JUNIPER NETWORKS INC Form 10-Q August 07, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Form 10-Q

(Mark One)

DESCRIPTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2009

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from

Commission file number 0-26339

JUNIPER NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware

77-0422528

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

1194 North Mathilda Avenue Sunnyvale, California 94089

(408) 745-2000

(Address of principal executive offices, including zip code)

(Registrant s telephone number, including area code)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filings requirements for the past 90 days. Yes b No o

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes b No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer b Accelerated filer o

Non-accelerated filer o

Smaller reporting company o

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No b

There were approximately 524,215,000 shares of the Company s Common Stock, par value \$0.00001, outstanding as of August 3, 2009.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Juniper Networks, Inc. Condensed Consolidated Statements of Operations (in thousands, except per share amounts) (Unaudited)

	Three Months Ended June 30,					Six Months Ended Ju 30,				
		2009	,	2008		2009	,	2008		
Net revenues:										
Product	\$	606,959	\$	723,917	\$ 1	,194,822	\$ 1	1,398,131		
Service		179,404		155,117		355,724		303,790		
Total net revenues		786,363		879,034	1	1,550,546	1	1,701,921		
Cost of revenues:										
Product		207,576		215,134		400,637		406,925		
Service		78,385		74,147		153,836		147,192		
Total cost of revenues		285,961		289,281		554,473		554,117		
Gross margin		500,402		589,753		996,073	1,147,804			
Operating expenses:										
Research and development		183,894		186,357		369,294	357,003			
Sales and marketing		170,575		190,338	351,818		376,286			
General and administrative		39,175		35,609		78,386		69,243		
Amortization of purchased intangible assets		3,539	7,999		7,929			33,128		
Restructuring charges		7,529	0.000			11,758		0.000		
Other charges				9,000				9,000		
Total operating expenses		404,712		429,303		819,185		844,660		
Operating income		95,690		160,450		176,888		303,144		
Interest and other income, net		2,898		13,187	4,848			30,777		
Loss on minority equity investments		(1,625)		(1,499)		(3,311)	(1,499)			
Income before income taxes		96,963		172,138		178,425		332,422		
Provision for income taxes		82,194	51,728		168,116		101,657			
Net income	\$	14,769	\$	120,410	\$	10,309	\$	230,765		
Net income per share:										
Basic	\$	0.03	\$	0.23	\$	0.02	\$	0.44		
Diluted	\$	0.03	\$	0.22	\$	0.02	\$	0.41		
Shares used in computing net income per share: Basic		523,105		528,963		523,754		526,435		

Diluted 532,850 559,328 531,624 561,566

See accompanying Notes to Condensed Consolidated Financial Statements

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Juniper Networks, Inc. Condensed Consolidated Balance Sheets (In thousands, except par values) (Unaudited)

	June 30, 2009	December 2008		
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 1,554,151	\$ 2,019,0)84	
Short-term investments	423,955	172,8		
Accounts receivable, net of allowances	429,130	429,9	∂ 70	
Deferred tax assets, net	138,326	145,2	230	
Prepaid expenses and other current assets	49,587	49,0)26	
Total current assets	2,595,149	2,816,2	206	
Property and equipment, net	448,296	436,4	133	
Long-term investments	420,498	101,4	115	
Restricted cash	44,704	43,4	142	
Purchased intangible assets, net	18,594	28,8	361	
Goodwill	3,658,602	3,658,6	502	
Long-term deferred tax assets, net	8,695	71,0)79	
Other long-term assets	31,224	31,3	303	
Total assets	\$ 7,225,762	\$ 7,187,3	341	
LIABILITIES AND STOCKHOLDERS EQUITY				
Current liabilities:				
Accounts payable	\$ 236,529	\$ 249,8	354	
Accrued compensation	149,697	160,4		
Accrued warranty	35,771	40,0		
Deferred revenue	495,966	459,7		
Income taxes payable	35,672	33,0		
Other accrued liabilities	108,210	113,3		
Other accruca nationales	100,210	113,0	177	
Total current liabilities	1,061,845	1,056,6	510	
Long-term deferred revenue	152,622	130,5	514	
Long-term income tax payable	161,050	78,1	164	
Other long-term liabilities	33,416	20,6	548	
Commitments and contingencies See Note 14				
Stockholders equity:				
Convertible preferred stock, \$0.00001 par value; 10,000 shares authorized;				
none issued and outstanding				
Common stock, \$0.00001 par value; 1,000,000 shares authorized; 522,682				
shares and 526,752 shares issued and outstanding at June 30, 2009, and				
December 31, 2008, respectively	5		5	
Additional paid-in capital	8,881,808	8,811,4	197	
Accumulated other comprehensive loss	(521)	(4,2	245)	

