

EQUINIX INC
Form 4
May 02, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROSSLINK CAPITAL INC

(Last) (First) (Middle)

TWO EMBARCADERO CENTER, SUITE 2200

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EQUINIX INC [EQIX]

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Affiliate of Director

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 04/28/2006 | | J ⁽⁵⁾ | 226,140 D | \$ 0 (5) 744,972 | I | See Notes (1) (2) (3) (4) |
| Common Stock | 04/28/2006 | | J ⁽⁶⁾ | 16,103 A | \$ 0 (6) 761,075 | I | See Notes (1) (2) (3) (4) |
| Common Stock | 04/28/2006 | | J ⁽⁷⁾ | 640 A | \$ 0 (7) 43,253 | D | |
| Common Stock | 04/28/2006 | | J ⁽⁸⁾ | 744 A | \$ 0 (8) 2,873 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| CROSSLINK CAPITAL INC TWO EMBARCADERO CENTER SUITE 2200 SAN FRANCISCO, CA 94111 | X | | | Affiliate of Director |
| CROSSOVER FUND III MANAGMENT LLC | X | | | Affiliate of Director |
| CROSSLINK VENTURES IV HOLDINGS LLC | X | | | Affiliate of Director |
| CROSSLINK VERWALTUNGS GMBH | X | | | Affiliate of Director |

Signatures

| | |
|---|------------|
| Crosslink Capital, Inc. by Michael J. Stark, President | 05/02/2006 |
| __Signature of Reporting Person | Date |
| Crossover Fund III Managemet, LLC, by Michael J. Stark, Senior Fund Manager | 05/02/2006 |

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| Crosslink Ventures IV Holdings, LLC, by Michael J. Stark, Senior Fund Manager | 05/02/2006 |
| <u>Signature of Reporting Person</u> | Date |
| Crosslink Verwaltungs GmbH, by Michael J. Stark, Managing Director | 05/02/2006 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reporting persons (the "Reporting Persons") are Crosslink Capital, Inc. ("Crosslink"), Crossover Fund III Management, L.L.C. ("Crossover III Management"), Crosslink Ventures IV Holdings, L.L.C. ("Ventures IV Holdings"), Crosslink Verwaltungs GmbH ("Verwaltungs"), Michael J. Stark, Seymour F. Kaufman, James Feuille, David I. Epstein, Daniel John Dunn, Thomas Edward Bliska and Gary Hromadko. Crosslink is an investment adviser to investment funds of which Crossover III Management, Ventures IV Holdings or Verwaltungs is the general partner, manager or the holder of Class B Units, and other investment funds. Crossover III Management is also the investment adviser to investment funds.

Mr. Stark and Mr. Kaufman are control persons of Crosslink. Mr. Stark, Mr. Kaufman, Mr. Bliska, Mr. Dunn, Mr. Feuille and Mr. Epstein are control persons of Crossover III Management. Mr. Stark is a control person of Ventures IV Holdings and Verwaltungs. Mr. Hromadko is a member of the Issuer's board of directors and serves as the representative of the Reporting Persons.

Crosslink, Crossover III Management, Ventures IV Holdings, Verwaltungs, Mr. Stark, Mr. Kaufman, Mr. Feuille, Mr. Epstein, Mr. Dunn, Mr. Bliska and Mr. Hromadko are filing this Form 4 jointly and constitute a group, within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended, but disclaim membership in a group with any other person. These securities are held directly by investment funds to which Crosslink or Crossover III Management is investment adviser (the "Funds") for the benefit of the investors in the Funds.

These securities are indirectly beneficially owned by Crosslink or Crossover III Management as the investment adviser to the Funds, by Crossover III Management, Ventures IV Holdings and Verwaltungs as the general partner, manager or holder of Class B Units of the Funds, and by Mr. Stark, Mr. Kaufman, Mr. Feuille, Mr. Epstein, Mr. Bliska and Mr. Dunn as the various control persons of those entities. The Reporting Persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.

On April 28, 2006, investment funds for which Crosslink serves as investment adviser or manager distributed these securities pro rata to the investors in those funds for no additional consideration, which securities previously were reported as indirectly beneficially owned by the Reporting Persons. The zero in Column 4 is a placeholder only that is required by the EDGAR software.

These securities were received by Crossover III Management for no consideration in the pro rata distribution described in Note 5. The zero in Column 4 is a placeholder only that is required by the EDGAR software. These securities are indirectly beneficially owned by Crossover III Management as described in Notes 1 through 4. This distribution resulted in no overall change in the Reporting Persons' beneficial ownership of these securities.

These securities were received by Mr. Stark for no consideration in the pro rata distribution described in Note 5. The zero in Column 4 is a placeholder only that is required by the EDGAR software.

These securities were received by Mr. Feuille for no consideration in the pro rata distribution described in Note 5. The zero in Column 4 is a placeholder only that is required by the EDGAR software.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.