

JUNIPER NETWORKS INC  
Form 10-K  
February 19, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K  
(Mark One)

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

For the fiscal year ended December 31, 2015

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-34501

JUNIPER NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware

77-0422528

(State or other jurisdiction of incorporation or organization)

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

1133 Innovation Way

Sunnyvale, California

94089

(Address of principal executive offices)

(Zip code)

(408) 745-2000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, par value \$0.00001 per share

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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  No

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 (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive

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proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. 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.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(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 Act). Yes  No

The aggregate market value of the common stock held by non-affiliates of the registrant was approximately \$9,668,000,000 as of the end of the registrant's second fiscal quarter (based on the closing sale price for the common stock on the New York Stock Exchange on June 30, 2015).

As of February 12, 2016, there were 382,604,514 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

As noted herein, the information called for by Part III is incorporated by reference to specified portions of the registrant's definitive proxy statement to be filed in conjunction with the registrant's 2016 Annual Meeting of Stockholders, which is expected to be filed not later than 120 days after the registrant's fiscal year ended December 31, 2015.

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Forward-Looking Statements

This Annual Report on Form 10-K, which we refer to as the Report, including “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding future events and the future results of Juniper Networks, Inc., which we refer to as “we,” “us,” or the “Company,” that are based on our current expectations, estimates, forecasts, and projections about our business, our results of operations, the industry in which we operate and the beliefs and assumptions of our management. All statements other than statement of historical facts are statements that could be deemed to be forward-looking statements. Words such as “expects,” “anticipates,” “targets,” “goals,” “projects,” “would,” “could,” “intends,” “plans,” “believes,” “seeks,” “estimates,” variations of such words, and similar expressions are intended to identify such forward-looking statements. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, and these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in this Report under the section entitled “Risk Factors” in Item 1A of Part I and elsewhere, and in other reports we file with the U.S. Securities and Exchange Commission, or the SEC. While forward-looking statements are based on reasonable expectations of our management at the time that they are made, you should not rely on them. We undertake no obligation to revise or update publicly any forward-looking statements for any reason, except as required by applicable law.

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### PART I

#### ITEM 1. Business

##### Overview

At Juniper Networks, we design, develop, and sell products and services for high-performance networks to enable customers to build highly scalable, reliable, secure and cost-effective networks for their businesses, while achieving agility, efficiency and value through automation. We sell our products in more than 100 countries in three geographic regions: Americas; Europe, Middle East, and Africa, which we refer to as EMEA; and Asia Pacific, which we refer to as APAC. We sell our high-performance network products and service offerings across routing, switching, and security.

Our products address high-performance network requirements for global service providers, cloud environments, enterprises, governments, and research and public sector organizations who view the network as critical to their success. We believe our silicon, systems, and software represent innovations that transform the economics and experience of networking, helping our customers achieve superior performance, greater choice, and flexibility, while reducing overall total cost of ownership. In addition to our products, we offer our customers worldwide services, including technical support, professional services, and education and training programs. Together, our high-performance product and service offerings help our customers convert legacy networks providing commoditized services into more valuable assets providing differentiation and value as well as increased performance, reliability, and security to end-users.

We were incorporated in California in 1996 and reincorporated in Delaware in 1998. Our corporate headquarters are located in Sunnyvale, California. Our website address is [www.juniper.net](http://www.juniper.net).

##### Strategy

We deliver highly scalable, reliable, secure and cost-effective networks, while transforming the network's agility, efficiency and value through automation. We focus on customers and partners across our key market verticals who view these network attributes as fundamental to their business; including Telecom, Cable Providers, Cloud Providers, National Government, Financial Services, and Enterprise Strategic Verticals.

##### Maintain and Extend Technology Leadership

We are recognized as a leader in networking innovation, in both software and hardware. Our Junos OS, application-specific integrated circuit, or ASIC, technology, and network-optimized product architecture were key elements to establishing and, we believe, will continue to be key elements to maintaining our technology leadership.

##### Leverage Position as Supplier of High-Performance Network Infrastructure

From inception, we have focused on designing, developing, and building high-performance network infrastructure for the world's most demanding networking environments. We consistently deliver groundbreaking, leading technologies that transform the economics and experience of networking—significantly improving customer economics by lowering the capital expenditures required to build networks and the operating expenses required to manage and maintain them. We believe that many customers will deploy networking equipment from only a few vendors, and that the scale, performance, reliability, and security of our products will provide us with a competitive advantage, which is critical to being selected as one of those vendors.

Be a Strategic Partner to Our Customers

In developing our solutions, we work very closely with customers to design and build best-in-class products and solutions specifically designed to meet their complex needs. Over time, we have expanded our understanding of the escalating demands and risks facing our customers, which has enabled us to design additional capabilities into our products. We believe our close relationships with, and constant feedback from, our customers have been key elements in our design wins and rapid deployments to date. We plan to continue to work with our customers to implement product enhancements, as well as to design products that meet the evolving needs of the marketplace, while enabling customers to reduce costs. We are committed to investing in research and development, or R&D, at a level that drives our innovation agenda, enabling us to deliver highly differentiated products and outstanding value to our customers.

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### Establish and Develop Industry Partnerships

Our customers have diverse requirements. Therefore, we believe that it is important that we attract and build relationships with other industry leaders with diverse technologies and services that extend the value of the network to our customers. These partnerships ensure that our customers have access to those technologies and services, whether through technology integration, joint development, resale, or other collaboration, in order to better support a broader set of our customers' requirements. In addition, we believe an open network infrastructure that invites partner innovation provides customers with greater choice and control in meeting their evolving business requirements, while enabling them to reduce costs.

### Markets and Customers

We sell our high-performance network products and service offerings through direct sales; distributors; value-added resellers, or VARs; and original equipment manufacturer, or OEM, partners to end-users in the service provider and enterprise markets. We believe the network needs for service providers, such as Telecom, Cable and Cloud Providers are converging, as are those of National Government, Financial Services, and Enterprise Strategic Verticals, as all of these customers focus on high performance networks and build cloud environments.

### Service Providers

Service providers generally include wireline and wireless carriers, and cable operators, as well as major Internet content and application providers, including those that provide social networking and search engine services. We support most of the major service provider networks in the world and our high-performance network infrastructure offerings are designed and built for the performance, reliability, and security that service providers demand. We believe our networking infrastructure offerings benefit our service provider customers by:

- Reducing capital and operational costs by running multiple services over the same network using our secure, high density, highly automated, and highly reliable platforms;

- Creating new or additional revenue opportunities by enabling new services to be offered to new market segments, which includes existing customers and new customers, based on our product capabilities;

- Increasing customer satisfaction, while lowering costs, by enabling customers to self-select automatically provisioned service packages that provide the quality, speed, and pricing they desire; and

- Providing increased asset longevity and higher return on investment as our customers' networks can scale to multi-terabit rates based on the capabilities of our platforms.

While many of these service providers have historically been categorized separately as wireline, wireless, or cable operators, in recent years, we have seen increased convergence of these different types of service providers through acquisitions, mergers, and partnerships. We believe the convergence of offerings by service providers is facilitated by investment in the build-out of high performance networks and cloud environments.

We believe that there are several other trends affecting service providers for which we are well positioned to deliver products and solutions. These trends include: significant growth in IP traffic on service provider networks because of peer-to-peer interaction; broadband usage; video; an increasing reliance on the network as a mission critical business tool in the strategies of our service provider customers and of their enterprise customers; the advent of data center "clouds" that concentrate business applications in large, IP network connected facilities; Network Functions Virtualization, or NFV, to allow more flexible deployment models; and growth in mobile traffic as a result of the

increase in mobile device usage including smartphones, tablets, and connected devices of all kinds.

The infrastructure market for service providers includes: products and technology at the network core; the network edge to enable access; the aggregation layer; the data center where many services are created; security to protect from the inside out and the outside in; the application awareness and intelligence to optimize the network to meet business and user needs; and the management, service awareness, and control of the entire infrastructure.



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### Enterprise

Our high-performance network infrastructure offerings are designed to meet the performance, reliability, and security requirements of the world's most demanding businesses. The enterprise market generally is comprised of businesses; federal, state, and local governments; financial services; and research and education institutions. Enterprises and public sector organizations, such as governments and research and education institutions, that view their networks as critical to their success are able to deploy our solutions as a powerful component in delivering the advanced network capabilities needed for their leading-edge applications. In addition, our solutions:

• Assist in the consolidation and delivery of existing services and applications;

• Accelerate the deployment of new services and applications;

• Offer network security across every environment—from the data center to campus and branch environments to assist in the protection and recovery of services and applications; and

• Offer operational improvements that enable cost reductions, including lower administrative, training, customer care, and labor costs.

As with the service provider market, innovation continues to be a critical component in our strategy for the enterprise market. High-performance enterprises require IP networks that are global, distributed, and always available. Network equipment vendors serving these enterprises need to demonstrate performance, reliability, and security with best-in-class open solutions for maximum flexibility. We offer enterprise solutions and services for data centers, branch and campus applications, as well as for distributed and extended enterprises.

### Customers

In 2015, 2014 and 2013, no single customer accounted for 10% or more of our net revenues.

### Products and Technology

Early in our history, we developed, marketed, and sold the first commercially available purpose-built IP backbone router optimized for the specific high-performance requirements of service providers. As the need for core bandwidth continued to increase, the need for service-rich platforms at the edge of the network was created.

We have expanded our portfolio to address domains in the network: the core; the edge; access and aggregation; data centers; wide area networks, or WANs; and campus and branch. We have systematically focused on how we innovate in silicon, systems, and software (including our Junos Operating System, virtualized network functions such as firewall, as well as software-defined networks, or SDN, and automation software) to provide a range of solutions in high-performance networking that can solve unique problems for our customers.

We conduct business globally and are managed, operated, and organized by major functional departments that operate on a consolidated basis. As a result, we operate in one reportable segment. Our product portfolio for high-performance networking is focused in three product areas: routing, switching, and security. In each of the past three fiscal years, routing and switching each accounted for more than 10% of our consolidated net revenues. Security products accounted for more than 10% of our consolidated net revenues in fiscal year 2014 and 2013. The following is an overview of our major product families in 2015:

### Routing Products

ACX Series: Our ACX Series Universal Access Routers cost-effectively address current operator challenges to rapidly deploy new high-bandwidth services. With industry-leading performance of up to 60Gbps and support for 10GbE interfaces, the ACX Series is well positioned to address the growing mobile backhaul needs of service providers. The platforms deliver the necessary scale and performance needed to support multi-generation services.

MX Series: Our MX Series is a family of high-performance, enterprise class and service provider Ethernet routers that functions as a Universal Edge platform capable of supporting business, mobile, and residential services in even the fastest-growing networks and markets. Available in both physical and virtual form factors, powerful routing, switching and security features give the MX Series 3D Universal Edge Routers unmatched flexibility, versatility, and reliability to support advanced services and applications at the edge of the network. The MX platforms utilize our Trio silicon and

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provide carrier-class performance, scale, and reliability to support large-scale Ethernet deployments. In addition, in 2014, we introduced the vMX, a virtual version of the MX router, which is a true MX Series 3D Universal Edge Router optimized to run as software on x86 servers. We believe that the vMX helps service providers and enterprises quickly and economically address their requirements with carrier-class routing and a DevOps style service-focus to the network.

**M Series:** Our M Series Edge Routers combine IP/multi-protocol label switching, or MPLS, capabilities and can be deployed in small and medium core, multiservice edge, collapsed POP routing, peering, route reflector, and campus or WAN gateway applications. Our M Series provides reliability, stability, security, and a broad array of services. Services include a broad array of VPNs, network-based security, real-time voice and video, bandwidth on demand, rich multicast of premium content, IPv6 services, and granular accounting.

**PTX Series:** Our PTX Series Packet Transport Routers are designed for the Converged Supercore. The system is the first supercore packet system in the industry, and delivers powerful capabilities based on innovative ExpressPlus silicon and a forwarding architecture that is focused on optimizing MPLS and Ethernet. The PTX, now available in three form factors —PTX1000, PTX3000 and PTX5000, delivers several critical core functionalities and capabilities, including market-leading density and scalability, cost optimization, high availability, and network simplification. Our PTX Series products can readily adapt to today's rapidly changing traffic patterns for video, mobility, and cloud-based services.

**T Series:** Our T Series routers provide the features and multi-terabit scale that service providers need to handle massive growth in core bandwidth requirements. Our T Series routers include, among other features, the following: MPLS Differentiated Services (DiffServ-TE), point-to-multipoint label-switched paths (P2MP LSPs), nonstop routing, unified in-service software upgrades (unified ISSUs), and hierarchical MPLS.

**Cloud CPE Solution:** Our Cloud CPE is a fully automated, end-to-end NFV solution that builds on Juniper Networks Contrail Networking to scale across all models for both service provider and enterprise network services. This solution includes Contrail Service Orchestration, a comprehensive management and orchestration platform that delivers and manages virtualized network services such as virtual security, and the NFX250, the first in a planned series of network services platforms that can operate as secure, on-premises devices running multiple virtual network functions, or VNFs, from us and third parties, simultaneously. The NFX250, when used as part of our Cloud CPE solution, eliminates the operational complexities associated with deploying multiple boxes at the customer site.

**NorthStar Controller:** Our wide-area network SDN controller automates the creation of traffic-engineering paths across the network, increasing network utilization and enabling a customized programmable networking experience. With the power of Junos OS; WANDL, Inc., or WANDL, optimization algorithms; and transport abstraction, we believe NorthStar Controller enables efficient design, bringing new levels of control and visibility that help service providers avoid costly over provisioning.

## Switching Products

**EX Series:** Our EX Series Ethernet switches address the access, aggregation, and core layer switching requirements of micro branch, branch office, and campus and data center environments, providing a foundation for the fast, secure, and reliable delivery of applications able to support strategic business processes. EX Series enterprise Ethernet switches are designed to deliver operational efficiency, business continuity, and agility, enabling customers to invest in innovative business initiatives that increase revenue and help them gain a competitive advantage.

**QFX Series:** Our QFX Series of core, spine and top-of-rack data center switches offer a revolutionary approach to switching that delivers dramatic improvements in data center performance, operating costs, and business agility for

enterprises, high-performance computing networks, and cloud providers. Our QFX family, including the QFabric System (QFabric Nodes, Interconnect and Director) and QFX Series Switches (QFX10002, QFX10008, QFX10016, QFX5100, and QFX5200), combined with innovative fabric and high availability software features in Junos, enables improvements in speed, scale, and efficiency by removing complexity and improving business agility.

Disaggregated Version of Junos Software: In order to provide customers with greater choice in data center deployment options, in 2015 we announced the first disaggregated platform, the QFX5200 switch. By disaggregating the software from the hardware, users will have the flexibility to use our data center switch to run third-party applications and tools through a Linux container, on Juniper switches, and run Junos software on third-party switches.

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OCX1100: Our open networking switch is designed to combine a cloud-optimized Open Compute Project, or OCP, hardware design with the performance and reliability of the proven, carrier-class Junos operating system, to deliver a cost-effective switching solution for customers that require massive-scale cloud deployments.

## Security Products

SRX Series Services Gateways for the Data Center: Our mid-range, high-end and virtual SRX Series platforms provide high-performance, scalability, and service integration which are ideally suited for medium to large enterprise and service provider data centers, service provider backbones, and large campus environments where scalability, high performance, and concurrent services, are essential. The SRX Series of both physical and virtual dynamic services gateways provides firewall/VPN performance and scalability, and includes the AppSecure suite of next-generation security capabilities that deliver greater visibility, enforcement, control, and protection over the network.

Branch SRX, Security Policy and Management: The Branch SRX family, including the new additions SRX300 Series and SRX1500, provide an integrated firewall and next-generation firewall capabilities with industry-leading price and performance. Junos Space Security Director is a network security management product that offers efficient, highly scalable, and comprehensive network security policy management. These solutions enable organizations to securely, reliably, and economically deliver powerful new services and applications to all locations and users with superior service quality. The SRX Series is powered by Junos OS, the same industry-leading operating system platform that keeps the world's largest networks available, manageable, and secure.

vSRX Virtual Firewall: Our vSRX Firewall delivers all of the features of our physical firewalls, including AppSecure next-generation firewall functionality, advanced security, and automated lifecycle management capabilities for enterprises and service providers. The vSRX provides scalable, secure protection across private, public, and hybrid clouds.

Advanced Malware Protection: Sky Advanced Threat Prevention is a cloud-based service that is designed to use both static and dynamic analysis with machine learning to find unknown threat signatures (zero-day attacks). It is integrated with SRX firewalls and secure routers for automated enforcement against threats, providing advanced anti-malware protection to data center, campus and branch environments.

Spotlight Secure Threat Intelligence Platform: Our Spotlight Secure Threat Intelligence Platform is a threat intelligence platform that aggregates threat feeds from multiple sources to deliver open, consolidated, actionable intelligence to SRX Series Services Gateways (firewalls) across the organization for automated enforcement against threats. These sources include our own threat feeds, third-party threat feeds, and threat detection technologies that customers can deploy.

See Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in Part II of this Annual Report on Form 10-K, or Report, and Note 13, Segments, in Notes to Consolidated Financial Statements in Item 8 Part II of this Report, for an analysis of net revenue by product and service.

## Platform Strategy

In addition to our major product families, our software portfolio has been a key technology element in our strategy to be the leader in high-performance networking.

Our Junos Platform enables our customers to expand network software into the application space, deploy software clients to control delivery, and accelerate the pace of innovation with an ecosystem of developers. The Junos Platform includes the following products:

Junos OS: At the heart of the Junos Platform is Junos OS. We believe Junos OS is fundamentally superior to other network operating systems not only in its design, but also in its development capabilities. The advantages of Junos OS include:

One modular operating system with common base of code and a single, consistent implementation for each control plane feature;

A highly disciplined and firmly scheduled development process; and

One common modular software architecture that scales across all Junos-based platforms.

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Junos OS is designed to improve the availability, performance, and security of business applications running across the network. Junos OS helps to automate network operations by providing a single consistent implementation of features across the network in a single release train that seeks to minimize the complexity, cost, and risk associated with implementing network features and upgrades. This operational efficiency allows network administrators more time to innovate and deliver new revenue-generating applications, helping to advance the economics of high-performance networking.

The security and stability of Junos OS, combined with its modular architecture and common source code base, provides a foundation for delivering performance, reliability, security, and scale at a lower total cost of ownership than multiple operating code base environments. With an increasing number of our platforms able to leverage Junos OS, including routing, switching, and security products, we believe Junos OS provides us a competitive advantage over other major network equipment vendors.

Junos Space: Our Junos Space network management platform offers an open, Service-Oriented Architecture-based, or SOA, platform for creating organic and third-party network management applications to drive network innovation. Junos Space includes applications for network infrastructure management and automation that help customers reduce operational cost and complexity and scale services. These include Network Director, Services Activation Director, Security Director, Edge Services Director, Service Now, and Service Insight.

Contrail: Our Contrail Networking and Contrail Cloud Platform offer an open-source, standards-based platform for SDN and NFV. This platform enables our customers to address their key problems in the area of network automation, agility, and time-to-service deployment by providing a mechanism to virtualize the network over any physical network and automating the provisioning and management of networking services (such as security and load balancing). Contrail's differentiation includes a distributed architecture that allows us to build in scale-out, high-availability and in-service upgrade capabilities; a multi-vendor solution familiar to our customers that allows Contrail to seamlessly interoperate with equipment from major networking vendors; an open-source licensing model to provide a true freedom of choice without lock-in, and sophisticated granular analytics for network and infrastructure performance, all fully driven by REST APIs that can be used by customers to work with any provisioning and management system. Operating on top of Contrail Cloud is Contrail Service Orchestration, which provides simplicity and automation with service design application, VNF lifecycle management and service administration and troubleshooting.

## Significant Product Development Projects

In 2015, we continued to invest in innovation and strengthening our product portfolio, which resulted in new product offerings across routing, switching, and security. In routing, we expanded our ACX Series portfolio with the addition of ACX500 and ACX5000 routers, enabling service providers to handle added capacity and accelerate service orchestration; announced new line cards for the PTX3000 and PTX5000; expanded our Converged Supercore architecture with the addition of the PTX1000, a compact 3Tbps fixed configuration core router; enhanced the MX Series 3D Universal Edge Routing portfolio with new line cards and software features that triple throughput and enable network automation; and introduced the NFX Series, the first in a planned series of network services platforms that can operate as secure, on-premises devices running multiple VFNs - from us and third parties - simultaneously, thereby significantly reducing costs and giving service providers the ability to update network functions without having to purchase new hardware. Additionally, we announced Cloud CPE, a fully automated, end-to-end NFV solution, that builds on the proven ability of Juniper Networks Contrail Networking to scale across all NFV deployment models.

In switching, we announced QFX10000 High Performance Data Center Switches, which are powered by our new Q5 chip, a purpose-built ASIC that we believe enables unprecedented performance, port density, and scale, as well as the

new Junos Fusion for data centers to provide industry-leading network scale and automation capabilities for small to Internet-scale cloud networks. We also announced a disaggregated version of our Junos software to provide customers with ultimate choice in data center deployment options. In addition, we announced the QFX5200 line of access switches, the first platform to run the disaggregated Junos software as well as support the emerging 25 and 50 gigabit ethernet, or GbE, standard. Additionally, we highlighted the rapid implementation of MetaFabric architecture and Contrail SDN technologies across leading converged and hyper-converged stack solutions.

Also, Juniper Networks Unite was announced, a new campus architecture that provides simplified and secure network infrastructure solutions required to modernize enterprise campus and branch networks into cloud-enabled service platforms. Additionally, we announced Junos Fusion Enterprise, a new open architecture, based on the 802.1BR industry standard, that when combined with EX Series Ethernet switches, we believe will enable the configuration and management of the entire distributed enterprise network as a single network entity.



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Furthermore, we unveiled the QFX5100-AA switch and the QFX-PFA, a new packet flow accelerator module. Collectively, this solution provides a data center switch that consolidates compute resources and customizable logic into the network. For the enterprise, we partnered with Ruckus Wireless to provide high-performance, scalable and open network solutions for both wired and wireless products. Additionally, we announced a new technology alliance with Aerohive to deliver simple, secure and cloud-managed wired and wireless solutions to enterprises.

