

JUNIPER NETWORKS INC

Form S-4/A

March 10, 2004

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As filed with the Securities and Exchange Commission on March 10, 2004

Registration No. 333-113033

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Amendment No. 1**

**to**

**Form S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Juniper Networks, Inc.**

*(Exact name of Registrant as specified in its charter)*

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**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**3576**  
*(Primary Standard Industrial  
Classification Code Number)*

**77-0422528**  
*(I.R.S. Employer  
Identification Number)*

**1194 North Mathilda Avenue  
Sunnyvale, California 94089  
(408) 745-2000**

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

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**Scott Kriens  
President, Chief Executive Officer and  
Chairman of the Board  
1194 North Mathilda Avenue  
Sunnyvale, California 94089  
(408) 745-2000**

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

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**Approximate date of commencement of proposed sale to the public:** Upon completion of the merger described herein.

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

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

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

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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**JOINT PROXY STATEMENT/ PROSPECTUS**

Juniper Networks, Inc. and NetScreen Technologies, Inc., are pleased to deliver our joint proxy statement/ prospectus for the proposed merger involving Juniper Networks and NetScreen under the terms of an Agreement and Plan of Reorganization, which we refer to as the merger agreement, that is described in this joint proxy statement/ prospectus.

Upon completion of the merger, NetScreen stockholders will be entitled to receive 1.404 shares of Juniper Networks common stock for each share of NetScreen common stock then held by them. Juniper Networks common stock is traded on the Nasdaq National Market under the trading symbol JNPR. On March 9, 2004, the closing sale price of Juniper Networks common stock was \$23.84 as reported on the Nasdaq National Market.

Juniper Networks and NetScreen cannot complete the merger unless the Juniper Networks stockholders approve the issuance of shares of Juniper Networks common stock in connection with the merger and NetScreen stockholders adopt the merger agreement. The Juniper Networks board of directors unanimously recommends that Juniper Networks stockholders vote FOR the proposal to approve the issuance of shares of Juniper Networks common stock in connection with the merger. The NetScreen board of directors unanimously recommends that NetScreen stockholders vote FOR the proposal to adopt the merger agreement.

Each of Juniper Networks and NetScreen will hold a special meeting of stockholders to obtain these approvals. The date, times and places of the special meetings are as follows:

**For Juniper Networks Stockholders:**

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April 16, 2004 at 10:30 a.m., local time  
The Historic Del Monte Building  
100 South Murphy Street, Third Floor  
Sunnyvale, California 94086

**For NetScreen Stockholders:**

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April 16, 2004 at 9:00 a.m., local time  
805 11th Avenue, Building 3  
Sunnyvale, California 94089

**Your vote is very important, regardless of the number of shares you own.** Whether or not you plan to attend the special meeting of stockholders of Juniper Networks or NetScreen, please take the time to vote by completing and mailing the enclosed proxy card or voting instruction card and returning it in the pre-addressed envelope provided as soon as possible. Returning the proxy card does not deprive you of your right to attend the special meeting of Juniper Networks or NetScreen and to vote your shares in person.

We encourage you to read this joint proxy statement/ prospectus for important information about the merger and the special meetings. **In particular, you should carefully consider the discussion in the section of this joint proxy statement/ prospectus entitled *Risk Factors* beginning on page 17.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the shares of Juniper Networks common stock to be issued in connection with the merger or determined whether this joint proxy statement/ prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/ prospectus is dated March 10, 2004 and is first being mailed to stockholders of each of Juniper Networks and NetScreen on or about March 19, 2004.

Sincerely,

Scott Kriens

Sincerely,

Robert D. Thomas

*President, Chief Executive Officer  
and Chairman of the Board*

*President and Chief Executive Officer*

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**Juniper Networks, Inc.**

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

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On April 16, 2004**

Dear Juniper Networks stockholders:

You are cordially invited to attend the special meeting of stockholders of Juniper Networks, Inc. to be held on April 16, 2004, promptly at 10:30 a.m. local time at The Historic Del Monte Building, 100 South Murphy Street, Third Floor, Sunnyvale, California 94086. At the special meeting, you will be asked to vote on and approve the following proposal:

To approve the issuance of 1.404 shares of Juniper Networks common stock for each outstanding share of NetScreen common stock and each outstanding stock option to purchase NetScreen common stock as of the effective date of the merger in connection with and pursuant to the terms of the Agreement and Plan of Reorganization, dated as of February 9, 2004, among Juniper Networks, Inc., Nerus Acquisition Corp. and NetScreen Technologies, Inc.

