into new leases with the landlord of the Company's London 4 and London 5 IBX data centers, replacing the existing leases, and through such leases acquired certain rights to the London 4 and London 5 IBX data center buildings and land for an upfront payment of approximately \$37,065,000 and payment of on-going rent. Concurrently, the Company entered into a lease agreement for an adjacent parcel of undeveloped land, including the right to construct the Company's London 6 IBX data center on the land (collectively, the "London IBX Data Centers Expansion"). The total contractual obligation over the estimated term of the three new leases is collectively approximately \$235,780,000, excluding the upfront payment, with the remainder to be paid in quarterly installments. The total contractual obligation was allocated to each element of the London IBX Data Centers Expansion based on their relative fair values. The London 4 and London 5 IBX data center leases (collectively, the "London 4 and 5 Leases") were originally accounted for as financed leases pursuant to the accounting standard for lessee's involvement in asset construction, since the Company was considered the owner of the buildings due to the building work that the Company undertook. As a result, the Company recorded building assets and related financing liabilities for the buildings, while the underlying ground leases were accounted for as operating leases. As a result of the new leases, the Company accounted for the prepayment of the London 4 and 5 Leases' financing liabilities as a debt extinguishment and recorded a loss on debt extinguishment (see Note 10) during the three months ended December 31, 2013. The lease for the underlying land where the Company will construct its London 6 IBX data center is accounted for as an operating lease. Quarterly payments under the agreements will be made from December 2013. The Company has certain renewal options available after December 2043, of which one renewal option has been included in the Company's estimated lease term.

*Digital Realty Capital Leases*

In September 2013, the Company entered into lease amendments with Digital Realty Trust, Inc. to extend the lease term of the Company's Chicago 1, Dallas 4, Washington D.C. 3, Los Angeles 1 and Miami 2 IBX data centers. The leases were originally accounted for as operating leases, with the exception of the Washington D.C. 3 lease which was originally accounted for as a capital lease. Pursuant to the accounting standard for leases, the Company reassessed the lease classification of the leases as a result of the lease amendments and determined that upon the amendments each of the leases should be accounted for as a capital lease (the "Digital Realty Capital Leases"). The Company recorded incremental capital lease assets totaling approximately \$138,826,000 and capital lease liabilities totaling approximately \$143,972,000 during the three months ended September 30, 2013. Monthly payments under the Digital Realty Capital Leases commenced in October 2013 and will be made through October 2034. The Company has certain renewal options available after October 2034, which have not been included in the lease terms.

*Toronto 1 Capital Lease*

In May 2013, the Company entered into a lease amendment for its first IBX data center in Toronto, Canada (the "Toronto 1 Lease") to extend the lease term. The lease was originally accounted for as an operating lease. Pursuant to the accounting standard for leases, the Company reassessed the lease classification of the Toronto 1 Lease as a result of the lease amendment and determined that the majority of the lease should be accounted for as a capital lease (the "Toronto 1 Capital Lease"). The Company recorded a capital lease asset totaling approximately \$67,346,000 and liability totaling approximately \$68,370,000 during the three months ended June 30, 2013. Monthly payments under the Toronto 1 Capital Lease commenced in June 2013 and will be made through April 2040.

*Singapore 2 IBX Financing*

In May 2013, the Company commenced construction work to make structural changes to its leased space within its second IBX data center in Singapore (the "Singapore 2 IBX Financing"). The lease was originally accounted for as an operating lease. Pursuant to the accounting standard for lessee's involvement in asset construction, the Company is considered the owner of the assets during the construction period. As a result, the Company recorded a building asset totaling approximately \$34,749,000 and corresponding financing liability totaling approximately \$36,030,000 during the three months ended June 30, 2013. Monthly payments under the Singapore 2 IBX Financing commenced in May 2013 and will be made through September 2022.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

*Singapore 3 IBX Financing*

In March 2013, the Company entered into a lease for land and a building that the Company and the landlord will jointly develop into the Company's third IBX data center in the Singapore metro area (the "Singapore 3 Lease"). The Singapore 3 Lease has a term of 20 years, with an option to purchase the property. If the option to purchase the property is not exercised, the Company has options to extend the lease. The total cumulative minimum rent obligation over the term of the lease is approximately \$159,040,000, exclusive of renewal periods. The landlord began construction of the building to the Company's specifications in August 2013. Pursuant to the accounting standard for lessee's involvement in asset construction, the Company will be considered the owner of the building during the construction phase due to the building work that the landlord and the Company will be undertaking, while the underlying land is considered an operating lease. As a result, the Company recorded a building asset and corresponding financing liability totaling approximately \$4,861,000 during the year ended December 31, 2013. Monthly payments under the Singapore 3 IBX Financing are expected to commence in January 2015 and will be made through December 2034.

*New York 9 Capital Lease*

In February 2013, the Company entered into a lease amendment for a portion of its New York 9 IBX data center (the "New York 9 Lease") to extend the lease term. The lease was originally accounted for as an operating lease. Pursuant to the accounting standard for leases, the Company reassessed the lease classification of the New York 9 Lease as a result of the lease amendment and determined that the lease should be accounted for as a capital lease (the "New York 9 Capital Lease"). The Company recorded a capital lease asset totaling approximately \$16,057,000 and a capital lease liability totaling approximately \$16,119,000 during the year ended December 31, 2013. Monthly payments under the New York 9 Capital Lease will be made through August 2025.

*Toronto 2 IBX Financing*

In November 2012, the Company entered into a lease for land and a building that the Company and the landlord would jointly develop to meet its needs and which it would ultimately convert into its second IBX data center in the Toronto, Canada metro area (the "Toronto 2 IBX Financing" and the "Toronto Lease"). The Toronto Lease has a fixed term of 15 years, with options to renew, commencing from the date the landlord delivers the completed building to the Company. The Toronto Lease has a total cumulative minimum rent obligation of approximately \$140,565,000, exclusive of renewal periods. The landlord began construction of the building to the Company's specifications in February 2013. Pursuant to the accounting standard for lessee's involvement in asset construction, the Company is considered the owner of the building during the construction phase due to the building work that the landlord and the Company are undertaking. As a result, as of September 30, 2013, the Company has recorded a building asset and a related financing liability totaling approximately \$21,375,000, while the underlying land is considered an operating lease. Monthly payments under the Toronto Lease will commence in October 2015 and will be made through September 2029.

*Dallas IBX Financing*

In December 2012, the Company began construction to physically connect the spaces included in multiple individual leases within the same property in Dallas to meet the Company's needs. Pursuant to the accounting standard for lessee's involvement in asset construction, the Company is considered the owner of the assets during the construction phase due to the building work that the Company is undertaking. As a result, the Company recorded a building asset totaling approximately \$98,825,000 and a corresponding financing obligation liability totaling approximately \$105,008,000 as of December 31, 2012 (the "Dallas IBX Financing"). Monthly payments under the Dallas IBX Financing will be made through December 2029 at a weighted-average effective interest rate of 7.91% per annum.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

*Maturities of Capital Lease and Other Financing Obligations*

The Company's capital lease and other financing obligations are summarized as follows as of December 31, 2013 (dollars in thousands):

	Capital lease obligations	Other financing obligations	Total
2014	\$ 41,124	\$ 44,262	\$ 85,386
2015	43,317	51,548	94,865
2016	43,746	55,917	99,663
2017	44,681	56,000	100,681
2018	46,093	58,916	105,009
Thereafter	<u>646,431</u>	<u>541,081</u>	<u>1,187,512</u>
Total minimum lease payments	865,392	807,724	1,673,116
Plus amount representing residual property value	—	388,092	388,092
Less estimated building costs	—	(48,344)	(48,344)
Less amount representing interest	<u>(455,905)</u>	<u>(625,713)</u>	<u>(1,081,618)</u>
Present value of net minimum lease payments	409,487	521,759	931,246
Less current portion	<u>(9,204)</u>	<u>(8,010)</u>	<u>(17,214)</u>
	<u>\$ 400,283</u>	<u>\$ 513,749</u>	<u>\$ 914,032</u>

*Operating Leases*

The Company currently leases the majority of its IBX data centers and certain equipment under noncancelable operating lease agreements. The majority of the Company's operating leases for its land and IBX data centers expire at various dates through 2043 with renewal options available to the Company. The lease agreements typically provide for base rental rates that increase at defined intervals during the term of the lease. In addition, the Company has negotiated some rent expense abatement periods for certain leases to better match the phased build out of its IBX data centers. The Company accounts for such abatements and increasing base rentals using the straight-line method over the life of the lease. The difference between the straight-line expense and the cash payment is recorded as deferred rent (see Note 6, "Other Current Liabilities" and "Other Liabilities").

Minimum future operating lease payments as of December 31, 2013 are summarized as follows (in thousands):

Year ending:	
2014	\$ 91,658
2015	81,848
2016	79,806
2017	75,692
2018	72,817
Thereafter	<u>552,357</u>
Total	<u>\$ 954,178</u>

Total rent expense was approximately \$112,704,000, \$113,338,000 and \$111,787,000 for the years ended December 31, 2013, 2012 and 2011, respectively.



## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

**10. Debt Facilities***Mortgage and Loans Payable*

The Company's non-convertible debt consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
U.S. term loan	\$ 140,000	\$ 180,000
ALOG financings	67,882	48,807
Mortgage payable	43,497	—
Paris 4 IBX financing	122	8,071
Other loans payable	1,707	4,084
	<u>253,208</u>	<u>240,962</u>
Less current portion	<u>(53,508)</u>	<u>(52,160)</u>
	<u>\$ 199,700</u>	<u>\$ 188,802</u>

*U.S. Financing*

In June 2012, the Company entered into a credit agreement with a group of lenders for a \$750,000,000 credit facility (the "U.S. Financing"), comprised of a \$200,000,000 term loan facility (the "U.S. Term Loan") and a \$550,000,000 multicurrency revolving credit facility (the "U.S. Revolving Credit Line"). The U.S. Financing contains several financial covenants with which the Company must comply on a quarterly basis, including a maximum senior leverage ratio covenant, a minimum fixed charge coverage ratio covenant and a minimum tangible net worth covenant. The U.S. Financing is guaranteed by certain of the Company's domestic subsidiaries and is secured by the Company's and guarantors' accounts receivable as well as pledges of the equity interests of certain of the Company's direct and indirect subsidiaries. The U.S. Term Loan and U.S. Revolving Credit Line both have a five-year term, subject to the satisfaction of certain conditions with respect to the Company's outstanding convertible subordinated notes. The Company is required to repay the principal balance of the U.S. Term Loan in equal quarterly installments over the term. The U.S. Term Loan bears interest at a rate based on LIBOR or, at the option of the Company, the Base Rate (defined as the highest of (a) the Federal Funds Rate plus 1/2 of 1%, (b) the Bank of America prime rate and (c) one-month LIBOR plus 1.00%) plus, in either case, a margin that varies as a function of the Company's senior leverage ratio in the range of 1.25%-2.00% per annum if the Company elects to use the LIBOR index and in the range of 0.25%-1.00% per annum if the Company elects to use the Base Rate index. In July 2012, the Company fully utilized the U.S. Term Loan and used the funds to prepay the outstanding balance of and terminate a multi-currency credit facility in the Company's Asia-Pacific region. The U.S. Revolving Credit Line allows the Company to borrow, repay and reborrow over the term. The U.S. Revolving Credit Line provides a sublimit for the issuance of letters of credit of up to \$150,000,000 at any one time. The Company may use the U.S. Revolving Credit Line for working capital, capital expenditures, issuance of letters of credit, and other general corporate purposes. Borrowings under the U.S. Revolving Credit Line bear interest at a rate based on LIBOR or, at the option of the Company, the Base Rate (defined above) plus, in either case, a margin that varies as a function of the Company's senior leverage ratio in the range of 0.95%-1.60% per annum if the Company elects to use the LIBOR index and in the range of 0.00%-0.60% per annum if the Company elects to use the Base Rate index. The Company is required to pay a quarterly letter of credit fee on the face amount of each letter of credit, which fee is based on the same margin that applies from time to time to LIBOR-indexed borrowings under the U.S. Revolving Credit Line. The Company is also required to pay a quarterly facility fee ranging from 0.30%-0.40% per annum of the U.S. Revolving Credit Line (regardless of the amount utilized), which fee also varies as a function of the Company's senior leverage ratio. In June 2012, the outstanding letters of credit issued under an existing revolving credit facility were assumed under the U.S. Revolving Credit Line and the existing revolving credit facility was terminated.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

In February 2013, the U.S. Financing was amended to modify certain definitions of items used in the calculation of the financial covenants with which the Company must comply on a quarterly basis to exclude the write-off of any unamortized debt issuance costs that were incurred in connection with the issuance of the 8.125% Senior Notes; to exclude one-time transaction costs, fees, premiums and expenses incurred by the Company in connection with the issuance of the 4.875% Senior Notes and 5.375% Senior Notes and the redemption of the 8.125% Senior Notes; and to exclude the 8.125% Senior Notes from the calculation of total leverage for the period ended March 31, 2013, provided that certain conditions in connection with the redemption of the 8.125% Senior Notes were satisfied. The amendment also postponed the step-down of the maximum senior leverage ratio covenant from the three months ended March 31, 2013 to the three months ended September 30, 2013.

In September 2013, the U.S. Financing was further amended. Among other changes, the amendment (i) modified certain covenants to accommodate the Company's planned conversion to a REIT, and related matters; (ii) replaced the maximum senior leverage ratio covenant with a maximum senior net leverage ratio covenant and modified the minimum fixed charge coverage ratio and tangible net worth covenants; (iii) modified certain defined terms used in the calculation of the financial covenants to exclude certain expenses incurred by the Company in connection with its planned REIT conversion; and (iv) permits the Company to request an increase in the U.S. Revolving Credit Line of up to an additional \$250,000,000, subject to various conditions including the receipt of lender commitments.

As of December 31, 2013, the effective interest rate under the U.S. Term Loan was 2.17% per annum. As of December 31, 2013, the Company had 17 irrevocable letters of credit totaling \$33,208,000 issued and outstanding under the U.S. Revolving Credit Line. As a result, the amount available to the Company to borrow under the U.S. Revolving Credit Line was \$516,792,000 as of December 31, 2013. As of December 31, 2013, the Company was in compliance with all covenants of the U.S. Financing. Debt issuance costs related to the U.S. Financing, net of amortization, were \$7,985,000 as of December 31, 2013.

*ALOG Financings*

*2013 ALOG Financing*

In November 2013, ALOG completed a 60,318,000 Brazilian real borrowing agreement, or approximately \$25,536,000 (the "2013 ALOG Financing"). The 2013 ALOG Financing has a five-year term with semi-annual principal payments beginning in the third year of its term and semi-annual interest payments during the entire term. The 2013 ALOG Financing bears an interest rate of 2.25% above the local borrowing rate. The 2013 ALOG Financing contains financial covenants, which ALOG must comply with annually, consisting of a leverage ratio and a fixed charge coverage ratio. As of December 31, 2013, the Company was in compliance with all financial covenants under the 2013 ALOG Financing. The 2013 ALOG Financing is not guaranteed by ALOG or the Company. The 2013 ALOG Financing is not secured by ALOG's or the Company's assets. The 2013 ALOG Financing has a final maturity date of November 2018. During the three months ended December 31, 2013, ALOG fully utilized the 2013 ALOG Financing. As of December 31, 2013, the effective interest rate under the 2013 ALOG Financing was 12.24% per annum.

*2012 ALOG Financing*

In June 2012, ALOG completed a 100,000,000 Brazilian real borrowing agreement, or approximately \$48,807,000 (the "2012 ALOG Financing"). The 2012 ALOG Financing has a five-year term with semi-annual principal payments beginning in the third year of its term and quarterly interest payments during the entire term. The 2012 ALOG Financing bears an interest rate of 2.75% above the local borrowing rate. The 2012 ALOG Financing contains financial covenants, which ALOG must comply with annually, consisting of a leverage ratio and a fixed charge coverage ratio. As of December 31, 2012, the Company was in compliance with all financial covenants under the 2012 ALOG Financing. The 2012 ALOG Financing is not guaranteed by ALOG or the Company. The 2012 ALOG Financing is not secured by ALOG's or the Company's assets. The 2012 ALOG Financing has a final maturity date of June 2017. During the three months ended September 30, 2012, ALOG fully utilized the 2012 ALOG Financing and used a portion of the funds to prepay and terminate ALOG loans payable outstanding. As of December 31, 2012, the effective interest rate under the 2012 ALOG Financing was 12.52% per annum.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

*Mortgage Payable*

In October 2013, as a result of the Frankfurt Kleyer 90 Carrier Hotel Acquisition, the Company assumed a mortgage payable of \$42,906,000 (see Note 3) with an effective interest rate of 4.25%. The mortgage payable has monthly principal and interest payments and has an expiration date of August 2022.

