

EQUINIX INC
Form 4
November 09, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STT COMMUNICATIONS LTD

(Last) (First) (Middle)

51 CUPPAGE ROAD, #10-11/17
STARHUB CENTRE

(Street)

SINGAPORE, U0 229469

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		

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

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SEC 1474 (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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date
			Code	V	(A)	(D)		
CONVERTIBLE SECURED PROMISSORY NOTES	\$ 9.1779	11/07/2005	C			\$ 2,208,007.87 <u>(1)</u>	<u>(2)</u>	11/01/2007
PREFERRED STOCK WARRANT	\$ 0.01	11/07/2005	C			965,674	12/31/2002	12/31/2007
SERIES A CONVERTIBLE PREFERRED STOCK	<u>(5)</u>	11/07/2005	C	1,206,252			11/07/2005	<u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STT COMMUNICATIONS LTD 51 CUPPAGE ROAD #10-11/17 STARHUB CENTRE SINGAPORE, U0 229469		X		
i-STT INVESTMENTS PTE. LTD. 51 CUPPAGE ROAD #10-11/17 STARHUB CENTRE SINGAPORE, U0 229469		X		
SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD 51 CUPPAGE ROAD #10-11/17 STARHUB CENTRE SINGAPORE, U0 229469		X		
TEMASEK HOLDINGS (PRIVATE) LTD 60B ORCHARD ROAD, THE ATRIUM@ORCHARD #06-18 TOWER 2 SINGAPORE, U0 238891		X		

Signatures

/s/ Pek Siok Lan, Company Secretary, STT COMMUNICATIONS LTD	11/09/2005
__Signature of Reporting Person	Date
/s/ Pek Siok Lan, Director, i-STT INVESTMENTS PTE. LTD.	11/09/2005
__Signature of Reporting Person	Date

/s/ Pek Siok Lan, Company Secretary, SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

11/09/2005

__Signature of Reporting Person

Date

/s/ Chia Yue Joo, Managing Director, Legal & Regulations, TEMASEK HOLDINGS (PRIVATE) LIMITED

11/09/2005

__Signature of Reporting Person

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).

This is the face amount of the Convertible Secured Promissory Notes (the "Notes") expressed in U.S. dollars. The total also reflects

- (1) \$144,056.96 and \$5,994.37 in PIK notes acquired by i-STT Investments Pte. Ltd. on November 1, 2005 and November 7, 2005, respectively. Such acquisitions were exempt pursuant to Rule 16a-9 and 16b-6.
- (2) \$5,994.37 exercisable on November 7, 2005, \$144,056.96 exercisable on November 1, 2005, \$134,632.53 exercisable on May 1, 2005 and \$1,923,324.01 exercisable on January 11, 2005.

- (3) Pursuant to the terms of the Securities Purchase Agreement under which the Notes were acquired by the Reporting Persons (the "Purchase Agreement"), the Notes may also be converted into Series A Convertible Preferred Stock of the Issuer upon the fulfillment of certain conditions set forth in the Purchase Agreement. Upon the fulfillment of these conditions, the securities underlying the Notes may be either Series A-1 Convertible Preferred Stock or Series A Convertible Preferred Stock.

- (4) STT Communications Ltd, a wholly-owned subsidiary of Singapore Technologies Telemedia Pte Ltd, a wholly-owned subsidiary of Temasek Holdings (Private) Limited ("Temasek"), has an indirect interest in the securities reported herein by virtue of its ownership interests in i-STT Investments Pte. Ltd., which is the record holder of the securities of the Issuer reported herein. Temasek disclaims beneficial ownership of such securities except to the extent of its pecuniary interest herein.

- (5) The Series A Convertible Preferred Stock is convertible into Common Stock of the Issuer on a 1-for-1 basis.

- (6) Not applicable.

- (7) The total also reflects 1,868,667 shares of the Series A Convertible Preferred Stock owned by i-STT Investments Pte. Ltd. and reported on a Form 4 dated January 3, 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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