

Switch & Data Facilities Company, Inc.

Form 425

October 21, 2009

October 2009

Switch and Data

Acquisition Overview

NASDAQ: EQIX

Filed by Equinix, Inc.

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Pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934

Subject Company:

Switch & Data Facilities Company, Inc.  
(Commission File No. 001-33302)

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Public Disclosure Statement

Except for historical information, our presentation today contains forward-looking statements which include words such as believe , anticipate and expect . These forward-looking statements involve risks and uncertainties that may cause Equinix 's actual results to differ materially from those expressed or implied by these statements. Factors that may affect Equinix 's results are

summarized in our annual report on Form 10-K filed February 26, 2009, and quarterly report on Form 10-Q filed on July 29, 2009.

Equinix assumes no obligation and does not intend to update forward-looking statements made in this presentation.

FORWARD  
LOOKING  
STATEMENTS

Equinix  
Announces Agreement to  
Acquire  
Switch and Data  
Definitive  
Agreement  
-  
Announced  
October

21,  
2009

Transaction valued at approximately \$689 million based on closing price of Equinix stock on October 20, 2009

Overall  
consideration

paid  
by  
Equinix  
will  
be  
80%

Equinix  
stock  
and  
20%  
cash

Switch and Data stockholders will have the opportunity to elect to receive 0.19409 shares of Equinix

stock or \$19.06 for each share of Switch and Data stock, subject to pro-rata adjustment to achieve the 80/20 mix of stock and cash

Expected to qualify as a tax-free exchange to Switch and Data's stockholders with respect

to  
the  
stock  
portion  
of  
the  
merger  
consideration

an  
amount  
of  
the  
cash  
portion  
of  
the  
merger  
consideration

may  
be  
replaced  
by  
an  
equivalent  
amount  
of

Equinix  
stock

to the extent necessary to achieve this

Switch and Data directors, executive officers, and certain significant Stockholders have agreed to vote 35% of Switch and Data's outstanding shares in favor of the transaction

The transaction is expected to close in the first quarter of 2010 subject to customary closing conditions, including the approval of Switch and Data's stockholders and

regulatory approvals

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Business Drivers for Acquisition  
of Switch and Data

Investing in our core business with measured and fully-funded  
expansion plan

Stronger balance sheet for combined expansion capacity

DISCIPLINED

EXPANSION



**SUSTAINABLE**

**DIFFERENTIATION**

High levels of network connectivity, operational reliability and global capabilities

Access to broader North American reach for latency-sensitive applications

**CUSTOMER**

**FOCUS**

Committed to our customers

success

Expanded capacity and new markets

**INDUSTRY**

**LEADERSHIP**

Leading market position in data center services

A leading Global Provider with over 6M gross Sq Ft worldwide

**STOCKHOLDER**

**VALUE**

Increased scale and potential synergies reduce operating costs

Accretive to Equinix stand alone cash flow going forward

Favorable industry trends fueling increasing demand

Adds 16 additional North American markets

**MARKET**

**MOMENTUM**







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Data Center Hosting Services Landscape

Sources: Gartner Nov 2008 & Ovum 2009,

The North American datacenter market is highly fragmented, with over 350 companies providing Internet Data Center services

Growth in the North American Web hosting market is supported by multiple, strong fundamental trends, including:

Utility computing (including virtualization)

The growth in Web content and applications

North American Web Hosting Market, 2008-2012

(Millions of U.S. Dollars)

Colocation

Colocation

Managed

Managed

Infrastructure

Infrastructure

Hosting

Hosting

Application

Application

Hosting

Hosting

Cloud/Utility

Cloud/Utility

Level of IT

Complexity

Low

Hi

6  
6  
Market leading ecosystem built  
to deliver low latency services  
Sustainable Differentiation  
Equinix: Providing a Unique Ecosystem

With  
every

major  
domestic  
and  
international  
network

as

a

customer,

Equinix

acts

like

an

airport

hub,

connecting businesses to the routes/carriers that lead most directly to the desired destination

The Hub of the Internet

Content Services Hub

Interconnecting the largest array of  
networks and content providers

Connecting providers and customers

of cloud computing with the key

network and content players

Content Services Hub

Financial Services Hub

Enterprise Computing Hub

The Hub of the Internet

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Market Momentum
Industry Trends
299
797
1,728
2,849
4,554
6,767



9,681  
0  
2,000  
4,000  
6,000  
8,000  
10,000  
12,000  
2006  
2007  
2008  
2009E  
2010E  
2011E  
2012E  
4,234  
6,658  
10,803  
16,195  
24,019  
32,489  
43,551  
0  
10,000  
20,000  
30,000  
40,000  
50,000  
2006  
2007  
2008  
2009E  
2010E  
2011E  
2012E  
\$46  
\$56  
\$71  
\$89  
\$114  
\$150  
--  
\$40.0  
\$80.0  
\$120.0  
\$160.0  
2008  
2009E  
2010E  
2011E

2012E  
2013E  
1,350  
26  
410  
253  
125  
60  
--  
200  
400  
600  
800  
1,000  
1,200  
1,400  
1,600  
2004  
2005  
2006  
2007  
2008  
2009E

(Thousands of peak messages per second)

(Revenue, \$ in Billions)

Source: Gartner (2009).

Source:

Cisco

Visual

Networking

Index

Forecast

and

Methodology,

2007 2012.

GLOBAL IP TRAFFIC

US TRADING VOLUME

GLOBAL CLOUD SERVICES REVENUE

GLOBAL CONSUMER VIDEO TRAFFIC

(Petabytes

per month)

(Petabytes

per month)

Source:

Cisco

Visual

Networking

Index

Forecast  
and  
Methodology,  
2007 2012.