*Paris 4 IBX Financing*

In March 2011, the Company entered into two agreements with two unrelated parties to purchase and develop a building that became the Company's fourth IBX data center in the Paris metro area, which opened for business in August 2012. The first agreement, as amended, allowed the Company the right to purchase the property for a total fee of approximately \$19,782,000, payable to a company that held exclusive rights (including power rights) to the property and was already in the process of developing the property into a data center and has, instead, become the anchor tenant in the Paris 4 IBX data center once it opened for business, which occurred in August 2012. The second agreement was entered into with the developer of the property and allowed the Company to take immediate title to the building and associated land and also required the developer to construct the data center to the Company's specifications and deliver the completed data center to the Company in July 2012 for a total fee of approximately \$101,485,000. Of the amounts paid under the Paris 4 IBX Financing, a total of approximately \$14,771,000 was allocated to land and building assets, \$3,374,000 was allocated to a deferred charge, which is being netted against revenue associated with the anchor tenant of the Paris 4 IBX data center over the term of the customer contract, and the remainder totaling \$103,122,000 was allocated to construction costs inclusive of interest charges.

*Convertible Debt*

The Company's convertible debt consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
3.00% Convertible Subordinated Notes	\$395,986	\$395,986
4.75% Convertible Subordinated Notes	373,724	373,730
	769,710	769,716
Less amount representing debt discount	(45,508)	(60,990)
	<u>\$ 724,202</u>	<u>\$ 708,726</u>

*3.00% Convertible Subordinated Notes*

In September 2007, the Company issued \$395,986,000 aggregate principal amount of 3.00% Convertible Subordinated Notes due October 15, 2014 (the "3.00% Convertible Subordinated Notes"). Interest is payable semi-annually on April 15 and October 15 of each year, and commenced April 15, 2008.

The 3.00% Convertible Subordinated Notes are governed by an Indenture dated as of September 26, 2007, between the Company, as issuer, and U.S. Bank National Association, as trustee (the "3.00% Convertible Subordinated Notes Indenture"). The 3.00% Convertible Subordinated Notes Indenture does not contain any financial covenants or any restrictions on the payment of dividends, the incurrence of senior debt or other indebtedness, or the issuance or repurchase of securities by the Company. The 3.00% Convertible Subordinated Notes are unsecured and rank junior in right of payment to the Company's existing or future senior debt and equal in right of payment to the Company's existing and future subordinated debt.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Holders of the 3.00% Convertible Subordinated Notes may convert their notes at their option on any day up to and including the business day immediately preceding the maturity date into shares of the Company's common stock. The base conversion rate is 7.436 shares of common stock per \$1,000 principal amount of 3.00% Convertible Subordinated Notes, subject to adjustment. This represents a base conversion price of approximately \$134.48 per share of common stock. If, at the time of conversion, the applicable stock price of the Company's common stock exceeds the base conversion price, the conversion rate will be determined pursuant to a formula resulting in the receipt of up to 4.4616 additional shares of common stock per \$1,000 principal amount of the 3.00% Convertible Subordinated Notes, subject to adjustment. However, in no event would the total number of shares issuable upon conversion of the 3.00% Convertible Subordinated Notes exceed 11.8976 per \$1,000 principal amount of 3.00% Convertible Subordinated Notes, subject to anti-dilution adjustments, or the equivalent of \$84.05 per share of the Company's common stock or a total of 4,711,283 shares of the Company's common stock. As of December 31, 2013, the Company expects the holders of the 3.00% Convertible Subordinated Notes to convert their notes into shares of the Company's common stock prior to the 3.00% Convertible Subordinated Notes maturity date since the Company's stock price was greater than the base conversion price of the 3.00% Convertible Subordinated Notes. As a result, the Company determined that the principal amount of the 3.00% Convertible Subordinated Notes should be classified as non-current convertible debt on the Company's consolidated balance sheet as of December 31, 2013 due to the Company's expectation that the 3.00% Convertible Subordinated Notes will be settled in shares of the Company's common stock instead of cash. As of December 31, 2013, had the holders of the 3.00% Convertible Subordinated Notes converted their notes, the 3.00% Convertible Subordinated Notes would have been convertible into 3,370,419 shares of the Company's common stock.

The conversion rates may be adjusted upon the occurrence of certain events, including for any cash dividend, but they will not be adjusted for accrued and unpaid interest. Holders of the 3.00% Convertible Subordinated Notes will not receive any cash payment representing accrued and unpaid interest upon conversion of a note. Accrued but unpaid interest will be deemed to be paid in full upon conversion rather than cancelled, extinguished or forfeited. The Company may not redeem the 3.00% Convertible Subordinated Notes at its option.

Holders of the 3.00% Convertible Subordinated Notes have the right to require the Company to purchase with cash all or a portion of the Convertible Subordinated Notes upon the occurrence of a fundamental change such as change of control at a purchase price equal to 100% of the principal amount of the 3.00% Convertible Subordinated Notes plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase. Following certain corporate transactions that constitute a change of control, the Company will increase the conversion rate for a holder who elects to convert the 3.00% Convertible Subordinated Notes in connection with such change of control in certain circumstances.

The Company has considered the accounting standard for debt with conversion and other options and for derivatives and hedging and has determined that the 3.00% Convertible Subordinated Notes do not contain a beneficial conversion feature as the fair value of the Company's common stock on the date of issuance was less than the initial conversion price outlined in the agreement.

*4.75% Convertible Subordinated Notes*

In June 2009, the Company issued \$373,750,000 aggregate principal amount of 4.75% Convertible Subordinated Notes due June 15, 2016 (the "4.75% Convertible Subordinated Notes"). Interest is payable semi-annually on June 15 and December 15 of each year and commenced on December 15, 2009.

The 4.75% Convertible Subordinated Notes are governed by an Indenture dated as of June 12, 2009, between the Company, as issuer, and U.S. Bank National Association, as trustee (the "4.75% Convertible Subordinated Notes Indenture"). The 4.75% Convertible Subordinated Notes Indenture does not contain any financial covenants or any restrictions on the payment of dividends, the incurrence of senior debt or other indebtedness, or the issuance or repurchase of securities by the Company. The 4.75% Convertible Subordinated Notes are unsecured and rank junior in right of payment to the Company's existing or future senior debt and equal in right of payment to the Company's existing and future subordinated debt.

Upon conversion, holders will receive, at the Company's election, cash, shares of the Company's common stock or a combination of cash and shares of the Company's common stock. However, the Company may at any time irrevocably elect for the remaining term of the 4.75% Convertible Subordinated Notes to satisfy its obligation in cash up to 100% of the principal amount of the 4.75% Convertible Subordinated Notes, with any remaining amount to be satisfied, at the Company's election, in shares of its common stock or a combination of cash and shares of its common stock.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The initial conversion rate is 11.8599 shares of common stock per \$1,000 principal amount of 4.75% Convertible Subordinated Notes, subject to adjustment. This represents an initial conversion price of approximately \$84.32 per share of common stock. Holders of the 4.75% Convertible Subordinated Notes may convert their notes at any time prior to the close of business on the business day immediately preceding the maturity date under the following circumstances:

- during any fiscal quarter (and only during that fiscal quarter) ending after December 31, 2009, if the sale price of the Company's common stock, for at least 20 trading days during the period of 30 consecutive trading days ending on the last trading day of the previous fiscal quarter, is greater than 130% of the conversion price per share of common stock on such last trading day, which was \$109.62 per share (the "Stock Price Condition Conversion Clause");
- subject to certain exceptions, during the five business day period following any 10 consecutive trading day period in which the trading price of the 4.75% Convertible Subordinated Notes for each day of such period was less than 98% of the product of the sale price of the Company's common stock and the conversion rate (the "4.75% Convertible Subordinated Notes Parity Provision Clause");
- upon the occurrence of specified corporate transactions described in the 4.75% Convertible Subordinated Notes Indenture, such as a consolidation, merger or binding share exchange in which the Company's common stock would be converted into cash or property other than securities (the "Corporate Action Provision Clause"); or
- at any time on or after March 15, 2016.

Upon conversion, if the Company elected to pay a sufficiently large portion of the conversion obligation in cash, additional consideration beyond the \$373,750,000 of gross proceeds received would be required.

Holders of the 4.75% Convertible Subordinated Notes were eligible to convert their notes during the year ended December 31, 2013 and are eligible to convert their notes during the three months ending March 31, 2014, since the Stock Price Condition Conversion Clause was met during the applicable periods. As of December 31, 2013, had the holders of the 4.75% Convertible Subordinated Notes converted their notes, the 4.75% Convertible Subordinated Notes would have been convertible into a maximum of 4,432,339 shares of the Company's common stock.

The conversion rates may be adjusted upon the occurrence of certain events, including for any cash dividend, but they will not be adjusted for accrued and unpaid interest. Holders of the 4.75% Convertible Subordinated Notes will not receive any cash payment representing accrued and unpaid interest upon conversion of a note. Accrued but unpaid interest will be deemed to be paid in full upon conversion rather than cancelled, extinguished or forfeited.

The Company does not have the right to redeem the 4.75% Convertible Subordinated Notes at its option. Holders of the 4.75% Convertible Subordinated Notes have the right to require the Company to purchase with cash all or a portion of the 4.75% Convertible Subordinated Notes upon the occurrence of a fundamental change, such as a change of control at a purchase price equal to 100% of the principal amount of the 4.75% Convertible Subordinated Notes plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase. Following certain corporate transactions that constitute a change of control, the Company will increase the conversion rate for a holder who elects to convert the 4.75% Convertible Subordinated Notes in connection with such change of control in certain circumstances.

Under an accounting standard for convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement), the Company separated the 4.75% Convertible Subordinated Notes into a liability component and an equity component. The carrying amount of the liability component was calculated by measuring the fair value of a similar liability (including any embedded features other than the conversion option) that does not have an associated equity component. The carrying amount of the equity component representing the embedded conversion option was determined by deducting the fair value of the liability component from the initial proceeds ascribed to the 4.75% Convertible Subordinated Notes as a whole. The excess of the principal amount of the liability component over its carrying amount is amortized to interest expense over the expected life of a similar liability that does not have an associated equity component using the effective interest method. The equity component is not remeasured as long as it continues to meet the conditions for equity classification as prescribed in the accounting standard for derivative financial instruments indexed to, and potentially settled in, an entity's own common stock and the accounting standard for determining whether an instrument (or embedded feature) is indexed to an entity's own stock.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Issuance and transaction costs incurred at the time of the issuance of the 4.75% Convertible Subordinated Notes with third parties are allocated to the liability and equity components and accounted for as debt issuance costs and equity issuance costs, respectively. The 4.75% Convertible Subordinated Notes consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Equity component (1)	\$ 104,794	\$ 104,794
Liability component :		
Principal	\$ 373,724	\$ 373,730
Less: debt discount, net (2)	(45,508)	(60,990)
Net carrying amount	<u>\$ 328,216</u>	<u>\$ 312,740</u>

- (1) Included in the consolidated balance sheets within additional paid-in capital.  
(2) Included in the consolidated balance sheets within convertible debt and is amortized over the remaining life of the 4.75% Convertible Subordinated Notes.

As of December 31, 2013, the remaining life of the 4.75% Convertible Subordinated Notes was 2.46 years.

The following table sets forth total interest expense recognized related to the 4.75% Convertible Subordinated Notes for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Contractual interest expense	\$ 17,753	\$ 17,753
Amortization of debt issuance costs	1,022	1,025
Amortization of debt discount	15,482	13,977
	<u>\$ 34,257</u>	<u>\$ 32,755</u>
Effective interest rate of the liability component	10.88%	10.88%

To minimize the impact of potential dilution upon conversion of the 4.75% Convertible Subordinated Notes, the Company entered into capped call transactions (“the Capped Call”) separate from the issuance of the 4.75% Convertible Subordinated Notes and paid a premium of \$49,664,000 for the Capped Call. The Capped Call covers a total of approximately 4,432,638 shares of the Company’s common stock, subject to adjustment. Under the Capped Call, the Company effectively raised the conversion price of the 4.75% Convertible Subordinated Notes from \$84.32 to \$114.82. Depending upon the Company’s stock price at the time the 4.75% Convertible Subordinated Notes are redeemed, the Capped Call will return up to 1,177,456 shares of the Company’s common stock to the Company; however, the Company will receive no benefit from the Capped Call if the Company’s stock price is \$84.32 or lower at the time of conversion and will receive less shares than the 1,177,456 share maximum as described above for share prices in excess of \$114.82 at the time of conversion than it would have received at a share price of \$114.82 (the Company’s benefit from the Capped Call is capped at \$114.82 and the benefit received begins to decrease above this price). In connection with the Capped Call, the Company recorded a \$19,000 derivative loss in its consolidated statement of operations for the year ended December 31, 2009, and the remaining \$49,645,000 was recorded in additional paid-in capital pursuant to the accounting standard for derivative financial instruments indexed to, and potentially settled in, an entity’s own common stock and the accounting standard for determining whether an instrument (or embedded feature) is indexed to an entity’s own stock.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

*2.50% Convertible Subordinated Notes*

In March 2007, the Company issued \$250,000,000 aggregate principal amount of 2.50% Convertible Subordinated Notes due April 15, 2012 (the “2.50% Convertible Subordinated Notes”). Holders of the 2.50% Convertible Subordinated Notes were eligible to convert their notes at any time on or after March 15, 2012 through the close of business on the business day immediately preceding the maturity date. Upon conversion, holders would receive, at the Company’s election, cash, shares of the Company’s common stock or a combination of cash and shares of the Company’s common stock. However, the Company had the right at any time to irrevocably elect for the remaining term of the 2.50% Convertible Subordinated Notes to satisfy its obligation in cash up to 100% of the principal amount of the 2.50% Convertible Subordinated Notes converted, with any remaining amount to be satisfied, at the Company’s election, in shares of its common stock or a combination of cash and shares of its common stock. Upon conversion, due to the conversion formulas associated with the 2.50% Convertible Subordinated Notes, if the Company’s stock was trading at levels exceeding \$112.03 per share, and if the Company elected to pay any portion of the consideration in cash, additional consideration beyond the \$250,000,000 of gross proceeds received would be required. However, in no event would the total number of shares issuable upon conversion of the 2.50% Convertible Subordinated Notes exceed 11.6036 per \$1,000 principal amount of 2.50% Convertible Subordinated Notes, subject to anti-dilution adjustments, or the equivalent of \$86.18 per share of common stock or a total of 2,900,900 shares of the Company’s common stock.

In April 2012, virtually all of the holders of the 2.50% Convertible Subordinated Notes converted their notes. The Company settled the \$250,000,000 in aggregate principal amount of the 2.50% Convertible Subordinated Notes, plus accrued interest, in \$253,132,000 of cash and 622,867 shares of the Company’s common stock that were issued from its treasury stock. The total value of the shares of the Company’s common stock issued by the Company was \$95,915,000, which is based on the closing price of the Company’s common stock on April 16, 2012, the date the shares were issued. The number of shares issued to the holders of the 2.50% Convertible Subordinated Notes was based on the volume weighted average price per share of the Company’s common stock for each of the 10 consecutive trading days during the period beginning on the 12<sup>th</sup> scheduled trading day immediately preceding the maturity date.

The following table sets forth total interest expense recognized related to the 2.50% Convertible Subordinated Notes during the year ended December 31 (in thousands):

	<u>2012</u>
Contractual interest expense	\$ 1,823
Amortization of debt issuance costs	356
Amortization of debt discount	<u>3,685</u>
Total interest expense	<u>\$5,864</u>
Effective interest rate of the liability component	8.37%

*Senior Notes*

The Company’s senior notes consisted of the following as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
5.375% senior notes due 2023	\$ 1,000,000	\$ —
7.00% senior notes due 2021	750,000	750,000
4.875% senior notes due 2020	500,000	—
8.125% senior notes due 2018	—	750,000
	<u>\$2,250,000</u>	<u>\$1,500,000</u>

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

*4.875% Senior Notes and 5.375% Senior Notes*

In March 2013, the Company issued \$1,500,000,000 aggregate principal amount of senior notes, which consist of \$500,000,000 aggregate principal amount of 4.875% Senior Notes due April 1, 2020 (the “4.875% Senior Notes”) and \$1,000,000,000 aggregate principal amount of 5.375% Senior Notes due April 1, 2023 (the “5.375% Senior Notes”). Interest on both the 4.875% Senior Notes and the 5.375% Senior Notes is payable semi-annually on April 1 and October 1 of each year and commenced on October 1, 2013.

The 4.875% Senior Notes and the 5.375% Senior Notes are governed by separate indentures dated March 5, 2013, between the Company, as issuer, and U.S. Bank National Association, as trustee (the “Senior Notes Indentures”). The Senior Notes Indentures contain covenants that limit the Company’s ability and the ability of its subsidiaries to, among other things:

- incur additional debt;
- pay dividends or make other restricted payments;
- purchase, redeem or retire capital stock or subordinated debt;
- make asset sales;
- enter into transactions with affiliates;
- incur liens;
- enter into sale-leaseback transactions;
- provide subsidiary guarantees;
- make investments; and
- merge or consolidate with any other person.

Each of these restrictions has a number of important qualifications and exceptions. The 4.875% Senior Notes and the 5.375% Senior Notes are unsecured and rank equal in right of payment with the Company’s existing or future senior debt and senior in right of payment with the Company’s existing and future subordinated debt. The 4.875% Senior Notes and the 5.375% Senior Notes are effectively junior to the Company’s secured indebtedness and indebtedness of its subsidiaries.

