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JUNIPER NETWORKS INC
 Form S-8
 March 29, 2001

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As filed with the Securities and Exchange Commission on March 29, 2001
 Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

JUNIPER NETWORKS, INC.
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	77-0422528
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

1194 NORTH MATHILDA AVENUE
 SUNNYVALE, CA 94089
 (ADDRESS, INCLUDING ZIP CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JUNIPER NETWORKS, INC. AMENDED AND RESTATED 1996 STOCK PLAN
 (FULL TITLE OF THE PLAN)

LISA C. BERRY
 VICE PRESIDENT, GENERAL COUNSEL
 AND SECRETARY
 1194 NORTH MATHILDA AVENUE
 SUNNYVALE, CALIFORNIA 94089
 408-745-2000
 (NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROP OFF
Common Stock, \$0.00001 par value per share, to be issued under the Juniper Networks, Inc. Amended and Restated 1996 Stock Plan.....	15,904,261 shares	\$53.12 (1)	\$8

(1) Estimated in accordance with Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on March 27, 2001.

This Registration Statement will become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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PART II: INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

Juniper Networks, Inc. hereby incorporates by reference in this registration statement the following documents:

- 1. Annual Report on Form 10-K for the fiscal year ended December 31, 2000 filed with the Securities and Exchange Commission on March 27, 2001.
- 2. The description of Juniper Networks, Inc. common stock contained in its Registration Statement on Form 8-A as filed with the Securities and Exchange Commission on June 11, 1999 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.
- 3. Registration Statement on Form S-8 (File No. 333-85387) filed with the Securities and Exchange Commission on August 17, 1999.
- 4. Registration Statement on Form S-8 (File No. 333-32412) filed with the Securities and Exchange Commission on March 14, 2000.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment to this registration statement which indicates that all Securities offered hereby have been sold or which deregisters all Securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS

EXHIBIT NUMBER -----	DOCUMENTS -----
5.1	Opinion of Lisa C. Berry, Vice President, General Counsel and Secretary
10.1	Amended and Restated 1996 Stock Plan (as amended through January 1, 2001)
23.1	Consent of Counsel (contained in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Auditors
24.1	Power of Attorney (see page II-2)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly

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authorized, in the City of Sunnyvale, State of California, on this 29th day of March, 2001.

JUNIPER NETWORKS, INC.

By: /s/ Marcel Gani

Marcel Gani
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Marcel Gani and Lisa C. Berry, and each of them, as his or her attorney-in-fact, with full power of substitution in each, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES AND ON THE DATES INDICATED.

SIGNATURE -----	TITLE -----
/s/ Scott Kriens ----- Scott Kriens	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
/s/ Marcel Gani ----- Marcel Gani	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Pradeep Sindhu ----- Pradeep Sindhu	Chief Technical Officer and Vice Chairman of the Board
/s/ William R. Hearst III ----- William R. Hearst III	Director
/s/ Vinod Khosla ----- Vinod Khosla	Director
/s/ C. Richard Kramlich ----- C. Richard Kramlich	Director
/s/ Stratton Sclavos ----- Stratton Sclavos	Director
/s/ William Stensrud ----- William Stensrud	Director

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INDEX TO EXHIBITS

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