For security, we announced advanced malware protection with zero-day threat protection from the cloud, redesigned security management, and the latest firewalls for enterprise campus and branch networks, as part of our new Juniper Networks Unite architecture. Our latest security solutions include Juniper Networks Sky Advanced Threat Prevention, Junos Space Security Director, Juniper Networks SRX300 Series Services Gateways and SRX1500, which are designed to provide customers with the sophisticated threat protection, security management, automation and scale needed to defend against threats at any point in the network without hindering network performance.

We also introduced new hardware and software for Juniper Networks SRX5800 Services Gateway. The improvements will increase available Internet Mix, or IMIX, firewall throughput up to two terabits per second, or 2 Tbps. Additionally, an optimization capability called Express Path was introduced to the Juniper Network SRX5000 Series Services Gateways, delivering powerful performance enhancements, to boost throughput and reduce latency. We also announced new application security capabilities with AppSecure 2.0 for our virtual firewall, vSRX, to deliver enhanced protection for cloud and hybrid data centers.

## Research and Development

We have assembled a team of skilled engineers with extensive experience in the fields of high-end computing, network system design, ASIC design, security, routing protocols, software applications and platforms, and embedded operating systems. As of December 31, 2015, we employed 3,723 people in our worldwide R&D organization.

We believe that strong product development capabilities are essential to our strategy of enhancing our core technology, developing additional applications, integrating that technology, and maintaining the competitiveness and innovation of our product and service offerings. In our products, we are leveraging our software, ASIC and systems technology, developing additional network interfaces targeted to our customers' applications, and continuing to develop technology to support the build-out of high performance networks and cloud environments. We continue to expand the functionality of our products to improve performance, reliability and scalability, and to provide an enhanced user interface.

Our R&D process is driven by the availability of new technology, market demand, and customer feedback. We have invested significant time and resources in creating a structured process for all product development projects. Following an assessment of market demand, our R&D team develops a full set of comprehensive functional product specifications based on inputs from the product management and sales organizations. This process is designed to provide a framework for defining and addressing the steps, tasks, and activities required to bring product concepts and development projects to market. Expenditures for R&D were \$994.5 million, \$1,006.2 million, and \$1,043.2 million in 2015, 2014, and 2013, respectively.

## Sales and Marketing

As of December 31, 2015, we employed 2,464 people in our worldwide sales and marketing organization. These sales and marketing employees operate in different locations around the world in support of our customers.

Our sales organization, with its structure of sales professionals, systems engineers, marketing teams, channel teams, and an operational infrastructure team are generally distributed between vertical markets. Within each team, sales team members serve the following three geographic regions: (i) Americas (including United States, Canada, Mexico, Caribbean and Central and South America), (ii) EMEA, and (iii) APAC. Within each region, there are regional and country teams, as well as vertical market focused teams, to ensure we operate close to our customers. Our sales teams operate in their respective regions and generally either engage customers directly or manage customer opportunities through our distribution and reseller relationships or channels as described below.

In North America and EMEA, we sell to a select few service providers directly. Otherwise we sell to both service providers and enterprise customers primarily through distributors and resellers.

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### Direct Sales Structure

The terms and conditions of direct purchasing arrangements are governed either by customer purchase orders and our acknowledgment of those orders or by purchase contracts. The direct contracts with these customers set forth only general terms of sale and generally do not require customers to purchase specified quantities of our products. We directly receive and process customer purchase orders.

### Channel Sales Structure

A critical part of our sales and marketing efforts are our channel partners through which we conduct the majority of our sales. We utilize various channel partners, including but not limited to the following:

A global network of strategic distributor relationships, as well as region-specific or country-specific distributors who in turn sell to local VARs who sell to end-user customers. Our distribution channel partners resell routing, switching and security products which are purchased by both enterprise and service provider customers. These distributors tend to be focused on particular regions or countries within regions. For example, we have substantial distribution relationships with Ingram Micro in the Americas and Hitachi in Japan. Our agreements with these distributors are generally non-exclusive, limited by region, and provide product and service discounts and other ordinary terms of sale. These agreements do not require our distributors to purchase specified quantities of our products or services. Further, most of our distributors sell our competitor's products and services, and some sell their own competing products and services.

VARs and Direct value-added resellers, including our strategic worldwide alliance partners referenced below, that resell our products to end-users around the world. These channel partners either buy our products and services through distributors, or directly from us, and have expertise in designing, selling, and deploying complex networking solutions in their respective markets. Our agreements with these channel partners are generally non-exclusive, limited by region, and provide product and service discounts and other ordinary terms of sale. These agreements do not require these channel partners to purchase specified quantities of our products or services. Increasingly, our service provider customers also resell our products or services to their customers or purchase our products or services for the purpose of providing managed or cloud-based services to their customers.

Strategic worldwide reseller relationships with established historical Juniper alliances, comprised of NEC Corporation; Dimension Data Holdings, or Dimension Data; International Business Machines, or IBM; Nokia Solutions and Networks O.Y.; and Ericsson Telecom A.B., or Ericsson. These companies each offer services and products that complement our own product and service offerings and act as a reseller, and in some instances as an integration partner for our products. Our arrangements with these partners allow them to resell our products and services on a non-exclusive and generally global basis, provide for product and service discounts, and specify other general terms of sale. These agreements do not require these partners to purchase specified quantities of our products or services.

### Customer Service

In addition to our products, we offer support, professional, and educational services. We deliver these services directly to our channel partners and to end-users and utilize a multi-tiered support model, leveraging the capabilities of our partners, and third-party organizations, as appropriate.

We also train our channel partners in the delivery of support, professional, and educational services to ensure these services are locally delivered.

As of December 31, 2015, we employed 1,630 people in our worldwide customer service and support organization. We believe that a broad range of services is essential to the successful customer deployment and ongoing support of our products, and we employ support engineers, consultants, and educators with proven network experience to provide those services.

#### Manufacturing and Operations

As of December 31, 2015, we employed 337 people in worldwide manufacturing and operations who primarily manage relationships with our supply chain, which include our contract manufacturers, original design manufacturers, sub-tier suppliers, warehousing and logistics.

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Our manufacturing is primarily conducted through contract manufacturers and original design manufacturers in the United States, or U.S.; China; Malaysia; Mexico; and Taiwan. As of December 31, 2015, we utilized Celestica Incorporated, Flextronics International Ltd., Accton Technology Corporation, and Alpha Networks Inc. for the majority of our manufacturing activity. Our contract manufacturers and original design manufacturers in all locations are responsible for all phases of manufacturing from prototypes to full production and assist with activities such as material procurement, surface mount assembly, final assembly, test, control, shipment to our customers, and repairs. Together with our contract manufacturers and original design manufacturers, we design, specify, and monitor the tests that are required for our products to meet internal and external quality standards. These arrangements provide us with the following benefits:

• We can quickly ramp and deliver products to customers with turnkey manufacturing;

• We gain economies of scale by leveraging our buying power with our contract manufacturers and original design manufacturers when we manufacture large quantities of products;

• We operate with a minimum amount of dedicated space and employees for manufacturing operations; and

• We can reduce our costs by reducing what would normally be fixed overhead expenses.

Our contract manufacturers and original design manufacturers build our products based on our rolling product demand forecasts. Each contract manufacturer procures components necessary to assemble the products in our forecast and tests the products according to agreed-upon specifications. Products are then shipped to our distributors, VARs, or end-users. Generally, we do not own the components. Title to the finished goods is generally transferred from the contract manufacturers to us when the products leave the contract manufacturer's location. Customers take title to the products upon delivery at a specified destination. If the product or components remain unused or the products remain unsold for a specified period, we may incur carrying charges or obsolete materials charges.

Our contracts with our contract manufacturers and original design manufacturers, merely set forth a framework within which the contract manufacturer and original design manufacturer, as applicable, may accept purchase orders from us. These contracts do not represent long-term commitments.

We also purchase and hold inventory for strategic reasons and to mitigate the risk of shortages of certain critical component supplies. The majority of this inventory is production components. As a result, we may incur additional holding costs and obsolescence charges, particularly resulting from uncertainties in future product demand.

Some of our custom components, such as ASICs, are manufactured primarily by sole or limited sources, each of which is responsible for all aspects of production using our proprietary designs.

By working collaboratively with our suppliers, we endeavor to promote socially responsible business practices beyond our company and throughout our worldwide supply chain. To this end, we have adopted a supplier code of conduct and promote compliance with such code of conduct to our suppliers. One element of our supplier code of conduct is adoption and compliance with the Electronic Industry Code of Conduct, or the EICC. The EICC outlines standards to promote ethical business practices, eliminate human trafficking, and ensure that working conditions in the electronics industry supply chain are safe, workers are treated with respect and dignity, and manufacturing processes are environmentally responsible. Our Corporate Citizenship Report and Supplier Code of Conduct are available on our website.

Backlog

Our sales are made primarily pursuant to purchase orders under framework agreements with our customers. At any given time, we have backlog orders for products that have not shipped. Because customers may cancel purchase orders or change delivery schedules without significant penalty, we believe that our backlog at any given date may not be a reliable indicator of future operating results. As of December 31, 2015 and December 31, 2014, our total product backlog was approximately \$517.4 million and \$445.3 million, respectively. Our product backlog consists of confirmed orders for products scheduled to be shipped to customers, generally within the next six months, and excludes orders from distributors as we recognize product revenue on sales made through distributors upon sell-through to end-users. Backlog also excludes certain future revenue adjustments for items such as product revenue deferrals, sales return reserves, service revenue allocations, and early payment discounts.

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### Seasonality

We, as do many companies in our industry, experience seasonal fluctuations in customer spending patterns. Historically, we have experienced stronger customer demand in the fourth quarter and weaker demand in the first quarter. This historical pattern should not be considered a reliable indicator of our future net revenues or financial performance.

### Competition

We compete in the network infrastructure markets. These markets are characterized by rapid change, converging technologies, and a migration to networking solutions that offer agility advantages. In the network infrastructure business, Cisco Systems, Inc., or Cisco, has historically been the dominant player. However, our principal competitors also include Alcatel-Lucent, which merged with Nokia Corporation; Arista Networks, Inc., or Arista; Brocade Communications Systems, Inc., or Brocade; Hewlett Packard Enterprise Co., or HP; and Huawei Technologies Co., Ltd., or Huawei.

Many of our current and potential competitors, such as Cisco, Alcatel-Lucent, HP, and Huawei, among others, bundle their products with other networking products in a manner that may discourage customers from purchasing our products. In addition, consolidation among competitors, or the acquisition of our partners and resellers by competitors, can increase the competitive pressure faced by us due to their increased size and breadth of their product portfolios. Many of our current and potential competitors have greater name recognition, marketing budgets, and more extensive customer bases that they may leverage to compete more effectively. Increased competition could result in price reductions, fewer customer orders, reduced gross margins, and loss of market share, negatively affecting our operating results.

In addition, there are a number of other competitors in the security space, including Palo Alto Networks, Inc., or Palo Alto Networks; Check Point Software Technologies, Ltd., or Check Point; F5 Networks, Inc., or F5 Networks; Fortinet, Inc., or Fortinet; and HP; among others, who tend to be focused on single product line solutions and, therefore, may be considered specialized compared to our broader product line.

In addition to established competitors, a number of public and private companies have announced plans for new products to address the same needs that our products address. We believe that our ability to compete with Cisco and others depends upon our ability to demonstrate that our products are superior in meeting the needs of our current and potential customers.

We expect that over time, large companies with significant resources, technical expertise, market experience, customer relationships, and broad product lines, such as Cisco, Alcatel-Lucent, and Huawei, will introduce new products designed to compete more effectively in the market. There are also several other companies that claim to have products with greater capabilities than our products. Further, there has been significant consolidation in the networking industry, with smaller companies being acquired by larger, established suppliers of network infrastructure products. We believe this trend is likely to continue.

As a result, we expect to face increased competition in the future from larger companies with significantly more resources than we have. Although we believe that our technology and the purpose-built features of our products make them unique and will enable us to compete effectively with these companies, we cannot guarantee that we will be successful.

### Environment

We are committed to maintaining compliance with all environmental laws applicable to our operations, products and services and to reducing our environmental impact across our business and supply chain. Our operations and many of our products are subject to various federal, state, local and foreign regulations that have been adopted with respect to the environment, such as the Waste Electrical and Electronic Equipment, or WEEE, Directive; Directive on the Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment, or RoHS; and Registration, Evaluation, Authorization, and Restriction of Chemicals, or REACH, regulations adopted by the European Union and China. To date, compliance with federal, state, local, and foreign laws enacted for the protection of the environment has had no material effect on our capital expenditures, earnings, or competitive position. However, see the risk factor entitled "Regulation of industry in general and the telecommunications industry in particular could harm our operating results and future prospects" in the section entitled Risk Factors in Item 1A of Part I of this Report for additional information concerning RoHS compliance.

We are also voluntarily participating in the CDP (formerly the Carbon Disclosure Project) climate and water disclosures and encourage our direct material suppliers representing an aggregate of at least 80% of our consolidated total direct expenditure to do the same. CDP is a global standardized mechanism by which companies report their greenhouse gas emissions to institutional investors and customers. In fact, in 2015, we achieved a position on CDP's S&P 500 Climate Disclosure Leadership Index and the S&P 500 Climate Performance Leadership Index. We continue to invest in the infrastructure and systems required to be able



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to inventory and measure our carbon footprint on a global basis. We believe we have made significant strides in improving our energy efficiency around the world.

In addition, we are committed to the environment through our efforts to improve the energy efficiency of key elements in our high-performance network product offerings. With the launch of the PTX series, we pioneered, among other ground-breaking achievements, record energy efficiency of 1.5W per Gigabit of throughput. Since then, we have continued to enhance the PTX series, delivering market-leading energy efficiency of 1.2W per Gigabit of throughput in 2014 and, with our announcement in 2015, further improving energy efficiency of 0.5W per Gigabit with the 3Tbps FPC3 linecard. In addition, with our recent announcements for the MX series 3D Universal Edge Routers, we are delivering breakthrough energy efficiency of 0.8W per Gigabit at the network edge, breaking the 1W per Gigabit barrier. The environment will remain a focus area across multiple aspects of our business.

## Intellectual Property

Our success and ability to compete are substantially dependent upon our internally developed technology and expertise, as well as our ability to obtain and protect necessary intellectual property rights. While we rely on patent, copyright, trade secret, and trademark law, as well as confidentiality agreements, to protect our technology, we also believe that factors such as the technological and creative skills of our personnel, new product developments, frequent product enhancements, and reliable product maintenance are essential to establishing and maintaining a technology leadership position. There can be no assurance that others will not develop technologies that are similar or superior to our technology.

In addition, we integrate licensed third-party technology into certain of our products and, from time to time, we license additional technology from third parties to develop new products or product enhancements. There can be no assurance that third-party licenses will be available or continue to be available to us on commercially reasonable terms or at all. Our inability to maintain or re-license any third-party licenses required in our products or our inability to obtain third-party licenses necessary to develop new products and product enhancements could require us to obtain substitute technology of lower quality or performance standards or at a greater cost, any of which could harm our business, financial condition, and results of operations.

As of December 31, 2015, we had 2,480 patents worldwide and numerous patent applications are pending. Patents generally have a term of twenty years from filing. As our patent portfolio has been built over time, the remaining terms on the individual patents vary. We cannot be certain that patents will be issued on the patent applications that we have filed, that we will be able to obtain the necessary intellectual property rights, or that other parties will not contest our intellectual property rights.

## Employees

As of December 31, 2015, we had 9,058 full-time employees. We have not experienced any work stoppages, and we consider our relations with our employees to be good. Competition for qualified personnel in our industry is intense. We believe that our future success depends in part on our continued ability to hire, motivate, and retain qualified personnel. We believe that we have been successful in recruiting qualified employees, but there is no assurance that we will continue to be successful in the future.

Our future performance depends significantly upon the continued service of our key technical, sales, and senior management personnel, none of whom are bound by an employment agreement requiring service for any defined period of time. The loss of one or more of our key employees could have a material adverse effect on our business, financial condition, and results of operations.



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## Executive Officers of the Registrant

The following sets forth certain information regarding our executive officers as of the filing of this Report:

Name	Age	Position
Rami Rahim	45	Chief Executive Officer and Director
Pradeep Sindhu	63	Chief Technical Officer and Vice Chairman of the Board
Robyn M. Denholm <sup>(1)</sup>	52	Executive Vice President and Chief Financial and Operations Officer Executive Vice President and General Manager, Juniper
Jonathan Davidson	42	Development and Innovation
Brian Martin	54	Senior Vice President, General Counsel and Secretary
Ken Miller <sup>(1)</sup>	45	Executive Vice President and Chief Financial Officer
Vince Molinaro	52	Executive Vice President and Chief Customer Officer
Terrance F. Spidell	47	Vice President, Corporate Controller and Chief Accounting Officer

As previously disclosed by the Company, Ms. Denholm is resigning as our Chief Financial and Operations Officer, effective after the filing of this Report. Mr. Miller is as of the filing of this Report our Senior Vice President, Finance, and will become the Company's Executive Vice President and Chief Financial Officer, effective upon Ms. Denholm's resignation.

RAMI RAHIM joined Juniper in January 1997 and became Chief Executive Officer of Juniper, and a member of the Board of Directors, in November 2014. From March 2014, until he became Chief Executive Officer, Mr. Rahim served as Executive Vice President and General Manager of Juniper Development and Innovation, or JDI. His responsibilities included driving strategy, development and business growth for routing, switching, security, silicon technology, and the Junos operating system. Previously, Mr. Rahim served Juniper in a number of roles, including Executive Vice President and General Manager of Platform Systems Division for routing and switching, Senior Vice President of the Edge and Aggregation Business Unit, or EABU, and Vice President and General Manager of EABU. Prior to that, Mr. Rahim spent the majority of his time at Juniper in the development organization where he helped with the architecture, design and implementation of many Juniper core, edge, and carrier Ethernet products. Mr. Rahim holds a Bachelor of Science degree in Electrical Engineering from the University of Toronto and a Master of Science degree in Electrical Engineering from Stanford University.

PRADEEP SINDHU founded Juniper in February 1996 and served as Chief Executive Officer and Chairman of the Board until September 1996. Since then, Dr. Sindhu has served as Vice Chairman of the Board and Chief Technical Officer of Juniper. From September 1984 to February 1991, Dr. Sindhu worked as a Member of the Research Staff, from March 1987 to February 1996, as the Principal Scientist, and from February 1994 to February 1996, as Distinguished Engineer at the Computer Science Lab at Xerox Corporation, Palo Alto Research Center, a technology research center. Dr. Sindhu served as a member of the board of directors of Infinera Corporation, a provider of optical networking equipment, from September 2001 to May 2008. Dr. Sindhu holds a Bachelor of Technology degree in Electrical Engineering from the Indian Institute of Technology, a Master of Science degree in Electrical Engineering from the University of Hawaii, and a Masters and PhD in Computer Science from Carnegie-Mellon University.

ROBYN M. DENHOLM joined Juniper in August 2007 as Executive Vice President and Chief Financial Officer. In July 2013, Ms. Denholm was promoted to Executive Vice President and Chief Financial and Operations Officer. Prior to joining Juniper, Ms. Denholm was at Sun Microsystems, Inc., or Sun, a provider of network computing infrastructure solutions, from January 1996 to August 2007, where she served in executive assignments that included Senior Vice President of Corporate Strategic Planning, Senior Vice President of Finance, Vice President and Corporate Controller (Chief Accounting Officer), Vice President of Finance, Director of Service Division, and Shared Financial Services APAC and Controller, Australia/New Zealand. Prior to joining Sun, Ms. Denholm served at Toyota Motor Corporation Australia for seven years and at Arthur Andersen & Company for five years in various finance

assignments. Ms. Denholm is a Fellow of the Institute of Chartered Accountants of Australia and holds a bachelor's degree in Economics from the University of Sydney and a master's degree in Commerce from the University of New South Wales. In addition, since August 2014, Ms. Denholm has served as a member of the board of directors of Tesla Motors, Inc.

JONATHAN DAVIDSON joined Juniper in March 2010 and became Executive Vice President and General Manager of JDI in January 2015. From July 2014 until he became Executive Vice President and General Manager of JDI, Mr. Davidson served as Senior Vice President and General Manager for Juniper Networks Security, Switching and Solutions Business Unit. Previously, Mr. Davidson was Juniper's Senior Vice President and General Manager of the Campus and Data Center Business Unit and Vice President, Product Line Management, where he was responsible for Edge Routing and Aggregation Business product management and strategy. Prior to joining Juniper, Mr. Davidson had a 15-year career at Cisco Systems, Inc., a manufacturer of communications

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and information technology networking products, where he served as Director of Product Management and led the enterprise routing product management team and service provider Layer 4 through Layer 7 services team.

BRIAN MARTIN joined Juniper in October 2015 as Senior Vice President, General Counsel and Secretary. From April 2007 to September 2015, Mr. Martin served as Executive Vice President, General Counsel and Corporate Secretary of KLA-Tencor Corporation, or KLA-Tencor, a provider of process control and yield management solutions. Prior to joining KLA-Tencor, Mr. Martin spent ten years in senior legal positions at Sun, most recently as Vice President, Corporate Law Group, responsible for legal requirements associated with Sun's corporate securities, mergers, acquisitions and alliances, corporate governance and Sarbanes-Oxley compliance, and litigation management. Prior to joining Sun, Mr. Martin was in private practice where he had extensive experience in antitrust and intellectual property litigation. Mr. Martin holds a bachelor's degree in economics from the University of Rochester and a J.D. from the State University of New York at Buffalo Law School.

KEN MILLER joined Juniper in June 1999 and has served the Company in a number of roles. Effective upon Ms. Denholm's resignation, he will serve as our Executive Vice President and Chief Financial Officer. Since April 2014 Mr. Miller has been serving as our Senior Vice President, Finance, where he has been responsible for the finance organization across the Company, as well as our treasury, tax and global business services functions. Previously, Mr. Miller has served as our Vice President, Go-To-Market Finance; Vice President, Platform Systems Division; Vice President, SLT Business Group Controller and in other positions in the Finance and Accounting organizations. Mr. Miller holds a Bachelor of Science degree in accounting from Santa Clara University.

VINCE MOLINARO joined Juniper in 2009 as Senior Vice President of Sales, and served as Executive Vice President, Sales, Services and Support from July 2013 to February 2014, and currently serves as our Executive Vice President and Chief Customer Officer. Prior to joining Juniper, Mr. Molinaro held senior leadership positions at a number of technology companies including Bell Laboratories, Inc., Lucent Technologies, Inc. (prior to its acquisition by Alcatel Inc.), Alcatel-Lucent USA Inc. and Internap Network Services Corporation. He has extensive domestic and international experience having lived and managed large organizations throughout Europe and the U.S. Mr. Molinaro holds a Bachelor of Science degree in Biomedical Engineering from Boston University and a Master of Science degree in Electrical Engineering from University of Bridgeport.