At any time prior to April 1, 2016, the Company may on any one or more occasions redeem up to 35% of the aggregate principal amount of the 4.875% Senior Notes outstanding at a redemption price equal to 104.875% of the principal amount of the 4.875% Senior Notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date, with the net cash proceeds of one or more equity offerings; provided that (i) at least 65% of the aggregate principal amount of the 4.875% Senior Notes issued under the 4.875% Senior Notes indenture remains outstanding immediately after the occurrence of such redemption (excluding the 4.875% Senior Notes held by the Company and its subsidiaries); and (ii) the redemption must occur within 90 days of the date of the closing of such equity offering.

On or after April 1, 2017, the Company may redeem all or a part of the 4.875% Senior Notes, on any one or more occasions, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, to, but not including, the applicable redemption date, if redeemed during the twelve-month period beginning on April 1 of the years indicated below:

	<u>Redemption price of the 4.875% Senior Notes</u>
2017	102.438%
2018	101.219%
2019 and thereafter	100.000%



**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

At any time prior to April 1, 2017, the Company may also redeem all or a part of the 4.875% Senior Notes at a redemption price equal to 100% of the principal amount of the 4.875% Senior Notes redeemed plus an applicable premium (the “4.875% Senior Notes Applicable Premium”), and accrued and unpaid interest, if any, to, but not including, the date of redemption (the “4.875% Senior Notes Redemption Date”). The 4.875% Senior Notes Applicable Premium means the greater of:

- 1.0% of the principal amount of the 4.875% Senior Notes; and
- the excess of: (a) the present value at such redemption date of (i) the redemption price of the 4.875% Senior Notes at April 1, 2017 as shown in the above table, plus (ii) all required interest payments due on the 4.875% Senior Notes through April 1, 2017 (excluding accrued but unpaid interest, if any, to, but not including the 4.875% Senior Notes Redemption Date), computed using a discount rate equal to the yield to maturity of the U.S. Treasury securities with a constant maturity most nearly equal to the period from the 4.875% Senior Notes Redemption Date to April 1, 2017, plus 0.50%; over (b) the principal amount of the 4.875% Senior Notes.

At any time prior to April 1, 2016, the Company may on any one or more occasions redeem up to 35% of the aggregate principal amount of the 5.375% Senior Notes outstanding at a redemption price equal to 105.375% of the principal amount of the 5.375% Senior Notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date, with the net cash proceeds of one or more equity offerings; provided that (i) at least 65% of the aggregate principal amount of the 5.375% Senior Notes issued under the 5.375% Senior Notes indenture remains outstanding immediately after the occurrence of such redemption (excluding the 5.375% Senior Notes held by the Company and its subsidiaries); and (ii) the redemption must occur within 90 days of the date of the closing of such equity offering.

On or after April 1, 2018, the Company may redeem all or a part of the 5.375% Senior Notes, on any one or more occasions, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest thereon, if any, to, but not including, the applicable redemption date, if redeemed during the twelve-month period beginning on April 1 of the years indicated below:

	<u>Redemption price of the 5.375% Senior Notes</u>
2018	102.688%
2019	101.792%
2020	100.896%
2021 and thereafter	100.000%

At any time prior to April 1, 2018, the Company may also redeem all or a part of the 5.375% Senior Notes at a redemption price equal to 100% of the principal amount of the 5.375% Senior Notes redeemed plus an applicable premium (the “5.375% Senior Notes Applicable Premium”), and accrued and unpaid interest, if any, to, but not including, the date of redemption (the “5.375% Senior Notes Redemption Date”). The 5.375% Senior Notes Applicable Premium means the greater of:

- 1.0% of the principal amount of the 5.375% Senior Notes; and
- the excess of: (a) the present value at such redemption date of (i) the redemption price of the 5.375% Senior Notes at April 1, 2018 as shown in the above table, plus (ii) all required interest payments due on the 5.375% Senior Notes through April 1, 2018 (excluding accrued but unpaid interest, if any, to, but not including the 5.375% Senior Notes Redemption Date), computed using a discount rate equal to the yield to maturity of the U.S. Treasury securities with a constant maturity most nearly equal to the period from the 5.375% Senior Notes Redemption Date to April 1, 2018, plus 0.50%; over (b) the principal amount of the 5.375% Senior Notes.

Debt issuance costs related to the 4.875% Senior Notes and 5.375% Senior Notes, net of amortization, were \$18,503,000 as of December 31, 2013. In March 2013, the Company placed \$836,400,000 of the proceeds from the issuance of the 4.875% and 5.375% Senior Notes into a restricted cash account for the redemption of the 8.125% Senior Notes (see below).

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

*7.00% Senior Notes*

In July 2011, the Company issued \$750,000,000 aggregate principal amount of 7.00% Senior Notes due July 15, 2021 (the “7.00% Senior Notes”). Interest is payable semi-annually in arrears on January 15 and July 15 of each year and commenced on January 15, 2012.

The 7.00% Senior Notes are governed by an indenture dated July 6, 2011 between the Company, as issuer, and U.S. Bank National Association, as trustee (the “7.00% Senior Notes Indenture”). The 7.00% Senior Notes Indenture contains covenants that limit the Company’s ability and the ability of its subsidiaries to, among other things:

- incur additional debt;
- pay dividends or make other restricted payments;
- purchase, redeem or retire capital stock or subordinated debt;
- make asset sales;
- enter into transactions with affiliates;
- incur liens;
- enter into sale-leaseback transactions;
- provide subsidiary guarantees;
- make investments; and
- merge or consolidate with any other person.

Each of these restrictions has a number of important qualifications and exceptions. The 7.00% Senior Notes are unsecured and rank equal in right of payment to the Company’s existing or future senior debt and senior in right of payment to the Company’s existing and future subordinated debt including the Company’s convertible debt. The 7.00% Senior Notes are effectively junior to any of the Company’s existing and future secured indebtedness and any secured indebtedness of its subsidiaries. The 7.00% Senior Notes are also structurally subordinated to all debt and other liabilities (including trade payables) of the Company’s subsidiaries and will continue to be subordinated to the extent that these subsidiaries do not guarantee the 7.00% Senior Notes in the future.

At any time prior to July 15, 2014, the Company may on any one or more occasions redeem up to 35% of the aggregate principal amount of the 7.00% Senior Notes outstanding under the 7.00% Senior Notes Indenture, at a redemption price equal to 107.000% of the principal amount of the 7.00% Senior Notes to be redeemed, plus accrued and unpaid interest to, but not including, the redemption date, with the net cash proceeds of one or more equity offerings, provided that (i) at least 65% of the aggregate principal amount of the 7.00% Senior Notes issued under the 7.00% Senior Notes Indenture remains outstanding immediately after the occurrence of such redemption and (ii) the redemption must occur within 90 days of the date of the closing of such equity offerings. On or after July 15, 2016, the Company may redeem all or a part of the 7.00% Senior Notes, on any one or more occasions, at the redemption prices set forth below plus accrued and unpaid interest thereon, if any, up to, but not including, the applicable redemption date, if redeemed during the twelve-month period beginning on July 15 of the years indicated below:

	<u>Redemption price of the Senior Notes</u>
2016	103.500%
2017	102.333%
2018	101.167%
2019 and thereafter	100.000%

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

In addition, at any time prior to July 15, 2016, the Company may also redeem all or a part of the 7.00% Senior Notes at a redemption price equal to 100% of the principal amount of the 7.00% Senior Notes redeemed plus an applicable premium (the “Applicable Premium”) and accrued and unpaid interest, if any, to, but not including, the date of redemption (the “Redemption Date”). The Applicable Premium means the greater of:

- 1.0% of the principal amount of the 7.00% Senior Notes to be redeemed; and
- the excess of: (a) the present value at such redemption date of (i) the redemption price of the 7.00% Senior Notes to be redeemed at July 15, 2016 as shown in the above table, plus (ii) all required interest payments due on these 7.00% Senior Notes through July 15, 2016 (excluding accrued but unpaid interest, if any, to, but not including the redemption date), computed using a discount rate equal to the yield to maturity as of the redemption date of the U.S. Treasury securities with a constant maturity most nearly equal to the period from the redemption date to July 15, 2016, plus 0.50%; over (b) the principal amount of the 7.00% Senior Notes to be redeemed.

Upon a change in control, the Company will be required to make an offer to purchase each holder’s 7.00% Senior Notes at a purchase price equal to 100% of the principal amount thereof plus accrued and unpaid interest to the date of purchase.

Debt issuance costs related to the 7.00% Senior Notes, net of amortization, were \$10,704,000 as of December 31, 2013.

*8.125% Senior Notes*

In February 2010, the Company issued \$750,000,000 aggregate principal amount of 8.125% Senior Notes due March 1, 2018 (the “8.125% Senior Notes”). Interest was payable semi-annually on March 1 and September 1 of each year and commenced on September 1, 2010. The indenture governing the 8.125% Senior Notes permitted the Company to redeem the 8.125% Senior Notes at the redemption prices set forth in the 8.125% Senior Notes indenture plus accrued and unpaid interest to, but not including the redemption date.

In April 2013, the Company redeemed the entire principal amount of the 8.125% Senior Notes pursuant to the optional redemption provisions in the indenture governing the 8.125% Senior Notes, plus accrued interest, in cash of \$836,511,000, which included the applicable premium paid of \$80,925,000. As a result, the Company recognized a loss on debt extinguishment during the three months ended June 30, 2013.

***Loss on Debt Extinguishment***

During the year ended December 31, 2013, the Company recorded \$108,501,000 of loss on debt extinguishment primarily comprised of (i) \$93,602,000 loss on debt extinguishment from the redemption of the 8.125% Senior Notes, which included \$8,927,000 related to the write-off of unamortized debt issuance costs and \$3,750,000 of other transaction-related fees, (ii) \$13,189,000 from the London IBX Financing (see Note 9) and (iii) \$1,710,000 from an amendment of the New York 5 and 6 IBX lease.

During the year ended December 31, 2012, the Company recorded \$5,204,000 of loss on debt extinguishment due to the write-off of unamortized debt issuance costs associated with the prepayment and termination of a multi-currency credit facility in the Company’s Asia-Pacific region.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

**Maturities of Debt Facilities**

The following table sets forth maturities of the Company's debt, including loans payable, convertible debt and senior notes, as of December 31, 2013 (in thousands):

Year ending:		
2014		\$ 449,490
2015		57,358
2016	(1)	434,853
2017		35,143
2018		9,156
Thereafter		<u>2,286,918</u>
		<u>\$ 3,272,918</u>

(1) Gross of \$45,508 debt discount from the 4.75% Convertible Subordinated Notes.

**Fair Value of Debt Facilities**

The following table sets forth the estimated fair values of the Company's loans payable, senior notes and convertible debt, including current maturities, as of December 31 (in thousands):

	2013	2012
Mortgage and loans payable	\$ 254,607	\$ 238,793
Convertible debt	1,009,744	1,144,568
Senior Notes	2,302,290	1,661,400

**Interest Charges**

The following table sets forth total interest costs incurred and total interest costs capitalized for the years ended December 31 (in thousands):

	2013	2012	2011
Interest expense	\$ 248,792	\$ 200,328	\$ 181,303
Interest capitalized	10,608	30,643	13,578
Interest charges incurred	<u>\$ 259,400</u>	<u>\$ 230,971</u>	<u>\$ 194,881</u>

**11. Redeemable Non-Controlling Interests**

As a result of the ALOG Acquisition (Note 3), the Company recorded redeemable non-controlling interests. Given the provisions in the ALOG Acquisition related to the put and call options, the Company adjusts its redeemable non-controlling interests to redemption value on each balance sheet date with corresponding increases/decreases recognized as adjustments to retained earnings or, in the absence of retained earnings, additional paid-in capital. The redemption value of the non-controlling interests is estimated by applying an income approach. Under the income approach, the Company develops a cash flow forecast and uses its estimated weighted-average cost of capital applicable to ALOG as the discount rate. The significant assumptions used to estimate the redemption value of the non-controlling interests include projected revenue growth, sales and marketing expenses, operating margins, capital expenditures and the discount rate. The measurement of the redemption value of the non-controlling interests was based on significant inputs that are not observable in the market and thus represents a Level 3 measurement.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table provides a summary of the activities of the Company's redeemable non-controlling interests (in thousands):

Balance at December 31, 2011	\$ 67,601
Net income attributable to redeemable non-controlling interests	3,116
Other comprehensive loss attributable to redeemable non-controlling interests	(6,485)
Change in redemption value of non-controlling interests	21,270
Impact of foreign currency exchange	<u>(1,324)</u>
Balance at December 31, 2012	84,178
Net income attributable to redeemable non-controlling interests	1,438
Other comprehensive loss attributable to redeemable non-controlling interests	(7,526)
Change in redemption value of non-controlling interests	47,940
Impact of foreign currency exchange	<u>(2,128)</u>
Balance at December 31, 2013	<u>\$ 123,902</u>

**12. Stockholders' Equity**

The Company's authorized share capital is 300,000,000 shares of common stock and 100,000,000 shares of preferred stock, of which 25,000,000 is designated Series A, 25,000,000 is designated as Series A-1 and 50,000,000 is undesignated. As of December 31, 2013 and 2012, the Company had no preferred stock issued and outstanding.

**Common Stock**

As of December 31, 2013, the Company has reserved the following shares of authorized but unissued shares of common stock for future issuance:

Conversion of 3.00% Convertible Subordinated Notes	4,711,283
Conversion of 4.75% Convertible Subordinated Notes	4,432,339
Common stock options and restricted stock units	7,162,679
Common stock employee purchase plans	<u>3,414,253</u>
	<u>19,720,554</u>

**Accumulated Other Comprehensive Income (Loss)**

The components of the Company's accumulated other comprehensive loss consisted of the following as of December 31, 2013 (in thousands):

	Balance as of December 31, 2012	Net change	Balance as of December 31, 2013
Foreign currency translation loss	\$(114,678)	\$ (18,203)	\$(132,881)
Unrealized loss on cash flow hedges	—	(1,750)	(1,750)
Unrealized gain (loss) on available for sale securities	41	(298)	(257)
Other comprehensive loss attributable to redeemable non-controlling interests	<u>13,595</u>	<u>7,526</u>	<u>21,121</u>
	<u>\$ (101,042)</u>	<u>\$ (12,725)</u>	<u>\$ (113,767)</u>

Changes in foreign currencies can have a significant impact to the Company's consolidated balance sheets (as evidenced above in the Company's foreign currency translation gain or loss), as well as its consolidated results of operations, as amounts in foreign currencies are generally translating into more U.S. dollars when the U.S. dollar weakens or less U.S. dollars when the U.S. dollar strengthens. At December 31, 2013, the U.S. dollar was generally stronger relative to certain of the currencies of the foreign countries in which the Company operates. This overall strength of the U.S. dollar had an overall negative impact on the Company's consolidated financial position because the foreign denominations translated into less U.S. dollars as evidenced by an increase in foreign currency translation loss for the year ended December 31, 2013 compared to the year ended December 31, 2012 as reflected in the above table. In future periods, the volatility of the U.S. dollar as compared to the other currencies in which the Company does business could have a significant impact on its consolidated financial position and results of operations including the amount of revenue that the Company reports in future periods.

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

***Share Repurchase Program***

*2013 Share Repurchase Program*

In December 2013, the Company's Board of Directors (the "Board") approved a share repurchase program (the "2013 Share Repurchase Program") to repurchase up to \$500,000,000 in value of the Company's common stock in the open market or private transactions through December 31, 2014. The 2013 Share Repurchase Program was designed to return value to the Company's shareholders and minimize dilution from stock issuances.

During the year ended December 31, 2013, the Company repurchased a total of 288,739 shares of its common stock in the open market at an average price of \$169.01 per share for total consideration of \$48,799,000 under the 2013 Share Repurchase Program. As of December 31, 2013, the unused balance under the 2013 Share Repurchase Program was \$451,201,000.

*2011 Share Repurchase Program*

In November 2011, the Board approved a share repurchase program (the "2011 Share Repurchase Program") to repurchase up to \$250,000,000 in value of the Company's common stock in the open market or private transactions through December 31, 2012. The 2011 Share Repurchase Program was designed to return value to the Company's shareholders and minimize dilution from stock issuances.

During the years ended December 31, 2012 and 2011, the Company repurchased a total of 131,489 shares and 870,421 shares, respectively, of its common stock in the open market at an average price of \$101.64 and \$99.57 per share for total consideration of \$100,030,000 under the 2011 Share Repurchase Program. The 2011 Share Repurchase Program expired on December 31, 2012.

During the year ended December 31, 2013, the Company re-issued a total of 8,266 shares of its treasury stock with a total value of \$811,000, primarily related to the settlement of restricted stock units. During the year ended December 31, 2012, the Company re-issued a total of 638,167 shares of its treasury stock with a total value of \$63,354,000, primarily related to the settlement of the 2.50% Convertible Subordinated Notes (see Note 10).

