

Edgar Filing: EQUINIX INC - Form SC 13D/A

EQUINIX INC
Form SC 13D/A
December 22, 2003

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Equinix, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

2944U106

(CUSIP Number)

Pek Siok Lan
STT Communications Ltd
51 Cuppage Road
10-11/17, StarHub Center
229469 Singapore
Telephone (65) 6723 8668
Facsimile (65) 6720 7277

Copy to:

Michael W. Sturrock
Latham & Watkins
80 Raffles Place, #14-20
UOB Plaza 2
Singapore 048624
Telephone (65) 6536 1161
Facsimile (65) 6536 1171

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 11, 2003

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(c), 13d-1(f) or 13d-1(g), check the following box [].

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 2944U106

13D

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1 NAMES OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

TEMASEK HOLDINGS (PRIVATE) LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) or 2(E). []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON WITH 8 SHARED VOTING POWER
9,477,237

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
9,477,237

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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9,477,237

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
34.2%

14 TYPE OF REPORTING PERSON*
CO

CUSIP No. 2944U106

13D

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1 NAMES OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

SINGAPORE TECHNOLOGIES PTE LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) or 2(E). []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Singapore

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
9,465,519

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
9,465,519

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9,465,519

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
34.1%

14 TYPE OF REPORTING PERSON*
CO

CUSIP No. 2944U106

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SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

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(b) [X]

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NUMBER OF SHARES 7 SOLE VOTING POWER
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EACH REPORTING PERSON

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Page 5 of 17 Pages

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STT COMMUNICATIONS LTD

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(b) [X]

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NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

i-STT INVESTMENTS PTE LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

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BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

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34.1%

14 TYPE OF REPORTING PERSON*

CO

This Amendment No. 2 amends the Schedule 13D previously filed by STT Communications Ltd with the Securities and Exchange Commission on October 11, 2002, as amended and restated by Amendment No. 1 to Schedule 13D filed on January 3, 2003 by STT Communications Ltd (as amended, the "Statement") with respect to the common stock, par value \$0.001 per share (the "Common Stock") of

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Equinix, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used but not defined herein have the meanings given to them in the Statement.

ITEM 2. IDENTITY AND BACKGROUND

Annex A which contains information regarding the executive officers and directors of the Reporting Persons is amended and restated in its entirety.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is amended and restated in its entirety as follows:

i-STTI owns beneficially and of record 9,465,519 shares of Common Stock, representing 34.1% of the outstanding shares of Common Stock. The shares include 1,086,686 shares of Common Stock acquired on December 31, 2002, 1,868,667 shares of Common Stock that may be acquired upon conversion of the Preferred Stock owned of record by i-STTI, 3,268,734 shares of Common Stock that may be acquired upon conversion of the Notes owned of record by i-STTI, 392,030 shares of Common Stock that may be acquired upon conversion of the Payment-In-Kind Notes ("PIK Notes") owned of record by i-STTI, and 965,674 shares of Common Stock that may be acquired upon the conversion of the Preferred Stock acquired upon the exercise of the Warrants owned of record by i-STTI. Because of the relationships described in Item 2 above, the Singapore Parent Entities may be deemed to beneficially own the shares owned of record by i-STTI. Temasek disclaims beneficial ownership of the shares owned beneficially and of record by i-STTI.

In addition to the share amounts detailed in the preceding paragraph, Temasek may be deemed to beneficially own 11,718 additional shares of Common Stock, representing 0.1% of the outstanding Common Stock. The additional 11,718 shares of Common Stock are owned beneficially and of record by Temasek's indirect, wholly-owned subsidiary, T.H.eVenture Pte Ltd.

On May 1, 2003, i-STTI received US\$1,400,000 of PIK Notes from the Issuer, which are convertible into 152,541 shares of Common Stock.

On November 1, 2003, i-STTI received US\$2,198,000 of PIK Notes from the Issuer, which are convertible into 239,489 shares of Common Stock.

