

JUNIPER NETWORKS INC
Form DEFA14A
April 11, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Juniper Networks, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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(1) Title of each class of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

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(4) Date Filed:

April 11, 2012

Dear Employees,

If you hold shares of Juniper stock (including stock issued after exercising options or after the vesting of restricted stock units or performance shares), you should receive instructions in the mail or electronically from your bank or broker on how to vote your shares at the 2012 Annual Meeting of Stockholders on May 22. Both telephone and internet voting are available.

We have a number of important proposals being voted on at the annual meeting, including a proposal to amend the 2006 Equity Incentive Plan to increase the number of shares available for issuance under the plan by 25,000,000. Equity-based compensation is a key element in our employee compensation and retention programs. We have requested these increases in shares to help us drive the future growth of Juniper Networks. Juniper Networks Board of Directors and management team recommend that you vote FOR the proposal to increase the shares available for issuance under the 2006 Equity Incentive Plan by 25,000,000. Please refer to the proxy statement for details regarding the proposal.

Your vote is very important. We encourage you to read the proxy statement and vote your shares as soon as possible. We thank all of you for your continued support of Juniper Networks.

Thank you,

Robyn