No other business will be considered at the special meeting.

This proposal is described more fully in the joint proxy statement/prospectus. Please give your careful attention to all of the information in the joint proxy statement/prospectus.

Only stockholders of record of Juniper Networks common stock at the close of business on March 10, 2004, the record date for the Juniper Networks special meeting, or their proxies are entitled to notice of and to vote at this special meeting or any adjournment(s) or postponement(s) that may take place. Assuming a quorum is present or represented by proxy at the Juniper Networks special meeting, approval of the share issuance requires the affirmative vote of the holders of a majority of the shares of Juniper Networks common stock having voting power present in person or represented by proxy at the Juniper Networks special meeting.

**Your vote is important. Whether or not you expect to attend the Juniper Networks special meeting in person, you are urged to complete, sign, date and return the enclosed proxy card or voting instruction card as soon as possible or to vote by telephone or on the Internet using the instructions on the enclosed proxy card or broker instruction card.** For specific instructions on how to vote your shares, please refer to the section entitled *The Special Meeting of Juniper Networks Stockholders* beginning on page 29 of this joint proxy statement/prospectus. Returning the proxy card or voting by telephone or on the Internet does not deprive you of your right to attend the Juniper Networks special meeting and to vote your shares in person. If you need any assistance in the voting of your proxy card, please contact Juniper Networks Investor Relations at (888) 586-4737 (call toll-free) or (408) 745-2000 (call collect).

By order of the Board of Directors,

Scott Kriens  
*President, Chief Executive Officer  
and Chairman of the Board*

March 10, 2004  
Sunnyvale, California

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**NetScreen Technologies, Inc.**

**805 11th Avenue, Building 3  
Sunnyvale, California 94089**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On April 16, 2004**

Dear NetScreen stockholders:

You are cordially invited to attend a special meeting of stockholders of NetScreen Technologies, Inc. to be held on April 16, 2004, promptly at 9:00 a.m. local time at our headquarters at 805 11th Avenue, Building 3, Sunnyvale, California 94089. At the special meeting, you will be asked to vote on and approve the following proposals:

1. To adopt the Agreement and Plan of Reorganization, dated as of February 9, 2004, among Juniper Networks, Inc., Nerus Acquisition Corp. and NetScreen Technologies, Inc.; and
  2. To grant discretionary authority to adjourn or postpone the NetScreen special meeting to a date not later than November 9, 2004 for the purpose of soliciting additional proxies.
- No other business will be considered at the special meeting.

These proposals are described more fully in the joint proxy statement/prospectus. Please give your careful attention to all of the information in the joint proxy statement/prospectus.

Only stockholders of record of NetScreen common stock at the close of business on March 10, 2004, the record date for the NetScreen special meeting, or their proxies are entitled to notice of and to vote at this special meeting or any adjournment(s) or postponement(s) that may take place. Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the shares of NetScreen common stock outstanding on the record date for the NetScreen special meeting. The approval of the holders of a majority of the shares of NetScreen common stock represented at the NetScreen special meeting is required to approve the adjournment proposal, so long as a quorum is present.

**Your vote is important. Whether or not you expect to attend the NetScreen special meeting in person, you are urged to complete, sign, date and return the enclosed proxy card or voting instruction card as soon as possible or to vote by telephone or on the Internet using the instructions on the enclosed proxy card or broker instruction card.** If you do not vote, it will have the same effect as voting against the adoption of the merger agreement. For specific instructions on how to vote your shares, please refer to the section of this joint proxy statement/prospectus entitled *The Special Meeting of NetScreen Stockholders* beginning on page 33. Returning the proxy card or voting by telephone or on the Internet does not deprive you of your right to attend the meeting and to vote your shares in person.