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8  
Our Customer Base  
CONTENT  
FINANCIAL  
NETWORK  
ENTERPRISE  
GLOBAL  
RECURRING

REVENUE

CONTRIBUTION

(1)

26%

17%

20%

37%

(1) Q3 '09 Global MRR billing (excluding Netherlands).

Blue chip customer base that is diversified across our key business segments

Switch and Data  
Unique Data Center Footprint  
Chicago  
Los Angeles  
New York  
Area  
Dallas/Irving  
Silicon Valley  
Washington, D.C.

Phoenix  
Denver  
Miami  
Tampa  
Atlanta  
Indianapolis  
Boston  
Detroit  
Buffalo  
Cleveland  
Philadelphia  
Pittsburgh  
Nashville  
Seattle  
Toronto  
St. Louis  
Equinix

Switch and Data

Sources: Wall Street research and press releases

Data Center Footprint Comparison

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Switch and Data Has 22 Markets & 34 Data Centers In North America

Expansion Markets:

Switch and Data provides a footprint in key new markets (Atlanta, Denver, Miami, Seattle, Toronto)

Performance:

positions Equinix

to meet the needs of key network & cloud providers

Growth:

expands our growth/investment prospects

Capacity:

provides incremental inventory in key overlap markets that our sales engine can utilize

Interconnection:

strengthens

our

interconnection

presence

in

key

metros

Scale:

Equinix

can achieve significant operational and financial synergies

Strategic Rationale

Global Service Delivery Platform

in the Right Markets

Located where the Cable Systems Interconnect the World

Connecting over 350+ Network Providers Around the Globe

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Sources: Telegeography & Equinix

Equinix will have a presence in 9 of the Top 10 markets in North America

and 13 of the top 20 Highest Capacity Internet Hubs in the World



Comparative Stats

Equinix\*

Switch and Data\*\*

2008 Revenues

\$704.7 million

\$171.5 million

Markets

18 markets in 10 countries

in US, EU and AP

22 markets in North America

# Data Centers

45\*

34\*\*

Gross Square Ft

> 5.0 million

1.1 million

Cabinet Capacity

58,200\*

~13,000\*\*

Reported Utilization

81%\*

~61%\*\*

# Customers

2,522\*

979\*\*

Ticker/Market

EQIX (NASDAQ)

SDXC (NASDAQ)

Corporate

Headquarters

Foster City, CA

Tampa, FL

URL

[www.equinix.com](http://www.equinix.com)

[www.switchanddata.com](http://www.switchanddata.com)

Prominent Customer

Names

IBM, AT&T, Verizon,

Google, Amazon, MSN,

Sprint, Qwest

Akamai, Comcast, DirecTV,

Limelight, Neuberger Berman,

NTT, Verisign

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\* As announced by Equinix

on Q3 results conference call on October 21, 2009; \*\* As announced by Switch and Data on Q2 results conference call on Jul

12  
This communication may be deemed to be solicitation material in respect of the proposed transaction between  
Equinix  
and  
Switch  
and  
Data.  
In  
connection

with  
the  
proposed  
transaction  
involving  
Equinix  
and  
Switch  
and  
Data,  
Equinix  
plans to file with the SEC a Registration Statement on Form S-4 containing a Proxy Statement/Prospectus and each of  
Equinix  
and Switch and Data plan to file with the SEC other documents regarding the proposed transaction. The definitive  
Proxy  
Statement/Prospectus  
will  
be  
mailed  
to  
stockholders  
of  
Switch  
and  
Data.

**SWITCH  
AND  
DATA  
STOCKHOLDERS**

**ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Switch and Data stockholders will be able to obtain free copies of the Registration Statement and the Proxy Statement/Prospectus

(when  
available)  
and  
other  
documents  
filed  
with  
the  
SEC  
by  
Equinix  
and  
Switch  
and  
Data  
through

the website maintained by the SEC at *www.sec.gov*. In addition, Switch and Data stockholders will be able to obtain free copies of the Registration Statement and the Proxy Statement/Prospectus (when available) and other documents filed with the SEC from Equinix

by directing a request to Equinix, Inc., 301 Velocity Way, Fifth Floor, Foster City, CA 94404, Attention:

Investor

Relations

(telephone:

888-222-1162)

or

going

to

Equinix's

corporate

website

at

[www.equinix.com](http://www.equinix.com),

or

from

Switch

and

Data

by

directing

a

request

to

Switch

&

Data

Facilities

Company,

Inc.,

1715

Westshore

Boulevard,

Suite

650,

Tampa,

FL 33607, Attention: Investor Relations (telephone: 866-797-2633) or going to Switch and Data's corporate website at [www.switchanddata.com](http://www.switchanddata.com).

Equinix, Switch and Data and their respective directors and executive officers may be deemed to be participants

in

the

solicitation

of

proxies

in

respect

of

the  
proposed  
transaction.  
Information  
regarding  
Equinix's  
directors  
and  
executive  
officers  
is  
contained  
in  
its  
annual  
proxy  
statement  
filed  
with  
the  
SEC  
on  
April  
23,  
2009.

Information  
regarding

Switch and Data's directors and executive officers is contained in Switch and Data's annual proxy statement filed with the SEC on April 6, 2009. Additional information regarding the interests of such potential participants will be included in the Proxy Statement/Prospectus and the other relevant documents filed with the SEC (when available).

Important Information  
for Investors and Stockholders