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

**13. Stock-Based Compensation*****ALOG Equity Awards***

In July 2011, ALOG, in which the Company has an indirect controlling interest (see Note 3), granted 885,840 stock options to purchase common shares of ALOG to certain of ALOG's employees with a weighted-average exercise price of approximately \$6.35 and a weighted-average fair value of approximately \$1.53 (the "2011 ALOG Stock Options"). The 2011 ALOG Stock Options were cancelled in December 2012 and replaced with a new grant of stock options for 18,421,648 shares of which stock options for 4,711,808 shares were immediately vested (the "2012 ALOG Stock Options"). The 2012 ALOG Stock Options are accounted for as liability-classified awards under the accounting standard for share-based payments and will be re-measured each reporting period prospectively until the underlying shares are settled. Under certain circumstances, the 2012 ALOG Stock Options are eligible for net cash settlement by the stock option holders. The weighted-average fair value per share of the 2012 ALOG Stock Options on the date of the grant was approximately \$0.11, which was computed using the Black-Scholes model with assumptions as follows:

Average exercise price	\$ 0.28
Expected life (years)	1.35
Dividend yield	0%
Volatility	44%
Risk-free interest rate	7.3%

During the year ended December 31, 2013, stock options for 1,986,912 shares were exercised. As of December 31, 2013, the Company had a total stock-based compensation liability of \$3,778,000 from the 2012 ALOG Stock Options.

***Equinix Equity Awards******Equity Compensation Plans***

In May 2000, the Company's stockholders approved the adoption of the 2000 Equity Incentive Plan as the successor plan to the 1998 Stock Plan. Beginning in August 2000, the Company no longer issued additional grants under the 1998 Stock Plan, and unexercised options under the 1998 Stock Plan that are canceled due to an optionee's termination may be reissued under the successor 2000 Equity Incentive Plan. Under the 2000 Equity Incentive Plan, nonstatutory stock options, restricted shares, restricted stock units, and stock appreciation rights may be granted to employees, outside directors and consultants at not less than 85% of the fair value on the date of grant, and incentive stock options may be granted to employees at not less than 100% of the fair value on the date of grant. Options granted prior to October 1, 2005 generally expire 10 years from the grant date, and equity awards granted to employees and consultants on or after October 1, 2005 will generally expire seven years from the grant date, subject to continuous service of the optionee. Equity awards granted under the 2000 Equity Incentive Plan generally vest over four years. As of December 31, 2013, the Company had reserved a total of 16,807,926 shares for issuance under the 2000 Equity Incentive Plan of which 4,718,738 were still available for grant. The 2000 Equity Incentive Plan is administered by the Compensation Committee of the Board of Directors (the "Compensation Committee"), and the Compensation Committee may terminate or amend the plan, with approval of the stockholders as may be required by applicable law, at any time.

In May 2000, the Company's stockholders approved the adoption of the 2000 Director Option Plan, which was amended and restated effective January 1, 2003. Under the 2000 Director Option Plan, each non-employee board member who was not previously an employee of the Company will receive an automatic initial nonstatutory stock option grant, which vests in four annual installments. In addition, each non-employee board member will receive an annual non-statutory stock option grant on the date of the Company's regular Annual Meeting of Stockholders, provided the board member will continue to serve as a director thereafter. Such annual option grants shall vest in full on the earlier of a) the first anniversary of the grant, or b) the date of the regular Annual Meeting of Stockholders held in the year following the grant date. A new director who receives an initial option will not receive an annual option in the same calendar year. Options granted under the 2000 Director Option Plan will have an option price not less than 100% of the fair value on the date of grant and will have a 10-year contractual term, subject to continuous service of the board member. On December 18, 2008, the Company's Board of Directors passed resolutions eliminating all automatic stock option grant mechanisms under the 2000 Director Option Plan, and replaced them with an automatic restricted stock unit grant mechanism under the 2000 Equity Incentive Plan. As of December 31, 2013, the Company had reserved 593,440 shares for issuance under the 2000 Director Option Plan of which 505,938 were still available for grant. The 2000 Director Option Plan is administered by the Compensation Committee and the Compensation Committee may terminate or amend the plan, with approval of the stockholders as may be required by applicable law, at any time.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

In September 2001, the Company adopted the 2001 Supplemental Stock Plan, under which non-statutory stock options and restricted shares/restricted stock units may be granted to consultants and employees who are not executive officers or board members, at not less than 85% of the fair value on the date of grant. Options granted prior to October 1, 2005 generally expire 10 years from the grant date, and options granted on or after October 1, 2005 will generally expire seven years from the grant date, subject to continuous service of the optionee. Current stock options granted under the 2001 Supplemental Stock Plan generally vest over four years. As of December 31, 2013, the Company had reserved a total of 1,493,961 shares for issuance under the 2001 Supplemental Stock Plan, of which 260,326 were still available for grant. The 2001 Supplemental Stock Plan is administered by the Compensation Committee, and the plan will continue in effect indefinitely unless the Compensation Committee decides to terminate it earlier.

The 1998 Stock Plan, 2000 Equity Incentive Plan, 2000 Director Option Plan, 2001 Supplemental Stock Plan and Switch and Data 2007 Stock Incentive Plan are collectively referred to as the “Equity Compensation Plans.”

*Stock Options*

Stock option activity under the Equity Compensation Plans is summarized as follows:

	<u>Number of shares outstanding</u>	<u>Weighted- average exercise price per share</u>	<u>Weighted- average remaining contractual life (years)</u>	<u>Aggregate intrinsic value (1) (dollars in thousands)</u>
Stock options outstanding at December 31, 2010	1,469,366	\$ 62.77		
Stock options exercised	(478,832)	54.17		
Stock options canceled	(70,618)	92.55		
Stock options outstanding at December 31, 2011	919,916	64.96		
Stock options exercised	(615,754)	63.19		
Stock options canceled	(7,633)	63.47		
Stock options outstanding at December 31, 2012	296,529	68.68		
Stock options exercised	(147,819)	63.66		
Stock options canceled	(655)	3.06		
Stock options outstanding at December 31, 2013	<u>148,055</u>	73.99	1.98	\$ 15,318
Stock options vested and exercisable at December 31, 2013	<u>148,055</u>	73.99	1.98	15,318

- (1) The aggregate intrinsic value is calculated as the difference between the market value of the stock as of December 31, 2013 and the exercise price of the option.



**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The following table summarizes information about outstanding stock options as of December 31, 2013:

<u>Range of exercise prices</u>	<u>Outstanding</u>			<u>Exercisable</u>	
	<u>Number of shares</u>	<u>Weighted-average remaining contractual life (years)</u>	<u>Weighted-average exercise price</u>	<u>Number of shares</u>	<u>Weighted-average exercise price</u>
\$29.80 to \$44.89	47,918	1.22	\$ 41.15	47,918	\$ 41.15
\$57.24 to \$86.19	38,014	2.57	80.95	38,014	80.95
\$86.42 to \$94.49	42,152	2.73	91.98	42,152	91.98
\$94.98 to \$112.41	19,971	1.07	101.57	19,971	101.57
	<u>148,055</u>	<u>1.98</u>	<u>73.99</u>	<u>148,055</u>	<u>73.99</u>

The Company provides the following additional disclosures for stock options as of December 31 (dollars in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Total fair value of stock options vested	\$ 485	\$ 1,111	\$ 5,183
Total aggregate intrinsic value of stock options exercised (1)	19,385	54,761	19,765

- (1) The intrinsic value is calculated as the difference between the market value of the stock on the date of exercise and the exercise price of the option.

*Restricted Shares and Restricted Stock Units*

Restricted Shares

During 2006 and 2007, the Company granted issued and outstanding restricted shares to its executive officers. At the date of the grant, the Company issued these shares into restricted book-entry escrow accounts under the names of each of the executive officers. These shares had voting rights and were considered issued and outstanding. They were released from the escrow account as they vested. However, they were subject to forfeiture (and, therefore, canceled) if the individual officers did not meet the vesting requirements. The activity of these restricted shares is as follows:

	<u>Number of shares outstanding</u>	<u>Weighted-average grant date fair value per share</u>
Restricted shares outstanding, December 31, 2010	31,334	\$ 72.30
Restricted shares released, vested	(23,834)	68.67
Restricted shares outstanding, December 31, 2011	7,500	83.84
Restricted shares released, vested	(7,500)	83.84
Restricted shares outstanding, December 31, 2012	<u>—</u>	<u>—</u>

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Restricted Stock Units

Since 2008, the Company primarily grants restricted stock units to its employees, including executives and non-employee directors, in lieu of stock options. The Company generally grants restricted stock units that have a service condition only or have both a service and performance condition. Each restricted stock unit is not considered issued and outstanding and does not have voting rights until it is converted into one share of the Company's common stock upon vesting. Restricted stock unit activity is summarized as follows:

	Number of shares outstanding	Weighted- average grant date fair value per share	Weighted- average remaining contractual life (years)	Aggregate intrinsic value (1) (dollars in thousands)
Restricted stock units outstanding at December 31, 2010	1,466,342	\$ 80.68		
Restricted stock units granted	1,039,259	88.53		
Restricted stock units released, vested	(684,259)	79.88		
Restricted stock units canceled	(143,077)	86.43		
Restricted stock units outstanding at December 31, 2011	1,678,265	85.37		
Restricted stock units granted	821,885	148.93		
Restricted stock units released, vested	(777,256)	88.44		
Restricted stock units canceled	(139,054)	103.93		
Restricted stock units outstanding at December 31, 2012	1,583,840	115.22		
Restricted stock units granted	775,029	204.20		
Restricted stock units released, vested	(738,767)	199.14		
Restricted stock units canceled	(110,720)	138.27		
Restricted stock units outstanding at December 31, 2013	1,509,382	122.05	1.17	\$267,840

(1) The intrinsic value is calculated based on the market value of the stock as of December 31, 2013.

Total fair value of restricted stock units vested and released during the years ended December 31, 2013, 2012 and 2011 was \$147,119,000, \$68,738,000 and \$54,659,000.

*Employee Stock Purchase Plan*

In June 2004, the Company's stockholders approved the adoption of the 2004 Employee Stock Purchase Plan (the "2004 Purchase Plan") as a successor plan to a previous plan that ceased activity in 2005. A total of 500,000 shares have been reserved for issuance under the 2004 Purchase Plan, and the number of shares available for issuance under the 2004 Purchase Plan automatically increases on January 1 each year, beginning in 2005, by the lesser of 2% of the shares of common stock then outstanding or 500,000 shares. As of December 31, 2013, a total of 3,414,253 shares remained available for purchase under the 2004 Purchase Plan. The 2004 Purchase Plan permits eligible employees to purchase common stock on favorable terms via payroll deductions of up to 15% of the employee's cash compensation, subject to certain share and statutory dollar limits. Two overlapping offering periods commence during each calendar year, on each February 15 and August 15 or such other periods or dates as determined by the Compensation Committee from time to time, and the offering periods last up to 24 months with a purchase date every six months. The price of each share purchased is 85% of the lower of a) the fair value per share of common stock on the last trading day before the commencement of the applicable offering period or b) the fair value per share of common stock on the purchase date. The 2004 Purchase Plan is administered by the Compensation Committee of the Board of Directors, and such plan will terminate automatically in June 2014 unless a) the 2004 Purchase Plan is extended by the Board of Directors and b) the extension is approved within 12 months by the Company's stockholders.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company provides the following disclosures for the 2004 Purchase Plan as of December 31 (dollars, except shares):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Weighted average purchase price per share	\$ 108.97	\$ 78.22	\$ 61.17
Weighted average grant-date fair value per share of shares purchased	41.30	32.33	27.58
Number of shares purchased	214,985	220,290	211,840

The Company uses the Black-Scholes option-pricing model to determine the fair value of shares purchased under the 2004 Purchase Plan with the following weighted average assumptions for the years ended December 31:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Dividend yield	0%	0%	0%
Expected volatility	41%	46%	47%
Risk-free interest rate	0.37%	0.40%	0.43%
Expected life (in years)	1.25	1.25	1.25

***Stock-Based Compensation Recognized in the Consolidated Statement of Operations***

The Company generally recognizes stock-based compensation expense on a straight-line basis over the requisite service period of the awards. However, for awards with market conditions or performance conditions, stock-based compensation expense is recognized on a straight-line basis over the requisite service period for each vesting tranche of the award.

As of December 31, 2013, the total stock-based compensation cost related to unvested equity awards not yet recognized, net of estimated forfeitures, totaled \$172,702,000 which is expected to be recognized over a weighted-average period of 2.01 years.

The following table presents, by operating expense, the Company's stock-based compensation expense recognized in the Company's consolidated statement of operations for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Cost of revenues	\$ 7,855	\$ 6,218	\$ 5,569
Sales and marketing	26,538	18,730	14,558
General and administrative	68,547	57,787	51,010
	<u>\$102,940</u>	<u>\$82,735</u>	<u>\$71,137</u>

The Company's stock-based compensation recognized in the consolidated statement of operations was comprised of the following types of equity awards for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Stock options	\$ 3,456	\$ 811	\$ 3,604
Restricted shares and restricted stock units	88,411	73,703	61,865
Employee stock purchase plan	11,073	8,221	5,668
	<u>\$102,940</u>	<u>\$82,735</u>	<u>\$71,137</u>

During the years ended December 31, 2013, 2012 and 2011, the Company capitalized \$3,305,000, \$1,743,000 and \$1,431,000, respectively, of stock-based compensation expense as construction in progress in property, plant and equipment.

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**14. Income Taxes**

Income (loss) from continuing operations before income taxes is attributable to the following geographic locations for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Domestic	\$ (28,362)	\$ 56,822	\$ 40,828
Foreign	140,641	131,800	88,892
Income from continuing operations before income taxes	<u>\$ 112,279</u>	<u>\$ 188,622</u>	<u>\$ 129,720</u>

The provision for income tax from continuing operations consisted of the following components for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
<b>Current:</b>			
Federal	\$ (100,035)	\$ (55,064)	\$ —
State and local	(15,260)	(21,712)	(2,183)
Foreign	(29,377)	(29,344)	(24,730)
Subtotal	<u>(144,672)</u>	<u>(106,120)</u>	<u>(26,913)</u>
<b>Deferred:</b>			
Federal	111,721	42,568	(12,664)
State and local	17,044	14,082	2,323
Foreign	(249)	(9,094)	(93)
Subtotal	<u>128,516</u>	<u>47,556</u>	<u>(10,434)</u>
Provision for income taxes	<u>\$ (16,156)</u>	<u>\$ (58,564)</u>	<u>\$ (37,347)</u>

The provision for income taxes attributable to the Company's discontinued operations is included in net income from discontinued operations and gain on sale of discontinued operations in the Company's consolidated statements of operations. State and foreign taxes not based on income are included in general and administrative expenses and the aggregated amount is insignificant for the years ended December 31, 2013, 2012 and 2011.

The Company is entitled to a deduction for federal and state tax purposes with respect to employee equity award activity. The reduction in income tax payable related to windfall tax benefits for stock based compensation awards has been reflected as an adjustment to additional paid-in capital. For the years ended December 31, 2013, 2012 and 2011, the benefits arising from employee equity award activity that resulted in an adjustment to additional paid in capital were approximately \$25,638,000, \$84,740,000 and \$81,000, respectively.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The fiscal 2013, 2012 and 2011 income tax benefit (expense) differed from the amounts computed by applying the U.S. federal income tax rate of 35% to pre-tax income as a result of the following for the years ended December 31 (in thousands):

	2013	2012	2011
Federal tax at statutory rate	\$ (39,298)	\$ (66,019)	\$ (45,402)
State and local taxes	7,435	261	660
Deferred tax assets generated in current year not benefited	(4,777)	(4,396)	—
Foreign income tax rate differential	21,392	11,466	8,234
Non-deductible expenses	(2,525)	(2,997)	(941)
Stock-based compensation expense	(3,273)	(832)	(943)
Change in valuation allowance	1,362	(3,245)	2,342
Foreign financing benefits	4,303	7,395	5,418
Uncertain tax positions reserve	2,952	2,449	(5,733)
Other, net	(3,727)	(2,646)	(982)
Total income tax expense	<u>\$ (16,156)</u>	<u>\$ (58,564)</u>	<u>\$ (37,347)</u>

The Company has not provided for deferred taxes on the excess of the financial reporting over the tax basis in its investments in foreign subsidiaries that are essentially permanent in duration because the Company intends to reinvest the earnings outside the U.S. for an indefinite period of time. The determination of the additional taxes that have not been provided is not practicable to compute based upon the complexities in tax law across the jurisdictions in which the Company operates. As of December 31, 2013, certain of the Company's foreign subsidiaries had positive cumulative undistributed earnings totaling approximately \$426,353,000.

The types of temporary differences that give rise to significant portions of the Company's deferred tax assets and liabilities are set out below as of December 31 (in thousands):

	2013	2012
Deferred tax assets:		
Property, plant and equipment	\$ 134,727	\$ 18,972
Reserves and accruals	42,088	43,105
Stock-based compensation expense	15,877	17,235
Unrealized currency losses	—	280
State tax	—	5,132
Operating loss carryforwards	28,373	38,798
Gross deferred tax assets	221,065	123,522
Valuation allowance	(31,058)	(44,868)
Total deferred tax assets, net	<u>190,007</u>	<u>78,654</u>
Deferred tax liabilities:		
Unrealized currency losses	(2,029)	—
Debt discount	(9,347)	(13,289)
Fixed assets fair value step-up	(24,531)	(32,335)
Intangible assets	(58,499)	(63,102)
Total deferred tax liabilities	<u>(94,406)</u>	<u>(108,726)</u>
Net deferred tax liabilities	<u>\$ 95,601</u>	<u>\$ (30,072)</u>

The net deferred tax assets and liabilities as of December 31, 2013 and 2012, respectively, are attributable to the Company's operations in the United States, Canada and certain entities in Europe, Asia-Pacific and Brazil.