TERRANCE F. SPIDELL joined Juniper in August 2011 as Vice President, Assistant Corporate Controller, and has served as Vice President, Corporate Controller, since November 2012. In 2013, Mr. Spidell assumed the position of Chief Accounting Officer of the Company. Before joining the Company, Mr. Spidell was at VeriSign, Inc., a provider of Internet infrastructure services, as Vice President, Corporate Controller, from June 2009 through July 2011 and as Vice President, Accounting Operations, from March 2008 through June 2009. Prior to VeriSign, Mr. Spidell held various positions, most recently Senior Manager, at PricewaterhouseCoopers, a registered public accounting firm, from November 1993 through March 2008. Mr. Spidell is a Certified Public Accountant and holds a Bachelor in Business Administration, with degrees in Finance and Accounting, from Boise State University.

Available Information

We file our annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, with the U.S. Securities and Exchange Commission, or the SEC, electronically. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including Juniper Networks that file electronically with the SEC. The address of that website is <http://www.sec.gov>.

You may obtain a free copy of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports on our website at <http://www.juniper.net>, by contacting our Investor

Relations Department at our corporate offices by calling 1-408-745-2000, or by sending an e-mail message to [investorrelations@juniper.net](mailto:investorrelations@juniper.net). Such reports and other information are available on our website as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Our Corporate Governance Standards, the charters of our Audit Committee, Compensation Committee, Stock Committee, and Nominating and Corporate Governance Committee, as well as our Worldwide Code of Business Conduct and Ethics are also available on our website. Information on our website is not, and will not be deemed, a part of this Report or incorporated into any other filings the Company makes with the SEC.

Investors and others should note that the Company announces material financial and operational information to our investors using our Investor Relations website (<http://investor.juniper.net>), press releases, SEC filings and public conference calls and webcasts. The Company also intends to use the Twitter accounts @JuniperNetworks and @Juniper\_IR and the Company's blogs as a means of disclosing information about the Company and for complying with its disclosure obligations under Regulation FD. The social media channels that the Company intends to use as a means of disclosing information described above may be updated from time to time as listed on the Company's Investor Relations website.

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Item 1A. Risk Factors

Factors That May Affect Future Results

Investments in our securities involve significant risks. Even small changes in investor expectations for our future growth and earnings, whether as a result of actual or rumored financial or operating results, changes in the mix of the products and services sold, acquisitions, industry changes, or other factors, could trigger, and have triggered in the past, significant fluctuations in the market price of our common stock. Investors in our securities should carefully consider all of the relevant factors disclosed by us, including, but not limited to, the following factors, that could affect our business, operating results and stock price.

Our quarterly results are unpredictable and subject to substantial fluctuations; as a result, we may fail to meet the expectations of securities analysts and investors, which could adversely affect the trading price of our common stock.

Our revenues and operating results may vary significantly from quarter-to-quarter due to a number of factors, many of which are outside of our control and any of which may cause our stock price to fluctuate.

The factors that may cause our quarterly results to vary quarter by quarter and be unpredictable include, but are not limited to: limited visibility into customer spending plans, changes in the mix of products and services sold, changes in the mix of geographies in which our products and services are sold, changing market and economic conditions, current and potential customer, partner and supplier consolidation and concentration, competition, long sales and implementation cycles, unpredictable ordering patterns, changes in the amount and frequency of share repurchases or dividends, regional economic and political conditions, and seasonality. For example, we, and many companies in our industry, experience adverse seasonal fluctuations in customer spending, particularly in the first quarter. Furthermore, market trends, competitive pressures, commoditization of products, seasonal rebates, increased component or shipping costs, issues with product quality, regulatory impacts and other factors may result in reductions in revenue or pressure on gross margins of certain segments in a given period, which may necessitate adjustments to our operations. Such adjustments may be difficult or impossible to execute in the short or medium term.

As a result of these factors, as well as other variables affecting our operating results, we believe that quarter-to-quarter comparisons of operating results are not necessarily a good indication of what our future performance will be. It is likely that in some quarters, our operating results will be below our guidance, our long-term financial model or the expectations of securities analysts or investors, in which case the price of our common stock may decline. Such a decline could occur, and has occurred in the past, even when we have met our publicly stated revenues and/or earnings guidance.

A limited number of our customers comprise a significant portion of our revenues and there is an ongoing trend toward consolidation in the industry in which our customers and partners operate. Any decrease in revenues from our customers or partners could have an adverse effect on our net revenues and operating results.

A substantial majority of our net revenues depend on sales to a limited number of customers and distribution partners, particularly in our service provider market. Changes in the business requirements, vendor selection, project prioritization, financial prospects, capital resources, and expenditures, or purchasing behavior (including product mix purchased) of our key customers could significantly decrease our sales to such customers or could lead to delays or cancellations of planned purchases of our products or services, which increases the risk of quarterly fluctuations in our revenues and operating results. Any of these factors could adversely affect our business, financial condition, and results of operations.

In addition, in recent years, there has been movement towards consolidation in the telecommunications industry (for example, Altice's purchase of Portugal Telecom, Liberty Global's proposed acquisition of Cable & Wireless Communications, AT&T's acquisition of DirecTV, and Charter Communications, Inc.'s proposed acquisition of Time Warner Cable, Inc.) and that consolidation trend has continued. If our customers or partners are parties to consolidation transactions they may delay, suspend or indefinitely reduce or cancel their purchases of our products or other direct or indirect unforeseen consequences could harm our business, financial condition, and results of operations.

Fluctuating economic conditions make it difficult to predict revenues and gross margin for a particular period and a shortfall in revenues or increase in costs of production may harm our operating results.

Our revenues and gross margin depend significantly on general economic conditions and the demand for products in the markets in which we compete. Economic weakness or uncertainty, customer financial difficulties, and constrained spending on network expansion and enterprise infrastructure have in the past resulted in, and may in the future result in, decreased revenues and earnings. Such factors could make it difficult to accurately forecast sales and operating results and could negatively affect our ability to



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provide accurate forecasts to our contract manufacturers and manage our contract manufacturer relationships and other expenses. In addition, economic instability or uncertainty, as well as continued turmoil in the geopolitical environment in many parts of the world, have, and may continue to, put pressure on economic conditions, which has led and could lead, to reduced demand for our products, to delays or reductions in network expansions or infrastructure projects, and/or higher costs of production. More generally-speaking, economic weakness may also lead to longer collection cycles for payments due from our customers, an increase in customer bad debt, restructuring initiatives and associated expenses, and impairment of investments. Furthermore, instability in the global credit markets may adversely impact the ability of our customers to adequately fund their expected capital expenditures, which could lead to delays or cancellations of planned purchases of our products or services. Our operating expenses are largely based on anticipated revenue trends and a high percentage of our expenses is, and will continue to be, fixed in the short and medium term. Therefore, fluctuations in revenue could cause significant variations in our operating results and operating margins from quarter to quarter.

Uncertainty about future economic conditions also makes it difficult to forecast operating results and to make decisions about future investments. Future or continued economic weakness, failure of our customers and markets to recover from such weakness, customer financial difficulties, increases in costs of production, and reductions in spending on network maintenance and expansion could result in price concessions in certain markets or have a material adverse effect on demand for our products and consequently on our business, financial condition, and results of operations.

Our success depends upon our ability to effectively plan and manage our resources and restructure our business through rapidly fluctuating economic and market conditions, and such actions may have an adverse effect on our financial and operating results.

Our ability to successfully offer our products and services in a rapidly evolving market requires an effective planning, forecasting, and management process to enable us to effectively scale and adjust our business in response to fluctuating market opportunities and conditions.

In periods of market expansion, we have increased investment in our business by, for example, increasing headcount and increasing our investment in R&D, sales and marketing, and other parts of our business. Conversely, in 2014, to refocus the Company's strategy, optimize its structure and improve operational efficiencies, we implemented a new strategic focus, realigned our organization into a One-Juniper structure, reduced our workforce, consolidated and closed facilities, made changes to enhance efficiency, improved cost management measures and instituted a new capital allocation plan. In connection with our cost management measures, we implemented a substantial cost reduction plan accomplished through various restructuring activities across research and development, sales and marketing and general and administrative. We recorded a goodwill impairment charge of \$850.0 million in the fourth quarter of 2014 due to the underperformance of our Security reporting unit and product rationalizations. Further strategy-related pivots could lead to delays in achieving revenue and profit forecasts and result in additional impairment. Some of our expenses are fixed costs that cannot be rapidly or easily adjusted in response to fluctuations in our business or numbers of employees. Rapid changes in the size, alignment or organization of our workforce, including sales account coverage, could adversely affect our ability to develop and deliver products and services as planned or impair our ability to realize our current or future business and financial objectives. Our ability to achieve the anticipated cost savings and other benefits from our restructuring initiatives within the expected time frame is subject to many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we are unsuccessful at implementing changes, or if other unforeseen events occur, our business and results of operations could be adversely affected.

We face intense competition that could reduce our revenues and adversely affect our business and financial results.

Competition is intense in the markets that we serve. The network equipment market has historically been dominated by Cisco, with competition coming from other companies such as Alcatel-Lucent, Arista, Brocade, HP, and Huawei. In the security market, we face intense competition from Cisco and Palo Alto Networks, as well as companies such as Check Point, F5 Networks, Fortinet, and HP. Further, a number of other small public and private companies have products or have announced plans for new products to address the same challenges and markets that our products address.

In addition, actual or speculated consolidation among competitors, or the acquisition by, or of, our partners and/or resellers by competitors can increase the competitive pressures faced by us as customers may delay spending decisions or not purchase our products at all. For example, in recent years, Nokia Corporation merged with Alcatel-Lucent, HP acquired Aruba Networks, and Cisco acquired OpenDNS and Sourcefire, Inc., which further consolidated our market. In addition, Dell announced a proposed acquisition of EMC, which we anticipate will further consolidate our market upon its consummation. A number of our competitors have substantially greater resources and can offer a wider range of products and services for the overall network equipment market than we do. In addition, some of our competitors have become more integrated, including through consolidation, and offer a

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broader range of products and services, which could make their solutions more attractive to our customers. Many of our competitors sell networking products as bundled solutions with other IT products, such as computer and storage systems. If we are unable to compete successfully against existing and future competitors on the basis of product offerings or price, we could experience a loss in market share and revenues and/or be required to reduce prices, which could reduce our gross margins, and which could materially and adversely affect our business, financial condition, and results of operations. Our partners and resellers generally sell or resell competing products on a non-exclusive basis and consolidation could delay spending or require us to increase discounts to compete, which could also adversely affect our business.

We expect our gross margins and operating margins to vary over time, and the level of gross margins achieved by us in recent years may not be sustainable.

We expect our product and service gross margins to vary from quarter-to-quarter, and the gross margins we have achieved in recent years may not be sustainable and may be adversely affected in the future by numerous factors, including customer, product and geographic mix shifts, increased price competition in one or more of the markets in which we compete, currency fluctuations that impact our costs or the cost of our products and services to our customers, increases in material, labor, or inventory carrying costs, excess product component or obsolescence charges from our contract manufacturers, increased costs due to changes in component pricing or charges incurred due to component holding periods if we do not accurately forecast product demand, warranty related issues, or our introduction of new products and enhancements or entry into new markets with different pricing and cost structures. For example, in fiscal year 2014, our margins declined compared to fiscal year 2013, as a result of higher inventory charges resulting from product rationalizations and an industry-wide memory product quality defect for a component from a third party. We determine our operating expenses largely on the basis of anticipated revenues and a high percentage of our expenses are fixed in the short and medium term. As a result, a failure or delay in generating or recognizing revenue could cause significant variations in our operating results and operating margin from quarter-to-quarter. Failure to sustain or improve our gross margins reduces our profitability and may have a material adverse effect on our business and stock price.

Further, we will continue to remain diligent in our long-term financial objective to increase revenue and operating margins and manage our operating expenses as a percentage of revenue. We expect that our margins will vary with our ability to achieve these goals. We can provide no assurance that we will be able to achieve all of the goals of these plans or meet our announced expectations, in whole or in part, or that our plans will have the intended effect of improving our margins on the expected timeline, or at all.

Conversion of key internal systems and processes, particularly our ERP system, and problems with the design or implementation of these systems and processes could interfere with, and therefore harm, our business and operations.

We have underway a multi-phase project to convert certain key internal systems and processes, including our customer relationship management, or CRM, system and enterprise resource planning, or ERP, system. Since 2012, we have been implementing major changes to our ERP system, which activities we expect to continue into 2016. In the third quarter of 2014, we implemented the manufacturing, fulfillment, and inventory portion of this ERP project and were reliant upon dual ERP systems until January 2016 when we moved to a single ERP System. In connection with the transfer to our new ERP system, we scheduled a shutdown of certain of our legacy ERP systems, which may impact our DSO and/or our cash collections in the first quarter of 2016. We are still early in the process of operating under our new ERP system and may need to resolve issues that arise in connection with this transition. We have invested, and will continue to invest, significant capital and human resources in the design and implementation of these systems and processes. Any problems, disruptions, delays or other issues in the design and implementation of the new systems or processes, particularly any that impact our operations, could adversely affect our ability to process customer orders, ship products, provide service and support to our customers, bill and track our customers, collect

cash from our customers, maintain our DSO measure, fulfill contractual obligations, record and transfer information in a timely and accurate manner, recognize revenue, file SEC reports in a timely manner, or otherwise run our business. Even if we do not encounter these adverse effects, as noted above, the design and implementation of these new systems and processes may be much more costly than we anticipated and in the event of lengthy project delays, we may experience issues with retention of the implementation team. If we are unable to successfully design and implement these new systems and processes as planned, or if the implementation of these systems and processes is more lengthy or costly than anticipated, our business, financial condition, and results of operations could be negatively impacted.

The long sales and implementation cycles for our products, as well as our expectation that some customers will sporadically place large orders with short lead times, may cause our revenues and operating results to vary significantly from quarter-to-quarter.

A customer's decision to purchase certain of our products, particularly new products, involves a significant commitment of its resources and a lengthy evaluation and product qualification process. As a result, the sales cycle may be lengthy. In particular, customers making critical decisions regarding the design and implementation of large network deployments may engage in very

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lengthy procurement processes that may delay or impact expected future orders. Throughout the sales cycle, we may spend considerable time educating and providing information to prospective customers regarding the use and benefits of our products. Even after making the decision to purchase, customers may deploy our products slowly and deliberately. Timing of deployment can vary widely and depends on the skill set of the customer, the size of the network deployment, the complexity of the customer's network environment, and the degree of hardware and operating system configuration necessary to deploy the products. Customers with large networks usually expand their networks in large increments on a periodic basis. Accordingly, we may receive purchase orders for significant dollar amounts on an irregular basis. These long cycles, as well as our expectation that customers will tend to sporadically place large orders with short lead times, both of which may be exacerbated by the impact of continued global economic weakness, may cause revenues and operating results to vary significantly and unexpectedly from quarter-to-quarter.

The timing of product orders and/or our reliance on revenue from sales of software or subscription and support and maintenance services may cause us to recognize revenue in a different period than the one in which a transaction takes place. This may make it difficult for investors to observe quarterly trends and may cause significant variations in our operating results and operating margin on a quarterly basis.

Generally, our network equipment products are stocked only in limited quantities by our distributors and resellers due to the cost, complexity and custom nature of configurations required by our customers; we generally build such products as orders are received. The volume of orders received late in any given fiscal quarter remains unpredictable. If orders for certain products are received late in any quarter, we may not be able to recognize revenue for these orders in the same period, which could adversely affect our ability to meet our expected revenues for such quarter.

In addition, services revenue accounts for a significant portion of our revenue, comprising 27%, 26%, and 25% of total revenue in fiscal year 2015, 2014, and 2013, respectively. Sales of new or renewal support and maintenance contracts may decline and/or fluctuate as a result of a number of factors, including end-customers' level of satisfaction with our products and services, the prices of our products and services, the prices of products and services offered by our competitors, and reductions in our end-customers' spending levels. We recognize support and maintenance revenue periodically over the term of the relevant service period.

The introduction of new software products is part of our intended strategy to expand our software business, and software revenues may be recognized periodically over the term of the relevant use period or subscription period. As a result, much of the software, subscription and support and maintenance revenue we report each fiscal quarter is the recognition of deferred revenue from software, subscription and support and maintenance contracts entered into during previous fiscal quarters. Consequently, a decline in new or renewed contracts in any one fiscal quarter will not be fully or immediately reflected in revenue in that fiscal quarter but will negatively affect our revenue in future fiscal quarters. Accordingly, the effect of significant downturns in new or renewed sales of our software, subscriptions or support and maintenance is not reflected in full in our operating results until future periods. Also, it is difficult for us to rapidly increase our software or services revenue through additional software or services sales in any period, as revenue from new and renewal software, subscription and support and maintenance contracts must be recognized over the applicable service period.

Additionally, we determine our operating expenses largely on the basis of anticipated revenues and a high percentage of our expenses are fixed in the short and medium term. As a result, a failure or delay in generating or recognizing revenue could cause significant variations in our operating results and operating margin from quarter-to-quarter.

We are dependent on sole source and limited source suppliers for several key components, which makes us susceptible to shortages or price fluctuations in our supply chain, and we may face increased challenges in supply chain management in the future.

We rely on single or limited sources of certain of our components. During periods of high demand for electronic products, component shortages are possible, and the predictability of the availability of such components may be limited. Any future spike in growth in our business, or more likely in IT spending and the economy in general is likely to create greater short-term pressures on us and our suppliers to accurately forecast overall component demand and to establish optimal component inventories. If shortages or delays persist, the price of these components may increase, or the components may not be available at all. We may not be able to secure enough components at reasonable prices or of acceptable quality to build new products in a timely manner, and our revenues and gross margins could suffer until other sources can be developed. For example, from time to time, we have experienced component shortages that resulted in delays of product shipments. We currently purchase numerous key components, including ASICs and other semiconductor chips, from single or limited sources and many of our component suppliers are concentrated in China. In addition, there has been consolidation among certain suppliers of our components. For example, GLOBALFOUNDRIES recently acquired IBM's semiconductor manufacturing business, Avago Technologies Limited recently acquired Broadcom Corporation and Intel Corporation recently acquired Altera Corporation. Consolidation among suppliers can result in the reduction of the number of independent suppliers of components available to us, which could negatively impact our ability to access certain

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component parts or the prices we have to pay for such parts. Any disruptions to our supply chain could decrease our sales, earnings and liquidity or otherwise adversely affect our business and result in increased costs. Such a disruption could occur as a result of any number of events, including, but not limited to, increases in wages that drive up prices, the imposition of regulations, quotas or embargoes on key components, labor stoppages, transportation failures affecting the supply and shipment of materials and finished goods, the unavailability of raw materials, severe weather conditions, natural disasters, civil unrest, geopolitical developments, war or terrorism and disruptions in utility and other services.

The development of alternate sources for key components is time-consuming, difficult, and costly. In addition, the lead times associated with certain components are lengthy and preclude rapid changes in quantities and delivery schedules. Also, long-term supply and maintenance obligations to customers increase the duration for which specific components are required, which may further increase the risk of component shortages or the cost of carrying inventory. In the event of a component shortage or supply interruption from these suppliers, we may not be able to develop alternate or second sources in a timely manner. If we are unable to buy these components in quantities sufficient to meet our requirements on a timely basis, we will not be able to deliver products and services to our customers, which would seriously affect present and future sales, which would, in turn, adversely affect our business, financial condition, and results of operations.

In addition, the development, licensing, or acquisition of new products in the future may increase the complexity of supply chain management. Failure to effectively manage the supply of key components and products would adversely affect our business.

We rely on value-added and other resellers, as well as distribution partners, to sell our products, and disruptions to, or our failure to effectively develop and manage, our distribution channel and the processes and procedures that support it could adversely affect our ability to generate revenues from the sale of our products.

Our future success is highly dependent upon establishing and maintaining successful relationships with a variety of value-added and other reseller and distribution partners, including our worldwide strategic partners such as Ericsson, IBM, Nokia Solutions and Networks O.Y., Dimension Data and NEC Corporation. The majority of our revenues are derived through value-added resellers and distributors, most of which also sell our competitors' products, and some of which sell their own competing products. Our revenues depend in part on the performance of these partners. The loss of or reduction in sales to our resellers or distributors could materially reduce our revenues. For example, in 2011 and 2012, one of our OEM partners, Dell, acquired Force10 and SonicWall, both competitors of ours. As a result, Dell became increasingly competitive in certain areas, their resale of our products declined, and we ultimately terminated our OEM relationship with Dell. In addition, Nokia Corporation merged with Alcatel-Lucent, a competitor of ours, and Cisco recently announced a partnership with Ericsson, which is one of our existing partners. Our competitors may in some cases be effective in leveraging their market share positions or in providing incentives to current or potential resellers and distributors to favor their products or to prevent or reduce sales of our products. If we fail to develop and maintain relationships with our partners, fail to develop new relationships with value-added resellers and distributors in new markets, fail to expand the number of distributors and resellers in existing markets, fail to manage, train or motivate existing value-added resellers and distributors effectively, determine that we cannot continue to do business with these partners for any reason or if these partners are not successful in their sales efforts, sales of our products may decrease, and our business, financial condition, and results of operations would suffer.

In addition, we recognize a portion of our revenues based on a sell-through model using information provided by our distributors. If those distributors provide us with inaccurate or untimely information, the amount or timing of our revenues could be adversely impacted.

Further, in order to develop and expand our distribution channel, we must continue to offer attractive channel programs to potential partners and scale and improve our processes and procedures that support the channel. As a result, our programs, processes and procedures may become increasingly complex and inherently difficult to manage. We have previously entered into OEM agreements with partners pursuant to which they rebrand and resell our products as part of their product portfolios. These types of relationships are complex and require additional processes and procedures that may be challenging and costly to implement, maintain and manage. Our failure to successfully manage and develop our distribution channel and the programs, processes and procedures that support it could adversely affect our ability to generate revenues from the sale of our products. We also depend on our global channel partners to comply with applicable legal and regulatory requirements. To the extent that they fail to do so, that could have a material adverse effect on our business, operating results, and financial condition.



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System security risks, data protection breaches, and cyber-attacks could compromise our proprietary information, disrupt our internal operations and harm public perception of our products, which could cause our business and reputation to suffer and adversely affect our stock price.

