

JUNIPER NETWORKS INC

Form 8-K

February 12, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
February 9, 2004

JUNIPER NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-26339

77-0422528

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1194 N. Mathilda Avenue
Sunnyvale, California 94089

(408) 745-2000

(Address of principal executive offices)

(Registrant's telephone number,
including area code)

N/A

(Former name or former address, if changed since last report.)

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Item 5. Other Events.

Item 7. Financial Statements and Exhibits.

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Item 5. Other Events.

On February 9, 2004, Juniper Networks, Inc., Nerus Acquisition Corp. and NetScreen Technologies, Inc. entered into an Agreement and Plan of Reorganization. Pursuant to the Agreement and Plan of Reorganization, Juniper Networks stock will be exchanged for NetScreen Technologies stock at a fixed exchange ratio of 1.404 shares of Juniper Networks common stock for each outstanding share of NetScreen Technologies common stock. The acquisition is expected to close in the second quarter of calendar year 2004 and is subject to customary closing conditions, including approval by the stockholders of both companies and regulatory approvals. A copy of the Agreement and Plan of Reorganization is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Agreement and Plan of Reorganization dated February 9, 2004, by and among Juniper Networks, Inc., Nerus Acquisition Corp. and NetScreen Technologies, Inc.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

JUNIPER NETWORKS, INC.

Date: February 12, 2004

By: /s/ Marcel Gani

Marcel Gani
Executive Vice President and Chief Financial Officer

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