During the year ended December 31, 2012, as a result of the Asia Tone Acquisition, the Company recognized deferred tax liabilities of approximately \$12,200,000, \$2,100,000 and \$860,000 in Hong Kong, China and Singapore, respectively, attributable to identifiable intangibles and fixed assets fair value step-ups related to the acquisition. In addition, as a result of the ancotel Acquisition, the Company recognized a deferred tax liability of approximately \$13,600,000 in Germany attributable to identifiable intangibles and fixed assets fair value step-ups related to the acquisition.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company's accounting for deferred taxes involves weighing positive and negative evidence concerning the realizability of the Company's deferred tax assets in each tax jurisdiction. After considering such evidence as the nature, frequency and severity of current and cumulative financial reporting losses, and the sources of future taxable income and tax planning strategies, management concluded that a 100% valuation allowance was required in certain foreign jurisdictions. A valuation allowance is provided for the deferred tax assets, net of deferred tax liabilities, associated with the Company's operations in certain jurisdictions located in the Company's EMEA and Asia-Pacific regions, as well as an entity in Brazil. The operations in these jurisdictions still have significant losses as of the end of 2013. As such, management does not believe these operations have established a sustained history of profitability and that a valuation allowance is, therefore, necessary.

During the year ended December 31, 2013, the Company released the valuation allowance of \$3,211,000 against the net deferred tax assets of certain operating entities in both the America and EMEA regions as a result of reorganizations completed in the regions during the year. In addition, the Company established full valuation allowances of \$339,000 against the net deferred tax assets of certain foreign operating entities. These foreign operating entities have incurred losses and it is expected that the businesses will not be profitable in the foreseeable future. Management cannot conclude it is more likely than not that the deferred tax assets of the foreign operating entities will be realizable in the foreseeable future as the entities have not established a sustainable profitability history.

During the year ended December 31, 2012, the Company established full valuation allowances of \$5,500,000 against the net deferred tax assets of certain foreign operating entities.

During the year ended December 31, 2011, the Company released the valuation allowance of \$2,493,000 against the deferred tax assets of certain foreign operating entities.

Changes in valuation allowance for deferred tax assets for the years ended December 31, 2013, 2012, and 2011 are as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Beginning balance	\$ 44,868	\$ 40,863	\$ 42,040
Recognized into income	(1,362)	3,503	(2,493)
Current increase	(10,156)	2,428	138
NOL and tax credit expiration	11	14	(121)
Translation adjustment	(2,303)	(1,940)	1,299
Ending balance	<u>\$ 31,058</u>	<u>\$ 44,868</u>	<u>\$ 40,863</u>

Federal and state tax laws, including California tax laws, impose substantial restrictions on the utilization of net operating loss and credit carryforwards in the event of an "ownership change" for tax purposes, as defined in Section 382 of the Internal Revenue Code. In 2003, the Company conducted an analysis to determine whether an ownership change had occurred due to significant stock transactions in each of the reporting years disclosed at that time. The analysis indicated that an ownership change occurred during fiscal year 2002, which resulted in an annual limitation of approximately \$819,000 for net operating loss carryforwards generated prior to 2003. Therefore, the Company substantially reduced its federal and state net operating loss carryforwards for the periods prior to 2003 to approximately \$16,400,000. In addition, an ownership change under Section 382 of the Internal Revenue Code was triggered in September 2007 by the issuance of 4,211,939 shares of the Company's common stock. However, the annual limitation associated with this ownership change is not meaningful due to the substantial market capitalization of the Company at the time of the ownership change. The Company determined that no Section 382 ownership change occurred in 2013. In addition, the net operating loss acquired in the Switch and Data Acquisition is subject to the Section 382 limitation; however, the Company has determined that none of the acquired net operating losses will expire unused as a result of the limitation.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The Company utilized all of its net operating loss carryforwards that were not subject to the limitation under Section 382 as discussed above for federal income tax purposes in 2013. The Company's U.S. operations generated significant taxable income for the year ended December 31, 2013 and 2012 primarily due to the large amount of taxable gain recognized during 2012 in connection with the Divestiture and the change in the tax method for depreciation of the Company's property, plant and equipment. As the result of announcing its plan to pursue a REIT conversion, the Company changed its methods of depreciating and amortizing various data center assets to methods that are more consistent with the characterization of such assets as real property for REIT purposes. The change in the depreciation method resulted in the recapture of depreciation expense deducted in prior years and a much smaller amount of depreciation expense for the years ended December 31, 2013 and 2012.

The Company's net operating loss carryforwards for foreign tax purposes which expire, if not utilized, at various intervals from 2013, are outlined below (in thousands):

<u>Expiration Date</u>	<u>Federal (1)</u>	<u>State (1)</u>	<u>Foreign</u>	<u>Total</u>
2013 to 2015	\$ —	\$ —	\$ 67	\$ 67
2016 to 2018	—	55,241	45,040	100,281
2019 to 2021	193,401	13,059	29,380	235,840
2022 to 2024	46,827	14,788	1,704	63,319
2025 to 2027	13,005	5,943	—	18,948
2028 to 2030	—	402	—	402
Thereafter	—	1,038	104,508	105,546
	<u>\$253,233</u>	<u>\$ 90,471</u>	<u>\$180,699</u>	<u>\$ 524,403</u>

- (1) The total amount of net operating loss carryforwards that will not be available to offset the Company's future taxable income due to Section 382 limitations was \$286,054, comprising \$241,766 of federal and \$44,288 of state.

Approximately \$1,684,000 of the total net operating loss carryforwards is attributable to excess tax deductions related to employee stock awards, the benefit from which will be credited to additional paid-in capital when subsequently utilized in future years.

The beginning and ending balances of the Company's unrecognized tax benefits are reconciled below for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Beginning balance	\$ 25,050	\$ 34,105	\$ 16,583
Gross increases related to prior year tax positions	14,596	1,244	15,792
Gross decreases related to prior year tax positions	(3,028)	(6,625)	(690)
Gross increases related to current year tax positions	1,498	81	2,497
Decreases resulting from expiration of statute of limitation	(1,564)	(2,741)	(20)
Decreases resulting from settlements	—	(1,014)	(57)
Ending balance	<u>\$36,552</u>	<u>\$25,050</u>	<u>\$ 34,105</u>

As a result of the ancotel Acquisition, the Company's unrecognized tax benefits for the year ended December 31, 2012 increased by \$82,000 for various uncertain tax positions related to prior years. In addition, as a result of the ALOG Acquisition, the Company increased the unrecognized tax benefits, including the accrued interest and penalties as of the acquisition date by \$22,918,000 during the year ended December 31, 2011 related to the uncertain tax positions taken prior to both acquisitions.

The Company recognizes accrued interest expense related to unrecognized tax benefits in interest expense and penalties in operating expenses. During the years ended December 31, 2011 and 2012, the Company recognized approximately \$9,424,000, \$719,000 in interest and penalties, respectively. During the year ended December 31, 2013, the accrued interest and penalties related to the unrecognized tax benefits were decreased by \$1,612,000 primarily resulting from the settlement of a tax audit and the lapse of statutes of limitations in our foreign operations. The Company had approximately \$10,175,000 and \$8,563,000 for the payment of interest and penalties accrued at December 31, 2012 and 2013, respectively.

**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The unrecognized tax benefits of \$36,552,000 as of December 31, 2013, if subsequently recognized, will affect the Company's effective tax rate favorably at the time when such a benefit is recognized.

Due to various tax years open for examination, it is reasonably possible that the balance of unrecognized tax benefits could significantly increase or decrease over the next 12 months as the Company may be subject to either examination by tax authorities or a lapse in statute of limitations. The Company is currently unable to estimate the range of possible adjustments to the balance of unrecognized tax benefits.

The Company's income tax returns for all tax years remain open to examination by federal and state taxing authorities due to the Company's net operating loss carryforwards. In addition, the Company's tax years of 2003 through 2012 remain open and subject to examination by local tax authorities in certain foreign jurisdictions in which the Company has major operations. There was one pending income tax audit in a non-U.S. jurisdiction during the year ended December 31, 2013, which has been open since 2010; the Company received a preliminary assessment for the audits and has filed the request to appeal the assessment. The Company believes that it has a sufficient reserve for the assessment and the final outcome of the appeal will not significantly impact the Company's financial position.

**15. Commitments and Contingencies**

***Purchase Commitments***

Primarily as a result of the Company's various IBX expansion projects, as of December 31, 2013, the Company was contractually committed for \$155,149,000 of unaccrued capital expenditures, primarily for IBX equipment not yet delivered and labor not yet provided, in connection with the work necessary to open these IBX data centers and make them available to customers for installation. In addition, the Company had numerous other, non-capital purchase commitments in place as of December 31, 2013, such as commitments to purchase power in select locations, primarily in select locations through 2014 and thereafter, and other open purchase orders for goods or services to be delivered or provided during 2014 and thereafter. Such other miscellaneous purchase commitments totaled \$189,835,000 as of December 31, 2013.

***Legal Matters***

***Alleged Class Action and Shareholder Derivative Actions***

On March 4, 2011, an alleged class action entitled Cement Masons & Plasterers Joint Pension Trust v. Equinix, Inc., et al., No. CV-11-1016-SC, was filed in the United States District Court for the Northern District of California, against Equinix and two of its officers. The suit asserts purported claims under Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 for allegedly misleading statements regarding the Company's business and financial results. The suit is purportedly brought on behalf of purchasers of the Company's common stock between July 29, 2010 and October 5, 2010, and seeks compensatory damages, fees and costs. Defendants filed a motion to dismiss on November 7, 2011. On March 2, 2012, the Court granted defendants' motion to dismiss without prejudice and gave plaintiffs thirty days in which to amend their complaint. Pursuant to stipulation and order of the court entered on March 16, 2012, the parties agreed that plaintiffs would have up to and through May 2, 2012 to file a Second Amended Complaint. On May 2, 2012 plaintiffs filed a Second Amended Complaint asserting the same basic allegations as in the prior complaint. On June 15, 2012, defendants moved to dismiss the Second Amended Complaint. On September 19, 2012, the Court took the hearing on defendants' motion to dismiss the Second Amended Complaint off calendar and notified the parties that it would make its decision on the pleadings. Subsequently, on September 24, 2012 the Court requested the parties submit supplemental briefing on or before October 9, 2012. The supplemental briefing was submitted on October 9, 2012. On December 5, 2012, the Court granted defendants' motion to dismiss the Second Amended Complaint without prejudice and on January 15, 2013, Plaintiffs filed their Third Amended Complaint. On February 26, 2013, defendants moved to dismiss the Third Amended Complaint. On June 12, 2013, the Court granted defendants' motion to dismiss the Third Amended Complaint and dismissed the case with prejudice. On July 3, 2013, plaintiffs stipulated that they will not appeal any prior orders issued by the Court in this action, including the Court's June 12, 2013 order dismissing the Third Amended Complaint with prejudice.



**EQUINIX, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

On March 8, 2011, an alleged shareholder derivative action entitled *Rikos v. Equinix, Inc., et al.*, No. CGC-11-508940, was filed in California Superior Court, County of San Francisco, purportedly on behalf of Equinix, and naming Equinix (as a nominal defendant), the members of its board of directors, and two of its officers as defendants. The suit is based on allegations similar to those in the federal securities class action and asserts causes of action against the individual defendants for breach of fiduciary duty, abuse of control, gross mismanagement, waste of corporate assets and unjust enrichment. By agreement and order of the court, this case has been temporarily stayed pending proceedings in the class action. On June 25, 2013, the parties entered into a stipulation dismissing the case with prejudice, and on July 11, 2013, the Court entered an order of dismissal with prejudice.

On May 20, 2011, an alleged shareholder derivative action entitled *Stopa v. Clontz, et al.*, No. CV-11-2467-SC, was filed in the U.S. District Court for the Northern District of California, purportedly on behalf of Equinix, naming Equinix (as a nominal defendant) and the members of its board of directors as defendants. The suit is based on allegations similar to those in the federal securities class action and the state court derivative action and asserts causes of action against the individual defendants for breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement and waste of corporate assets. On June 10, 2011, the Court signed an order relating this case to the federal securities class action. Plaintiffs filed an amended complaint on December 14, 2011. By agreement and order of the court, this case has been temporarily stayed pending proceedings in the class action. On July 9, 2013, the parties entered into a stipulation dismissing the case with prejudice, and on July 10, 2013, the Court entered an order of dismissal with prejudice.

***Contingent Liabilities***

The Company estimates exposure on certain liabilities, such as income and property taxes, based on the best information available at the time of determination. With respect to real and personal property taxes, the Company records what it can reasonably estimate based on prior payment history, current landlord estimates or estimates based on current or changing fixed asset values in each specific municipality, as applicable. However, there are circumstances beyond the Company's control whereby the underlying value of the property or basis for which the tax is calculated on the property may change, such as a landlord selling the underlying property of one of the Company's IBX data center leases or a municipality changing the assessment value in a jurisdiction and, as a result, the Company's property tax obligations may vary from period to period. Based upon the most current facts and circumstances, the Company makes the necessary property tax accruals for each of its reporting periods. However, revisions in the Company's estimates of the potential or actual liability could materially impact the financial position, results of operations or cash flows of the Company.

From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues contingent liabilities when it is probable that future expenditures will be made and such expenditures can be reasonably estimated. In the opinion of management, there are no pending claims for which the outcome is expected to result in a material adverse effect in the financial position, results of operations or cash flows of the Company.

***Employment Agreements***

The Company has entered into a severance agreement with each of its executive officers that provides for a severance payment equal to the executive officer's annual base salary and maximum bonus in the event his or her employment is terminated for any reason other than cause or he or she voluntarily resigns under certain circumstances as described in the agreement. In addition, under the agreement, the executive officer is entitled to the payment of his or her monthly health care premiums under the Consolidated Omnibus Budget Reconciliation Act for up to 12 months. For certain executive officers, these benefits are only triggered after a change-in-control of the Company.

**EQUINIX, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)*****Guarantor Arrangements***

As permitted under Delaware law, the Company has agreements whereby the Company indemnifies its officers and directors for certain events or occurrences while the officer or director is, or was serving, at the Company's request in such capacity. The term of the indemnification period is for the officer's or director's lifetime. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has a director and officer insurance policy that limits the Company's exposure and enables the Company to recover a portion of any future amounts paid. As a result of the Company's insurance policy coverage, the Company believes the estimated fair value of these indemnification agreements is minimal. The Company has no liabilities recorded for these agreements as of December 31, 2013.

The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, the Company indemnifies, holds harmless, and agrees to reimburse the indemnified party for losses suffered or incurred by the indemnified party, generally the Company's business partners or customers, in connection with any U.S. patent, or any copyright or other intellectual property infringement claim by any third party with respect to the Company's offerings. The term of these indemnification agreements is generally perpetual any time after execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal. The Company has no liabilities recorded for these agreements as of December 31, 2013.

The Company enters into arrangements with its business partners, whereby the business partner agrees to provide services as a subcontractor for the Company's implementations. Accordingly, the Company enters into standard indemnification agreements with its customers, whereby the Company indemnifies them for other acts, such as personal property damage, of its subcontractors. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited; however, the Company has general and umbrella insurance policies that enable the Company to recover a portion of any amounts paid. The Company has never incurred costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal. The Company has no liabilities recorded for these agreements as of December 31, 2013.

The Company has service level commitment obligations to certain of its customers. As a result, service interruptions or significant equipment damage in the Company's IBX data centers, whether or not within the Company's control, could result in service level commitments to these customers. The Company's liability insurance may not be adequate to cover those expenses. In addition, any loss of services, equipment damage or inability to meet the Company's service level commitment obligations could reduce the confidence of the Company's customers and could consequently impair the Company's ability to obtain and retain customers, which would adversely affect both the Company's ability to generate revenues and the Company's operating results. The Company generally has the ability to determine such service level credits prior to the associated revenue being recognized. The Company has no significant liabilities in connection with service level credits as of December 31, 2013.

**16. Related Party Transactions**

The Company has several significant stockholders and other related parties that are also customers and/or vendors. The Company's related party transactions are considered arms-length transactions. The Company's activity of related party transactions was as follows (in thousands):

	Years ended December 31,		
	2013	2012	2011
Revenues	\$20,140	\$31,607	\$24,280
Costs and services	4,819	2,248	3,040

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	As of December 31,	
	2013	2012
Accounts receivable	\$ 1,776	\$ 3,595
Accounts payable	2	82

A member of the Company's board of directors is affiliated with Crosslink Capital. Both the board member and Crosslink Capital are investors in the investment group that purchased 16 of the Company's IBX data centers located throughout the U.S. (see Note 5).

In connection with the acquisition of ALOG, the Company acquired a lease for one of the Brazilian IBX data centers in which the lessor is a member of ALOG management. This lease contains an option to purchase the underlying property for fair market value on the date of purchase. The Company accounts for this lease as a financing obligation as a result of structural building work pursuant to the accounting standard for lessee's involvement in asset construction. As of December 31, 2013, the Company had a financing obligation liability totaling approximately \$3,670,000 related to this lease on its consolidated balance sheet. This amount is considered a related party liability, which is not reflected in the related party data presented above.

