

JUNIPER NETWORKS INC

Form S-8 POS

August 31, 2007

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As filed with the Securities and Exchange Commission on August 31, 2007
Registration No. 333-118340

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

**POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
*Under
The Securities Act of 1933***

**JUNIPER NETWORKS, INC.
(Exact name of Registrant as specified in its charter)**

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

**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)

**Juniper Networks, Inc. Amended and Restated 1996 Stock Plan
(Full title of the plan)**

**Scott Kriens
Chief Executive Officer and Chairman of the Board
Juniper Networks, Inc.
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)

Copies to:

**Katharine A. Martin, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, California 94304
Telephone: (650) 493-9300**

**Mitchell Gaynor, Esq.
Michael Johnson, Esq.
Juniper Networks, Inc.
1194 North Mathilda Avenue
Sunnyvale, California 94089
Telephone: (408) 745-2000**

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EXHIBIT 24.1

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DEREGISTRATION

The Registration Statement on Form S-8 (Registration No. 333-118340) (the Registration Statement) of Juniper Networks, Inc. (the Company) pertaining to the registration of 20,000,000 shares of the Company s common stock (in connection with the Company s Amended and Restated 1996 Stock Plan (the Plan) was filed with the Securities and Exchange Commission on August 18, 2005. The Plan has expired and no further awards may be granted or awarded under the Plan, and 387,220 shares registered in connection with the Plan were never offered or issued. Pursuant to an undertaking made by the Company in the Registration Statement, the Company hereby removes from registration 387,220 shares that will no longer be offered and sold under the Plan.

Item 8. Exhibits

Exhibit

| No. | Description |
|------|-------------------|
| 24.1 | Power of Attorney |

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Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunnyvale, State of California, on the 31st day of August, 2007.

JUNIPER NETWORKS, INC.

By: /s/ Robyn Denholm
Robyn Denholm
Executive Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated:

| Signature | Title | Date |
|-----------------------------------|---|-----------------|
| * | President, Chief Executive Officer and Chairman of the Board (Chief Executive Officer) | August 31, 2007 |
| Scott Kriens /s/ Robyn Denholm | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 31, 2007 |
| Robyn Denholm | Chief Technical Officer and Vice Chairman of the Board | August 31, 2007 |
| Pradeep Sindhu | | August 31, 2007 |
| * | | |
| Robert M. Calderoni | Director | August 31, 2007 |
| * | | |
| Kenneth Goldman | Director | August 31, 2007 |
| * | | |
| William R. Hearst III | Director | August 31, 2007 |
| Mike Rose | Director | August 31, 2007 |
| * | | |
| Michael Lawrie | Director | August 31, 2007 |
| * | | |
| Stratton Sclavos | Director | August 31, 2007 |
| * | | |
| William R. Stensrud | Director | |

*By: /s/ Mitchell Gaynor
Mitchell Gaynor
Attorney-in-fact

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EXHIBIT INDEX

Exhibit

| No. | Description |
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| 24.1 | Power of Attorney |

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