On November 21, 2003, i-STTI acquired 1,885,728 shares of Common Stock from the Issuer at a per share purchase price of US\$20, pursuant to the exercise of STTC's pre-emption rights under the Governance Agreement dated December 31, 2002.

STTC has entered into a loan agreement relating to an unrelated refinancing. In connection with the loan agreement, i-STTI has agreed to pledge certain securities, including over half of the securities which are the subject of this Statement, to secure the funds borrowed under the loan agreement. The pledge is subject to customary default provisions. The description of the pledge in this Statement is qualified in its entirety by reference to the pledge of shares agreement, a copy of which appears as an exhibit to this Statement.

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The calculation of the percentages in the foregoing paragraphs is based on the number of shares of Common Stock made available to STTC by the Issuer as outstanding as of November 21, 2003. Except as set forth in this Statement, to the knowledge of the Reporting Persons, no director or executive officer of any of the Reporting Persons beneficially owns any other securities of the Issuer.

Except as described in this Statement, there have been no transactions by the

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Reporting Persons in securities of the Issuer during the past sixty days. To the knowledge of the Reporting Persons, there have been no transactions by any director or executive officer of any of the Reporting Persons in securities of the Issuer during the past sixty days.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Pledge of Shares Agreement, dated as of December 11, 2003, by and between i-STT Investments Pte Ltd and Standard Chartered Bank, as security agent.

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 22, 2003

TEMASEK HOLDINGS (PRIVATE) LIMITED

By: /s/ Jeffrey Chua

Name: Jeffrey Chua
Title: Director, Legal/Secretariat

SINGAPORE TECHNOLOGIES PTE LTD

By: /s/ Chia Yue Joo

Name: Chia Yue Joo
Title: Director, Legal

SINGAPORE TECHNOLOGIES TELEMEDIA PTE LTD

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Company Secretary

STT COMMUNICATIONS LTD

By: /s/ Pek Siok Lan

Name: Pek Siok Lan
Title: Company Secretary

i-STT INVESTMENTS PTE LTD

By: /s/ Pek Siok Lan

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 Name: Pek Siok Lan
 Title: Director

EXHIBIT INDEX

1. Pledge of Shares Agreement, dated as of December 11, 2003, by and between i-STT Investments Pte Ltd and Standard Chartered Bank, as security agent.

SCHEDULE A

The name, present principal occupation and business address of each director and executive officer of the Reporting Persons is set forth below.

The following is a list of the executive officers and directors of Temasek Holdings (Private) Limited ("Temasek"):

Name, Business Address and Positions at Temasek	Present Principal Occupation	Citizenship
S Dhanabalan 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Chairman, Temasek)	Chairman, DBS Group Holdings Ltd	Singaporean
Kwa Chong Seng 1 HarbourFront Place #06-00 HarbourFront Tower One Singapore 098633 (Deputy Chairman of Temasek)	Chairman, Director, ExxonMobil Asia Pacific Pte Ltd	Singaporean
Lim Siong Guan 100 High Street #10-01 Singapore 179434 (Deputy Chairman of Temasek)	Permanent Secretary, Ministry of Finance	Singaporean
Sim Kee Boon 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Director of Temasek)	Advisor, Temasek Advisory Panel	Singaporean
Fock Siew Wah DBS Building Tower One 46th Floor Singapore 068809 (Director of Temasek)	Deputy Chairman, Fraser & Neave Ltd	Singaporean
Koh Boon Hwee 1 Kim Seng Promenade #10-06 Great World City East Tower Singapore 237994 (Director of Temasek)	Chairman, Singapore Airlines Ltd	Singaporean
Kua Hong Pak 205 Braddell Road	Director/Managing Director	Singaporean

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West Wing 5th Floor
Singapore 579701
(Director of Temasek)