**17. Segment Information**

While the Company has a single line of business, which is the design, build-out and operation of IBX data centers, it has determined that it has three reportable segments comprised of its Americas, EMEA and Asia-Pacific geographic regions. The Company's chief operating decision-maker evaluates performance, makes operating decisions and allocates resources based on the Company's revenue and adjusted EBITDA performance both on a consolidated basis and based on these three reportable segments. The Company defines adjusted EBITDA as income or loss from operations plus depreciation, amortization, accretion, stock-based compensation expense, restructuring charges, impairment charges and acquisition costs as presented below for the years ended December 31 (in thousands):

	2013	2012	2011
Adjusted EBITDA:			
Americas	\$ 608,718	\$ 557,800	\$ 477,527
EMEA	216,186	183,612	143,093
Asia-Pacific	175,994	146,445	100,884
Total adjusted EBITDA	1,000,898	887,857	721,504
Depreciation, amortization and accretion expense	(431,008)	(393,543)	(337,667)
Stock-based compensation expense	(102,940)	(82,735)	(71,137)
Restructuring charges	4,837	—	(3,481)
Impairment charges	—	(9,861)	—
Acquisitions costs	(10,855)	(8,822)	(3,297)
Income from operations	\$ 460,932	\$ 392,896	\$ 305,922

EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The Company provides the following segment disclosures related to its continuing operations as follows for the years ended December 31 (in thousands):

	<u>2013</u>	<u>2012</u>	<u>2011</u>
<b>Total revenues:</b>			
Americas(1)	\$ 1,264,774	\$ 1,151,917	\$ 989,462(8)
EMEA	525,018(2)	432,920(4)	358,169
Asia-Pacific	362,974	302,539(5)	217,994
	<u>\$2,152,766</u>	<u>\$ 1,887,376</u>	<u>\$ 1,565,625</u>
<b>Total depreciation and amortization:</b>			
Americas	\$ 254,365	\$ 235,637	\$ 211,344(8)
EMEA	90,891(2)	79,702(4)	73,839
Asia-Pacific	87,475	75,350(5)	48,547
	<u>\$ 432,731</u>	<u>\$ 390,689</u>	<u>\$ 333,730</u>
<b>Capital expenditures:</b>			
Americas	\$ 335,377	\$ 431,325	\$ 278,580(9)
EMEA	220,457(3)	283,174(6)	240,014
Asia-Pacific	140,996	384,149(7)	237,101
	<u>\$ 696,830</u>	<u>\$ 1,098,648</u>	<u>\$ 755,695</u>

- (1) Includes revenues of \$1,157,790, \$1,056,152 and \$921,270, respectively, attributed to the U.S. for the years ended December 31, 2013, 2012 and 2011.
- (2) Includes the operations of Frankfurt Kleyer 90 Carrier Hotel from October 1, 2013 to December 31, 2013.
- (3) Includes the purchase price for the Frankfurt Kleyer 90 Carrier Hotel Acquisition (see Note 3), totaling \$50,092.
- (4) Includes the operations of ancotel from July 3, 2012 to December 31, 2012 and the operations of the Dubai IBX Data Center Acquisition from November 9, 2012 to December 31, 2012.
- (5) Includes the operations of Asia Tone from July 4, 2012 to December 31, 2012.
- (6) Includes the purchase prices for the ancotel Acquisition, net of cash acquired, and the Dubai IBX Data Center Acquisition (see Note 3), totaling \$84,236 and \$22,918, respectively.
- (7) Includes the purchase price for the Asia Tone Acquisition (see Note 3), net of cash acquired, totaling \$202,338.
- (8) Includes the operations of ALOG from April 25, 2011 to December 31, 2011.
- (9) Includes the purchase price for the ALOG Acquisition (see Note 3), net of cash acquired, totaling \$41,954.

The Company's long-lived assets are located in the following geographic areas as of December 31 (in thousands):

	<u>2013</u>	<u>2012</u>
Americas(1)	\$ 2,549,863	\$ 2,139,774
EMEA	1,188,559	994,912
Asia-Pacific	853,228	781,052
	<u>\$ 4,591,650</u>	<u>\$ 3,915,738</u>

- (1) Includes \$2,328,755 and \$2,050,862, respectively, of long-lived assets attributed to the U.S. as of December 31, 2013 and 2012.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Revenue information by category is as follows for the years ended December 31 (in thousands):

	2013	2012	2011
Colocation	\$ 1,628,179	\$ 1,433,694	\$ 1,196,313
Interconnection	319,863	272,103	224,376
Managed infrastructure services	97,400	88,109	68,225
Rental	4,520	3,162	2,801
Recurring revenues	2,049,962	1,797,068	1,491,715
Non-recurring revenues	102,804	90,308	73,910
	<u>\$2,152,766</u>	<u>\$1,887,376</u>	<u>\$1,565,625</u>

**18. Restructuring Charges***2004 Restructuring Charge*

In December 2004, in light of the availability of fully built-out data centers in select markets at costs significantly below those costs the Company would incur in building out new space, the Company made the decision to exit leases for excess space adjacent to one of the Company's New York metro area IBXs, as well as space on the floor above its original Los Angeles IBX. As a result of the Company's decision to exit these spaces, the Company recorded restructuring charges totaling \$17,685,000, which represents the present value of the Company's estimated future cash payments, net of estimated sublease income and expense, through the remainder of these lease terms, as well as the write-off of all remaining property, plant and equipment attributed to the partial build out of the excess space on the floor above its Los Angeles IBX.

In May 2013, the Company entered into a binding commitment to purchase the New York 2 IBX data center for leased space in respect of which the Company had previously recorded a restructuring reserve (see Note 6). As a result, the Company recorded a reversal to its outstanding accrued restructuring charge during the year ended December 31, 2013.

A summary of the movement in the 2004 accrued restructuring charges during the years ended December 31 is outlined as follows (in thousands):

Accrued restructuring charge as of December 31, 2010	\$ 6,006
Accretion expense	377
Restructuring charge adjustments(1)	3,090
Cash payments	<u>(1,793)</u>
Accrued restructuring charge as of December 31, 2011	7,680
Accretion expense	416
Cash payments	<u>(2,417)</u>
Accrued restructuring charge as of December 31, 2012	5,679
Accretion expense	137
Restructuring charge adjustments	(4,837)
Cash payments	<u>(979)</u>
Accrued restructuring charge as of December 31, 2013	<u>\$ —</u>

(1) Recorded as a result of revised sublease assumptions on the Company's excess space in the New York metro area.

**19. Subsequent Events**

On January 1, 2014, pursuant to the provisions of the 2004 Employee Stock Purchase Plan (see Note 13), the number of common shares in reserve automatically increased by 500,000 shares.

## EQUINIX, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

From January 1, 2014 through February 27, 2014, the Company repurchased a total of 247,793 shares of its common stock in the open market at an average price of \$176.51 per share for a total consideration of \$43,739,000 under the 2013 Share Repurchase Program.

**20. Quarterly Financial Information (Unaudited)**

The Company believes that period-to-period comparisons of its financial results should not be relied upon as an indication of future performance. The Company's revenues and results of operations have been subject to significant fluctuations, particularly on a quarterly basis, and the Company's revenues and results of operations could fluctuate significantly quarter-to-quarter and year-to-year. Significant quarterly fluctuations in revenues will cause fluctuations in the Company's cash flows and the cash and cash equivalents and accounts receivable accounts on the Company's consolidated balance sheet. Causes of such fluctuations may include the volume and timing of new orders and renewals, the timing of the opening of new IBX data centers, the sales cycle for the Company's offerings, the introduction of new offerings, changes in prices and pricing models, trends in the Internet infrastructure industry, general economic conditions, extraordinary events such as acquisitions or litigation and the occurrence of unexpected events.

The unaudited quarterly financial information presented below has been prepared by the Company and reflects all adjustments, consisting only of normal recurring adjustments, which in the opinion of management are necessary to present fairly the financial position and results of operations for the interim periods presented.

The following tables present selected quarterly information (in thousands, except per share data):

	2013			
	Quarter ended			
	March 31	June 30	September 30	December 31(a)
Revenues	\$ 516,134	\$ 528,871	\$ 543,084	\$ 564,677
Gross profit	257,543	261,762	274,124	294,934
Net income (loss) attributable to Equinix	32,843	(25,816)	42,471	45,187
Comprehensive income (loss) attributable to Equinix	(40,382)	(51,631)	120,822	53,151
EPS attributable to Equinix:				
Basic EPS	0.67	(0.52)	0.86	0.91
Diluted EPS	0.65	(0.52)	0.83	0.88

(a) Represents the first quarter of combined results since the Frankfurt Kleyer 90 Carrier Hotel Acquisition (see Note 3).

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

	2012			
	Quarter ended			
	March 31	June 30	September 30(a)	December 31
Revenues	\$440,952	\$ 455,530	\$ 484,835	\$506,059
Gross profit	222,214	229,926	233,889	256,730
Net income from continuing operations attributable to Equinix	31,919	35,257	26,286	33,480
Net income from discontinued operations	199	350	679	11,858 (b)
Net income attributable to Equinix	32,118	35,607	26,965	45,338
Comprehensive income (loss) attributable to Equinix	65,449	(9,803)	69,100	57,938
EPS attributable to Equinix:				
EPS from continuing operations, basic	0.69	0.73	0.54	0.69
Basic EPS	0.69	0.74	0.56	0.93
EPS from continuing operations, diluted	0.67	0.70	0.53	0.67
Diluted EPS	0.67	0.71	0.54	0.89

- (a) Represents the first quarter of combined results since the Asia Tone and ancotel Acquisitions (see Note 3).  
(b) Consists of net income from discontinued operations and gain from sale of discontinued operations (see Note 5).

The following table presents the effect of the aforementioned revisions (see Note 2) to the Company's condensed consolidated statements of operations for the three months ended March 31, 2013 and for three and six months ended June 30, 2013 (in thousands, except per share data):

	Three months ended March 31, 2013		
	As reported	Revision(1)	As revised
		(Unaudited)	
Revenues	\$519,455	\$ (3,321)	\$ 516,134
Costs and operating expenses:			
Cost of revenues	259,268	(677)	258,591
Sales and marketing	58,276	—	58,276
General and administrative	89,685	1,133	90,818
Acquisition costs	3,662	—	3,662
Total costs and operating expenses	410,891	456	411,347
Income from operations	108,564	(3,777)	104,787
Interest income	747	—	747
Interest expense	(60,331)	—	(60,331)
Other expense	(459)	—	(459)
Income from continuing operations before income taxes	48,521	(3,777)	44,744
Income tax expense	(12,198)	738	(11,460)
Net income from continuing operations	36,323	(3,039)	33,284
Net income attributable to redeemable non-controlling interests	(441)	—	(441)
Net income attributable to Equinix	\$ 35,882	\$ (3,039)	\$ 32,843
Earnings per share ("EPS") attributable to Equinix:			
Basic EPS	0.73	(0.06)	0.67
Diluted EPS	0.71	(0.06)	0.65

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, recoverable taxes and amortization of stock-based compensation expense.

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

	Three months ended June 30, 2013		
	As reported	Revision(1) (Unaudited)	As revised
Revenues	\$ 525,669	\$ 3,202	\$ 528,871
Costs and operating expenses:			
Cost of revenues	267,693	(584)	267,109
Sales and marketing	59,478	—	59,478
General and administrative	88,632	—	88,632
Restructuring charge	(4,837)	—	(4,837)
Acquisition costs	2,526	—	2,526
Total costs and operating expenses	<u>413,492</u>	<u>(584)</u>	<u>412,908</u>
Income from operations	112,177	3,786	115,963
Interest income	917	—	917
Interest expense	(61,001)	—	(61,001)
Other income	2,768	—	2,768
Loss on debt extinguishment	(93,602)	—	(93,602)
Loss from continuing operations before income taxes	(38,741)	3,786	(34,955)
Income tax benefit	10,612	(944)	9,668
Net loss from continuing operations	(28,129)	2,842	(25,287)
Net income attributable to redeemable non-controlling interests	(529)	—	(529)
Net loss attributable to Equinix	<u>\$ (28,658)</u>	<u>\$ 2,842</u>	<u>\$ (25,816)</u>
Earnings per share (“EPS”) attributable to Equinix:			
Basic EPS	(0.58)	0.06	(0.52)
Diluted EPS	(0.58)	0.06	(0.52)

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets and recoverable taxes.

	Six months ended June 30, 2013		
	As reported	Revision(1) (Unaudited)	As revised
Revenues	\$ 1,045,124	\$ (119)	\$ 1,045,005
Costs and operating expenses:			
Cost of revenues	526,961	(1,261)	525,700
Sales and marketing	117,754	—	117,754
General and administrative	178,317	1,133	179,450
Restructuring charge	(4,837)	—	(4,837)
Acquisition costs	6,188	—	6,188
Total costs and operating expenses	<u>824,383</u>	<u>(128)</u>	<u>824,255</u>
Income from operations	220,741	9	220,750
Interest income	1,664	—	1,664
Interest expense	(121,332)	—	(121,332)
Other income	2,309	—	2,309
Loss on debt extinguishment	(93,602)	—	(93,602)
Income from continuing operations before income taxes	9,780	9	9,789
Income tax expense	(1,586)	(206)	(1,792)
Net income from continuing operations	8,194	(197)	7,997
Net income attributable to redeemable non-controlling interests	(970)	—	(970)
Net income attributable to Equinix	<u>\$ 7,224</u>	<u>\$ (197)</u>	<u>\$ 7,027</u>
Earnings per share (“EPS”) attributable to Equinix:			
Basic EPS	0.15	(0.01)	0.14
Diluted EPS	0.15	(0.01)	0.14

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, recoverable taxes and amortization of stock-based compensation expense.



EQUINIX, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The following table presents the effect of the aforementioned revisions (see Note 2) to the Company’s condensed consolidated statements of cash flows for the three months ended March 31, 2013 and for six months ended June 30, 2013 (in thousands):

	Three months ended March 31, 2013		
	As reported	Revision (1)	As revised
(Unaudited)			
<b>Cash flows from operating activities:</b>			
Net income	\$ 36,323	\$ (3,039)	\$ 33,284
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	100,309	72	100,381
Stock-based compensation	22,703	1,133	23,836
Excess tax benefits from stock-based compensation	(18,990)	—	(18,990)
Amortization of debt issuance costs and debt discount	5,753	—	5,753
Amortization of intangible assets	6,759	—	6,759
Provision for allowance for doubtful accounts	813	—	813
Other items	3,735	—	3,735
Changes in operating assets and liabilities:			
Accounts receivable	(24,663)	—	(24,663)
Income taxes, net	(1,609)	(738)	(2,347)
Other assets	(20,222)	—	(20,222)
Accounts payable and accrued expenses	(27,996)	—	(27,996)
Other liabilities	1,266	2,572	3,838
Net cash provided by operating activities	84,181	—	84,181
Net cash used in investing activities	(2) (1,142,540)	—	(1,142,540)
Net cash provided by financing activities	(2) 1,496,760	—	1,496,760
Effect of foreign currency exchange rates on cash and cash equivalents	(2) (5,595)	—	(5,595)
Net increase in cash and cash equivalents	(2) 432,806	—	432,806
Cash and cash equivalents at beginning of period	(2) 252,213	—	252,213
Cash and cash equivalents at end of period	<u>\$ 685,019</u>	<u>\$ —</u>	<u>\$ 685,019</u>

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, recoverable taxes and amortization of stock-based compensation expense.
- (2) No impact from the correction of errors.

**EQUINIX, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

	Six months ended June 30, 2013		
	As reported	Revision (1) (Unaudited)	As revised
<b>Cash flows from operating activities:</b>			
Net income	\$ 8,194	\$ (197)	\$ 7,997
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	202,493	144	202,637
Stock-based compensation	46,897	1,133	48,030
Excess tax benefits from stock-based compensation	(22,421)	—	(22,421)
Restructuring charge	(4,837)	—	(4,837)
Amortization of debt issuance costs and debt discount	11,637	—	11,637
Amortization of intangible assets	13,623	—	13,623
Provision for allowance for doubtful accounts	1,598	—	1,598
Loss on debt extinguishment	93,602	—	93,602
Other items	7,968	—	7,968
Changes in operating assets and liabilities:			
Accounts receivable	(43,761)	—	(43,761)
Income taxes, net	(75,762)	206	(75,556)
Other assets	(18,036)	—	(18,036)
Accounts payable and accrued expenses	396	—	396
Other liabilities	9,749	(1,286)	8,463
Net cash provided by operating activities	<u>231,340</u>	<u>—</u>	<u>231,340</u>
Net cash used in investing activities	(2) (604,993)	—	(604,993)
Net cash provided by financing activities	(2) 646,726	—	646,726
Effect of foreign currency exchange rates on cash and cash equivalents	(2) (7,790)	—	(7,790)
Net increase in cash and cash equivalents	(2) 265,283	—	265,283
Cash and cash equivalents at beginning of period	(2) 252,213	—	252,213
Cash and cash equivalents at end of period	<u>\$ 517,496</u>	<u>\$ —</u>	<u>\$ 517,496</u>

- (1) The impact of revising the estimated periods over which revenue from non-recurring installation fees is recognized, depreciation of certain fixed assets, recoverable taxes and amortization of stock-based compensation expense.
- (2) No impact from the correction of errors.