By order of the Board of Directors,

Remo E. Canessa  
*Chief Financial Officer and Corporate Secretary*

March 10, 2004  
Sunnyvale, California

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**This joint proxy statement/ prospectus incorporates important business and financial information about Juniper Networks, Inc., or Juniper Networks, and NetScreen Technologies, Inc., or NetScreen, from documents that each company has filed with the Securities and Exchange Commission but that have not been included in or delivered with this joint proxy statement/ prospectus. For a listing of documents incorporated by reference into this joint proxy statement/ prospectus, please see the section entitled *Where You Can Find More Information* beginning on page 99 of this joint proxy statement/ prospectus.**

Juniper Networks will provide you with copies of this information relating to Juniper Networks, without charge, upon oral or written request to:

Juniper Networks, Inc.

1194 North Mathilda Avenue  
Sunnyvale, California 94089  
Attention: Investor Relations  
Telephone Number: (408) 745-2000

In addition, you may obtain copies of this information by making a request through the Juniper Networks investor relations website, <http://www.juniper.net/company/contactus/#investors>, or by sending an e-mail to [investor-relations@juniper.net](mailto:investor-relations@juniper.net). Information contained in this website does not constitute part of this joint proxy/ statement prospectus.

In order for you to receive timely delivery of the documents in advance of the Juniper Networks special meeting, Juniper Networks should receive your request no later than April 9, 2004.

NetScreen will provide you with copies of this information relating to NetScreen, without charge, upon oral or written request to:

NetScreen Technologies, Inc.

805 11th Avenue, Building 3  
Sunnyvale, California 94089  
Attention: Investor Relations  
Telephone Number: (408) 543-2100

In addition, you may obtain copies of this information by making a request through NetScreen's investor relations website, [http://www.netscreen.com/company/investor\\_relations](http://www.netscreen.com/company/investor_relations), or by sending an e-mail to [ir@netscreen.com](mailto:ir@netscreen.com). Information contained in this website does not constitute part of this joint proxy/ statement prospectus.

In order for you to receive timely delivery of the documents in advance of the NetScreen special meeting, NetScreen should receive your request no later than April 9, 2004.

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**QUESTIONS AND ANSWERS ABOUT THE MERGER  
AND SPECIAL MEETINGS OF STOCKHOLDERS**

**General Questions and Answers**

*The following questions and answers are intended to address briefly some commonly asked questions regarding the proposed merger and the Juniper Networks and NetScreen special meetings.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: Juniper Networks and NetScreen have agreed to combine their businesses under the terms of a merger agreement that is described in this joint proxy statement/ prospectus. A copy of the merger agreement is attached to this joint proxy statement/ prospectus as Annex A. For specific information regarding the merger agreement, please refer to the section entitled *The Merger Agreement* beginning on page 65 of this joint proxy statement/ prospectus.

In order to complete the merger, Juniper Networks stockholders must approve the issuance of shares of Juniper Networks common stock in connection with the merger and NetScreen stockholders must adopt the merger agreement. Each of Juniper Networks and NetScreen will hold a special meeting of its respective stockholders to obtain these approvals. This joint proxy statement/ prospectus contains important information about the merger and the special meeting of each of Juniper Networks and NetScreen, and you should read it carefully. For both Juniper Networks and NetScreen stockholders, the enclosed voting materials allow you to vote your shares of Juniper Networks common stock or NetScreen common stock without attending the Juniper Networks or NetScreen special meeting.

Your vote is important. We encourage you to vote as soon as possible. For more specific information on how to vote, please see the questions and answers for each of Juniper Networks and NetScreen stockholders below.

**Q: What is the merger?**

A: The merger is a proposed business combination between Juniper Networks and NetScreen where a wholly owned subsidiary of Juniper Networks will merge with and into NetScreen, with NetScreen surviving the merger and becoming a wholly owned subsidiary of Juniper Networks immediately following the merger.

**Q: Why are Juniper Networks and NetScreen proposing the merger? (see pages 40 and 49)**

A: Each of Juniper Networks and NetScreen believes that the proposed merger will enable the combined company to provide customers with a broader portfolio of best-in-class networking and security solutions. For a detailed description of Juniper Networks' reasons for the merger, please refer to the section entitled *The Merger - Juniper Networks' Reasons for the Merger* beginning on page 40 of this joint proxy statement/ prospectus, and for a detailed description of NetScreen's reasons for the merger, please refer to the section entitled *The Merger - NetScreen's Reasons for the Merger* beginning on page 49 of this joint proxy statement/ prospectus.