In the ordinary course of business, we store sensitive data, including intellectual property, personal data, our proprietary business information and that of our customers, suppliers and business partners on our networks. In addition, we also store sensitive data through cloud-based services that may be hosted by third parties and in data center infrastructure maintained by third parties. The secure maintenance of this information is critical to our operations and business strategy. The growing cyber risk environment means that individuals, companies, and organizations of all sizes including us, are increasingly subject to the threat of intrusions on their networks and systems by a wide range of actors on an ongoing and regular basis. Despite our security measures, and those of our third-party vendors, our information technology and infrastructure may be vulnerable to penetration or attacks by computer programmers, hackers or sophisticated nation-state and nation-state supported actors or breached due to employee error, malfeasance or other disruptions. If any breach compromises our networks, creates system disruptions or slowdowns or exploits security vulnerabilities of our products, the information stored on our networks could be accessed and modified, publicly disclosed, lost or stolen, and we may be subject to liability to our customers, suppliers, business partners and others, and suffer reputational and financial harm. In addition, sophisticated hardware and operating system software and applications that we produce or procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of our networks. This can be true even for "legacy" products that have been determined to have reached an end of life engineering status but will continue to operate for a limited amount of time.

For example, in December 2015, we disclosed that we identified unauthorized code in our ScreenOS security system that could allow a knowledgeable attacker to gain administrative access to NetScreen devices and to decrypt VPN connections. Following the identification of the ScreenOS vulnerabilities, we launched an investigation into the matter, developed patched releases for the latest versions of ScreenOS and notified customers, all of which required significant time and attention from management and our employees. We also announced that we are making additional changes to ScreenOS in response to our additional analysis and the investigation is ongoing. At this time, we do not have an estimate of third party costs related to the ScreenOS matter that could result from any third party claims brought against us, including, for example, indemnification for damages our customers may incur or actions instituted by governmental or regulatory entities that could result in fines or other penalties. Costs related to the ScreenOS matter, including the costs to resolve third party claims, costs relating to the investigation and the time and resources required to develop patched releases and further modify the products, may be material.

As a result of the ScreenOS matter, or any other actual or perceived breach of network security that occurs in our network or in the network of a customer of our products, regardless of whether the breach is attributable to our products, the market perception of the effectiveness of our products and our overall reputation could be harmed. Because the techniques used by attackers, many of whom are highly sophisticated and well-funded, to access or sabotage networks change frequently and generally are not recognized until after they are used, we may be unable to anticipate or immediately detect these techniques or the vulnerabilities they have caused. This could impede our sales, manufacturing, distribution or other critical functions, which could have an adverse impact on our financial results. The economic costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software systems and security vulnerabilities, including the ScreenOS matter, could be significant and may be difficult to anticipate or measure because the damage may differ based on the identity and motive of the attacker, which are often difficult to pinpoint. Additionally, we could be subject to regulatory investigations, potential fines and litigation in connection with a security breach or related issue and be liable to third parties for these types of breaches.

Our ability to process orders and ship products in a timely manner is dependent in part on our business systems and performance of the systems and processes of third parties such as our contract manufacturers, suppliers, data center

providers or other partners, as well as the interfaces between our systems and the systems of such third parties. If our systems, the systems and processes of those third parties, or the interfaces between them experience delays or fail, our business processes and our ability to build and ship products could be impacted, and our financial results could be harmed.

Some of our business processes depend upon our information technology, or IT, systems, the systems and processes of third parties, and the interfaces of our systems with the systems of third parties. For example, our order entry system feeds information into the systems of our contract manufacturers, which enables them to build and ship our products. If those systems fail or are interrupted, our processes may function at a diminished level or not at all. This could negatively impact our ability to ship products or otherwise operate our business, and our financial results could be harmed. For example, although it did not adversely affect our shipments, an earthquake in late December of 2006 disrupted our communications with China, where a significant part of our manufacturing occurs. In addition, as discussed earlier in this Risk Factors section, beginning in 2012 and continuing into 2016, we have been implementing major changes to our ERP system. Any failure of the new system or interruptions during the implementation process may impair communications with our manufacturers, and, therefore, adversely affect our ability to build and ship our products.

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We are also in the process of further consolidating our on-site data centers to the cloud and to off-site facilities that are hosted and controlled by third-parties. These cloud providers and off-site facilities are vulnerable to damage, interruption or performance problems from earthquakes, hurricanes, floods, fires, power loss, telecommunications failures, equipment failure, adverse events caused by operator error and similar events. In addition, because we lease our cloud storage space and off-site data center facilities, we cannot be assured that we will be able to expand our data center infrastructure to meet user demand in a timely manner, or on favorable economic terms. If we have issues receiving and processing data, this may delay our ability to provide products and services to our customers and damage our business. We also rely upon the performance of the systems and processes of our contract manufacturers to build and ship our products. If those systems and processes experience interruption or delay, our ability to build and ship our products in a timely manner may be harmed. For example, we have experienced instances where our contract manufacturers were not able to ship products in the time periods expected by us, which prevented us from meeting our commitments to our customers. If we are not able to ship our products or if product shipments are delayed, our ability to recognize revenue in a timely manner for those products would be affected and our financial results could be harmed.

Telecommunications, cable and cloud service provider companies and our other large customers generally require onerous terms and conditions in our contracts with them. As we seek to sell more products to such customers, we may be required to agree to terms and conditions that could have an adverse effect on our business or ability to recognize revenues.

Telecommunications, cable and cloud service provider companies, which comprise a significant portion of our customer base, and other large companies, generally have greater purchasing power than smaller entities and, accordingly, often request and receive more favorable terms from suppliers. For example, our customers, France Telecom-Orange and Deutsche Telekom AG have formed a company for the purpose of purchasing products from, and negotiating more favorable contractual terms with, suppliers. As we seek to sell more products to this class of customer, we may be required to agree to such terms and conditions, which may include terms that affect the timing of our ability to recognize revenue, increase our costs and have an adverse effect on our business, financial condition, and results of operations. Consolidation among such large customers can further increase their buying power and ability to require onerous terms.

In addition, service providers have purchased products from other vendors who promised but failed to deliver certain functionality and/or had products that caused problems or outages in the networks of these customers. As a result, these customers may request additional features from us and require substantial penalties for failure to deliver such features or may require substantial penalties for any network outages that may be caused by our products. These additional requests and penalties, if we are required to agree to them, may require us to defer revenue recognition from such sales, which may negatively affect our business, financial condition and results of operations. In addition, increased patent litigation brought against customers by non-practicing entities in recent years, may result, and in some cases has resulted, in customers requesting or requiring vendors to absorb a portion of the costs of such litigation or providing broader indemnification for litigation, each of which could increase our expenses and negatively affect our business, financial condition and results of operations.

If we do not successfully anticipate technological shifts, market needs and opportunities, and develop products, product enhancements and business strategies that meet those technological shifts, needs and opportunities, or if those products are not made available or strategies are not executed in a timely manner or do not gain market acceptance, we may not be able to compete effectively and our ability to generate revenues will suffer.

The markets for our products are characterized by rapid technological change, frequent new product introductions, changes in customer requirements, continued price pressures and a constantly evolving industry. We cannot guarantee that we will be able to anticipate future technological shifts, market needs and opportunities or be able to develop new

products, product enhancements or business strategies to meet such technological shifts, needs or opportunities in a timely manner or at all. For example, the move from traditional network infrastructures towards software-defined networking, or SDN, has been receiving considerable attention. In our view, it will take several years to see the full impact of SDN, and we believe the successful products and solutions in this market will combine hardware and software elements. If we fail to anticipate market requirements or opportunities or fail to develop and introduce new products, product enhancements or business strategies to meet those requirements or opportunities in a timely manner, it could cause us to lose customers, and such failure could substantially decrease or delay market acceptance and sales of our present and future products and services, which would significantly harm our business, financial condition, and results of operations. Even if we are able to anticipate, develop, and commercially introduce new products, enhancements or business strategies, there can be no assurance that new products, enhancements or business strategies will achieve widespread market acceptance.

In the past two years, we have announced a number of new hardware and software products across routing, switching and security, including ACX5000 and ACX500 routers, QFX10000 line of spine switches, QFX5100, QFX5100-AA, QFX-PFA, SRX300, SRX1500, SRX5000 and SRX5800 Series Services Gateways, EX9200 and EX4600 Ethernet Switches, new MX Series line cards and routers (including the vMX 3D Universal Edge Router), new PTX Series line cards (powered by our ExpressPlus custom

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silicon), NorthStar Controller, Junos Fusion, Junos Fusion Provider Edge, Junos Fusion Data Center, Junos Fusion Enterprise, OCX1100, PTX1000, vSRX Virtual Firewall, Sky Advanced Threat Prevention, Spotlight Secure, Junos Space Security Director, Junos Space Virtual Director, Juniper Networks Contrail Networking and Cloud CPE solution and NFX250 network services platform. The success of our new products depends on several factors, including, but not limited to, component costs, timely completion and introduction of these products, prompt resolution of any defects or bugs in these products, differentiation of new products from those of our competitors and market acceptance of these products.

The introduction of new software products is part of our intended strategy to expand our software business. We have also begun to disaggregate certain software from certain hardware products, such that customers would be able to purchase or license our hardware and software products independently, which we expect could in time enable our hardware to be deployed with third party networking applications and services and our software to be used with third party hardware. For example, we have developed a disaggregated version of our Junos software and recently introduced our QFX5200 series of switches, which runs our disaggregated Junos software. The success of our strategy to expand our software business, including our strategy to disaggregate software from certain hardware products, is subject to a number of risks and uncertainties, including:

- the additional development efforts and costs required to create new software products and/or to make our disaggregated products compatible with multiple technologies;

- the possibility that our new software products or disaggregated products may not achieve widespread customer adoption;

- the potential that our strategy could erode our gross margins;

- the impact on our financial results of longer periods of revenue recognition and changes in tax treatment associated with software sales;

- the additional costs associated with regulatory compliance and changes we need to make to our distribution chain in connection with increased software sales;

- the ability of our disaggregated hardware and software products to operate independently and/or to integrate with current and future third party products; and

- the risk that issues with third party technologies used with our disaggregated products will be attributed to us.

If any of our new products or business strategies do not gain market acceptance or meet our expectations for growth, our ability to meet future financial targets may be adversely affected and our competitive position and our business and financial results could be harmed.

We are a party to lawsuits, investigations, proceedings, and other disputes, which are costly to defend and, if determined adversely to us, could require us to pay fines or damages, undertake remedial measures or prevent us from taking certain actions, any or all of which could harm our business, results of operations, financial condition or cash flows.

We, and certain of our current and former officers and current and former members of our Board of Directors, have been or are subject to various lawsuits. We have been served with lawsuits related to employment matters, commercial transactions and patent infringement, as well as securities laws. As noted in Note 16, Commitments and Contingencies, in Notes to Consolidated Financial Statements of this Report, under the heading of “Legal Proceedings”,

the U.S. Securities and Exchange Commission, or the SEC, and the U.S. Department of Justice, or the DOJ, are conducting investigations into possible violations by the Company of the U.S. Foreign Corrupt Practices Act, or the FCPA, in a number of countries. The investigations relate to whether the Company or any third party on behalf of the Company gave money or anything else of value to any government official in violation of the FCPA. The Company's Audit Committee, with the assistance of independent advisors, has been investigating and conducting a thorough review of possible violations of the FCPA, and has made recommendations for remedial measures, including employee disciplinary actions in foreign jurisdictions, which the Company has implemented and continues to implement. Litigation and investigations are inherently uncertain. We therefore cannot predict the duration, scope, outcome or consequences of litigation and government investigations. In connection with any government investigations, including those in which we are currently involved as described above, if the government takes action against us or we agree to settle the matter, we may be required to pay substantial fines and incur other sanctions, which may be material, and suffer reputational harm. The lawsuits and investigations are expensive and time-consuming to defend, settle, and/or resolve, and may require us to implement certain remedial measures that could prove costly or disruptive to our business and operations. The unfavorable resolution of one or more of these matters could have a material adverse effect on our business, results of operations, financial condition or cash flows.

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We are a party to litigation and claims regarding intellectual property rights, resolution of which may be time-consuming and expensive, as well as require a significant amount of resources to prosecute, defend, or make our products non-infringing.

Our industry is characterized by the existence of a large number of patents and frequent claims and related litigation regarding patent and other intellectual property rights. We expect that infringement claims may increase as the number of products and competitors in our market increases and overlaps occur. Third parties have asserted and may in the future assert claims or initiate litigation related to patent, copyright, trademark, and other intellectual property rights to technologies and related standards that are relevant to our products. The asserted claims and/or initiated litigation may include claims against us or our manufacturers, suppliers, partners, or customers, alleging that our products or services infringe proprietary rights. In addition, increased patent litigation brought by non-practicing entities in recent years may result, and in some cases has resulted, in our customers requesting or requiring us to absorb a portion of the costs of such litigation or providing broader indemnification for litigation, each of which could increase our expenses and negatively affect our business, financial condition and results of operations. Regardless of the merit of these claims, they have been and can be time-consuming, result in costly litigation, and may require us to develop non-infringing technologies, enter into license agreements, or cease engaging in certain activities or offering certain products or services. Furthermore, because of the potential for high awards of damages or injunctive relief that are not necessarily predictable, even arguably unmeritorious claims may be settled for significant amounts of money. If any infringement or other intellectual property claim made against us or anyone we are required to indemnify by any third-party is successful, if we are required to settle litigation for significant amounts of money, if we fail to develop non-infringing technology or if we license required proprietary rights, our business, financial condition, and results of operations could be materially and adversely affected.

Regulation of industry in general and the telecommunications industry in particular could harm our operating results and future prospects.

We are subject to laws and regulations affecting the sale of our products in a number of areas. For example, some governments have regulations prohibiting government entities from purchasing security products that do not meet specified indigenous certification criteria, even though those criteria may be in conflict with accepted international standards. Other regulations that may negatively impact our business include country of origin regulations. These types of regulations are in effect or under consideration in several jurisdictions where we do business.

The Dodd-Frank Wall Street Reform and Consumer Protection Act includes disclosure requirements applicable to public companies regarding the use of “conflict minerals” mined from the Democratic Republic of Congo and adjoining countries, which we refer to collectively as the DRC, and procedures regarding a manufacturer's efforts to prevent the sourcing of such “conflict minerals.” These minerals are present in our products. SEC rules implementing these requirements may have the effect of reducing the pool of suppliers who can supply DRC “conflict free” components and parts, and we may not be able to obtain DRC conflict free products or supplies in sufficient quantities for our operations. Since our supply chain is complex, we may face reputational challenges with our customers, stockholders and other stakeholders if we are unable to sufficiently verify the origins for the “conflict minerals” used in our products.

In addition, environmental laws and regulations relevant to electronic equipment manufacturing or operations, including laws and regulations governing the hazardous material content of our products and laws relating to the collection of and recycling of electrical and electronic equipment, may adversely impact our business and financial condition. These laws and regulations include, among others, the European Union, or EU, Restriction on the Use of Certain Hazardous Substances in Electrical and Electronic Equipment Directive, or RoHS. The EU RoHS and the similar laws of other jurisdictions limit the content of certain hazardous materials such as lead, mercury, and cadmium in the manufacture of electrical equipment, including our products. Currently, our products comply with the EU RoHS

requirements. However, certain exemptions are scheduled to lapse in the future, including an exemption for lead in network infrastructure equipment upon which we and our competitors rely, and which is currently scheduled to expire in July 2016. The lapse of this exemption, further changes to this or other laws, or passage of similar laws in the EU or other jurisdictions, would require us to cease selling non-compliant products in the EU and to reengineer our products to use components compatible with these regulations. This reengineering and component substitution could result in additional costs to us, disrupt our operations or logistics, and result in an adverse impact on our operating results. In addition, in validating the compliance of our products with applicable hazardous materials restrictions, we rely substantially on affirmations by our component suppliers as to the compliance of their products with respect to those same restrictions. Failure by our component suppliers to furnish accurate and timely information could subject us to penalties or liability for violation of such hazardous materials restrictions, interrupt our supply of products to the EU, and result in our customers refusing or being unable to purchase our products. Additionally, the EU and a number of other countries have adopted regulations requiring producers of electrical and electronic equipment to assume certain responsibilities for collecting, treating, recycling and disposing of products when they have reached the end of their useful life. Finally, the EU REACH regulations regulate the handling of certain chemical substances that may be used in our products.



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The traditional telecommunications industry is highly regulated, and our business and financial condition could be adversely affected by changes in regulations relating to the Internet telecommunications industry. Currently, there are few laws or regulations that apply directly to access to or commerce on IP networks, but future regulations could include sales taxes on products sold via the Internet and Internet service provider access charges. We could be adversely affected by regulation of IP networks and commerce in any country where we market equipment and services to service providers or cloud provider companies. Regulations governing the range of services and business models that can be offered by service providers or cloud provider companies could adversely affect those customers' needs for products. For instance, the U.S. Federal Communications Commission has issued regulations governing aspects of fixed broadband networks and wireless networks. These regulations, which are being challenged in court, might impact service provider and cloud provider business models and, as such, providers' needs for Internet telecommunications equipment and services. Also, many jurisdictions are evaluating or implementing regulations relating to cyber security, supply chain integrity, privacy and data protection, any of which can affect the market and requirements for networking and security equipment.

The adoption and implementation of additional regulations could reduce demand for our products, increase the cost of building and selling our products, result in product inventory write-offs, impact our ability to ship products into affected areas and recognize revenue in a timely manner, require us to spend significant time and expense to comply, and subject us to fines and civil or criminal sanctions or claims if we were to violate or become liable under such regulations. Any of these impacts could have a material adverse effect on our business, financial condition, and results of operations.

Governmental regulations affecting the import or export of products or affecting products containing encryption capabilities could negatively affect our revenues.

The United States and various foreign governments have imposed controls and restrictions on the import or export of, among other things, our products that contain or use encryption technology. Most of our products contain or use encryption technology and, consequently, are subject to such controls, requirements and restrictions. In addition, from time to time, governmental agencies have proposed additional regulation of encryption technology, such as requiring certification, notifications, review of source code, limiting the encryption features or the escrow and governmental recovery of private encryption keys. For example, China recently has proposed new requirements relating to products containing encryption and India has imposed special warranty and other obligations associated with technology deemed critical. Governmental regulation of encryption or IP networking technology and regulation of imports or exports, or our failure to obtain required import or export approval for our products, or export or related economic sanctions, including recent restrictions imposed by the U.S. and EU on exports to Russia and Ukraine, could harm our international and domestic sales and adversely affect our revenues. In addition, failure to comply with such regulations could result in harm to our reputation and ability to compete in international markets, penalties, costs, and restrictions on import or export privileges or adversely affect sales to government agencies or government-funded projects.

Our actual or perceived failure to adequately protect personal data could adversely affect our business, financial condition and results of operations.

A variety of state, national, foreign, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer, and other processing of personal data. These privacy- and data protection-related laws and regulations are evolving, with new or modified laws and regulations proposed and implemented frequently and existing laws and regulations subject to new or different interpretations. Compliance with these laws and regulations can be costly and can delay or impede the development and offering of new products and services.

For example, we historically have relied upon adherence to the U.S. Department of Commerce's Safe Harbor Privacy Principles and compliance with the U.S.-EU Safe Harbor Framework agreed to by the U.S. Department of Commerce and the EU. The U.S.-EU Safe Harbor Framework, which established means for legitimizing the transfer of personal data by U.S. companies from the European Economic Area, or EEA, to the U.S., recently was invalidated by a decision of the European Court of Justice, or the ECJ. In light of the ECJ's decision, we are reviewing our business practices and may find it necessary or desirable to make changes to our personal data handling procedures and contractual arrangements to ensure our transfer and receipt of EEA residents' personal data remains legitimized under applicable European law. Our actual or alleged failure to comply with applicable laws and regulations, or to protect personal data, could result in enforcement actions, significant penalties or other legal action against us or our customers or suppliers, which could result in negative publicity, increase our operating costs, subject us to claims or other remedies and have a material adverse effect on our business, financial condition, and results of operations.

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Our ability to develop, market, and sell products could be harmed if we are unable to retain or hire key personnel.

Our future success depends upon our ability to recruit and retain the services of executive, engineering, sales and marketing, and support personnel. The supply of highly qualified individuals, in particular engineers in very specialized technical areas, or sales people specializing in the service provider and enterprise markets, is limited and competition for such individuals is intense. None of our officers or key employees is bound by an employment agreement for any specific term. The loss of the services of any of our key employees, the inability to attract or retain personnel in the future or delays in hiring required personnel, engineers and sales people, and the complexity and time involved in replacing or training new employees, could delay the development and introduction of new products, and negatively impact our ability to market, sell, or support our products.

Our financial condition and results of operations could suffer if there is an additional impairment of goodwill or other intangible assets with indefinite lives.

We are required to test intangible assets with indefinite lives, including goodwill, annually or more frequently if certain circumstances change that would more likely than not reduce the fair value of a reporting unit and intangible assets below their carrying values. As of December 31, 2015, our goodwill was \$2,981.3 million and there were no intangible assets with indefinite lives. When the carrying value of a reporting unit's goodwill exceeds its implied fair value of goodwill, a charge to operations is recorded. If the carrying amount of an intangible asset with an indefinite life exceeds its fair value, a charge to operations is recorded. Either event would result in incremental expenses for that quarter, which would reduce any earnings or increase any loss for the period in which the impairment was determined to have occurred.

In the past, we recorded a goodwill impairment charge of \$850.0 million due to the underperformance of our Security reporting unit and product rationalizations.

In recent years, economic weakness has contributed to extreme price and volume fluctuations in global stock markets that have reduced the market price of many technology company stocks, including ours. Declines in our level of revenues due to restructuring or cost reductions or declines in our operating margins, as well as sustained declines in our stock price, increase the risk that goodwill and intangible assets with indefinite lives may become impaired in future periods.

Our goodwill impairment analysis is sensitive to changes in key assumptions used in our analysis, such as expected future cash flows, the degree of volatility in equity and debt markets, and our stock price. If the assumptions used in our analysis are not realized, it is possible that an impairment charge may need to be recorded in the future. We cannot accurately predict the amount and timing of any impairment of goodwill or other intangible assets. However, any such impairment would have an adverse effect on our results of operations.

Changes in effective tax rates or adverse outcomes resulting from examination of our income or other tax returns could adversely affect our results.

