

JUNIPER NETWORKS INC
Form 8-K
March 15, 2019

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): March 13, 2019

Juniper Networks, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1133 Innovation Way,

001-34501
(Commission

File Number)

770422528
(I.R.S. Employer

Identification No.)

94089

Sunnyvale, California
(Address of principal executive
offices)

(Zip Code)

Registrant's telephone number, including area code: (408) 745-2000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On March 13, 2019, the Board of Directors (the Board) of Juniper Networks, Inc. (the Company) appointed Anne T. DelSanto, 55, Executive Vice President and General Manager, Platform at Salesforce.com, Inc. to serve as a member of the Board.

The Board anticipates appointing Ms. DelSanto to one or more committees of the Board at a later date. There are no arrangements or understandings between Ms. DelSanto and any other person pursuant to which Ms. DelSanto was appointed to serve on the Board. There are no family relationships between Ms. DelSanto and any other director or executive officer of the Company and there have been no transactions between Ms. DelSanto and the Company in the last fiscal year, and none are currently proposed, that would require disclosure under Item 404(a) of Regulation S-K.

Ms. DelSanto will receive the standard compensation available to the Company's current non-employee directors, which is discussed in the Company's Proxy Statement filed with the Securities and Exchange Commission (SEC) on April 10, 2018, but on a pro-rated basis for the initial year. In accordance with the Company's customary practice, the Company will also enter into its standard form of indemnification agreement with Ms. DelSanto, which agreement is filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the SEC on August 10, 2018.

A copy of the press release announcing the appointment of Ms. DelSanto is attached hereto as Exhibit 99.1. The information in the press release will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor will it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | <u>Press Release issued by Juniper Networks, Inc. on March 15, 2019.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Juniper Networks, Inc.

Date: March 15, 2019

By: /s/ Brian M. Martin

Name: Brian M. Martin

Title: Senior Vice President and General Counsel