**Q: What percentage of Juniper Networks will former NetScreen stockholders own after the merger?**

A: Based on Juniper Networks' and NetScreen's capitalizations at February 9, 2004, the date the merger agreement was signed, following the merger, the former stockholders of NetScreen will own approximately 24.5% of the outstanding capital stock of Juniper Networks, computed on a fully-diluted basis, taking into account all outstanding Juniper Networks and NetScreen shares, options and warrants.

**Q: Are there any stockholders already committed to voting in favor of the merger? (see page 62)**

A: Yes. Directors and executive officers of Juniper Networks who collectively beneficially owned approximately 9.7% of the shares of Juniper Networks common stock outstanding on March 10, 2004, have agreed to vote their shares of Juniper Networks common stock subject to the Juniper Networks voting agreements in favor of the issuance of shares of Juniper Networks common stock in connection with the merger. Directors and certain officers of NetScreen, who collectively beneficially owned approximately 14.2%



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of the shares of NetScreen common stock outstanding on March 10, 2004, have agreed to vote the shares of NetScreen common stock subject to the NetScreen voting agreements in favor of adoption of the merger agreement. In addition, Siemens Corporation, a holder of approximately 9.1% of Juniper Networks' outstanding common stock as of March 10, 2004, the record date for the Juniper Networks special meeting, has agreed to vote its shares in accordance with the recommendation of Juniper Networks' board of directors.

**Q: When do Juniper Networks and NetScreen expect to complete the merger?**

A: Juniper Networks and NetScreen are working toward completing the merger as quickly as possible and currently plan to complete the merger in the second calendar quarter of 2004. However, the exact timing of the completion of the merger cannot be predicted because the merger is subject to stockholder approvals, governmental and regulatory review processes and other conditions.

**Q: What risks should I consider in deciding whether to vote in favor of the share issuance or the adoption of the merger agreement? (see page 17)**

A: You should carefully review the section of this joint proxy statement/prospectus entitled *Risk Factors* beginning on page 17 which sets forth certain risks and uncertainties related to the merger, as well as risks and uncertainties to which the combined company's business will be subject. Additionally, each of Juniper Networks and NetScreen are, as independent companies, subject to certain risks and uncertainties described, in the case of Juniper Networks, in its Annual Report on Form 10-K for the fiscal year ended December 31, 2003 and, in the case of NetScreen, in its Quarterly Report on Form 10-Q for the quarter ended December 31, 2003, each of which is incorporated herein by reference.

**Q: What should I do now?**

A: Please review this joint proxy statement/prospectus carefully and sign, date and return each proxy card and voting instruction card you receive as soon as possible.

**Q: How can I find out whether the stockholders of Juniper Networks and NetScreen approved the merger proposals?**

A: Juniper Networks and NetScreen each intend to issue a press release announcing the voting results for the proposals to be submitted at their respective special stockholder meetings promptly after each meeting is held.

**Questions and Answers for Juniper Networks Stockholders**

**Q: When and where is the Juniper Networks special meeting? (see page 29)**

A: The special meeting of Juniper Networks stockholders will begin promptly at 10:30 a.m., local time, on April 16, 2004, at The Historic Del Monte Building, 100 South Murphy Street, Third Floor, Sunnyvale, California 94086. Check-in will begin at 9:30 a.m. Please allow ample time for the check-in procedures.

**Q: How can I attend the Juniper Networks special meeting? (see page 29)**

A: You are entitled to attend the special meeting only if you were a Juniper Networks stockholder as of the close of business on March 10, 2004, the record date for the Juniper Networks special meeting, or you hold a valid proxy for the special meeting. You should be prepared to present valid government-issued photo identification for admittance. In addition, if you are a record holder, your name will be verified against the list of record holders on the record date prior to being admitted to the meeting. If you are not a record holder but hold shares through a broker or nominee (i.e., in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to April 16, 2004, or other similar evidence of ownership. If you do not provide valid government-issued photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the special meeting.