Our future effective tax rates could be subject to volatility or adversely affected by the following: earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated earnings in countries where we have higher statutory rates; changes in the valuation of our deferred tax assets and liabilities; expiration of, or lapses in, the R&D tax credit laws applicable to us; transfer pricing adjustments related to certain acquisitions, including the license of acquired intangibles under our intercompany R&D cost sharing arrangement; costs related to intercompany restructuring; tax effects of share-based compensation; challenges to our methodologies for valuing developed technology or intercompany arrangements; or changes in tax laws, regulations, accounting principles, or interpretations thereof. On October 5, 2015, the Organisation for Economic Co-operation and

Development, or OECD, an international association of 34 countries including the U.S., published final proposals under its Base Erosion and Profit Shifting, or BEPS, Action Plan. The BEPS Action Plan includes fifteen Actions to address BEPS in a comprehensive manner and represents a significant change to the international corporate tax landscape. These proposals, if adopted by countries, may increase tax uncertainty and adversely affect our provision for income taxes. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service, or IRS, and other tax authorities. It is possible that tax authorities may disagree with certain positions we have taken and any adverse outcome of such a review or audit could have a negative effect on our financial position and operating results. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, but the determination of our worldwide provision for income taxes and other tax liabilities requires significant judgment by management, and there are transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our consolidated financial statements and may materially affect our financial results in the period or periods for which such determination is made. There can be no assurance that the outcomes from continuous examinations will not have an adverse effect on our business, financial condition, and results of operations.

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If we fail to accurately predict our manufacturing requirements, we could incur additional costs or experience manufacturing delays, which would harm our business.

We provide demand forecasts to our contract manufacturers, who order components and plan capacity based on these forecasts. If we overestimate our requirements, our contract manufacturers may assess charges, or we may have liabilities for excess inventory, each of which could negatively affect our gross margins. For example, in certain prior quarters, our gross margins were reduced as a result of an inventory charge resulting from inventory we held in excess of forecasted demand. Conversely, because lead times for required materials and components vary significantly and depend on factors such as the specific supplier, contract terms, and the demand for each component at a given time, and because our contract manufacturers are third-party manufacturers for numerous other companies, if we underestimate our requirements, as we have in certain prior quarters with respect to certain components, our contract manufacturers may have inadequate time, materials, and/or components required to produce our products, which could increase costs or delay or interrupt manufacturing of our products resulting in delays in shipments and deferral or loss of revenues and negatively impacting customer satisfaction.

We are dependent on contract manufacturers with whom we do not have long-term supply contracts, and changes to those relationships, expected or unexpected, may result in delays or disruptions that could cause us to lose revenues and damage our customer relationships.

We depend on independent contract manufacturers (each of which is a third-party manufacturer for numerous companies) to manufacture our products. Although we have contracts with our contract manufacturers, these contracts do not require them to manufacture our products on a long-term basis in any specific quantity or at any specific price. In addition, it is time-consuming and costly to qualify and implement additional contract manufacturer relationships. Therefore, if we fail to effectively manage our contract manufacturer relationships, which includes failing to provide accurate forecasts of our requirements, or if one or more of them experiences delays, disruptions, or quality control problems in our manufacturing operations, or if we had to change or add additional contract manufacturers or contract manufacturing sites, our ability to ship products to our customers could be delayed. Also, the addition of manufacturing locations or contract manufacturers would increase the complexity of our supply chain management. Moreover, an increasing portion of our manufacturing is performed in China and other countries and is therefore subject to risks associated with doing business outside of the United States. Each of these factors could adversely affect our business, financial condition and results of operations.

We may face difficulties enforcing our proprietary rights which could adversely affect our ability to compete.

We generally rely on a combination of patents, copyrights, trademarks, and trade secret laws and contractual restrictions on disclosure of confidential and proprietary information, to establish and maintain proprietary rights in our technology and products. Although we have been issued numerous patents and other patent applications are currently pending, there can be no assurance that any of our patent applications will result in issued patents or that any of our patents or other proprietary rights will not be challenged, invalidated, infringed or circumvented or that our rights will, in fact, provide competitive advantages to us or protect our technology, any of which could result in costly product redesign efforts, discontinuance of certain product offerings and other competitive harm.

In addition, despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our products or obtain and use information that we regard as proprietary. We generally enter into confidentiality or license agreements with our employees, consultants, vendors, and customers, and generally limit access to and distribution of our proprietary information. However, we cannot assure you that we have entered into such agreements with all parties who may have or have had access to our confidential information or that the agreements we have entered into will not be breached. We cannot guarantee that any of the measures we have taken will prevent misappropriation of our technology.

Furthermore, the laws of some foreign countries may not protect our proprietary rights to the same extent as do the laws of the United States. The outcome of any actions taken in these foreign countries may be different than if such actions were determined under the laws of the United States. Although we are not dependent on any individual patents or group of patents for particular segments of the business for which we compete, if we are unable to protect our proprietary rights in a market, we may find ourselves at a competitive disadvantage to others who need not incur the substantial expense, time, and effort required to create innovative products that have enabled our success.

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We are subject to risks arising from our international operations, which may adversely affect our business, financial condition, and results of operations.

We derive a substantial portion of our revenues from our international operations, and we plan to continue expanding our business in international markets in the future. We conduct significant sales and customer support operations directly and indirectly through our distributors and VARs in countries throughout the world and depend on the operations of our contract manufacturers and suppliers that are located outside of the United States. In addition, a portion of our R&D and our general and administrative operations are conducted outside the United States. In some countries, we may experience reduced intellectual property protection.

As a result of our international operations, we are affected by economic, business regulatory, social, and political conditions in foreign countries, including the following:

• changes in general IT spending,

- the imposition of government controls, inclusive of critical infrastructure protection;

• changes or limitations in trade protection laws or other regulatory requirements, which may affect our ability to import or export our products from various countries;

• varying and potentially conflicting laws and regulations;

• fluctuations in local economies;

• wage inflation or a tightening of the labor market; and

• the impact of the following on service provider and government spending patterns: political considerations, unfavorable changes in tax treaties or laws, natural disasters, epidemic disease, labor unrest, earnings expatriation restrictions, misappropriation of intellectual property, military actions, acts of terrorism, political and social unrest and difficulties in staffing and managing international operations.

Any or all of these factors could have a material adverse impact on our business, financial condition, and results of operations.

Moreover, local laws and customs in many countries differ significantly from or conflict with those in the United States or in other countries in which we operate. In many foreign countries, particularly in those with developing economies, it is common for others to engage in business practices that are prohibited by our internal policies and procedures or U.S. regulations applicable to us. There can be no assurance that our employees, contractors, channel partners, and agents will not take actions in violation of our policies and procedures, which are designed to ensure compliance with U.S. and foreign laws and policies. Violations of laws or key control policies by our employees, contractors, channel partners, or agents could result in termination of our relationship, financial reporting problems, fines, and/or penalties for us, or prohibition on the importation or exportation of our products, and could have a material adverse effect on our business, financial condition and results of operations.

We are exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations.

Because a substantial portion of our business is conducted outside the United States, we face exposure to adverse movements in non-U.S. currency exchange rates. These exposures may change over time as business practices evolve and could have a material adverse impact on our financial condition and results of operations.

The majority of our revenues and expenses are transacted in U.S. Dollars. We also have some transactions that are denominated in foreign currencies, primarily the British Pound, Euro, Indian Rupee, and Japanese Yen related to our sales and service operations outside of the United States. An increase in the value of the U.S. Dollar could increase the real cost to our customers of our products in those markets outside the United States in which we sell in U.S. Dollars. This could negatively affect our ability to meet our customers' pricing expectations in those markets and may result in erosion of gross margin and market share. A weakened U.S. Dollar could increase the cost of local operating expenses and procurement of raw materials to the extent we must purchase components in foreign currencies.

Currently, we hedge only those currency exposures associated with certain assets and liabilities denominated in nonfunctional currencies and periodically hedge anticipated foreign currency cash flows. The hedging activities undertaken by us are intended to offset the impact of currency fluctuations on certain nonfunctional currency assets and liabilities. However, such attempts to



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offset the impact of currency fluctuations are costly and no amount of hedging can be effective against all circumstances, including long-term declines in the value of the U.S. Dollar. If our attempts to hedge against these risks are not successful, or if long-term declines in the value of the U.S. Dollar persist, our financial condition and results of operations could be adversely impacted.

Integration of acquisitions could disrupt our business and harm our financial condition and stock price and may dilute the ownership of our stockholders.

We have made, and may continue to make, acquisitions in order to enhance our business. For example, in January 2016, we entered into a definitive agreement to acquire BTI Systems Inc.; in 2014, we acquired WANDL, Inc.; and in 2012, we acquired Conrail Systems Inc. and Mykonos Software, Inc. Acquisitions involve numerous risks, including problems combining the purchased operations, technologies or products, unanticipated costs and liabilities, diversion of management's attention from our core businesses, adverse effects on existing business relationships with suppliers and customers, risks associated with entering markets in which we have no or limited prior experience, and potential loss of key employees. There can be no assurance that we will be able to integrate successfully any businesses, products, technologies, or personnel that we might acquire. The integration of businesses that we may acquire is likely to be a complex, time-consuming, and expensive process and we may not realize the anticipated revenues or other benefits associated with our acquisitions if we fail to successfully manage and operate the acquired business. If we fail in any acquisition integration efforts and are unable to efficiently operate as a combined organization utilizing common information and communication systems, operating procedures, financial controls, and human resources practices, our business, financial condition, and results of operations may be adversely affected.

In connection with certain acquisitions, we may agree to issue common stock or assume equity awards that dilute the ownership of our current stockholders, use a substantial portion of our cash resources, assume liabilities, record goodwill and amortizable intangible assets that will be subject to impairment testing on a regular basis and potential periodic impairment charges, incur amortization expenses related to certain intangible assets, and incur large and immediate write-offs and restructuring and other related expenses, all of which could harm our financial condition and results of operations.

Approximately \$125 million of the transaction consideration we received from the divestiture of our Junos Pulse product portfolio is in the form of a non-contingent seller promissory note and we may not receive the amount owed to us (including accrued interest), including in the time frame contemplated, by the buyer under the note.

In the fourth quarter of fiscal 2014, we completed the sale of our Junos Pulse product portfolio to an affiliate of Siris Capital, a private equity firm, for total consideration of \$230.7 million, of which \$105.7 million was in cash, net of a \$19.3 million working capital adjustment, and \$125.0 million was in the form of an 18-month non-contingent interest-bearing promissory note issued to the Company. On October 2, 2015, the Company and the issuer of the promissory note agreed to modify the original terms of the note to extend the maturity date from April 1, 2016 to December 31, 2018. Since approximately \$125.0 million of the transaction consideration is in the form of a non-contingent seller promissory note, there is the risk that we may not receive the amount owed to us (including accrued interest), including in the time frame contemplated, by the buyer under the note. In the event that the promissory note is not repaid on the terms we contemplate, any collection or restructuring efforts we undertake may be costly and require significant time and attention from our management.

If we fail to adequately evolve our financial and managerial control and reporting systems and processes, our ability to manage and grow our business will be negatively affected.

Our ability to successfully offer our products and implement our business plan in a rapidly evolving market depends upon an effective planning and management process. We will need to continue to improve our financial and managerial control and our reporting systems and procedures in order to manage our business effectively in the future. If we fail to effectively implement improved systems and processes, our ability to manage our business, financial condition, and results of operations may be negatively affected.

Our products are highly technical and if they contain undetected defects, errors or malware or do not meet customer quality expectations, our business could be adversely affected, and we may be subject to additional costs or lawsuits or be required to pay damages in connection with any alleged or actual failure of our products and services.

Our products are highly technical and complex, are critical to the operation of many networks, and, in the case of our security products, provide and monitor network security and may protect valuable information. Our products have contained and may contain one or more undetected errors, defects, malware, or security vulnerabilities. Some errors in our products may only be discovered after a product has been installed and used by end-customers. For example, in December 2015, we disclosed that we identified unauthorized code in ScreenOS that could allow a knowledgeable attacker to gain administrative access to NetScreen devices and to decrypt VPN connections.

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Any errors, defects, malware or security vulnerabilities discovered in our products after commercial release could result in monetary penalties, loss of revenues or delay in revenue recognition, loss of customers, loss of future business and reputation, penalties, and increased service and warranty cost, any of which could adversely affect our business, financial condition, and results of operations. Following the identification of the ScreenOS vulnerabilities, we launched an investigation into the matter, developed patched releases for the latest versions of ScreenOS and notified customers, all of which required significant time and attention from management and our employees. In addition, in the event an error, defect, malware, or vulnerability is attributable to a component supplied by a third-party vendor, we may not be able to recover from the vendor all of the costs of remediation that we may incur. In addition, we could face claims for product liability, tort, or breach of warranty or indemnification. Defending a lawsuit, regardless of its merit, is costly and may divert management's attention. If our business liability insurance coverage is inadequate, or future coverage is unavailable on acceptable terms or at all, our financial condition and results of operations could be harmed. Moreover, if our products fail to satisfy our customers' quality expectations for whatever reason, the perception of and the demand for our products could be adversely affected.

If our products do not interoperate with our customers' networks, installations will be delayed or cancelled and could harm our business.

Our products are designed to interface with our customers' existing networks, each of which have different specifications and utilize multiple protocol standards and products from other vendors. Many of our customers' networks contain multiple generations of products that have been added over time as these networks have grown and evolved. Our products must interoperate with many or all of the products within these networks as well as future products in order to meet our customers' requirements. If we find errors in the existing software or defects in the hardware used in our customers' networks, we may need to modify our software or hardware to fix or overcome these errors so that our products will interoperate and scale with the existing software and hardware, which could be costly and could negatively affect our business, financial condition, and results of operations. In addition, if our products do not interoperate with those of our customers' networks, demand for our products could be adversely affected or orders for our products could be cancelled. This could hurt our operating results, damage our reputation, and seriously harm our business and prospects.

Our products incorporate and rely upon licensed third-party technology, and if licenses of third-party technology do not continue to be available to us or are not available on terms acceptable to us, our revenues and ability to develop and introduce new products could be adversely affected.

We integrate licensed third-party technology into certain of our products. From time to time, we may be required to license additional technology from third-parties to develop new products or product enhancements. Third-party licenses may not be available or continue to be available to us on commercially reasonable terms. The failure to comply with the terms of any license, including free open source software, may result in our inability to continue to use such license. Some of our agreements with our licensors may be terminated for convenience by them. In addition, we cannot be certain that our licensors are not infringing the intellectual property rights of third parties or that our licensors have sufficient rights to the licensed intellectual property in all jurisdictions in which we may sell our products. Our inability to maintain or re-license any third-party licenses required in our products or our inability to obtain third-party licenses necessary to develop new products and product enhancements, could require us, if possible, to develop substitute technology or obtain substitute technology of lower quality or performance standards or at a greater cost, any of which could delay or prevent product shipment and harm our business, financial condition, and results of operations.

We sell our products to customers that use those products to build networks and IP infrastructure, and if the demand for network and IP systems does not continue to grow, our business, financial condition, and results of operations

could be adversely affected.

A substantial portion of our business and revenues depends on the growth of secure IP infrastructure and on the deployment of our products by customers that depend on the continued growth of IP services. As a result of changes in the economy, capital spending or the building of network capacity in excess of demand, all of which have in the past particularly affected telecommunications service providers, spending on IP infrastructure can vary, which could have a material adverse effect on our business, financial condition, and results of operations. In addition, a number of our existing customers are evaluating the build-out of their next generation networks. During the decision-making period when our customers are determining the design of those networks and the selection of the equipment they will use in those networks, such customers may greatly reduce or suspend their spending on secure IP infrastructure. Such delays in purchases can make it more difficult to predict revenues from such customers can cause fluctuations in the level of spending by these customers and, even where our products are ultimately selected, can have a material adverse effect on our business, financial condition, and results of operations.

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We are required to evaluate the effectiveness of our internal control over financial reporting and publicly disclose material weaknesses in our controls. Any adverse results from such evaluation may adversely affect investor perception, our stock price and cause us to incur additional expense.

Section 404 of the Sarbanes-Oxley Act of 2002 requires our management to assess the effectiveness of our internal control over financial reporting and to disclose in our filing if such controls were unable to provide assurance that a material error would be prevented. We have an ongoing program to implement and test the system and process controls necessary to comply with these requirements. We have and will continue to incur significant expenses and devote management resources to Section 404 compliance. In the event that our Chief Executive Officer, Chief Financial Officer, or independent registered public accounting firm determine in the future that our internal controls over financial reporting are not effective as defined under Section 404, investor perceptions regarding the reliability of our financial statements may be adversely affected which could cause a decline in the market price of our stock and otherwise negatively affect our liquidity and financial condition.

Failure to maintain our credit ratings could adversely affect our cost of funds and related margins, liquidity, competitive position and access to capital markets.

The major credit rating agencies routinely evaluate our indebtedness. This evaluation is based on a number of factors, which include financial strength as well as transparency with rating agencies and timeliness of financial reporting. There can be no assurance that we will be able to maintain our credit ratings and failure to do so could adversely affect our cost of funds and related margins, liquidity, competitive position and access to capital markets.

We may be unable to generate the cash flow to satisfy our expenses, make anticipated capital expenditures or service our debt obligations, including the Senior Notes and the Revolving Credit Facility.

In March 2015, we issued \$300.0 million aggregate principal amount of 3.30% senior notes due 2020, which we refer to as the 2020 Notes, and \$300.0 million aggregate principal amount of 4.35% senior notes due 2025, which we refer to as the 2025 Notes. In addition, in March 2014, we issued \$350.0 million aggregate principal amount of 4.50% senior unsecured notes due 2024, which we refer to as the 2024 Notes and in March 2011, we issued \$1.0 billion aggregate principal amount of senior unsecured notes, which we refer to as the Senior Notes and together with the 2020 Notes, 2024 Notes and 2025 Notes, the Notes (see discussion in Note 10, Debt and Financing, in the Notes to Consolidated Financial Statements of this Report). As of December 31, 2015, we had \$1,948.7 million in outstanding short-term and long-term debt. In June 2014, we entered into a Credit Agreement with certain institutional lenders that provides for a five year \$500.0 million unsecured revolving credit facility, which we refer to as the Revolving Credit Facility, with an option to increase the Revolving Credit Facility, up to a maximum of \$700.0 million. The Credit Agreement will terminate in June 2019, at which point all amounts borrowed must be repaid. As of December 31, 2015, no amounts were outstanding under the Credit Agreement.

We may not be able to generate sufficient cash flow to enable us to satisfy our expenses, make anticipated capital expenditures or service our indebtedness, including the Notes and the Revolving Credit Facility (if drawn upon). Our ability to pay our expenses, satisfy our debt obligations, refinance our debt obligations and fund planned capital expenditures will depend on our future performance, which will be affected by general economic, financial, competitive, legislative, regulatory and other factors beyond our control. Based upon current levels of operations, we believe cash flow from operations and available cash will be adequate for at least the next twelve months to meet our anticipated requirements for working capital, capital expenditures and scheduled payments of principal and interest on our indebtedness, including the Notes and the Revolving Credit Facility (if drawn upon). However, if we are unable to generate sufficient cash flow from operations or to borrow sufficient funds in the future to service our debt, we may be required to sell assets, reduce capital expenditures, refinance all or a portion of our existing debt (including the Notes), repatriate off-shore cash to the U.S. at unfavorable tax rates or obtain additional financing. There is no assurance that

we will be able to refinance our debt, sell assets or borrow more money on terms acceptable to us, or at all.

The indentures that govern the Notes contain various covenants that limit our ability and the ability of our subsidiaries to, among other things:

• incur liens;

• incur sale and leaseback transactions; and

• consolidate or merge with or into, or sell substantially all of our assets to, another person.

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The Credit Agreement contains two financial covenants along with customary affirmative and negative covenants that include the following:

• maintenance of a leverage ratio no greater than 3.0x and an interest coverage ratio no less than 3.0x

covenants that limit or restrict the ability of the Company and its subsidiaries to, among other things, grant liens, merge or consolidate, dispose of all or substantially all of its assets, change their accounting or reporting policies, change their business and incur subsidiary indebtedness, in each case subject to customary exceptions for a credit facility of this size and type.

As a result of these covenants, we are limited in the manner in which we can conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs. Accordingly, these restrictions may limit our ability to successfully operate our business. A failure to comply with these restrictions could lead to an event of default, which could result in an acceleration of the indebtedness. Our future operating results may not be sufficient to enable compliance with these covenants to remedy any such default. In addition, in the event of an acceleration, we may not have or be able to obtain sufficient funds to make any accelerated payments, including those under the Notes, any notes issued in connection with the recently-announced capital return program discussed below and the Revolving Credit Facility (if drawn upon).

Our failure to pay quarterly dividends to our stockholders or the failure to meet our commitments to return capital to our stockholders could have a material adverse effect on our stock price.

In January 2016, we announced a cash dividend of \$0.10 per share of common stock payable on March 22, 2016 to stockholders of record as of the close of business on March 1, 2016. Our ability to pay quarterly dividends will be subject to, among other things, our financial position and results of operations, available cash and cash flow, capital requirements and other factors. Any failure to pay or increase future dividends as announced, reduction or discontinuation of quarterly dividends could have a material adverse effect on our stock price.

In addition, in July 2015 and October 2014, our Board of Directors authorized a \$500.0 million and a \$1.1 billion increase, respectively, to our current capital return plan. The capital return plan will be funded by a combination of onshore cash, previously issued debt and, potentially, additional debt financing, to preserve our financial flexibility to invest in future growth opportunities and maintain our investment grade credit rating. Any failure to meet our commitments to return capital to our shareholders could have a material adverse effect on our stock price.

The investment of our cash balance and our investments in government and corporate debt securities are subject to risks, which may cause losses and affect the liquidity of these investments.

At December 31, 2015, we had \$1,420.9 million in cash and cash equivalents and \$1,771.3 million in short- and long-term investments. We have invested these amounts primarily in asset-backed securities, certificates of deposit, commercial paper, corporate debt securities, foreign government debt securities, government-sponsored enterprise obligations, money market funds, mutual funds, publicly-traded equity securities, time deposits and U.S. government securities. Certain of these investments are subject to general credit, liquidity, market, sovereign debt, and interest rate risks. Our future investment income may fall short of expectations due to changes in interest rates or if the decline in fair value of our publicly traded debt or equity investments is judged to be other-than-temporary. These market risks associated with our investment portfolio may have a material adverse effect on our liquidity, financial condition, and results of operations.