Accumulated deficit	(3,064,463)		(2,905,852)			
Total stockholders equity	5,816,829		5,901,405			
Total liabilities and stockholders equity	\$ 7,225,762	\$	7,187,341			
See accompanying Notes to Condensed Consolidated Financial Statements 4						

Juniper Networks, Inc. Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited)

	Six Months l 2009	nded June 30, 2008		
Cash flows from operating activities:				
Net income	\$ 10,309	\$ 230,765		
Adjustments to reconcile net income to net cash from operating activities:				
Depreciation and amortization	75,355	95,764		
Stock-based compensation	67,091	50,073		
Loss on minority equity investments	3,311	1,499		
Change in excess tax benefit from employee stock option plans	7,197	(6,224)		
Deferred income taxes	69,288	(9,411)		
Other non-cash charges		772		
Changes in operating assets and liabilities:				
Accounts receivable, net	840	(44,032)		
Prepaid expenses and other assets	(6,116)	2,181		
Accounts payable	(10,488)	9,445		
Accrued compensation	(10,774)	(2,659)		
Income tax payable	37,412	39,222		
Other accrued liabilities	10,796	8,506		
Deferred revenue	58,325	79,543		
Net cash provided by operating activities	312,546	455,444		
Cash flows from investing activities:				
Purchases of property and equipment, net	(79,424)	(80,847)		
Purchases of available-for-sale investments	(811,449)	(214,625)		
Proceeds from sales of available-for-sale investments	109,820	47,107		
Proceeds from maturities of available-for-sale investments	137,050	157,324		
Changes in restricted cash	(1,275)	(2,565)		
Minority equity investments	(1,191)	(2,000)		
Net cash used in investing activities	(646,469)	(95,606)		
Cash flows from financing activities:				
Proceeds from issuance of common stock	50,678	77,095		
Purchases and retirement of common stock	(169,370)	(121,275)		
Net (payments) proceeds from customer financing arrangements	(5,121)	2,689		
Redemption of convertible debt		(276)		
Change in excess tax benefit from employee stock option plans	(7,197)	6,224		
Net cash used in financing activities	(131,010)	(35,543)		
Net (decrease) increase in cash and cash equivalents	(464,933)	324,295		
Cash and cash equivalents at beginning of period	2,019,084	1,716,110		

Cash and cash equivalents at end of period	\$ 1,554,151	\$ 2,040,405
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Supplemental disclosure of non-cash investing and financing activities:

Common stock issued in connection with conversion of the Senior Notes \$ 399,153

See accompanying Notes to Condensed Consolidated Financial Statements

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Juniper Networks, Inc. Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1. Basis of Presentation

The unaudited Condensed Consolidated Financial Statements of Juniper Networks, Inc. (Juniper Networks or the Company) have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP) for interim financial information as well as the instructions to Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission (SEC). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments, including normal recurring accruals, considered necessary for a fair presentation have been included. The results of operations for the three and six months ended June 30, 2009, are not necessarily indicative of the results that may be expected for the year ending December 31, 2009, or any future period. The information included in this Quarterly Report on Form 10-Q should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, Risk Factors, Quantitative and Qualitative Disclosures About Market Risk and the Consolidated Financial Statements and footnotes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2008.