**Q: How does the Juniper Networks board of directors recommend that I vote? (see page 42)**

A: After careful consideration, Juniper Networks' board of directors unanimously recommends that Juniper Networks stockholders vote FOR the issuance of shares of Juniper Networks common stock in





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connection with the merger. For a description of the reasons underlying the recommendation of Juniper Networks' board of directors, see the section entitled *The Merger - Juniper Networks' Reasons for the Merger* beginning on page 40 of this joint proxy statement/prospectus.

**Q: What is the vote of Juniper Networks stockholders required to approve the issuance of shares of Juniper Networks common stock in connection with the merger? (see page 30)**

A: So long as a majority of the shares of Juniper Networks common stock entitled to vote on the proposal vote their shares at the Juniper Networks special meeting either in person or by proxy, or, in other words, so long as a quorum is present in person or by proxy, the issuance of shares of Juniper Networks common stock in connection with the merger requires an affirmative vote of a majority of the votes cast at the Juniper Networks special meeting.

**Q: As a Juniper Networks stockholder, how can I vote? (see page 31)**

A: You may direct your vote without attending the Juniper Networks special meeting. If you are a stockholder of record, you may vote by granting a proxy. If you hold shares of Juniper Networks common stock in street name, you may vote by (i) completing, signing, dating and returning the voting instruction card in the pre-addressed envelope provided, (ii) using the telephone or (iii) using the Internet. For specific instructions on how to vote by telephone or through the Internet, please refer to the instructions on your proxy or voting instruction card.

If you are a stockholder of record, in addition to the voting methods described above, you may also vote in person at the Juniper Networks special meeting. If you hold shares of Juniper Networks common stock in street name, you may not vote in person at the Juniper Networks special meeting unless you obtain a signed proxy from the record holder giving you the right to vote the shares. For a more detailed explanation of the voting procedures, please see the section entitled *The Special Meeting of Juniper Networks Stockholders - Voting Procedures* beginning on page 31 of this joint proxy statement/prospectus.

**Q: May I change my vote after I have mailed my signed proxy or voting instruction card or voted using the telephone or Internet?**

A: Yes. If you have completed a proxy, you may change your vote at any time before your proxy is voted at the Juniper Networks special meeting of stockholders. You can do this one of three ways:

First, you can send a written, dated notice to the Secretary of Juniper Networks at Juniper Networks' principal executive offices stating that you would like to revoke your proxy;

Second, you can complete, date and submit a new later-dated proxy card; or

Third, you can attend the special meeting and vote in person. Your attendance alone will not revoke your proxy.

If you have instructed a broker or bank to vote your shares of Juniper Networks common stock by executing a voting instruction card or by using the telephone or Internet, you must follow the directions received from your broker or bank to change your instructions.

**Q: What happens if I do not indicate how to vote on my proxy card?**

A: If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be counted as a vote FOR the issuance of shares of Juniper Networks common stock in connection with the merger.

**Q: As a Juniper Networks stockholder, what happens if I do not vote?**

A: Failure to vote or give voting instructions to your broker or nominee for the Juniper Networks special meeting could make it more difficult to meet the requirement that a majority of all shares of Juniper Networks common stock entitled to vote, or a quorum, be present at the special meeting in person or by proxy. Therefore, whether or not you plan on attending the special meeting, you are urged to vote.

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**Q: As a Juniper Networks stockholder, who can help answer my questions?**

A: If you have any questions about the merger or how to vote or revoke your proxy, you should contact:

Investor Relations  
Juniper Networks, Inc.  
1194 North Mathilda Avenue  
Sunnyvale, CA 94089  
Phone: (888) 586-4737 or (408) 745-2000  
Email: investor-relations@juniper.net

If you need additional copies of this joint proxy statement/prospectus or voting materials, you should contact Investor Relations at Juniper Networks as described above by letter, phone or e-mail.

**Questions and Answers for NetScreen Stockholders**

**Q: When and where is the NetScreen special meeting? (see page 33)**

A: The special meeting of NetScreen stockholders will begin promptly at 9:00 a.m., local time, at 805 11th Avenue, Building 3, Sunnyvale, California 94089 on April 16, 2004.

