

JUNIPER NETWORKS INC
Form 8-K
May 27, 2016

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): May 25, 2016

Juniper Networks, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34501
(Commission
File Number)

770422528
(I.R.S. Employer
Identification No.)

1133 Innovation Way,

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))

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

(e) Amendment and Restatement of the Juniper Networks, Inc. Performance Bonus Plan

The Compensation Committee of the Board of Directors of Juniper Networks, Inc. (the Company) previously adopted on November 11, 2015, subject to stockholder approval, an amendment and restatement to the Company's Performance Bonus Plan (the Performance Bonus Plan), to be effective January 1, 2017. The Company's stockholders approved the Performance Bonus Plan at the 2016 Annual Meeting of Stockholders held on May 25, 2016 (the Annual Meeting).

Additional details of the Performance Bonus Plan are included in the Company's 2016 proxy statement, which was filed with the Securities and Exchange Commission on April 5, 2016 (the Proxy Statement), under the heading Proposal No. 3 Approval of the Amendment and Restatement of the Juniper Networks, Inc. Performance Bonus Plan. The above description of the Performance Bonus Plan does not purport to be complete and is qualified in its entirety by reference to the Performance Bonus Plan, a copy of which is filed as Exhibit 10.1 and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, the Company's stockholders voted upon the following proposals described in the Proxy Statement: (1) to elect ten directors; (2) to ratify the appointment of Ernst & Young LLP, an independent registered public accounting firm, as auditors for the fiscal year ending December 31, 2016; (3) to approve an amendment and restatement to the Performance Bonus Plan, including approval of its material terms and performance goals for purposes of Internal Revenue Code Section 162(m); (4) a non-binding advisory vote regarding executive compensation; and (5) to vote upon a proposal submitted by one of our stockholders, which was properly presented at the annual meeting.

All nominated directors were elected, and the other proposals were approved by the required stockholder vote. The final voting results with respect to each proposal is as set forth below.

(1) Proposal for election of ten directors:

| | For | Against | Abstain | Broker Non-Votes |
|---------------------|-------------|------------|-----------|------------------|
| Robert M. Calderoni | 294,464,379 | 14,110,919 | 1,115,285 | 35,997,844 |
| Gary Daichendt | 307,341,578 | 1,188,860 | 1,160,145 | 35,997,844 |
| Kevin DeNuccio | 290,618,774 | 17,957,955 | 1,113,854 | 35,997,844 |
| James Dolce | 306,964,845 | 1,591,557 | 1,134,181 | 35,997,844 |
| Mercedes Johnson | 303,610,832 | 4,967,002 | 1,112,749 | 35,997,844 |
| Scott Kriens | 299,103,857 | 9,456,002 | 1,130,724 | 35,997,844 |
| Rahul Merchant | 300,019,089 | 8,555,680 | 1,115,814 | 35,997,844 |
| Rami Rahim | 301,486,393 | 7,095,698 | 1,108,492 | 35,997,844 |
| Pradeep Sindhu | 300,545,101 | 8,036,788 | 1,108,694 | 35,997,844 |
| William Stensrud | 278,689,800 | 29,882,237 | 1,118,546 | 35,997,844 |

(2) Proposal to ratify Ernst & Young LLP as auditors for the fiscal year ending December 31, 2016:

| For | Against | Abstain |
|-------------|-----------|-----------|
| 338,055,515 | 6,428,663 | 1,204,249 |

(3) Proposal to approve an amendment and restatement to the Performance Bonus Plan, including approval of its material terms and performance goals for purposes of Internal Revenue Code Section 162(m):

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 266,768,191 | 41,733,527 | 1,188,865 | 35,997,844 |

(4) Proposal to approve a non-binding advisory resolution on the compensation of the named executive officers of the Company:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 258,497,731 | 49,986,897 | 1,205,955 | 35,997,844 |

(5) Stockholder proposal relating to simple majority vote:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 222,628,499 | 85,668,207 | 1,393,877 | 35,997,844 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Amended and Restated Juniper Networks, Inc. Performance Bonus Plan, effective January 1, 2017++ |

++ Indicates management contract or compensatory plan, contract or arrangement.

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: May 27, 2016

By: /s/ Brian M. Martin

Name: Brian M. Martin

Title: Senior Vice President and General Counsel

EXHIBIT INDEX

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