Uninsured losses could harm our operating results.

We self-insure against many business risks and expenses, such as intellectual property litigation and our medical benefit programs, where we believe we can adequately self-insure against the anticipated exposure and risk or where insurance is either not deemed cost-effective or is not available. We also maintain a program of insurance coverage for various types of property, casualty, and other risks. We place our insurance coverage with various carriers in numerous jurisdictions. The types and amounts of insurance that we obtain vary from time to time and from location to location, depending on availability, cost, and our decisions with respect to risk retention. The policies are subject to deductibles, policy limits, and exclusions that result in our retention of a level of risk on a self-insurance basis. Losses not covered by insurance could be substantial and unpredictable and could adversely affect our financial condition and results of operations.



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ITEM 1B. Unresolved Staff Comments

Not applicable.

ITEM 2. Properties

Our corporate headquarters are located on 80 acres of owned land in Sunnyvale, California and includes approximately 0.7 million square feet of owned buildings. In addition to our owned facilities, we lease approximately 0.4 million square feet in buildings as part of our corporate headquarters.

In addition to our leased offices in Sunnyvale, we also lease offices in various locations throughout the United States, Canada, South America, EMEA, and APAC regions, including offices in Australia, China, Hong Kong, India, Ireland, Israel, Japan, the Netherlands, Russia, United Arab Emirates, and the United Kingdom. As of December 31, 2015, we leased approximately 1.9 million square feet worldwide, with approximately 42 percent in North America. The respective leases expire at various times through October 31, 2024. In addition, in July 2015, we entered into a data center lease agreement which commenced in January 2016 and expires in March 2026 for approximately 63,000 square feet of space in the State of Washington. Each leased facility is subject to an individual lease or sublease, which could provide various options to renew/terminate the agreement or to expand/contract the leased space. We believe that our current offices are in good condition and appropriately support our business needs.

For additional information regarding obligations under our operating leases, see Note 16, Commitments and Contingencies, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report. For additional information regarding properties by geographic region, see Note 13, Segments, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report.

ITEM 3. Legal Proceedings

The information set forth under the heading “Legal Proceedings” in Note 16, Commitments and Contingencies, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report, is incorporated herein by reference.

ITEM 4. Mine Safety Disclosures

Not applicable.

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## PART II

## ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Price Range of Common Stock

The principal market in which our common stock is traded is the New York Stock Exchange, or NYSE, under the symbol JNPR. The following table sets forth the high and low sales prices for our common stock for each full quarterly period within the two most recent fiscal years as reported on the NYSE.

	2015		2014	
	High	Low	High	Low
First quarter	\$24.60	\$21.24	\$28.75	\$22.28
Second quarter	\$28.26	\$22.21	\$26.88	\$23.81
Third quarter	\$29.13	\$24.74	\$25.19	\$21.90
Fourth quarter	\$32.39	\$25.48	\$23.10	\$18.41

## Stockholders

As of February 12, 2016, there were 900 stockholders of record of our common stock and we believe a substantially greater number of beneficial owners who hold shares through brokers, banks or other nominees.

## Dividends

We paid quarterly cash dividends in the fiscal year of 2015 and in the third and fourth quarters of 2014 of \$0.10 per share totaling \$156.3 million and \$86.0 million, respectively. The declaration and amount of any future cash dividends are at the discretion of the Board of Directors and will depend on our financial performance, economic outlook, and any other relevant considerations. As indicated in 2014, we intend to pay quarterly cash dividends, subject to declaration by our Board of Directors, through the end of 2016. See Note 18, Subsequent Events, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Annual Report on Form 10-K, or Report, for our dividend declaration subsequent to December 31, 2015.

## Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides stock repurchase activity during the three months ended December 31, 2015 (in millions, except per share amounts):

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid per Share <sup>(1)</sup>	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(2)</sup>	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(2)</sup>
October 1 - October 31, 2015	0.2	\$31.02	0.2	\$620.0
November 1 - November 30, 2015	2.9	\$30.49	2.9	\$532.5
December 1 - December 31, 2015	0.1	\$29.67	—	\$532.5
Total	3.2	\$30.50	3.1	

<sup>(1)</sup> Amounts include repurchases under our stock repurchase programs and repurchases of our common stock for our employees in connection with net issuances of shares to satisfy minimum tax withholding obligations for the vesting of certain stock awards. The amount of shares of common stock repurchased from our employees in

connection with minimum tax withholdings was not significant during the three months ended December 31, 2015. Shares were repurchased under our stock repurchase program approved by the Board in February 2014, October 2014, and July 2015, which authorized us to purchase an aggregate of up to \$3.9 billion of our common stock.

<sup>(2)</sup> Future share repurchases under our capital return plan will be subject to a review of the circumstances in place at that time and will be made from time to time in private transactions or open market purchases as permitted by securities laws and other legal requirements. This program may be discontinued at any time.

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## Company Stock Performance

The graph below shows the cumulative total stockholder return over a five-year period assuming the investment of \$100 on December 31, 2010, in each of Juniper Networks' common stock (with the reinvestment of all dividends), the Standard & Poor's 500 Stock Index ("S&P 500"), and the NASDAQ Telecommunications Index ("IXTC"). The graph shall not be deemed to be incorporated by reference into other U.S. Securities and Exchange Commission, or SEC, filings; nor deemed to be soliciting material or filed with the Commission or subject to Regulation 14A or 14C or subject to Section 18 of the Exchange Act. The comparisons in the graph below are based upon historical data and are not indicative of, or intended to forecast, future performance of our common stock.

## Stock Performance Graph

	As of December 31,					
	2010	2011	2012	2013	2014	2015
JNPR	\$100.00	\$55.28	\$53.28	\$61.13	\$60.99	\$76.55
S&P 500	\$100.00	\$102.11	\$118.44	\$156.78	\$178.22	\$180.67
IXTC	\$100.00	\$88.82	\$93.69	\$119.26	\$132.98	\$125.93

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## ITEM 6. Selected Financial Data

The following selected consolidated financial data should be read in conjunction with Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, and the Consolidated Financial Statements and the notes thereto in Item 8, Financial Statements and Supplementary Data, of this Report, which are incorporated herein by reference.

The information presented below reflects the impact of certain significant transactions and the adoption of certain accounting pronouncements, which makes a direct comparison difficult between each of the last five fiscal years. For a complete description of matters affecting the results in the tables below during the three years ended December 31, 2015, see Notes to Consolidated Financial Statements in Item 8 of Part II of this Report.

## Consolidated Statements of Operations Data

	Years Ended December 31,				
	2015(a)	2014(b)	2013(c)	2012(d)	2011(e)
	(In millions, except per share amounts)				
Net revenues	\$4,857.8	\$4,627.1	\$4,669.1	\$4,365.4	\$4,448.7
Cost of revenues	1,779.2	1,768.9	1,727.7	1,656.6	1,580.1
Gross margin	3,078.6	2,858.2	2,941.4	2,708.8	2,868.6
Operating expenses	2,166.6	3,277.9	2,375.5	2,400.7	2,250.1
Operating income (loss)	912.0	(419.7 )	565.9	308.1	618.5
Other (expense) income, net	(59.8 )	333.4	(40.4 )	(16.6 )	(46.8 )
Income (loss) before income taxes and noncontrolling interest	852.2	(86.3 )	525.5	291.5	571.7
Income tax provision	218.5	248.0	85.7	105.0	146.7
Consolidated net income (loss)	633.7	(334.3 )	439.8	186.5	425.0
Adjust for net loss (income) attributable to noncontrolling interest	—	—	—	—	0.1
Net income (loss) attributable to Juniper Networks	\$633.7	\$(334.3 )	\$439.8	\$186.5	\$425.1
Net income (loss) per share attributable to Juniper					
Networks common stockholders:					
Basic	\$1.62	\$(0.73 )	\$0.88	\$0.36	\$0.80
Diluted	\$1.59	\$(0.73 )	\$0.86	\$0.35	\$0.79
Shares used in computing net income per share:					
Basic	390.6	457.4	501.8	520.9	529.8
Diluted	399.4	457.4	510.3	526.2	541.4
Cash dividends declared per common stock	\$0.40	\$0.20	\$—	\$—	\$—

(a) Includes the following significant pre-tax items: Interest expense on short-term and long-term debt of \$79.8 million, net of \$2.2 million capitalized, related to the Company's outstanding long-term debt in other expense, net and a net gain on privately-held investments of \$7.3 million. In addition, includes approximately \$13.2 million net benefit of cumulative adjustment related to the change in treatment of share-based compensation as a result of the U.S. Tax Court decision in Altera Corporation et al., or Altera, v. Commissioner. See Note 14,

Income Taxes, in Notes to the Consolidated Financial Statements in Item 8 of Part II of this Report for further information.

Includes the following significant pre-tax items: Impairment of goodwill of \$850.0 million, restructuring and other charges of \$208.5 million, gain on the sale of equity investments of \$163.0 million, gain, net of legal fees in connection with the litigation settlement with Palo Alto Networks, Inc., or Palo Alto Networks, of \$196.1 million, (b) gain on sale of Junos Pulse of \$19.6 million, and interest expense on debt (net of amounts capitalized) of \$57.5 million. Income tax has been provided on the pre-tax loss primarily due to the non-deductible goodwill charge. In addition, includes \$52.8 million of significant tax items related to the gain on the sale of Junos Pulse offset by the release of the Company's valuation allowance attributable to investment losses.

Includes the following significant pre-tax items: restructuring and other charges of \$47.5 million, interest expense on debt (net of amounts capitalized) of \$45.2 million, and an increase in depreciation expense within research and development, or R&D, of \$28.3 million related to a change in estimate of the useful lives of certain computers and (c) equipment. In addition, includes \$64.2 million of significant tax items for a multi-year claim related to the U.S. production activities deduction, a tax settlement with the Internal Revenue Service, or IRS, and the reinstatement of the U.S. federal R&D tax credit on January 2, 2013 retroactive to January 1, 2012.

Includes the following significant pre-tax items: restructuring and other charges of \$99.7 million, interest expense (d) on debt (net of amounts capitalized) of \$40.0 million, and a net gain on privately-held investments of \$25.5 million.

(e) Includes the following significant pre-tax items: restructuring and other charges of \$30.6 million and interest expense on debt (net of amounts capitalized) of \$37.7 million.

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## Consolidated Balance Sheet Data

	As of December 31,				
	2015	2014	2013	2012	2011
	(In millions)				
Cash, cash equivalents, and investments	\$3,192.2	\$3,104.9	\$4,097.8	\$3,837.4	\$4,292.4
Working capital <sup>(a)</sup>	1,110.5	1,297.2	2,182.7	2,006.1	2,818.7
Goodwill	2,981.3	2,981.5	4,057.7	4,057.8	3,928.1
Total assets <sup>(a)</sup>	8,619.2	8,281.4	10,272.7	9,793.8	9,945.5
Short-term and Long-term debt	1,948.7	1,349.0	999.3	999.2	999.0
Total long-term liabilities <sup>(a)</sup> (excluding long-term debt)	594.1	499.9	529.8	373.1	390.1
Total Juniper Networks stockholders' equity	\$4,574.4	\$4,919.1	\$7,302.2	\$6,999.0	\$7,089.2

Fiscal year 2015 includes the effects of the adoption of Accounting Standards Update No. 2015-17, Balance Sheet Classification of Deferred Taxes, requiring all deferred tax assets and liabilities, and any related valuation allowance, to be classified as non-current on our Consolidated Balance Sheets. Certain amounts in the prior years were retrospectively adjusted to conform to the current-year presentation.

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ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read with the Consolidated Financial Statements and the related notes in Item 8 of Part II of this Report.

The following discussion is based upon our Consolidated Financial Statements included elsewhere in this Report, which have been prepared in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. In the course of operating our business, we routinely make decisions as to the timing of the payment of invoices, the collection of receivables, the manufacturing and shipment of products, the fulfillment of orders, the purchase of supplies, and the building of inventory and spare parts, among other matters. Each of these decisions has some impact on the financial results for any given period. In making these decisions, we consider various factors including contractual obligations, customer satisfaction, competition, internal and external financial targets and expectations, and financial planning objectives. For further information about our critical accounting policies and estimates, see "Critical Accounting Policies and Estimates" section included in this "Management's Discussion and Analysis of Financial Condition and Results of Operations."

To aid in understanding our operating results for the periods covered by this Report, we have provided an executive overview and a summary of the business and market environment. These sections should be read in conjunction with the more detailed discussion and analysis of our consolidated financial condition and results of operations in this Item 7, our "Risk Factors" section included in Item 1A of Part I, and our Consolidated Financial Statements and notes thereto included in Item 8 of Part II of this Report.

Business and Market Environment

At Juniper Networks, we design, develop, and sell products and services for high-performance networks to enable customers to build highly scalable, reliable, secure and cost-effective networks for their businesses, while achieving agility, efficiency and value through automation. We focus on customers and partners across our key market verticals who view these network attributes as fundamental to their business; including Telecom, Cable Providers, Cloud Providers, National Government, Financial Services, and Enterprise Strategic Verticals. We believe that product and solution differentiation, with a relentless customer focus, will enable us to achieve our goal of growing our revenue faster than the market.

Our products are sold in three geographic regions: Americas; Europe, Middle East, and Africa, or EMEA; and Asia Pacific, or APAC. Our high-performance routing, switching, and security networking products and service offerings are sold to Service Provider and Enterprise markets. We believe that our silicon, systems, and software represent innovations that transform the economics and experience of networking, helping our customers achieve superior performance, greater choice, and flexibility, while reducing overall total cost of ownership. In addition to our products, we offer technical support and professional services, as well as education and training programs to our customers. Together, our high-performance product and service offerings help our customers convert legacy networks that provide commoditized services into more valuable assets that provide differentiation, value, and increased performance, reliability, and security to end-users.

Our fiscal 2015 results showed improvement, with year-over-year net revenue increases across all verticals and geographies, and solid growth in our routing, switching and high-end SRX platforms and security software products. As anticipated, in the second half of 2015, U.S. Telecom, showed an improvement in net revenues compared to the first half of 2015, as well as the second half of 2014. Of our top ten customers for fiscal 2015, five were Telecom customers, three of which were outside of the U.S., and five were Cloud and Cable Providers. We expect the overall revenue environment to be challenging in the near-term, as market dynamics may impact demand from some of our customers. We also anticipate the exchange rate of the U.S. dollar to other currencies to remain strong. Further, we



believe our product gross margins may continue to vary in the future due to competitive pricing pressures, which may be offset by additional operational efficiencies.

Nevertheless, we are focused on executing our strategy, which is focused on designing, developing and selling products and services for high-performance networks. We believe our product portfolio continues to be strong, and we remain focused on operational excellence, cost discipline, targeted growth initiatives, as well as partnerships and tuck-in acquisitions that complement our R&D strategy. For example, in January 2016, we announced our intent to acquire optical equipment provider BTI Systems, which we believe will allow us to accelerate the delivery of open and automated packet optical transport solutions with integrated network management based on BTI Systems' proNX Service Manager and our Connectivity Services Director, as well as NorthStar Controller. We believe that, together, these products provide a unified management interface for multi-layer provisioning of end-to-end services across IP and optical networks.

Further, our intent is to lead in the area of software solutions that simplify the operation of networks, and to allow our customers across our key verticals to deliver real value over those networks. We anticipate that our increased focus on software business models will result in an increase in software revenue as a percentage of total revenue over time.

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In 2015, we continued to invest in innovation and strengthening our product portfolio, which resulted in new product offerings across routing, switching, and security. In routing, we expanded our ACX Series portfolio with the addition of ACX500 and ACX5000 routers, enabling service providers to handle added capacity and accelerate service orchestration; announced new line cards for the PTX3000 and PTX5000; expanded our Converged Supercore architecture with the addition of the PTX1000, a compact 3Tbps fixed configuration core router; enhanced the MX Series 3D Universal Edge Routing portfolio with new line cards and software features that triple throughput and enable network automation; and introduced the NFX Series, the first in a planned series of network services platforms that can operate as secure, on-premises devices running multiple virtual network functions, or VFNs, - from us and third parties - simultaneously, thereby significantly reducing costs and giving service providers the ability to update network functions without having to purchase new hardware. Additionally, we announced Cloud CPE, a fully automated, end-to-end network functions virtualization, or NFV, solution, that builds on the proven ability of Juniper Networks Contrail Networking to scale across all NFV deployment models.

In switching, we announced QFX10000 High Performance Data Center Switches, which are powered by our new Q5 chip, a purpose-built ASIC that we believe enables unprecedented performance, port density, and scale, as well as the new Junos Fusion for data centers to provide industry-leading network scale and automation capabilities for small to Internet-scale cloud networks. We also announced a disaggregated version of our Junos software to provide customers with ultimate choice in data center deployment options. In addition, we announced the QFX5200 line of access switches, the first platform to run the disaggregated Junos software as well as support the emerging 25 and 50 gigabit ethernet, or GbE, standard. Additionally, we highlighted the rapid implementation of MetaFabric architecture and Contrail SDN technologies across leading converged and hyper-converged stack solutions.

Also, Juniper Networks Unite was announced, a new campus architecture that provides simplified and secure network infrastructure solutions required to modernize enterprise campus and branch networks into cloud-enabled service platforms. Additionally, we announced Junos Fusion Enterprise, a new open architecture, based on the 802.1BR industry standard, that when combined with EX Series Ethernet switches, we believe will enable the configuration and management of the entire distributed enterprise network as a single network entity.

Furthermore, we unveiled the QFX5100-AA switch and the QFX-PFA, a new packet flow accelerator module. Collectively, this solution provides a data center switch that consolidates compute resources and customizable logic into the network. For the enterprise, we partnered with Ruckus Wireless to provide high-performance, scalable and open network solutions for both wired and wireless products. Additionally, we announced a new technology alliance with Aerohive to deliver simple, secure and cloud-managed wired and wireless solutions to enterprises.

For security, we announced advanced malware protection with zero-day threat protection from the cloud, redesigned security management, and the latest firewalls for enterprise campus and branch networks, as part of our new Juniper Networks Unite architecture. Our latest security solutions include Juniper Networks Sky Advanced Threat Prevention, Junos Space Security Director, Juniper Networks SRX300 Series Services Gateways and SRX1500, which are designed to provide customers with the sophisticated threat protection, security management, automation and scale needed to defend against threats at any point in the network without hindering network performance.

We also introduced new hardware and software for Juniper Networks SRX5800 Services Gateway. The improvements will increase available Internet Mix, or IMIX, firewall throughput up to two terabits per second, or 2 Tbps. Additionally, an optimization capability called Express Path was introduced to the Juniper Network SRX5000 Series Services Gateways, delivering powerful performance enhancements, to boost throughput and reduce latency. We also announced new application security capabilities with AppSecure 2.0 for our virtual firewall, vSRX, to deliver enhanced protection for cloud and hybrid data centers.

In addition to our new product announcements, we continued to deliver on our previously announced capital return program. For fiscal year 2015, we repurchased \$1,142.5 million of shares of our common stock and paid four quarterly cash dividends of \$0.10 per share for an aggregate amount of \$156.3 million. Since the first quarter of 2014, inclusive of share repurchases and dividends, we have returned approximately \$3.6 billion of capital to shareholders against our commitment to return \$4.1 billion by the end of 2016. Given that we have almost completed our \$4.1 billion dollar capital return commitment, going forward, we intend to target a capital return policy of approximately 50% of annual free cash flow, inclusive of share repurchases and dividends. Free cash flow is calculated as net cash provided by operating activities less capital expenditures.

In 2015, we issued \$300.0 million aggregate principal amount of 3.30% senior notes due 2020, or 2020 Notes, and \$300.0 million aggregate principal amount of 4.35% senior notes due 2025, or 2025 Notes, and intend to refinance, subject to market and other business conditions, \$300 million of our previously issued debt maturing in March 2016.

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## Financial Results and Key Performance Metrics Overview

The following table provides an overview of our key financial metrics for the years ended December 31, 2015, 2014, and 2013 (in millions, except per share amounts, percentages, days sales outstanding, or DSO, and book-to-bill):

	As of and for the Years Ended December 31,						
	2015	2014	2013	2015 vs. 2014		2014 vs. 2013	
				\$ Change	% Change	\$ Change	% Change
Net revenues	\$4,857.8	\$4,627.1	\$4,669.1	\$230.7	5%	\$(42.0)	(1)%
Gross Margin	\$3,078.6	\$2,858.2	\$2,941.4	\$220.4	8%	\$(83.2)	(3)%
Percentage of net revenues	63.4%	61.8%	63.0%				
Operating income (loss)	\$912.0	\$(419.7)	\$565.9	\$1,331.7	(317)%	\$(985.6)	(174)%
Percentage of net revenues	18.8%	(9.1)%	12.1%				
Net income (loss)	\$633.7	\$(334.3)	\$439.8	\$968.0	(290)%	\$(774.1)	(176)%
Percentage of net revenues	13.0%	(7.2)%	9.4%				
Net income (loss) per share							
Basic	\$1.62	\$(0.73)	\$0.88	\$2.35	(322)%	\$(1.61)	(183)%
Diluted	\$1.59	\$(0.73)	\$0.86	\$2.32	(318)%	\$(1.59)	(185)%
Cash dividends declared per common stock	\$0.40	\$0.20	\$—	\$0.20	100%	\$0.20	—%
Stock repurchase plan activity	\$1,142.5	\$2,250.0	\$570.6	\$(1,107.5)	(49)%	\$1,679.4	294%
Operating cash flows	\$892.5	\$763.4	\$845.9	\$129.1	17%	\$(82.5)	(10)%
DSO (*)	53	49	41	4	8%	8	20%
Book-to-bill (*)	>1	>1	>1				
Deferred revenue	\$1,168.1	\$1,075.7	\$1,069.3	\$92.4	9%	\$6.4	1%

(\*) DSO and book-to-bill are for the fourth quarter ended December 31, 2015, 2014, and 2013.

**Net Revenues:** During 2015, net revenues increased, compared to 2014, as a result of increases across all verticals and geographies, primarily due to an increase in Service Providers net revenues across all three geographies, as well as an increase in Enterprise net revenues in the Americas. The year-over-year increase in net revenues was also a result of a strong increase in net revenues from our routing products, partially offset by a decrease in net revenues from Screen OS products and divestiture of Pulse Secure products in the third quarter of 2014.