**Q: How can I attend the NetScreen special meeting? (see page 33)**

A: You are entitled to attend the special meeting only if you were a NetScreen stockholder as of the close of business on March 10, 2004, the record date for the NetScreen special meeting, or you hold a valid proxy for the special meeting. You should be prepared to present valid government-issued photo identification for admittance. In addition, if you are a record holder, your name will be verified against the list of record holders on the record date prior to being admitted to the meeting. If you are not a record holder but hold shares through a broker or nominee (i.e., in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to April 16, 2004, or other similar evidence of ownership. If you do not provide valid government-issued photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the special meeting.

**Q: As a NetScreen stockholder, what will I receive upon completion of the merger? (see page 65)**

A: If the merger is completed, you will be entitled to receive 1.404 shares of Juniper Networks common stock for each share of NetScreen common stock you own at the effective time of the merger. Instead of a fractional share of Juniper Networks common stock, you will be entitled to receive an amount of cash equal to the value of the fractional share remaining after aggregating all of your NetScreen shares held in a single account, based on the average closing price of Juniper Networks common stock, as reported on the Nasdaq National Market for the five trading days ending on and including the last full trading day prior to the closing date of the merger.

**Q: As a NetScreen stockholder, will I be able to trade the Juniper Networks common stock that I receive in connection with the merger? (see page 62)**

A: The shares of Juniper Networks common stock issued in connection with the merger will be freely tradeable, unless you are an affiliate of NetScreen, and will be listed on the Nasdaq National Market under the symbol JNPR. Persons who are deemed to be affiliates of NetScreen must comply with Rule 145 under the Securities Act of 1933 if they wish to sell or otherwise transfer any of the shares of Juniper Networks common stock received in connection with the merger.

**Q: What will happen to options to acquire NetScreen common stock? (see page 73)**

A: All options to purchase shares of NetScreen common stock outstanding at the effective time of the merger will be assumed by Juniper Networks and will become exercisable for shares of Juniper Networks common stock. The number of shares of Juniper Networks common stock issuable upon the exercise of these options will be the number of shares of NetScreen common stock subject to the assumed option multiplied by 1.404, rounded down to the nearest whole number. The exercise price per share of each assumed NetScreen



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option will be equal to the exercise price of the assumed NetScreen option divided by 1.404, rounded up to the nearest whole cent. Other than with respect to the number of shares subject to the option and the exercise price, both of which will be adjusted as described above, the assumed options will continue to have the same terms and conditions as they had prior to their assumption.

**Q: How will the merger affect my participation in the NetScreen 2001 Employee Stock Purchase Plan? (see page 74)**

A: NetScreen will terminate its 2001 Employee Stock Purchase Plan one business day prior to the effective time of the merger. Any offering periods then in effect will be shortened with the purchase date of such shortened offering period being the business day prior to the effective date of the merger. Each share of NetScreen common stock purchased under the 2001 Employee Stock Purchase Plan on such purchase date will, by virtue of the merger, be automatically converted into the right to receive 1.404 shares of Juniper Networks common stock for each share of NetScreen common stock purchased in the shortened offering period. Following the merger, NetScreen employees who continue their employment with NetScreen as a wholly owned subsidiary of Juniper Networks will become eligible to participate in the Juniper Networks, Inc. 1999 Employee Stock Purchase Plan (pursuant to the terms of the plan). Juniper Networks has agreed to use its reasonable efforts to provide NetScreen employees who continue their employment with NetScreen as a wholly owned subsidiary of Juniper Networks the opportunity to enroll in a special offering period under its 1999 Employee Stock Purchase Plan as soon as is administratively practicable following the effective time of the merger, unless the next regularly scheduled offering period under its 1999 Employee Stock Purchase Plan commences within six weeks following the effective time of the merger.

**Q: How does the NetScreen board of directors recommend that I vote? (see page 51)**

A: After careful consideration, the NetScreen board of directors determined that the merger with Juniper Networks is advisable, fair to and in the best interests of NetScreen and its stockholders and unanimously approved the merger agreement and the merger. Accordingly, the NetScreen board of directors unanimously recommends that NetScreen stockholders vote FOR the proposal to adopt the merger agreement. For a description of the reasons underlying the recommendation of the NetScreen board of directors with respect to the merger, please refer to the section of this joint proxy statement/prospectus entitled *The Merger NetScreen's Reasons for the Merger* beginning on page 49 of this joint proxy statement/prospectus. The NetScreen board of directors also unanimously recommends that NetScreen stockholders vote FOR the proposal to grant discretionary authority to adjourn or postpone the NetScreen special meeting.

