

JUNIPER NETWORKS INC  
Form DEFA14A  
April 08, 2011

**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.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

---

(2) Aggregate number of securities to which transaction applies:

---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

- Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

---

Dear Stockholder,

Juniper has filed its annual proxy statement in anticipation of our 2011 annual meeting of shareholders on May 18, 2011. We recognize that proxy season is a very busy time and we are committed to ensuring that our proxy communications and related materials are transparent and reflect our accountability to our shareholders.

The purpose of this note is to thank you in advance for your continued support of Juniper and to bring to your attention three important proposals in this year's proxy. These proposals seek:

Approval of the Juniper Performance Bonus Plan for purposes of complying with Rule 162(m) of the Internal Revenue Code

Approval of a proposed amendment to Juniper's 2006 Equity Plan – the proposal calls for the authorization of an additional 30 million of common shares to be reserved for issuance under the plan; and,

A NON-binding advisory vote on our executive compensation program – known as a "say on pay" proposal, the vote is an opportunity for Juniper's Board and Compensation Committee to review shareholder feedback as it makes future executive compensation decisions.

We would like to focus in particular on the proposed Equity Plan amendment. As we highlighted at our recent Financial Analyst Meeting, there are three critical components to successful execution of Juniper's growth agenda: innovation; building our global sales capability; and attracting, engaging and retaining world-class talent. Having the appropriate amount of capacity in our Equity Plan clearly has direct impact on the latter component, but in reality is central to all three. That fact makes the Equity Plan vital to our growth strategy.

In 2010 we were grateful for your support of the proposed increase of 30,000,000 shares authorized for the program, the first such request since 2006. The request for another increase in 2011 reflects the acceleration of our growth strategy, evidenced in our strong 2010 results and recent innovation announcements in the mobility, data center and other areas, which we believe will position us to capitalize on significant growth in network investment by both service providers and enterprise customers over the next several years. The talent we've attracted to Juniper over the past year and will continue to seek will play a big role in our success in that regard.

---

Of course as we pursue this growth we recognize the importance of protecting the value of your investment in Juniper. In the past we have talked with many of you about our commitment to managing the dilution impact of our plan at less than 3%. In 2010 we have delivered on that commitment, maintaining the overall dilutive impact of new share issuance at 2.2%

Your ongoing support of Juniper is greatly appreciated and we hope we can count on your vote for the proposed amendment to our Equity Plan as well as support for the other management proposals to be considered at the annual meeting.

Sincerely,

/s/ Kevin Johnson  
Kevin Johnson

/s/ Robyn Denholm  
Robyn Denholm

---





