**AMENDED AND RESTATED  
BYLAWS OF  
EQUINIX, INC.  
A DELAWARE CORPORATION**

---

## TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I OFFICE AND RECORDS	1
Section 1.1 Delaware Office	1
Section 1.2 Other Offices	1
Section 1.3 Books and Records	1
ARTICLE II STOCKHOLDERS	1
Section 2.1 Annual Meeting	1
Section 2.2 Special Meeting	1
Section 2.3 Place of Meeting	2
Section 2.4 Notice of Meeting	2
Section 2.5 Quorum and Adjournment	2
Section 2.6 Proxies	2
Section 2.7 Notice of Stockholder Business and Nominations	2
Section 2.8 Procedure for Election of Directors	4
Section 2.9 Inspectors of Elections; Opening and Closing the Polls	5
Section 2.10 Consent of Stockholders in Lieu of Meeting	5
ARTICLE III BOARD OF DIRECTORS	6
Section 3.1 General Powers	6
Section 3.2 Number, Tenure and Qualifications	6
Section 3.3 Regular Meetings	6
Section 3.4 Special Meetings	6
Section 3.5 Notice	6
Section 3.6 Conference Telephone Meetings	6
Section 3.7 Quorum	6
Section 3.8 Vacancies	6
Section 3.9 Committee	6
Section 3.10 Removal	7

---

ARTICLE IV OFFICERS	7
Section 4.1 Elected Officers	7
Section 4.2 Election and Term of Office	7
Section 4.3 Chairman of the Board	7
Section 4.4 President and Chief Executive Officer	7
Section 4.5 Secretary	7
Section 4.6 Treasurer	8
Section 4.7 Removal	8
Section 4.8 Vacancies	8
ARTICLE V STOCK CERTIFICATES AND TRANSFERS	8
Section 5.1 Stock Certificates and Transfers	8
ARTICLE VI INDEMNIFICATION	8
Section 6.1 Right to Indemnification	8
Section 6.2 Right to Advancement of Expenses	9
Section 6.3 Right of Indemnitee to Bring Suit	9
Section 6.4 Non-Exclusivity of Rights	9
Section 6.5 Insurance	9
Section 6.6 Indemnification of Employees and Agents of the Corporation	9
ARTICLE VII MISCELLANEOUS PROVISIONS	9
Section 7.1 Fiscal Year	9
Section 7.2 Dividends	10
Section 7.3 Seal	10
Section 7.4 Waiver of Notice	10
Section 7.5 Audits	10
Section 7.6 Resignations	10
Section 7.7 Contracts	10
Section 7.8 Proxies	10
ARTICLE VIII AMENDMENTS	10
Section 8.1 Amendments	10

---

ARTICLE I

OFFICES AND RECORDS

Section 1.1 Delaware Office. The registered office of the Corporation in the State of Delaware shall be located in the City of Wilmington, County of New Castle.

Section 1.2 Other Offices. The Corporation may have such other offices, either within or without the State of Delaware, as the board of directors of the Corporation (the "Board of Directors") may designate or as the business of the Corporation may from time to time require.

Section 1.3 Books and Records. The books and records of the Corporation may be kept at the Corporation's principal offices or at such other locations outside the State of Delaware as may from time to time be designated by the Board of Directors.

ARTICLE II

STOCKHOLDERS

Section 2.1 Annual Meeting. The annual meeting of the stockholders of the Corporation shall be held at such date, place and/or time as may be fixed by resolution of the Board of Directors.

Section 2.2 Special Meeting.

A. Special meetings of stockholders may be called by the Board of Directors or the chairman of the Board of Directors, the President or the Secretary of the Corporation and may not be called by any other person.

B. A special meeting of stockholders shall be called by the Secretary of the Corporation at the written request or requests (each, a "Special Meeting Request" and, collectively, the "Special Meeting Requests") of holders of record of at least 25% of the voting power of the outstanding capital stock of the Corporation entitled to vote on the matter or matters to be brought before the proposed special meeting (for purposes of this Section 2.2, the "Requisite Percentage"). A Special Meeting Request to the Secretary shall be signed and dated by each stockholder of record (or a duly authorized agent of such stockholder) requesting the special meeting (each, a "Requesting Stockholder"), shall comply with this Section 2.2, and shall include (i) a statement of the specific purpose or purposes of the special meeting, (ii) the information required by Section 2.7(A), (iii) an acknowledgement by the Requesting Stockholders and the beneficial owners, if any, on whose behalf the Special Meeting Request(s) are being made that a disposition of shares of the Corporation's capital stock owned of record or beneficially as of the date on which the Special Meeting Request in respect of such shares is delivered to the Secretary that is made at any time prior to the special meeting shall constitute a revocation of such Special Meeting Request with respect to such disposed shares and (iv) documentary evidence that the Requesting Stockholders own the Requisite Percentage as of the date of such written request to the Secretary; provided, however, that if the Requesting Stockholders are not the beneficial owners of the shares representing the Requisite Percentage, then to be valid, the Special Meeting Request(s) must also include documentary evidence (or, if not simultaneously provided with the Special Meeting Request(s), such documentary evidence must be delivered to the Secretary within 10 business days after the date on which the Special Meeting Request(s) are delivered to the Secretary) that the beneficial owners on whose behalf the Special Meeting Request(s) are made beneficially own the Requisite Percentage as of the date on which such Special Meeting Request(s) are delivered to the Secretary. In addition, the Requesting Stockholders and the beneficial owners, if any, on whose behalf the Special Meeting Request(s) are being made shall promptly provide any other information reasonably requested by the Corporation.

C. A special meeting requested by stockholders shall be held on such date and at such time as may be fixed by the Board of Directors in accordance with these Bylaws; provided, however, that the date of any such special meeting shall not be more than 90 days after a Special Meeting Request that satisfies the requirements of this Section 2.2 is received by the Secretary.

D. Notwithstanding the foregoing provisions of this Section 2.2, a special meeting requested by stockholders shall not be held if (i) the Special Meeting Request does not comply with this Section 2.2, (ii) the Special Meeting Request relates to an item of business that is not a proper subject for stockholder action under applicable law, (iii) the Special Meeting Request is received by the Corporation during the period commencing 90 days prior to the first anniversary of the date of the immediately preceding annual meeting and ending on the date of the next annual meeting, (iv) an annual or special meeting of stockholders that included an identical or substantially similar item of business ("Similar Business") was held not more than 120 days before the Special Meeting Request was received by the Secretary, (v) the Board of Directors has called or calls for an annual or special meeting of stockholders to be held

---

within 90 days after the Special Meeting Request is received by the Secretary and the business to be conducted at such meeting includes the Similar Business or (vi) the Special Meeting Request was made in a manner that involved a violation of Regulation 14A under the Exchange Act or other applicable law. For purposes of this Section 2.2(D), the nomination, election or removal of directors shall be deemed to be Similar Business with respect to all items of business involving the nomination, election or removal of directors, changing the size of the Board of Directors and filling of vacancies and/or newly created directorships resulting from any increase in the authorized number of directors. The Board of Directors shall determine in good faith whether the requirements set forth in this Section 2.2(D) have been satisfied.

E. In determining whether a special meeting of stockholders has been requested by the record holders of shares representing in the aggregate at least the Requisite Percentage, multiple Special Meeting Requests delivered to the Secretary will be considered together only if (i) each Special Meeting Request identifies substantially the same purpose or purposes of the special meeting and substantially the same matters proposed to be acted on at the special meeting (in each case as determined in good faith by the Board of Directors) and (ii) such Special Meeting Requests have been dated and delivered to the Secretary within 60 days of the earliest dated Special Meeting Request. A Requesting Stockholder may revoke a Special Meeting Request at any time by written revocation delivered to the Secretary and if, following such revocation, there are outstanding un-revoked requests from Requesting Stockholders holding less than the Requisite Percentage, the Board of Directors may, in its discretion, cancel the special meeting. If none of the Requesting Stockholders appears or sends a duly authorized agent to present the business to be presented for consideration that was specified in the Special Meeting Request, the Corporation need not present such business for a vote at such special meeting.

F. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting pursuant to Section 2.4. Nothing contained herein shall prohibit the Board of Directors from submitting matters to the stockholders at any special meeting requested by stockholders.

Section 2.3 Place of Meeting. The Board of Directors may designate the place of meeting for any meeting of the stockholders. If no designation is made by the Board of Directors, the place of meeting shall be the principal office of the Corporation.

Section 2.4 Notice of Meeting. Except as otherwise required by law, written or printed notice or notice otherwise allowed by the Delaware General Corporation Law, stating the place, day and hour of the meeting and the purposes for which the meeting is called, shall be prepared and delivered by the Corporation not less than ten days nor more than sixty days before the date of the meeting, either personally, or by mail, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the stockholder at his, her or its address as it appears on the stock transfer books of the Corporation. Such further notice shall be given as may be required by law. Meetings may be held without notice if all stockholders entitled to vote are present (except as otherwise provided by law), or if notice is waived by those not present. Any previously scheduled meeting of the stockholders may be postponed and (unless the Corporation's certificate of incorporation (as in effect from time to time, including any certificates of designation, the "Certificate of Incorporation") otherwise provides) any special meeting of the stockholders may be cancelled, by resolution of the Board of Directors upon public notice given prior to the time previously scheduled for such meeting of stockholders.

Section 2.5 Quorum and Adjournment. Except as otherwise provided by law or by the Certificate of Incorporation, the holders of a majority of the voting power of the outstanding shares of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), represented in person or by proxy, shall constitute a quorum at a meeting of stockholders, except that when specified business is to be voted on by a class or series voting separately as a class or series, the holders of a majority of the voting power of the shares of such class or series shall constitute a quorum for the transaction of such business. The chairman of the meeting or a majority of the shares of Voting Stock so represented may adjourn the meeting from time to time, whether or not there is such a quorum (or, in the case of specified business to be voted on by a class or series, the chairman or a majority of the shares of such class or series so represented may adjourn the meeting with respect to such specified business). No notice of the time and place of adjourned meetings need be given except as required by law. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

Section 2.6 Proxies. At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder or as may be permitted by law, or by his, her or its duly authorized attorney-in-fact. Such proxy must be filed with the Secretary or his representative at or before the time of the meeting.

Section 2.7 Notice of Stockholder Business and Nominations.

A. *Annual Meetings of Stockholders*. Nominations of persons for election to the Board of Directors of the Corporation or the proposal of other business to be transacted by the stockholders may be made at an annual meeting of stockholders only (i) pursuant to

---

the Corporation's notice of meeting (or any supplement thereto), (ii) by or at the direction of the Board of Directors or any committee thereof or (iii) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this Section 2.7(A), who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 2.7(A). For nominations or other business to be properly brought before an annual meeting of stockholders by a stockholder, pursuant to clause (iii) of this Section 2.7(A), the stockholder must have given timely notice thereof in writing to the Secretary and any such proposed business (other than the nominations of persons for election to the Board of Directors) must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to or mailed and received by, the Secretary at the principal executive offices of the Corporation not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders; *provided, however*, that in the event that the date of the annual meeting is advanced more than 30 days prior to such anniversary date or delayed more than 70 days after such anniversary date then to be timely such notice must be received by the Corporation no earlier than 120 days prior to such annual meeting and no later than the later of 70 days prior to the date of the meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of the meeting was first made by the Corporation. In no event shall the public announcement of an adjournment or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. A stockholder's notice to the Secretary shall set forth (x) as to each person whom the stockholder proposes to nominate for election or reelection as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected), (y) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and in the event that such business includes a proposal to amend these Amended and Restated Bylaws, the language of the proposed amendment), the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made and (z) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the proposal is made:

(1) the name and address, as they appear on the Corporation's books, of such stockholder and any such beneficial owner;

(2) the class or series and number of shares of capital stock of the Corporation which are held of record or are beneficially owned by such stockholder and by any such beneficial owner;

(3) a description of any agreement, arrangement or understanding between or among such stockholder and any such beneficial owner, any of their respective affiliates or associates, and any other person or persons in connection with the proposal of such nomination or other business;

(4) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions and borrowed or loaned shares) that has been entered into by or on behalf of, or any other agreement, arrangement or understanding that has been made, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such stockholder or any such beneficial owner with respect to the Corporation's securities;

(5) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to bring such nomination or other business before the meeting; and

(6) a representation as to whether such stockholder or any such beneficial owner intends or is part of a group that intends to (i) deliver a proxy statement and/or form of proxy to holders of at least the percentage of the voting power of the Corporation's outstanding capital stock required to approve or adopt the proposal or to elect each such nominee and/or (ii) otherwise to solicit proxies from stockholders in support of such proposal or nomination.

*B. Special Meetings of Stockholders.* Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting pursuant to Section 2.4. Nominations of persons for election to the Board of Directors of the Corporation at a special meeting of stockholders may be made by stockholders only (i) in accordance with Section 2.2 or (ii) if the election of directors is included as business to be brought before a special meeting in the Corporation's notice of meeting by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this Section 2.7(B) and at the time of the special meeting, who shall be entitled to vote at the meeting and who complies with the procedures set forth in this Section 2.7(B). The proposal by stockholders of other business to be conducted at a special meeting of stockholders may be made only in accordance with Section 2.2. For nominations to be properly brought by a stockholder before a special meeting of stockholders pursuant to this Section 2.7(B), the stockholder must have given timely notice thereof in writing to the Secretary. To be timely, a stockholder's notice shall be delivered to, or mailed and received by, the Secretary at the principal executive offices of the Corporation (x) not earlier than 120 days prior to the date of the special meeting nor (y) later



---

than the later of 90 days prior to the date of the special meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of the special meeting was first made by the Corporation. A stockholder's notice to the Secretary shall comply with the notice requirements of Section 2.7(A).

C. *General.* At the request of the Board of Directors, any person nominated by the Board of Directors for election as a director shall furnish to the Secretary the information that is required to be set forth in a stockholder's notice of nomination that pertains to the nominee. No person shall be eligible to be nominated by a stockholder to serve as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 2.7 and in Section 2.2 (in the case of a meeting) or Section 2.10 (in the case of a written consent). No business proposed by a stockholder shall be conducted except in accordance with the procedures set forth in this Section 2.7 and in Section 2.2 (in the case of a meeting) or Section 2.10 (in the case of a written consent). The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by these Amended and Restated Bylaws or that business was not properly brought before the meeting, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded or such business shall not be transacted, as the case may be. Notwithstanding the foregoing provisions of this Section 2.7, unless otherwise required by law, if the stockholder (or a qualified representative of the stockholder) does not appear at the annual or special meeting of stockholders of the Corporation to present a nomination or proposed business, such nomination shall be disregarded and such proposed business shall not be transacted, notwithstanding that proxies in respect of such vote may have been received by the Corporation. For purposes of this Section 2.7, to be considered a qualified representative of the stockholder, a person must be a duly authorized officer, manager or partner of such stockholder or must be authorized by a writing executed by such stockholder or an electronic transmission delivered by such stockholder to act for such stockholder as proxy at the meeting of stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of stockholders. Without limiting the foregoing provisions of this Section 2.7, a stockholder shall also comply with all applicable requirements of the Securities Exchange Act of 1934, and the rules and regulations thereunder with respect to the matters set forth in this Section 2.7; provided however, that any references in these Amended and Restated Bylaws to the Securities Exchange Act of 1934 or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to nominations or proposals as to any other business to be considered pursuant to this Section 2.7, and compliance with clause (iii) of Section 2.7(A) and Section 2.7(B) shall be the exclusive means for a stockholder to make nominations or submit other business (other than as provided in the last sentence of this Section 2.7(C)). Notwithstanding anything to the contrary, the notice requirements set forth herein with respect to the proposal of any business pursuant to this Section 2.7 other than a nomination of persons for election to the Board of Directors shall be deemed satisfied by a stockholder if such stockholder has submitted a proposal to the Corporation in compliance with Rule 14a-8 promulgated under the Securities and Exchange Act of 1934, as amended from time to time, and such stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for the meeting of stockholders.

D. For purposes of this Section 2.7, "public announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

Section 2.8 Procedure for Election of Directors. Election of directors at all meetings of the stockholders at which directors are to be elected shall be by written ballot or other means allowed by the Delaware General Corporation Law, and, except as otherwise set forth in the Certificate of Incorporation with respect to the right of the holders of any series of preferred stock of the Corporation (the "Preferred Stock") or any other series or class of stock to elect additional directors under specified circumstances, a nominee for director shall be elected to the Board of Directors if the nominee receives a majority of the votes cast with respect to that nominee's election at any meeting for the election of directors at which a quorum is present; provided, however, that if the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast on the election of directors. If an incumbent director nominee fails to receive a majority of the votes in an election that is not a Contested Election, the director shall immediately tender his or her resignation to the Board of Directors. The Governance Committee of the Board of Directors, or such other committee designated by the Board of Directors, shall make a recommendation to the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors shall act on the resignation, taking into account the committee's recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission) its decision regarding the resignation within 90 days following certification of the election results. If the Board of Directors accepts a director's resignation pursuant to this Section, or if a nominee for director is not elected and the nominee is not an incumbent director, the remaining members of the Board of Directors may fill the resulting vacancy or may decrease the size of the Board of Directors. Except as otherwise provided by law, the Certificate of Incorporation or these Amended and Restated Bylaws, all matters other than the election of directors submitted to the stockholders at any meeting shall be decided by the affirmative vote of a majority of the voting power of the outstanding Voting Stock present in person or represented by proxy at the meeting and entitled to vote thereon.