ComfortDelgro Corporation
Limited

Name, Business Address and Positions at Temasek	Present Principal Occupation	Citizenship
Lim Chee Onn 1 HarbourFront Avenue #18-01 Keppel Bay Tower Singapore 098632 (Director of Temasek)	Senior Executive Director/ Executive Chairman Keppel Corporation Ltd	Singaporean
Ho Ching 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Executive Director of Temasek)	Executive Director of Temasek	Singaporean
Ng Kok Song 168 Robinson Road #37-01 Capital Tower Singapore 068912 (Director of Temasek)	Managing Director (Public Markets), Government of Singapore Investment Corporation Private Limited	Singaporean
Gan Chee Yen 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Managing Director, Finance of Temasek)	Managing Director, Finance of Temasek	Singaporean

The following is a list of the executive officers and directors of Singapore Technologies Pte Ltd ("STPL"):

Name, Business Address and Positions at STPL	Present Principal Occupation	Citizenship
Teo Ming Kian Economic Development Board 250 North Bridge Road #25-00 Raffles City Tower Singapore 179101 (Chairman of STPL)	Chairman, Economic Development Board of Singapore	Singaporean
Ho Ching Temasek Holdings (Private) Limited 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Deputy Chairman of STPL)	Executive Director, Temasek Holdings (Private) Limited	Singaporean

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Name, Business Address and Positions at STPL	Present Principal Occupation	Citizenship
Peter Seah Lim Huat Singapore Technologies Pte Ltd 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Director, President & CEO of STPL)	President & CEO of STPL	Singaporean
Tay Siew Choon Singapore Technologies Pte Ltd 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Director, Managing Director and Chief Operating Officer of STPL)	Managing Director and Chief Operating Officer, STPL and Dy Chairman/CEO, Green Dot Capital Pte Ltd	Singaporean
Davinder Singh s/o Amar Singh Drew & Napier 20 Raffles Place #17-00 Ocean Towers Singapore 048620 (Director of STPL)	Managing Partner, Drew & Napier	Singaporean
Wong Kok Siew SembCorp Industries Ltd. 30 Hill Street #05-04 Singapore 179360 (Director of STPL)	Deputy Chairman and CEO SembCorp Industries Ltd.	Singaporean
Goh Geok Ling Tuas Power Ltd 111 Somerset Road #12-02 Singapore 238164 (Director of STPL)	Director	Singaporean
Gan Chee Yen Temasek Holdings (Private) Limited 60B Orchard Road #06-18 Tower 2 The Atrium@Orchard Singapore 238891 (Alt Director to Ms Ho Ching)	Managing Director, Finance Temasek Holdings (Private Limited)	Singaporean
Ng Boon Yew 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Group Chief Financial Officer of STPL)	Group Chief Financial Officer of STPL	Singaporean

The following is a list of the executive officers and directors of Singapore Technologies Telemedia Pte Ltd ("STT"):

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Name, Business Address and Positions at STT	Present Principal Occupation	Citizenship
Tan Guong Ching New Phoenix Park 28 Irrawaddy Road Singapore 329560 (Chairman and Director, STT)	Permanent Secretary, Ministry of Home Affairs	Singaporean
Lee Theng Kiat 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, President & CEO, STT)	President and CEO, STT & STT Comm	Singaporean
Sum Soon Lim 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director of STT)	Corporate Adviser	Singaporean
Bertie Cheng Shao Shiong 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director of STT)	Corporate Adviser	Singaporean
Lim Ming Seong 19A, Serangoon North Ave 5 3rd Floor, Avi-Tech Building Singapore 554859 (Director of STT)	Corporate Adviser	Singaporean
Tay Siew Choon 51 Cuppage Road #09-01 StarHub Centre Singapore 229469 (Director of STT)	Managing Director and Chief Operating Officer, STPL and Dy Chairman/CEO, Green Dot Capital Pte Ltd	Singaporean
Pek Siok Lan 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Company Secretary of STT)	Senior Vice President, Legal and General Counsel STT & STT Comm	Singaporean
Jean F.H.P. Mandeville 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Chief Financial Officer of STT)	Chief Financial Officer, STT & STT Comm	Belgian