During 2014, net revenues were slightly down, compared to 2013, as a result of a decline in net revenues from U.S. carriers, partially offset by growing demand from cloud providers in the Americas, as well as improving demand among service provider in EMEA. The year-over-year decline in our net revenues was primarily due to a decrease in net revenues from our routing and security products, partially offset by an increase in our switching products revenue and service revenue.

**Gross Margin:** Our gross margin as a percentage of net revenues increased during 2015, compared to 2014, as a result of higher restructuring and other (benefit) charges recorded in 2014 but not in 2015, in connection with the restructuring plan we initiated in the first quarter of 2014, or the 2014 Restructuring Plan, as well as a steady increase in net revenues compared to 2014.

Our gross margin as a percentage of net revenues decreased during 2014, compared to 2013, as a result of higher inventory charges driven by product rationalizations in connection with our 2014 Restructuring Plan and charges related to an industry-wide memory product quality defect for a component from a third party supplier.

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**Operating Income (Loss):** During 2015, compared to 2014, we experienced an increase in operating income (loss) as percentage of net revenues, as a result of higher net revenues and effective management of our cost structure. Additionally, operating loss in 2014 included \$850.0 million goodwill impairment charge and restructuring charges of \$207.7 million in connection with our 2014 Restructuring Plan.

During 2014, compared to 2013, we experienced a decline in operating income (loss) as a percentage of net revenues, primarily due to an \$850.0 million goodwill impairment charge related to the Security reporting unit recorded in the fourth quarter of 2014, restructuring and other charges of \$207.7 million, related to severance, facility consolidations and closures, asset write-offs, and contract terminations in connection with our 2014 Restructuring Plan, as well as a component remediation charge of \$20.7 million relating to the memory product quality defect.

**Cash Dividends Declared per Common Stock:** During 2015, we declared four quarterly cash dividends of \$0.10 per share, payable on March 24, 2015, June 23, 2015, September 22, 2015, and on December 22, 2015, to stockholders of record as of the close of business on March 3, 2015, June 2, 2015, September 1, 2015 and on December 1, 2015, respectively, in the aggregate amount of \$156.3 million.

During 2014, we declared two quarterly cash dividends of \$0.10 per share, payable on September 23, 2014 and on December 23, 2014 to stockholders of record as of the close of business on September 2, 2014 and December 2, 2014, respectively, in the aggregate amount of \$86.0 million. We had not previously paid cash dividends.

**Stock Repurchase Plan Activity:** Under our stock repurchase program, we repurchased approximately 45.4 million shares of our common stock in the open market at an average price of \$25.16 per share for an aggregate purchase of \$1,142.5 million during 2015.

During 2014, we repurchased approximately 96.1 million shares of our common stock in the open market at an average price of \$23.41 per share for an aggregate purchase of \$2,250.0 million.

**Operating Cash Flows:** Cash flow from operations increased by \$129.1 million in 2015, compared to 2014, primarily due to higher revenue and improved operating margin.

Operating cash flows decreased in 2014, compared to 2013, primarily due to lower cash collections from customers, higher payments primarily related to our 2014 restructuring plans, higher taxes paid, and lower prepayments compared to prior year.

**DSO:** DSO is calculated as the ratio of ending accounts receivable, net of allowances, divided by average daily net sales for the preceding 90 days. DSO for the quarter ended December 31, 2015 increased by 4 days, or 8% compared to the quarter ended December 31, 2014. The increase in DSO was primarily due to a significant increase of service billings invoiced late in the fourth quarter.

DSO for the quarter ended December 31, 2014 increased by 8 days, or 20% compared to the quarter ended December 31, 2013. During 2014, we transitioned certain distribution partners from a third party financing program to Juniper's commercial payment terms. Going forward, we expect DSO to be in the range of 45 to 55 days.

**Book-to-Bill:** Book-to-bill represents the ratio of product orders booked divided by product revenues during the respective period. Book-to-bill was greater than one for the quarters ended December 31, 2015, 2014 and 2013, indicating strong product demand.

**Deferred Revenue:** Total deferred revenue increased by \$92.4 million to \$1,168.1 million as of December 31, 2015, compared to \$1,075.7 million as of December 31, 2014, primarily due to an increase in deferred service revenue of

\$77.7 million, driven by timing of service contract renewals as well as higher product deferrals as a result of an increase in channel inventory and subscription deferrals.

As of December 31, 2014 compared to December 31, 2013, total deferred revenue increased by \$6.4 million, primarily due to an increase in deferred service revenue of \$25.8 million, primarily driven by the execution of several multi-year support agreements and annual agreement renewals. The increase in deferred service revenue was partially offset by a decrease in deferred product revenue of \$19.4 million as a result of lower distributor inventory and multiple revenue releases in relation to previously deferred product revenue.

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### Critical Accounting Policies and Estimates

The preparation of the financial statements and related disclosures in conformity with U.S. GAAP requires us to make judgments, assumptions, and estimates that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. On an ongoing basis, we evaluate our estimates, including those related to sales returns, pricing credits, warranty costs, allowance for doubtful accounts, impairment of long-term assets, especially goodwill and intangible assets, contract manufacturer exposures for carrying and obsolete material charges, assumptions used in the valuation of share-based compensation, and litigation. We base our estimates and assumptions on current facts, historical experience, and various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. For further information about our significant accounting policies, see Note 2, Significant Accounting Policies, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report, which describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. The accounting policies described below are significantly affected by critical accounting estimates. Such accounting policies require significant judgments, assumptions, and estimates used in the preparation of the Consolidated Financial Statements and actual results could differ materially from the amounts reported based on these policies. To the extent there are material differences between our estimates and the actual results, our future consolidated results of operations may be affected.

**Goodwill.** We make significant estimates, assumptions, and judgments when valuing goodwill and other intangible assets in connection with the initial purchase price allocation of an acquired entity, as well as when evaluating impairment of goodwill and other intangible assets on an ongoing basis. These estimates are based upon a number of factors, including historical experience, market conditions, and information obtained from the management of the acquired company. Critical estimates in valuing certain intangible assets include, but are not limited to, historical and projected customer retention rates, anticipated growth in revenue from the acquired customer and product base, and the expected use of the acquired assets. These factors are also considered in determining the useful life of the acquired intangible assets. The amounts and useful lives assigned to identified intangible assets impacts the amount and timing of future amortization expense.

Goodwill represents the future economic benefits arising from other assets acquired in a business combination or an acquisition that are not individually identified and separately recorded. The excess of the purchase price over the estimated fair value of net assets of businesses acquired in a business combination is recognized as goodwill. We evaluate our goodwill for impairment on an annual basis, as of November 1<sup>st</sup>, or more frequently if an event occurs or facts and circumstances change that would more likely than not reduce the fair value of our reporting units below their carrying amount.

Goodwill is tested for impairment at the reporting unit level, which is one level below our operating segment level, by comparing the reporting unit's carrying value, including goodwill, to the fair value of the reporting unit. The reporting units are determined based on the components of our operating segment that constitutes a business for which discrete financial information is available and segment management regularly review the operating results of the component.

The provisions of the accounting standard for goodwill and other intangibles allows us to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Various factors are considered in the qualitative assessment, including macroeconomic conditions, financial performance, or a sustained decrease in share price. If as a result of the qualitative assessment, it is deemed more likely than not that the fair value of a reporting unit is less than its carrying amount, management will perform the quantitative test.

The quantitative goodwill impairment test, if necessary, involves a two-step process to identify goodwill impairment and measure the amount of goodwill impairment loss to be recognized, if any. The first step tests for potential



impairment by comparing the fair value of reporting units with the reporting unit's net asset values. If the fair value of the reporting units exceeds the carrying value of the reporting unit's net assets, goodwill is not impaired and no further testing is required. If the fair value of the reporting units does not exceed the carrying value of the net assets assigned to the reporting unit, then we perform the second step of the impairment test in order to determine the implied fair value of the reporting unit's goodwill. The second step requires an assignment of the reporting unit's fair value to the reporting unit's assets and liabilities, using the relevant acquisition accounting guidance, to determine the implied fair value of the reporting unit's goodwill. The implied fair value of the reporting unit's goodwill is then compared with the carrying amount of the reporting unit's goodwill, and if the carrying value of a reporting unit's goodwill exceeds its implied fair value, we record an impairment loss equal to the difference.

In the first step, the fair value of each of our reporting units is determined using both the income and market valuation approaches. We believe the income approach and the market approach are equally representative of the reporting unit's fair value. Under the income approach, the fair value of the reporting unit is based on the present value of estimated

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future cash flows that the reporting unit is expected to generate over its remaining life. Under the market approach, the value of the reporting unit is based on an analysis that compares the value of the reporting unit to values of publicly-traded companies in similar lines of business. In the application of the income and market valuation approaches, we are required to make estimates of future operating trends and judgments on discount rates and other variables. Determining the fair value of a reporting unit is highly judgmental in nature and involves the use of significant estimates and assumptions. We base our fair value estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Actual future results related to assumed variables could differ from these estimates. In addition, we make certain judgments and assumptions in allocating shared assets and liabilities to determine the carrying values for each of our reporting units.

Under the income approach, we calculate the fair value of a reporting unit based on the present value of estimated future cash flows. Cash flow projections are based on management's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. The discount rate used is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the business's ability to execute on the projected cash flows. Under the market approach, we estimate the fair value based on market multiples of revenue and earnings derived from comparable publicly-traded companies with similar operating and investment characteristics as the reporting units, and then apply a control premium which is determined by considering control premiums offered as part of the acquisitions that have occurred in market segments that are comparable with our reporting units. The income approach and the market approach are equally weighted to derive the fair value of the reporting unit.

Prior to the second step, the long-lived assets, such as property, plant, and equipment, and purchased intangible assets subject to amortization, are reviewed for impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset, or asset group, to estimated undiscounted future cash flows expected to be generated by the asset, or asset group. If needed, an impairment charge is recognized by the amount by which the carrying amount of the asset, or asset group, exceeds its fair value.

In the second step, the reporting unit's fair value is allocated to all of the assets and liabilities, including any unrecognized intangible assets; such as, existing technology, backlog, and customer relationships, in a hypothetical analysis that calculates the implied fair value of goodwill in the same manner as if the reporting unit was being acquired in a business combination. If the implied fair value of the reporting unit's goodwill is less than the carrying value, the difference is recorded as an impairment loss. Assumptions used in measuring the fair value of these assets and liabilities included the discount rates, customer renewal rates, and technology obsolescence rates used in valuing intangible assets, and pricing of comparable transactions in the market in valuing the tangible assets.

During the fourth quarter of fiscal 2015, we elected to perform the qualitative assessment for all of our reporting units. This qualitative assessment included the review of certain macroeconomic factors and entity-specific qualitative factors to determine if it was more-likely-than-not that the fair values of our reporting units were below carrying value. We considered macroeconomic factors including the economic growth, general macroeconomic trends and growth for the markets in which the reporting units operate, changes in the industry environment, and the performance of market competitors. In addition to these macroeconomic factors, among other things, we considered the reporting units' current results and forecasts, any changes in the nature of the business, any changes in cost factors, any significant legal, regulatory, contractual, or other business factors, and changes in the carrying amount of net assets.

As a result of our qualitative assessment, we concluded that it was more-likely-than-not that our goodwill was not impaired and we did not need to perform a quantitative assessment.

Refer to Item 8 of Part II, Note 7, Goodwill and Purchased Intangible Assets, of the notes to the Consolidated Financial Statements, for further information.

**Inventory Valuation and Contract Manufacturer Liabilities.** Inventory consists primarily of component parts to be used in the manufacturing process and is stated at lower of average cost or market. A provision is recorded when inventory is determined to be in excess of anticipated demand or obsolete, to adjust inventory to its estimated realizable value. In determining the provision, we also consider estimated recovery rates based on the nature of the inventory. As of December 31, 2015 and December 31, 2014, our net inventory balances were \$75.0 million and \$62.5 million, respectively.

We establish a liability for non-cancelable, non-returnable purchase commitments with our contract manufacturers for quantities in excess of our demand forecasts or obsolete materials charges for components purchased by the contract manufacturers based on our demand forecasts or customer orders. We also take estimated recoveries of aged inventory

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into consideration when determining the liability. As of December 31, 2015 and December 31, 2014, our contract manufacturer liabilities were \$18.0 million and \$25.3 million, respectively.

Significant judgment is used in establishing our forecasts of future demand, recovery rates based on the nature and age of inventory, and obsolete material exposures. We perform a detailed analysis and review of data used in establishing our demand forecasts. If the actual component usage and product demand are significantly lower than forecast, which may be caused by factors within and outside of our control, or if there were a higher incidence of inventory obsolescence because of rapidly changing technology and our customer requirements, we may be required to increase our inventory write-downs and contract manufacturer liabilities, which could have an adverse impact on our gross margins and profitability. We regularly evaluate our exposure for inventory write-downs and adequacy of our contract manufacturer liabilities. Inventory and supply chain management remains an area of focus as we balance the risk of material obsolescence and supply chain flexibility in order to reduce lead times.

Revenue recognition. Revenue is recognized when all of the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) sales price is fixed or determinable, and (4) collectability is reasonably assured. We enter into contracts to sell our products and services, and while some of our sales agreements contain standard terms and conditions, there are agreements that contain multiple elements or non-standard terms and conditions. As a result, significant contract interpretation may be required to determine the appropriate accounting, including whether the deliverables specified in a multiple element arrangement should be treated as separate units of accounting for revenue recognition purposes, and, if so, how the price should be allocated among the elements and when to recognize revenue for each element. Changes in the allocation of the sales price between elements may impact the timing of revenue recognition but will not change the total revenue recognized on the contract.

Under our revenue recognition policies, we allocate revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on our vendor-specific objective evidence, or VSOE, if available, third-party evidence, or TPE, if VSOE is not available, or estimated selling price, or ESP, if neither VSOE nor TPE is available. We establish VSOE of selling price using the price charged for a deliverable when sold separately. TPE of selling price is established by evaluating largely interchangeable competitor products or services in stand-alone sales to similarly situated customers. We do not use TPE as we do not consider our products to be similar or interchangeable to our competitors' products in standalone sales to similarly situated customers. ESP is established considering internal factors such as margin objectives, pricing practices and controls, customer segment pricing strategies and product life cycle. Consideration is also given to market conditions such as industry pricing strategies and technology life cycles. When determining ESP, we apply management judgment to establish margin objectives and pricing strategies and to evaluate market conditions and product life cycles. Revenue from maintenance service contracts is deferred and recognized ratably over the contractual support period, which is generally one to three years.

Income Taxes. We are subject to income taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in evaluating our uncertain tax positions and determining our taxes. Although we believe our reserves are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in our historical income tax provisions and accruals. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the provision for income taxes in the period in which such determination is made.

Significant judgment is also required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, we consider all available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust our valuation allowance with a corresponding impact to the provision for income taxes in the period in which such determination is made.

Our provision for income taxes is subject to volatility and could be adversely affected by earnings being lower than anticipated in countries that have lower tax rates and higher than anticipated in countries that have higher tax rates; by changes in the valuation of our deferred tax assets and liabilities; by expiration of or lapses in the R&D tax credit laws; by transfer pricing adjustments, including the effect of acquisitions on our intercompany R&D cost-sharing arrangement and legal structure; by tax effects of nondeductible compensation; by tax costs related to intercompany realignments; by changes in accounting principles; or by changes in tax laws and regulations, including possible U.S. changes to the taxation of earnings of our foreign subsidiaries, the deductibility of expenses attributable to foreign income, or the foreign tax credit rules. In addition, the OECD's recommended changes to numerous long-standing tax principles, if adopted by countries, will increase tax uncertainty and may adversely affect our provision for income taxes. Significant judgment

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is required to determine the recognition and measurement attributes prescribed in the accounting guidance for uncertainty in income taxes. The accounting guidance for uncertainty in income taxes applies to all income tax positions, including the potential recovery of previously paid taxes, which if settled unfavorably could adversely affect our provision for income taxes or additional paid-in capital. In addition, we are subject to the continuous examination of our income tax returns by the IRS and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse effect on our operating results and financial condition.

**Loss Contingencies.** We use significant judgment and assumptions to estimate the likelihood of loss or impairment of an asset, or the incurrence of a liability, in determining loss contingencies. An estimated loss contingency is accrued when it is probable that an asset has been impaired or a liability has been incurred and the amount of loss can be reasonably estimated. We record a charge equal to the minimum estimated liability for litigation costs or a loss contingency only when both of the following conditions are met: (i) information available prior to issuance of our consolidated financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and (ii) the range of loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted and whether new accruals are required.

**Recent Accounting Pronouncements**

See Note 2, Significant Accounting Policies, in Notes to the Consolidated Financial Statements in Item 8 of Part II of this Report for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on financial condition and results of operations, which is incorporated herein by reference.

**Results of Operations**

We sell our high-performance networking products and service offerings across routing, switching, and security to two primary markets: Service Provider and Enterprise. Our determination of the market to which a particular revenue transaction relates to is based primarily upon the customer's industrial classification code, but may also include subjective factors such as the intended use of the product. The service provider market generally includes wireline and wireless carriers, and cable operators, as well as major Internet content and application providers, including those that provide social networking and search engine services. The enterprise market generally is comprised of businesses; federal, state, and local governments; research and education institutions; and financial services.

The following table presents product and service net revenues (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Routing	\$2,359.2	\$2,223.9	\$2,318.0	\$135.3	6	\$(94.1)	(4)%
Switching	768.3	721.2	638.0	47.1	7	83.2	13%
Security	435.6	463.6	563.9	(28.0)	(6)	(100.3)	(18)%
Total Product	3,563.1	3,408.7	3,519.9	154.4	5	(111.2)	(3)%
Percentage of net revenues	73.3	% 73.7	% 75.4				
Total Service	1,294.7	1,218.4	1,149.2	76.3	6	69.2	6%
Percentage of net revenues	26.7	% 26.3	% 24.6				

Total net revenues	\$4,857.8	\$4,627.1	\$4,669.1	\$230.7	5	%	\$(42.0)	)	(1)%
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2015 Compared to 2014

Routing product net revenues increased in 2015, compared to 2014, as a result of an increase from Cloud Providers, Cable, and Telecom in EMEA and APAC. During 2015, we saw a strong increase in demand from both service provider and enterprise markets for our routing products, as well as an overall increase in net revenues from our MX960, MX2020, and PTX series products.

Switching product net revenues increased in 2015, compared to 2014, primarily due to data center build-outs with Telecom and Cloud Providers. This result was enabled by the significant growth with the QFX product family. Additionally, we saw solid

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strength in switching net revenues in the Americas and APAC, which was slightly offset by a decrease in EMEA. We also saw a year-over-year increase in the service provider market for our switching products.

Security product net revenues decreased in 2015, compared to 2014, primarily due to the divestiture of our Junos Pulse product lines and a continuing decline in our ScreenOS products, which was partially offset by an increase in sales of our SRX platform and security software year-over-year. Additionally, we also saw a decrease in security net revenues within the enterprise market, which was partially offset by a slight increase in the service provider market.

The increase in service net revenues in 2015, compared to 2014, was primarily driven by new service contracts and strong contract renewals. Service revenues are largely correlated with product revenues, therefore if product net revenues decline, it can have an impact on future service revenues.

## 2014 Compared to 2013

Routing product net revenues decreased in 2014, compared to 2013, as a result of weaker demand for core routing products, partially offset by strong growth of our PTX series products. Edge routing net revenues increased as a result of strong demand for our MX series products, partly offset by older edge routing platforms. The year-over year decline was driven by weakness from large U.S. carriers, partially offset by strength from Cloud Providers.

Switching product net revenues increased in 2014, compared to 2013, reflecting growth from both our QFabric system and our EX series products. During 2014 we saw strong adoption of QFabric data center switches by a growing number of customers, with especially strong demand from Cloud Providers in the Americas.

Security product net revenues decreased in 2014, compared to 2013, primarily due to a continuing decline in our legacy ScreenOS products and the divestiture of our Junos Pulse product lines. Sales of our SRX platform declined slightly year-over-year, due to lower demand from U.S. Carrier customers.

The increase in service revenue in 2014, compared to 2013, was primarily driven by new service contracts and strong contract renewals.

## Net Revenues by Geographic Region

The following table presents net revenues by geographic region (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Americas:							
United States	\$2,568.6	\$2,410.6	\$2,381.5	\$158.0	7%	\$29.1	1%
Other	223.6	219.7	232.0	3.9	2%	(12.3)	(5)%
Total Americas	2,792.2	2,630.3	2,613.5	161.9	6%	16.8	1%
Percentage of net revenues	57.5	% 56.8	% 56.0	%			
EMEA	1,320.3	1,263.3	1,256.9	57.0	5%	6.4	1%
Percentage of net revenues	27.2	% 27.3	% 26.9	%			
APAC	745.3	733.5	798.7	11.8	2%	(65.2)	(8)%
Percentage of net revenues	15.3	% 15.9	% 17.1	%			
Total net revenues	\$4,857.8	\$4,627.1	\$4,669.1	\$230.7	5%	\$(42.0)	(1)%



2015 Compared to 2014

Net revenues in the Americas increased in 2015, compared to 2014, primarily due to a strong increase in net revenues from both the service provider and enterprise markets. The increase in both the service provider and enterprise markets within the Americas was due to an increase in net revenues across routing, switching, and SRX product net revenues, as well as service net revenues. In addition, we saw a strong increase in net revenues from Cloud Providers, Cable, and Enterprise, partially offset by Telecom.

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Net revenues in EMEA increased in 2015, compared to 2014, primarily due to an increase in net revenues from Telecom and Cloud Providers slightly offset by a decrease in the enterprise market.

Net revenues in APAC increased in 2015, compared to 2014, primarily due to an increase in net revenues from Telecom and Cloud Providers. We experienced a significant decline in China, which was partially offset by an increase in net revenues in Japan and Australia.

## 2014 Compared to 2013

Net revenues in the Americas increased in 2014, compared to 2013, primarily due to an increase in net revenues from service provider markets, partially offset by a decline in the enterprise market. The increase in net revenues in the service provider market was due to strong demand from Cloud Providers and Cable, partially offset by a decrease in demand from carriers. The decline in the enterprise market resulted from a decline in net revenues due to recognition of revenue from a large U.S. federal government contract in 2013.

Net revenues in EMEA slightly increased in 2014, compared to 2013, primarily due to stronger demand from service providers partially offset by a decrease in net revenues from the enterprise market, although demand from the public sector remained strong.

Net revenues in APAC decreased in 2014, compared to 2013, primarily due to a decline in net revenues from both the service provider and enterprise market.