Note 2. Summary of Significant Accounting Policies

Recent Accounting Pronouncements

In May 2009, the Financial Accounting Standards Board (the FASB) issued Statement of Financial Accounting Standards (SFAS) No. 165, Subsequent Events (SFAS 165). SFAS 165 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, SFAS 165 sets forth: (a) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (b) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and (c) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 is effective for interim or annual reporting periods ending after June 15, 2009. The Company s adoption of SFAS 165 during the second quarter of 2009 did not affect the Company s consolidated results of operations or financial condition. In June 2009, the FASB issued SFAS No. 166, Accounting for Transfers of Financial Assets An Amendment of FASB Statement No. 140 (SFAS 166), which amends SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities (SFAS 140) to eliminate the concept of the qualifying special-purpose entity (QSPE) from SFAS 140, removes the exception from applying FASB Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities (FIN 46R) to QSPE, changes the requirements for derecognizing financial assets, and requires additional disclosures. SFAS 166 is effective for each entity s first annual reporting period that begins after November 15, 2009, for interim periods within the first annual reporting period, and for interim and annual reporting periods thereafter. SFAS 166 must be applied to transfers of financial assets occurring on or after the effective date. Earlier application of SFAS 166 is prohibited. Accordingly, the Company s transfers of financial assets will be recorded and disclosed following existing GAAP until January 1, 2010. The impact of SFAS 166 on the Company s consolidated results of operations or financial condition will depend upon the level of activity of financial asset transfers that the Company may consummate after the effective date. In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R) (SFAS 167), which

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No.* 46(*R*) (SFAS 167), which amends FIN 46R. FIN 46R was amended by SFAS 167 because of the elimination of the QSPE concept in SFAS 166. SFAS 167 amends the provisions on determining whether an entity is a variable interest entity and would require consolidation, as well as requires additional disclosures. SFAS 167 is effective for each entity s first annual reporting period that begins after November 15, 2009, for interim periods within the first annual reporting period,

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financial condition.

Juniper Networks, Inc. Notes to Condensed Consolidated Financial Statements (Continued) (Unaudited)

and for interim and annual reporting periods thereafter. Earlier application of SFAS 167 is prohibited. Accordingly, the Company will adopt SFAS 167 on January 1, 2010. The impact of SFAS 167 on the Company s consolidated results of operations or financial condition will depend upon its involvement with variable interest entities after the adoption date.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement 162 (SFAS 168). SFAS 168 replaces SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles, and establishes the FASB Accounting Standards Codification (Codification) as the single source of authoritative accounting principles to be applied to financial statements of nongovernmental entities in conformity with U.S. GAAP. SFAS 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Company does not expect its implementation of SFAS 168 to affect its consolidated results of operations or financial condition. In April 2009, the FASB issued FASB Staff Position (FSP) Financial Accounting Standard (FAS) 107-1 and Accounting Principles Board Opinion (APB) 28-1, Interim Disclosure about Fair Value of Financial Instruments (FSP FAS 107-1 and APB 28-1). This FSP amends SFAS No. 107, Disclosures about Fair Value of Financial Instruments, which requires disclosures about the fair value of financial instruments for interim reporting periods of publicly-traded companies as well as annual financial statements and amends APB No. 28, Interim Financial Reporting, to require those disclosures in summarized financial information at interim reporting periods. The provisions of FSP FAS 107-1 and APB 28-1 are effective for interim and annual reporting periods ending after June 15, 2009. The Company s adoption of FSP FAS 107-1 and APB 28-1 during the second quarter of 2009 did not affect the Company s consolidated results of operations or financial condition.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments* (FSP FAS 115-2 and FAS 124-2), which amends SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, and SFAS No. 124, *Accounting for Certain Investments Held by Not-for-Profit Organizations*. This FSP amends the accounting and disclosure requirements to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities. The provisions of FSP FAS 115-2 and FAS 124-2 are effective for interim and annual reporting periods ending after June 15, 2009. The Company's adoption of FSP FAS 115-2 and FAS 124-2 during the second quarter of 2009 did not affect the Company's consolidated results of operations or financial condition.

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP 157-4), which amends SFAS No. 157, *Fair Value Measurements* (SFAS 157) to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased. In addition, this FSP includes guidance on identifying circumstances that indicate a transaction is not orderly. The provisions of FSP 157-4 are effective for interim and annual reporting periods ending after June 15, 2009. The Company's adoption of FSP FAS 157-4 during the second quarter of 2009 did not affect the Company's consolidated results of operations or

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Juniper Networks, Inc. Notes to Condensed Consolidated Financial Statements (Continued) (Unaudited)