Name, Business Address and Positions at STT	Present Principal Occupation	Citizenship
Gita Wirjawan 51 Cuppage Road #10-11/17 StarHub Centre	Senior Vice-President, International Business Development, STT & STT	Indonesian

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Singapore 229469
 (Senior Vice-President, International
 Business Development, STT)

Comm

Kek Soon Eng
 51 Cuppage Road #10-11/17
 StarHub Centre
 Singapore 229469
 (Senior Vice-President, Management of
 Investee Companies, STT)

Senior Vice-President,
 Management of Investee
 Companies, STT & STT
 Comm

Singaporean

The following is a list of the executive officers and directors of STT
 Communications Ltd ("STT Comm"):

Name, Business Address and Positions at STT Comm	Present Principal Occupation	Citizenship
Tan Guong Ching New Phoenix Park 28 Irrawaddy Road Singapore 329560 (Chairman and Director, STT Comm)	Permanent Secretary, Ministry of Home Affairs	Singaporean
Lee Theng Kiat 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director, President & CEO, STT Comm)	President and CEO, STT & STT Comm	Singaporean
Sum Soon Lim 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director of STT Comm)	Corporate Advisor	Singaporean
Bertie Cheng Shao Shiong 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Director of STT Comm)	Corporate Adviser	Singaporean
Lim Ming Seong 19A, Serangoon North Ave 5 3rd Floor, Avi-Tech Building	Corporate Adviser	Singaporean

Name, Business Address and Positions at STT Comm	Present Principal Occupation	Citizenship
Singapore 554859 (Director of STT Comm)		
Tay Siew Choon 51 Cuppage Road #09-01 StarHub Centre	Managing Director and Chief Operating Officer, STPL and Dy	Singaporean

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<p>Singapore 229469 (Director of STT Comm)</p>	<p>Chairman/CEO, Green Dot Capital Pte Ltd</p>	
<p>Pek Siok Lan 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Secretary of STT Comm)</p>	<p>Senior Vice President, Legal & General Counsel STT & STT Comm</p>	<p>Singaporean</p>
<p>Sio Tat Hiang 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Executive Vice President of STT Comm)</p>	<p>Executive Vice President, STT & STT Comm</p>	<p>Singaporean</p>
<p>Jean F.H.P. Mandeville 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Chief Financial Officer of STT Comm)</p>	<p>Chief Financial Officer, STT & STT Comm</p>	<p>Belgian</p>
<p>Gita Wirjawan 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice-President, International Business Development, STT Comm)</p>	<p>Senior Vice-President, International Business Development, STT & STT Comm</p>	<p>Indonesian</p>
<p>Kek Soon Eng 51 Cuppage Road #10-11/17 StarHub Centre Singapore 229469 (Senior Vice-President, Management of Investee Companies, STT Comm)</p>	<p>Senior Vice-President, Management of Investee Companies, STT & STT Comm</p>	<p>Singaporean</p>

The following is a list of the executive officers and directors of i-STT Investments Pte Ltd ("i-STTI"):

Name, Business Address and Positions at i-STTI	Present Principal Occupation	Citizenship
<p>Lee Theng Kiat 51 Cuppage Road, #10-11/17 StarHub Centre Singapore 229469 (Director of i-STTI)</p>	<p>President and CEO, STT and STT Comm</p>	<p>Singaporean</p>
<p>Sio Tat Hiang 51 Cuppage Road, #10-11/17 StarHub Centre Singapore 229469 (Director of i-STTI)</p>	<p>Executive VP, STT and STT Comm</p>	<p>Singaporean</p>
<p>Jean F.H.P. Mandeville 51 Cuppage Road, #10-11/17 StarHub Centre Singapore 229469 (Director of i-STTI)</p>	<p>CFO, STT and STT Comm</p>	<p>Belgian</p>

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Pek Siok Lan
51 Cuppage Road
#10-11/17 StarHub Centre
Singapore 229469
(Director of i-STTI)

Senior Vice President, Legal
& General Counsel
STT Comm and STT

Singaporean