---

Section 2.9 Inspectors of Elections; Opening and Closing the Polls.

A. The Board of Directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives of the Corporation, to act at the meeting and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act, or if all inspectors or alternates who have been appointed are unable to act, at a meeting of stockholders, the chairman of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have the duties prescribed by the Delaware General Corporation Law.

B. In the event of the delivery, in the manner provided by Section 2.10 and applicable law, to the Corporation of written consent or written consents to take corporate action and/or any related revocation or revocations, the Corporation shall appoint one or more inspectors for the purpose of performing promptly a ministerial review of the validity of the consents and revocations. For the purpose of permitting the inspectors to perform such review, no action by written consent and without a meeting shall be effective until such inspectors have completed their review, determined that the requisite number of valid and unrevoked consents delivered to the Corporation in accordance with Section 2.10 and applicable law have been obtained to authorize or take the action specified in the consents, and certified such determination for entry in the records of the Corporation kept for the purpose of recording the proceedings of meetings of stockholders. Nothing contained herein shall in any way be construed to suggest or imply that the Board of Directors or any stockholder shall not be entitled to contest the validity of any consent or revocation thereof, whether before or after such certification by the inspectors, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

C. The chairman of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

Section 2.10 Consent of Stockholders in Lieu of Meeting.

A. Except as provided in the Certificate of Incorporation, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation or may be effected by a consent in writing by stockholders as provided by, and subject to the limitations in, the Certificate of Incorporation and this Section 2.10.

B. A request by a stockholder for a record date in accordance with Article VIII of the Certificate of Incorporation must be delivered by the holders of record of at least twenty-five percent (25%) (for purposes of this Section 2.10, the "Requisite Percentage") of the voting power of the outstanding capital stock of the Corporation entitled to express consent on the relevant action, must describe the action that the stockholder proposes to take by consent (the "Action") and must contain (i) the text of the proposal (including the text of any resolutions to be effected by consent), (ii) the information required by Section 2.7(A) of these Amended and Restated Bylaws, to the extent applicable, as though the stockholders making the request were making a Special Meeting Request in furtherance of the Action, (iii) an acknowledgment by the stockholders making the request and the beneficial owners, if any, on whose behalf the request is being made that a disposition of shares of the Corporation's capital stock, owned of record or beneficially as of the date on which the request in respect of such shares is delivered to the Secretary, that is made at any time prior to the delivery of the first written consent with respect to the Action shall constitute a revocation of such request with respect to such disposed shares, (iv) a statement that the stockholder intends to solicit consents in accordance with Regulation 14A of the Exchange Act, without reliance on the exemption contained in Rule 14a-2(b)(2) of the Exchange Act, and (v) documentary evidence that the stockholders making the request own the Requisite Percentage as of the date that the request is delivered to the Secretary; provided, however, that if the stockholders making the request are not the beneficial owners of the shares representing the Requisite Percentage, then to be valid, the request must also include documentary evidence (or, if not simultaneously provided with the request, such documentary evidence must be delivered to the Secretary within ten (10) business days after the date on which the request is delivered to the Secretary) that the beneficial owners on whose behalf the request is made beneficially own the Requisite Percentage as of the date on which such request is delivered to the Secretary. In addition, the requesting stockholders and the beneficial owners, if any, on whose behalf the request is being made shall promptly provide any other information reasonably requested by the Corporation.

C. In determining whether a record date has been requested by stockholders of record representing in the aggregate at least the Requisite Percentage, multiple requests delivered to the Secretary will be considered together only if (i) each identifies substantially the same proposed action and includes substantially the same text of the proposal (in each case as determined in good faith by the Board of Directors), and (ii) such requests have been dated and delivered to the Secretary within sixty (60) days of the earliest dated request. Any stockholder may revoke a request with respect to his or her shares at any time by written revocation delivered to the Secretary.

---

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by the Certificate of Incorporation or by these Amended and Restated Bylaws, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

Section 3.2 Number, Tenure and Qualifications. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board. For purposes of these Amended and Restated Bylaws, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships.

Section 3.3 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this Bylaw immediately after, and at the same place as, each annual meeting of stockholders. The Board of Directors may, by resolution, provide the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 3.4 Special Meetings. Special meetings of the Board of Directors shall be called at the request of the Chairman of the Board, the Chief Executive Officer, the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place and time of the meetings.

Section 3.5 Notice. Notice of any special meeting shall be given to each director at his business or residence in writing or by telegram, facsimile transmission or telephone communication. If mailed, such notice shall be deemed adequately delivered when deposited in the United States mails so addressed, with postage thereon prepaid, at least five days before such meeting. If by telegram, such notice shall be deemed adequately delivered when the telegram is delivered to the telegraph company at least twenty-four hours before such meeting. If by facsimile transmission, such notice shall be transmitted at least twenty-four hours before such meeting. If by telephone, the notice shall be given at least twelve hours prior to the time set for the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except for amendments to these Amended and Restated Bylaws as provided under Section 8.1. A meeting may be held at any time without notice if all the directors are present (except as otherwise provided by law) or if those not present waive notice of the meeting in writing, either before or after such meeting.

Section 3.6 Conference Telephone Meetings. Members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 3.7 Quorum. A whole number of directors equal to at least a majority of the Whole Board shall constitute a quorum for the transaction of business, but if at any meeting of the Board of Directors there shall be less than a quorum present, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.8 Vacancies. Subject to the rights of holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise provided by law or by resolution of the Board of Directors, be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

Section 3.9 Committees.

A. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may

---

replace any absent member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

B. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to these Amended and Restated Bylaws.

Section 3.10 Removal. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any directors, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

## ARTICLE IV

### OFFICERS

Section 4.1 Elected Officers. The elected officers of the Corporation shall be a Secretary and a Treasurer, and may be a Chairman of the Board, a President and a Chief Executive Officer, and such other officers as the Board of Directors from time to time may deem proper. The Chairman of the Board, if any, shall be chosen from the directors. All officers shall be chosen by the Board of Directors and shall each have such powers and duties as generally pertain to their respective offices, subject to the specific provisions of Articles II, III, IV and V. Such officers shall also have powers and duties as from time to time may be conferred by the Board of Directors or by any committee thereof.

Section 4.2 Election and Term of Office. The elected officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after each annual meeting of the stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Subject to Section 4.7 of these Amended and Restated Bylaws, each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign.

Section 4.3 Chairman of the Board. The Chairman of the Board, if any, shall preside at all meetings of the Board. In the absence of the Chairman of the Board at any meeting, a majority of the directors present at such meeting shall have the power to select any director at the meeting to preside.

Section 4.4 President and Chief Executive Officer. The Chief Executive Officer, or if there is no Chief Executive Officer, the President, shall be the general manager of the Corporation, subject to the control of the Board of Directors, and as such shall preside at all meetings of stockholders, shall have general supervision of the affairs of the Corporation, shall sign or countersign or authorize another officer to sign all certificates, contracts, and other instruments of the Corporation as authorized by the Board of Directors, shall make reports to the Board of Directors and stockholders, and shall perform all such other duties as are incident to such office or are properly required by the Board of Directors. If the Board of Directors creates the office of the President as a separate office from the Chief Executive Officer, the President shall have such duties as are determined by, and shall be subject to the general supervision, direction, and control of, the Chief Executive Officer unless the Board of Directors provides otherwise.

Section 4.5 Secretary. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and directors and all other notices required by law or by these Amended and Restated Bylaws, and in case of his absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the Chairman of the Board, the Chief Executive Officer or the President, or by the Board of Directors, upon whose request the meeting is called as provided in these Amended and Restated Bylaws. He or she shall record all the proceedings of the meetings of the Board of Directors, any committees thereof and the stockholders of the Corporation in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him or her by the Board of Directors (to the extent consistent with the Chairman's duty and authority to preside at all meetings of the Board of Directors), the Chief Executive Officer or the President. He or she shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors, the Chairman of the Board, the Chief Executive Officer or the President, and attest to the same.

---

Section 4.6 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, the Chief Executive Officer or the President, taking proper vouchers for such disbursements. The Treasurer shall render to the Chairman of the Board, the President, the Chief Executive Officer and the Board of Directors, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board of Directors shall prescribe.

Section 4.7 Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in their judgment, the best interests of the Corporation would be served thereby. No elected officer shall have any contractual rights against the Corporation for compensation by virtue of such election beyond the date of the election of his successor, his death, his resignation or his removal, whichever event shall first occur, except as otherwise provided in an employment contract or an employee plan.

Section 4.8 Vacancies. A newly created office and a vacancy in any office because of death, resignation, or removal may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE V

### STOCK CERTIFICATES; UNCERTIFICATED SHARES AND TRANSFERS

#### Section 5.1 Stock Certificates and Transfers.

A. The interest of each stockholder of the Corporation shall be evidenced by certificates for shares of stock in such form as the appropriate officers of the Corporation may from time to time prescribe, provided that the Board of Directors of the Corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of shares represented by certificates of the same class and series shall be identical. The shares of the stock of the Corporation shall be transferred on the books of the Corporation by the holder thereof in person or by his, her or its attorney, upon surrender for cancellation of certificates for the same number of shares, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, and with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require.

B. The certificates of stock shall be signed, countersigned and registered in such manner as the Board of Directors may by resolution prescribe, which resolution may permit all or any of the signatures on such certificates to be in facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate has ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.

## ARTICLE VI

### INDEMNIFICATION

Section 6.1 Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnatee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an

---

indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in Section 6.3 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

Section 6.2 Right to Advancement of Expenses. The right to indemnification conferred in Section 6.1 shall include, to the extent permitted by law, the right to be paid by the Corporation the expenses incurred in defending any proceeding for which such right to indemnification is applicable in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

Section 6.3 Right of Indemnitee to Bring Suit. The rights to indemnification and to the advancement of expenses conferred in Section 6.1 and Section 6.2, respectively, shall be contract rights. If a claim under Section 6.1 or Section 6.2 is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (A) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (B) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Section or otherwise shall be on the Corporation.

Section 6.4 Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under the Certificate of Incorporation, these Amended and Restated Bylaws, or any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.5 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any indemnitee or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

Section 6.6 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

---

Section 7.2 Dividends. The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Certificate of Incorporation.

Section 7.3 Seal. The corporate seal shall have inscribed the name of the Corporation thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 7.4 Waiver of Notice. Whenever any notice is required to be given to any stockholder or director of the Corporation under the provisions of the Delaware General Corporation Law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the stockholders of the Board of Directors need be specified in any waiver of notice of such meeting.

Section 7.5 Audits. The accounts, books and records of the Corporation shall be audited upon the conclusion of each fiscal year by an independent certified public accountant selected by the Board of Directors, and it shall be the duty of the Board of Directors to cause such audit to be made annually.

Section 7.6 Resignations. Any director or any officer, whether elected or appointed, may resign at any time by serving written notice of such resignation on the Chairman of the Board, the President, the Chief Executive Officer or the Secretary, and, except as provided in Section 2.8, such resignation shall be deemed to be effective as of the close of business on the date said notice is received by the Chairman of the Board, the President, the Chief Executive Officer or the Secretary or at such later date as is stated therein. No formal action shall be required of the Board of Directors or the stockholders to make any such resignation effective.

Section 7.7 Contracts. Except as otherwise required by law, the Certificate of Incorporation, these Amended and Restated Bylaws and any signing authority policies adopted by the Board of Directors from time to time, any contracts or other instruments may be executed and delivered in the name and on the behalf of the Corporation by such officer or officers of the Corporation as the Board of Directors may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. The Chairman of the Board, the President, the Chief Executive Officer or any Vice President may execute bonds, contracts, deeds, leases and other instruments to be made or executed for or on behalf of the Corporation. Subject to any restrictions imposed by the Board of Directors, the Chairman of the Board, the President, the Chief Executive Officer or any Vice President of the Corporation may delegate contractual powers to others under his jurisdiction, it being understood, however, that any such delegation of power shall not relieve such officer of responsibility with respect to the exercise of such delegated power.

Section 7.8 Proxies. The Board of Directors may by resolution from time to time appoint any attorney or attorneys or agent or agents of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock and other securities of such other corporation or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

## ARTICLE VIII

### AMENDMENTS

Section 8.1 Amendments. Subject to the provisions of the Certificate of Incorporation and these Amended and Restated Bylaws, these Amended and Restated Bylaws may be amended, altered, added to, rescinded or repealed at any meeting of the Board of Directors or by the affirmative vote of the holders of a majority of the Corporation's outstanding voting stock (on an as-converted to Common Stock basis), provided notice of the proposed change was given in the notice of the meeting and, in the case of a meeting of the Board of Directors, in a notice given no less than twenty-four hours prior to the meeting.

## Subsidiaries of Equinix, Inc.

<u>Name</u>	<u>Jurisdiction</u>
Equinix LLC	Delaware, U.S.
Equinix RP, Inc.	Delaware, U.S.
Equinix South America Holdings, LLC	Delaware, U.S.
Equinix RP II LLC	Delaware, U.S.
CHI 3, LLC	Delaware, U.S.
NY3, LLC	Delaware, U.S.
SV1, LLC	Delaware, U.S.
LA4, LLC	Delaware, U.S.
NY2 Hartz Way LLC	Delaware, U.S.
Equinix Pacific, Inc.	Delaware, U.S.
CHI 3 Procurement, LLC	Illinois, U.S.
Equinix Asia Pacific Pte Ltd	Singapore
Equinix Singapore Holdings Pte Ltd	Singapore
Equinix Singapore Pte Ltd	Singapore
Equinix Japan KK (in Kanji)	Japan
Equinix Australia Pty Ltd	Australia
Equinix Hong Kong Ltd	Hong Kong
Equinix Information Technologies Hong Kong Limited	Hong Kong
Equinix Information Technology (Shanghai) Co Ltd.	People's Republic of China
Equinix YP Information Technology (Shanghai) Co Ltd.	People's Republic of China
Equinix Europe Ltd	United Kingdom
Equinix Group Ltd	United Kingdom
Equinix (UK) Ltd	United Kingdom
Equinix (Services) Ltd	United Kingdom
Equinix Corporation Ltd	United Kingdom
Equinix Investments Ltd	United Kingdom
Equinix (London) Ltd	United Kingdom
Equinix (Real Estate) GmbH	Germany
Equinix (Germany) GmbH	Germany
Upminster GmbH	Germany
Equinix (France) SAS	France
Interconnect Exchange Europe SL	Spain
Equinix (Switzerland) GmbH	Switzerland
Equinix (Netherlands) Holdings BV	The Netherlands
EQIX (Global Holdings) C.V.	The Netherlands
Equinix (EMEA) B.V.	The Netherlands
Equinix (Netherlands) BV	The Netherlands
Virtu Secure Web Services BV	The Netherlands
Equinix (Real Estate) B.V.	The Netherlands
Equinix (Luxembourg) Holdings S.à r.l.	Luxembourg
Equinix (Luxembourg) Investments S.à r.l.	Luxembourg
Equinix (Luxembourg) Investments S.à r.l. Hong Kong Branch	Hong Kong
Equinix Middle East FZ LLC	United Arab Emirates
Equinix Italia S.r.L	Italy
ancotel UK Ltd	United Kingdom
ancotel HK Ltd	Hong Kong
ALOG Soluções do Tecnologia em Infomática S.A.	Brazil
ALOG-03 Soluções do Tecnologia em Infomática Ltda.	Brazil
Switch & Data LLC	Delaware, U.S.
Switch & Data Facilities Company LLC	Delaware, U.S.
Switch and Data Operating Company LLC	Delaware, U.S.
Equinix Operating Co LLC	Delaware, U.S.
Equinix Canada Ltd.	Canada
Switch and Data CA Nine LLC	Delaware, U.S.
Switch & Data MA One LLC	Delaware, U.S.
Switch And Data NJ Two LLC	Delaware, U.S.
Switch & Data/NY Facilities Company, LLC	Delaware, U.S.
Switch and Data VA Four LLC	Delaware, U.S.
Switch & Data WA One LLC	Delaware, U.S.



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (Nos. 333-45280, 333-58074, 333-71870, 333-85202, 333-104078, 333-113765, 333-117892, 333-122142, 333-132466, 333-140946, 333-149452, 333-157545, 333-165033, 333-166581, 333-172447, 333-179677, 333-186873) and Form S-3 (No. 333-175358, 333-186938) of Equinix, Inc. of our report dated February 28, 2014 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
San Jose, CA  
February 28, 2014

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Stephen M. Smith, certify that:

1. I have reviewed this annual report on Form 10-K of Equinix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 28, 2014

/s/ Stephen M. Smith

Stephen M. Smith  
Chief Executive Officer and President

**CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Keith D. Taylor, certify that:

1. I have reviewed this annual report on Form 10-K of Equinix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 28, 2014

/s/ Keith D. Taylor

Keith D. Taylor  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Equinix, Inc. (the "Company") on Form 10-K for the period ending December 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen M. Smith, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Stephen M. Smith

Stephen M. Smith  
Chief Executive Officer and President  
February 28, 2014

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Equinix, Inc. (the "Company") on Form 10-K for the period ending December 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Keith D. Taylor, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Keith D. Taylor

Keith D. Taylor  
Chief Financial Officer  
February 28, 2014