**Q: What is the vote of NetScreen stockholders required to adopt the merger agreement? (see page 34)**

A: Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the shares of NetScreen common stock outstanding on March 10, 2004, the record date for the NetScreen special meeting.

**Q: What vote of NetScreen stockholders is required to approve the proposal to grant discretionary authority to adjourn or postpone the NetScreen special meeting? (see page 98)**

A: So long as a majority of all shares of NetScreen common stock entitled to vote on the proposal vote their shares at the NetScreen special meeting either in person or by proxy, the affirmative vote of a majority of the votes cast and entitled to vote at the NetScreen special meeting is required to approve this proposal.

**Q: As a NetScreen stockholder, how can I vote? (see page 35)**

A: You may direct your vote without attending the NetScreen special meeting. If you are a stockholder of record, you may vote by granting a proxy. If you hold shares of NetScreen in street name, you may vote by (i) completing, signing, dating and returning the proxy card in the pre-addressed envelope provided, (ii) using the telephone or (iii) using the Internet. For specific instructions on how to vote by telephone or through the Internet, please refer to the instructions on your proxy or voting instruction card.

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If you hold your shares of NetScreen common stock in a stock brokerage account or if your shares are held in street name, you must provide the record holder of your shares with instructions on how to vote your shares. Please check the voting instruction card used by your broker or nominee to see if you may vote using the telephone or the Internet. If you are a stockholder of record, you may also vote at the NetScreen special meeting. If you hold shares in street name, you may not vote in person at the NetScreen special meeting unless you obtain a signed proxy from the record holder giving you the right to vote the shares.

**Q: May I change my vote after I have mailed my signed proxy or voting instruction card or voted using the telephone or Internet? (see page 35)**

A: Yes. If you have completed a proxy, you may change your vote at any time before your proxy is voted at the NetScreen special meeting of stockholders. You can do this one of three ways:

First, you can send a written, dated notice to the Corporate Secretary of NetScreen stating that you would like to revoke your proxy;

Second, you can complete, date and submit a new later-dated proxy card; or

Third, you can attend the special meeting and vote in person. Your attendance alone will not revoke your proxy.

If you have instructed a broker or bank to vote your shares of NetScreen common stock by executing a voting instruction card or by using the telephone or Internet, you must follow the directions received from your broker or bank to change your instructions.

**Q: What happens if I do not indicate how to vote on my proxy card? (see page 35)**

A: If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be counted as a vote FOR adoption of the merger agreement and FOR the grant of authority to adjourn or postpone the NetScreen special meeting.

**Q: As a NetScreen stockholder, what happens if I do not vote?**

A: Failure to vote or give voting instructions to your broker or nominee for the NetScreen special meeting will have the same effect as voting AGAINST the proposal to adopt the merger agreement. Therefore, you are urged to vote. Assuming that a quorum is present at the NetScreen special meeting, failure to vote or give voting instructions to your broker or nominee will have no effect on the adjournment proposal.

**Q: As a NetScreen stockholder, should I send in my stock certificates at this time? (see page 66)**

A: No, do not send in your stock certificates at this time. Promptly following completion of the merger, the exchange agent for the merger will send you written instructions for exchanging your NetScreen stock certificates for certificates representing Juniper Networks common stock.

**Q: As a NetScreen stockholder, who can help answer my questions?**

A: If you have any questions about the merger or how to vote or revoke your proxy, you should contact:

Investor Relations  
NetScreen Technologies, Inc.  
805 11th Ave., Building 3  
Sunnyvale, CA 94089  
Phone: (408) 543-2100  
Email: ir@netscreen.com

or

MacKenzie Partners, Inc.  
105 Madison Avenue

Edgar Filing: JUNIPER NETWORKS INC - Form S-4/A

New York, NY 10016  
Toll Free at: (800) 322-2885  
Collect at: (212) 929-5500

If you need additional copies of this joint proxy statement/prospectus or voting materials, you should contact NetScreen Investor Relations as described above by letter, phone or email.

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**SUMMARY OF THE JOIN**