Note 3. Net Income per Share

Basic net income per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for that period. Diluted net income per share is computed giving effect to all dilutive potential common shares that were outstanding during the period on a weighted average basis. Dilutive potential common shares consist of shares issuable upon conversion of senior notes, if any, common shares issuable upon exercise of stock options, vesting of restricted stock units (RSUs), and vesting of performance shares. The following table presents the calculation of basic and diluted net income per share (in millions, except per share amounts):

	Three Months Ended June 30,				Six Months Ended Ju 30,				June
		2009 2008		2	•		2008		
Numerator:									
Net income	\$	14.8	\$	120.4	\$	10.3	9	\$ 2	230.8
Denominator: Weighted-average shares used to compute basic net income per share Effect of dilutive securities:		523.1		529.0		523.8		:	526.4
Shares issuable upon conversion of the Senior Notes				15.6					17.8
Employee stock awards		9.8		14.7		7.8			17.4
Weighted average shares used to compute diluted net income per share		532.9		559.3		531.6		,	561.6
Net income per share: Basic	\$	0.03	\$	0.23	\$	0.02	9	\$	0.44
Diluted	\$	0.03	\$	0.22	\$	0.02	9	\$	0.41

Employee stock awards for approximately 43.5 million shares and 60.5 million shares of the Company s common stock in the three and six months ended June 30, 2009, respectively, were outstanding, but were not included in the computation of diluted earnings per share because their effect would have been anti-dilutive. For the three and six months ended June 30, 2008, approximately 22.9 million shares and 18.7 million shares of the Company s common stock equivalents, respectively, were not included in the computation of diluted earnings per share because their effect would have been anti-dilutive.

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Juniper Networks, Inc. Notes to Condensed Consolidated Financial Statements (Continued) (Unaudited)

Note 4. Cash, Cash Equivalents, and Investments

The following table summarizes the Company s cash, cash equivalents, and investments (in millions):

		une 30, 2009	As of	December 31, 2008
Cash and cash equivalents:				
Cash	\$	287.6	\$	285.9
Time deposits		124.5		125.1
Total cash		412.1		411.0
Cash equivalents:				
U.S. government securities		70.2		141.8
Government-sponsored enterprise obligations		23.6		94.8
Foreign government debt securities		16.0		
Commercial paper		132.2		90.4
Money market funds		900.1		1,281.1
Total cash equivalents		1,142.1		1,608.1
Total cash and cash equivalents		1,554.2		2,019.1
Investments:				
Fixed income securities:				
U.S. government securities		193.4		86.7
Government sponsored-enterprise obligations		276.9		71.9
Foreign government debt securities		47.5		
Commercial paper		33.0		
Corporate debt securities		284.7		110.3
Total fixed income securities		835.5		268.9
Publicly-traded equity securities		8.9		5.4
Total investments	\$	844.4	\$	274.3
Departed as:				
Reported as: Short-term investments	Ф	423.9	\$	172.9
	Ф	423.9	Ф	
Long-term investments		420.3		101.4
Total	\$	844.4	\$	274.3

Fair Value As

	•	of June 30, 2009
Due within one year	\$	415.0
Due between one and five years		420.5
Total fixed income securities		835.5
Publicly-traded equity securities		8.9
Total investments	\$	844.4
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Juniper Networks, Inc. Notes to Condensed Consolidated Financial Statements (Continued) (Unaudited)

Summary of Investments

The following table summarizes unrealized gains and losses related to our investments designated as trading or available-for-sale, as of June 30, 2009, (in millions):

	Amortized Unrealized Unrea Cost Gains Los		Gı	Gross		Gross		
			ealized osses		timated Fair Value			
Fixed income securities:	Φ.	100.4	.				4	400.4
U.S. government securities	\$	193.4	\$		\$		\$	193.4
Government-sponsored enterprise obligations		275.6		1.3				276.9
Foreign government debt securities		47.4		0.1				47.5
Corporate debt securities		316.7		1.2		(0.2)		317.7
Total fixed income securities		833.1		2.6		(0.2)		835.5
Publicly-traded equity securities		8.6		0.3				8.9
Total	\$	841.7	\$	2.9	\$	(0.2)	\$	844.4
Reported as:								
Short-term investments	\$	423.0	\$	0.9	\$		\$	423.9
Long-term investments		418.7		2.0		(0.2)		420.5