## Net Revenues by Market and Customer

The following table presents net revenues by market (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Service Provider	\$3,289.8	\$3,100.4	\$3,054.2	\$189.4	6%	\$46.2	2%
Percentage of net revenues	67.7	% 67.0	% 65.4	%			
Enterprise	1,568.0	1,526.7	1,614.9	41.3	3%	(88.2 )	(5)%
Percentage of net revenues	32.3	% 33.0	% 34.6	%			
Total net revenues	\$4,857.8	\$4,627.1	\$4,669.1	\$230.7	5%	\$(42.0 )	(1)%

## 2015 Compared to 2014

Net revenues from the service provider market increased in 2015, compared to 2014, with growth from Cloud Providers, Telecom in EMEA and APAC, and Cable. Within the service provider market, we saw strength across routing, switching, and security, with the largest increase in net revenues from routing revenue.

Net revenues from the enterprise market increased in 2015, compared to 2014, primarily due to strength in service and routing, and to a lesser extent, switching, which was partially offset by a slight decrease in revenue from our security products. Net revenues in the Americas from the enterprise market increased across routing, switching, and SRX security.

## 2014 Compared to 2013

Net revenues from the service provider market increased in 2014, compared to 2013, with growth in the Americas and EMEA. The increase in service provider net revenues in the Americas was driven by increased revenues from Cloud Providers and Cable, partially offset by decreased revenues from large carriers. The increase in service provider net revenues in EMEA was attributable to growth with large carriers, while in APAC net revenues in the service provider market declined as a result of lower demand with both small and large carriers. In addition, service provider demand for switching products continued to be strong.

Net revenues from the enterprise market decreased in 2014, compared to 2013, primarily due to a decline in sales in all geographic regions, however, revenue demand from public sector customers was higher for all three regions.

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## Customer

No customer accounted for greater than 10% of our net revenues during the year ended December 31, 2015, 2014 and 2013.

## Gross Margins

The following table presents gross margins (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Product gross margin	\$2,293.5	\$2,121.9	\$2,243.3	\$171.6	8%	\$(121.4 )	(5)%
Percentage of product revenues	64.4	% 62.2	% 63.7		%		
Service gross margin	785.1	736.3	698.1	48.8	7%	38.2	5%
Percentage of service revenues	60.6	% 60.4	% 60.7		%		
Total gross margin	\$3,078.6	\$2,858.2	\$2,941.4	\$220.4	8%	\$(83.2 )	(3)%
Percentage of net revenues	63.4	% 61.8	% 63.0		%		

Our gross margins have been and will continue to be affected by a variety of factors, including the mix and average selling prices of our products and services, new product introductions and enhancements, manufacturing costs, expenses for inventory obsolescence and warranty obligations, cost of support and service personnel, and the mix of distribution channels through which our products are sold.

## 2015 Compared to 2014

Product gross margin increased as a percentage of product net revenues in 2015, compared to 2014, primarily due to a decrease in product cost of revenues. The decrease in cost of revenues is attributable to the non-recurrence of restructuring charges recorded in 2014 for asset write-downs. No such charges were incurred in 2015. Excluding these components from prior year cost of sales, year-over-year gross margin would remain relatively consistent.

Service gross margin as a percentage of service net revenues increased in 2015, compared to 2014. Services delivery costs increased at a slower rate than service revenue as a result of better labor efficiency and improved product quality.

## 2014 Compared to 2013

Product gross margin decreased as a percentage of product net revenues in 2014, compared to 2013, primarily due to an increase in cost of revenues. The increase in cost of revenues was primarily due to asset write-downs of \$41.5 million for product rationalizations in connection with our 2014 Restructuring Plan and \$20.7 million in connection with an industry-wide memory product quality defect in a component from a third-party supplier. Excluding the costs of the restructuring and component defect, product gross margin as a percentage of net revenues improved slightly primarily due to the favorability in product mix in the 2014 period.

Service gross margin as a percentage of service net revenues decreased slightly in 2014, compared to 2013, primarily due to an increase in labor and logistics delivery costs to support new contracts and product introductions.

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## Operating Expenses

The following table presents operating expenses (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Research and development	\$994.5	\$1,006.2	\$1,043.2	\$(11.7)	(1)%	\$(37.0)	(4)%
Percentage of net revenues	20.5	% 21.7	% 22.3		%		
Sales and marketing	943.8	1,023.6	1,075.9	(79.8)	(8)%	(52.3)	(5)%
Percentage of net revenues	19.4	% 22.1	% 23.0		%		
General and administrative	228.9	231.1	217.3	(2.2)	(1)%	13.8	6%
Percentage of net revenues	4.7	% 5.0	% 4.7		%		
Restructuring and other charges	(0.6)	167.0	39.1	(167.6)	(100)%	127.9	327%
Percentage of net revenues	—	% 3.6	% 0.8		%		
Impairment of goodwill	—	850.0	—	(850.0)	(100)%	850.0	—%
Percentage of net revenues	—	% 18.4	% —		%		
Total operating expenses	\$2,166.6	\$3,277.9	\$2,375.5	\$(1,111.3)	(34)%	\$902.4	38%
Percentage of net revenues	44.6	% 70.8	% 50.9		%		

Our operating expenses have historically been driven in large part by personnel-related costs, including wages, commissions, bonuses, benefits, share-based compensation, and travel, particularly with respect to R&D and sales and marketing activities. Facility and information technology, or IT, departmental costs are allocated to each department based on usage and headcount. Facility and IT related headcount was 412, 366, and 396, as of December 31, 2015, 2014, and 2013, respectively. We had a total of 9,058, 8,806, and 9,483, employees as of December 31, 2015, 2014, and 2013, respectively.

## 2015 Compared to 2014

## Research and development

Research and development expense decreased in 2015, compared to 2014, as a result of lower headcount. Headcount declined from an average of 3,888 in 2014 to 3,724 in 2015, leading to a reduction in payroll costs and stock based compensation. In addition, outside consulting services decreased due to reduced consulting expenses, which was partially offset by an increase in depreciation expense on R&D equipment and bonus expense.

## Sales and marketing

Sales and marketing expense decreased in 2015, compared to 2014. Average headcount increased from 2,360 in 2014 to 2,446 in 2015, however the mix of employees hired in 2015 was significantly different to 2014 which resulted in lower salary and bonus expense. Additionally, commissions expense decreased compared to 2014 as a result of the

elimination of certain commission programs and a reduction in sales staff.

#### General and administrative

General and administrative expense decreased in 2015, compared to 2014 primarily as a result of higher litigation and investigation related costs incurred in 2014, in connection with the investigations into possible violations of the U.S. Foreign Corrupt Practices Act, and to a lesser extent, our patent litigation case with Palo Alto Networks. Additionally, we saw a decrease in general and administrative consulting fees, which was slightly offset by a higher bad debt expense amount.

#### Restructuring and other charges

Restructuring and other charges decreased in 2015, compared to 2014, due to higher charges recorded in 2014 in connection with our 2014 Restructuring Plan. During 2014, we implemented the 2014 Restructuring Plan and incurred restructuring charges of \$166.2 million related to workforce reductions, contract terminations, project cancellations, and facility closures. The 2014 Restructuring Plan has been substantially completed as of December 31, 2014.

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During the year ended December 31, 2015, we recorded \$0.4 million of severance costs and a benefit of \$1.0 million for facilities that were recorded in restructuring and other (benefits) charges in the Consolidated Statements of Operations, in connection with the 2014 Restructuring Plan. See Note 9, Restructuring and Other Charges, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for further discussion of our restructuring activities.

### Impairment of goodwill

In 2014, we determined that the Security reporting unit's carrying value of goodwill exceeded the implied fair value of goodwill, resulting in a goodwill impairment charge of \$850.0 million which was recorded in the Consolidated Statement of Operations, no such charges were recorded in 2015.

### 2014 Compared to 2013

#### Research and development

Research and development expense decreased in 2014, compared to 2013, primarily due to lower personnel-related expenses as a result of restructuring actions and divestiture of our Junos Pulse product lines. R&D headcount decreased 8% from 4,135 as of December 31, 2013 to 3,797 as of December 31, 2014. The decrease in R&D personnel expense was partially offset by higher share-based compensation expense as a result of our acquisition of WANDL, Inc. in the first quarter of 2014, and engineering program costs in 2014, compared to 2013.

#### Sales and marketing

Sales and marketing expense decreased in 2014, compared to 2013, primarily due to lower personnel-related expenses and other discretionary expenses due to our cost reduction efforts and creating efficiency in our sales activities. The decrease in personnel-related expenses was primarily due to headcount reductions. Sales and marketing headcount decreased 11% from 2,626 as of December 31, 2013 to 2,348 as of December 31, 2014.

#### General and administrative

General and administrative expense increased in 2014, compared to 2013, primarily due to higher litigation and investigation related costs incurred in the current period in connection with investigation into possible violations of the U.S. Foreign Corrupt Practices Act and, to a lesser extent, our patent litigation case with Palo Alto Networks, as well as other litigation matters. This increase was partially offset by personnel-related expenses as a result of headcount reductions of 8% from 513 as of December 31, 2013 to 470 as of December 31, 2014. Our patent litigation with Palo Alto Networks was settled in 2014.

#### Restructuring and other charges

Restructuring and other charges increased in 2014, compared to 2013, due to higher charges recorded in 2014 in connection with our 2014 Restructuring Plan. During 2014, we implemented the 2014 Restructuring Plan and incurred restructuring charges of \$166.2 million related to workforce reductions, contract terminations, project cancellations, and facility closures. The 2014 Restructuring Plan has been substantially completed as of December 31, 2014 and we do not expect to record significant future charges. See Note 9, Restructuring and Other Charges, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report, for further discussion of our restructuring activities.

### Impairment of goodwill

In the fourth quarter of 2014, we began to implement a new security strategy focused on network resiliency and performance based on the SRX platform. As a result, we rationalized our Security product portfolio including developing a new product roadmap and exiting certain point products, including the divestiture of Junos Pulse. These factors decreased our short term and near term revenue and profitability forecasts of the security reporting unit. During our fiscal year 2014 annual goodwill impairment test, the carrying value of our security reporting unit's goodwill exceeded the implied fair value of goodwill, resulting in a goodwill impairment charge of \$850.0 million which was recorded in the Consolidated Statement of Operations in Part II Item 8 of this report. See Note 7, Goodwill and Purchased Intangibles, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for further discussion on the impairment of goodwill.



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## Share-Based Compensation

Share-based compensation expense associated with equity incentive awards, or awards, which include stock options; restricted stock units, or RSUs; restricted stock awards, or RSAs; and performance share awards, or PSAs; as well as our Employee Stock Purchase Plan, or ESPP was recorded in the following cost and expense categories (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Cost of revenues - Product	\$5.6	\$5.0	\$4.7	\$0.6	12%	\$0.3	6%
Cost of revenues - Service	13.8	14.2	15.4	(0.4)	(3)%	(1.2)	(8)%
Research and development	125.4	134.5	127.6	(9.1)	(7)%	6.9	5%
Sales and marketing	45.6	60.2	70.9	(14.6)	(24)%	(10.7)	(15)%
General and administrative	26.9	26.1	26.0	0.8	3%	0.1	—%
Total	\$217.3	\$240.0	\$244.6	\$(22.7)	(9)%	\$(4.6)	(2)%

## 2015 Compared to 2014

Share-based compensation expense decreased in 2015, compared to 2014. The decrease in expense was primarily related to a decline in actual shares vested.

## 2014 Compared to 2013

Share-based compensation expense remained consistent in 2014, compared to 2013. An increase in expense related to RSUs, RSAs, and PSAs assumed in connection with our acquisition of WANDL in 2014 and an increase in grant date fair values due to higher stock prices was offset by a decrease in actual shares vested.

## Other (Expense) Income, Net and Income Tax Provision

The following table presents other (expense) income, net and income tax provision (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Interest income	\$21.8	\$10.0	\$8.7	\$11.8	118%	\$1.3	15%
Interest expense	(83.3)	(66.9)	(58.4)	(16.4)	25%	(8.5)	15%
Net gain on legal settlement	—	196.1	—	(196.1)	(100)%	196.1	—%
Gain on investments	6.8	167.9	11.3	(161.1)	(96)%	156.6	1,386%
Gain on sale of Junos Pulse	—	19.6	—	(19.6)	(100)%	19.6	—%
Other	(5.1)	6.7	(2.0)	(11.8)	(176)%	8.7	(435)%
Total other (expense) income, net	\$(59.8)	\$333.4	\$(40.4)	\$(393.2)	(118)%	\$373.8	(925)%
Percentage of net revenues	(1.2)%	7.2%	(0.9)%				
Income tax provision	\$218.5	\$248.0	\$85.7	\$(29.5)	(12)%	\$162.3	189%
Effective tax rate	25.6%	(287.4)%	16.3%				

## Other (Expense) Income, Net

Interest income primarily includes interest income from our cash, cash equivalents, and investments and on the promissory note issued to Juniper in connection with the sale of Junos Pulse. Interest expense primarily includes interest, net of capitalized interest expense, from payables with respect to our short-term and long-term debt and customer financing arrangements. Other typically consists of foreign exchange gains and losses and other non-operational income and expense items.

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### 2015 Compared to 2014

#### Interest Income

Interest income increased in 2015 compared to 2014, primarily due to a higher balance of longer term investments yielding higher interest as well as a full year of interest income on the Pulse note receivable.

#### Interest Expense

Interest expense increased in 2015, compared to 2014, primarily due to the issuance of our 2020 and 2025 Notes in the first quarter of 2015. See Note 10, Debt and Financing, in Notes to Consolidated Financial Statements in Item 8 in Part II of this Report for additional information regarding our 2020 and 2025 Notes.

#### Gain on Legal Settlement

During the year ended December 31, 2015, no litigation-related gains were recorded, while in 2014, we entered into a settlement agreement with Palo Alto Networks resolving patent litigation between the two companies, which resulted in a realized gain on legal settlement and subsequent sale of related securities of \$196.1 million, net of legal fees.

#### Gain on Investments

During the year ended December 31, 2015, we recorded a gain of \$7.3 million, primarily related to the sale of privately held investments. During the year ended December 31, 2014, we recorded a gain of \$163.0 million primarily related to the sale of investments which were converted from privately-held investments to publicly-traded equity upon initial public offering, or IPO, and subsequently sold.

### 2014 Compared to 2013

#### Interest Income

Interest income increased in 2014 compared to 2013, primarily due to a higher balance of longer term investments yielding higher interest.

#### Interest Expense

Interest expense increased in 2014, compared to 2013, primarily due to the issuance of our 2024 Notes in the first quarter of 2014. See Note 10, Debt and Financing, in Notes to Consolidated Financial Statements in Item 8 in Part II of this Report for additional information regarding our 2024 Notes.

#### Gain on Legal Settlement

During the year ended December 31, 2014, we entered into a settlement agreement with Palo Alto Networks resolving patent litigation between the two companies, which resulted in a realized gain on legal settlement and subsequent sale of related securities of \$196.1 million, net of legal fees.

#### Gain on Investments

During the year ended December 31, 2014, we recorded a gain of \$163.0 million, primarily related to the sale of investments which were converted from privately-held investments to publicly-traded equity upon IPO and

subsequently sold. During the year ended December 31, 2013, net gain on investments was primarily comprised of a gain of \$7.1 million related to the Company's privately-held investments and publicly traded-equity investments.

#### Gain on Sale of Junos Pulse

The sale of our Junos Pulse product portfolio was completed on October 1, 2014 and we recorded a gain of \$19.6 million in other (expense) income, net in the Consolidated Statement of Operations. This sale was driven by product rationalization in connection with our initiative to focus on projects with the highest potential for growth. See Note 8, Other Financial Information, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for further discussion on the sale Junos Pulse.

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## Income Tax Provision

The effective rate for 2015 was lower than the federal statutory rate of 35%, primarily due to the benefit of the federal R&D tax credit; a change in the tax treatment of share-based compensation in the cost sharing arrangement, which resulted from a U.S. Tax Court opinion as discussed in Note 14, Income Taxes; recognition of domestic production activities deductions; and earnings in foreign jurisdictions, which are subject to lower tax rates. The passage of Protecting Americans from Tax Hike Act of 2015 on December 18, 2015 retroactively and permanently reinstated the U.S. federal R&D tax credit effective January 1, 2015.

The effective rate for 2014 differs from the federal statutory rate of 35%, primarily due to the impact of the non-deductible goodwill charge and tax gain on sale of Junos Pulse offset by the benefit from release of the Company's valuation allowance attributable to investment losses; the federal R&D tax credit; recognition of domestic production activities deductions; and earnings in foreign jurisdictions, which are subject to lower tax rates. The passage of Tax Increase Prevention Act of 2014 on December 19, 2014 retroactively reinstated the U.S. federal R&D tax credit from January 1, 2014 to December 31, 2014.

Our effective tax rate could fluctuate significantly on a quarterly basis and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates. Our effective tax rate could also fluctuate due to changes in the valuation of our deferred tax assets or liabilities, or by changes in tax laws, regulations, or accounting principles, as well as certain discrete items. See Item 1A of Part II, Risk Factors of this Report for a description of relevant risks which may adversely affect our results.

For a complete reconciliation of our effective tax rate to the U.S. federal statutory rate of 35% and further explanation of our income tax provision, see Note 14, Income Taxes, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report.

## Liquidity and Capital Resources

Historically, we have funded our business primarily through our operating activities, the issuance of our common stock, and the issuance of our long-term debt. The following table shows our capital resources (in millions, except percentages):

	As of December 31,			
	2015	2014	\$ Change	% Change
Working capital <sup>(a)</sup>	\$1,110.5	\$1,297.2	\$(186.7)	) (14)%
Cash and cash equivalents	\$1,420.9	\$1,639.6	\$(218.7)	) (13)%
Short-term investments	527.1	332.2	194.9	59%
Long-term investments	1,244.2	1,133.1	111.1	10%
Total cash, cash equivalents, and investments	3,192.2	3,104.9	87.3	3%
Short-term and Long-term debt	1,948.7	1,349.0	599.7	44%
Net cash, cash equivalents, and investments	\$1,243.5	\$1,755.9	\$(512.4)	) (29)%

Fiscal year 2015 includes the effects of the adoption of Accounting Standards Update No. 2015-17, Balance Sheet Classification of Deferred Taxes, requiring all deferred tax assets and liabilities, and any related valuation allowance, to be classified as non-current on our Consolidated Balance Sheets. Amounts in the prior year were retrospectively adjusted to conform to the current-year presentation.

The significant components of our working capital are cash and cash equivalents, short-term investments, and accounts receivable, reduced by short-term debt, accounts payable, accrued liabilities, and short-term deferred revenue. Working capital decreased by \$186.7 million during the year ended December 31, 2015, primarily due to reclassification of long-term debt to short-term debt, as well as dividend payments, capital expenditures, and interest paid on debt, partially offset by the issuance of the 2020 Notes and the 2025 Notes in March 2015.

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## Summary of Cash Flows

As of December 31, 2015, our cash and cash equivalents decreased by \$218.7 million from December 31, 2014 primarily due to higher capital expenditures, dividend payout, and higher interest paid on debt, which was partially offset by the issuance of our 2020 and 2025 Notes.

The following table summarizes cash flows from our Consolidated Statements of Cash Flows (in millions, except percentages):

	Years Ended December 31,			2015 vs. 2014		2014 vs. 2013	
	2015	2014	2013	\$ Change	% Change	\$ Change	% Change
Net cash provided by operating activities	\$892.5	\$763.4	\$845.9	\$129.1	17	\$(82.5)	(10)
Net cash (used in) provided by investing activities	\$(508.7)	\$434.0	\$(561.0)	\$(942.7)	(217)	\$995.0	(177)
Net cash used in financing activities	\$(581.4)	\$(1,824.2)	\$(401.7)	\$1,242.8	(68)	\$(1,422.5)	354

## Operating Activities

## 2015 Compared to 2014

Net cash provided by operating activities was \$892.5 million in 2015, compared to \$763.4 million in 2014. The increase of \$129.1 million is primarily due to higher revenue and improved operating margin.

## 2014 Compared to 2013

Cash flow from operations was \$763.4 million in 2014, compared to \$845.9 million in 2013. The decrease of \$82.5 million is primarily due to lower cash collections from customers, higher payments related to our restructuring plans, higher taxes paid, and lower prepayments compared to prior year.

## Investing Activities

## 2015 Compared to 2014

Net cash used in investing was \$508.7 million in 2015, compared to net cash provided by investing of \$434.0 million in 2014. The decrease of \$942.7 million in cash flows from investing activities was primarily due to lower proceeds from the sale of available-for-sale securities in 2015, compared to 2014. In 2014, the sale of available-for-sale securities were higher in order to partially fund our accelerated share repurchase program. We also received higher proceeds from the sale of certain publicly traded equity securities and proceeds from the sale of Junos Pulse in 2014, which was partially offset by higher cash payments to purchase available-for-sale investments.

## 2014 Compared to 2013

Net cash provided by investing was \$434.0 million in 2014, compared to net cash used in investing of \$561.0 million in 2013. The increase in net cash provided by investing activities was primarily due to higher proceeds from sale of investments and fewer purchases of investments, as well as proceeds received from the sale of Junos Pulse.

Financing Activities

2015 Compared to 2014

Net cash used in financing activities was \$581.4 million in 2015, compared to \$1,824.2 million in 2014. The decrease of \$1,242.8 million was due to lower purchases and retirement of our common stock during fiscal 2015.



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## 2014 Compared to 2013

Net cash used in financing activities was \$1,824.2 million in 2014, compared to \$401.7 million in 2013. The increase of \$1,422.5 million is primarily due to higher purchases and retirement of our common stock and payment of cash dividends, partially offset by the issuance of the 2024 Notes.

## Stock Repurchase Activities

In February 2014, our Board of Directors, which we refer to as the Board, approved a stock repurchase program that authorized us to repurchase up to \$2.1 billion of our common stock, including \$1.2 billion pursuant to an accelerated share repurchase program, or the 2014 Stock Repurchase Program. In October 2014 and July 2015, the Board authorized a \$1.3 billion and \$500.0 million increase, respectively, to the 2014 Stock Repurchase Program for a total of \$3.9 billion. As of December 31, 2015, there was \$532.5 million of authorized funds remaining under the 2014 Stock Repurchase Program.

The following table summarizes our stock repurchase activities (in millions, except per share amounts):

	Shares Repurchased	Average price per share	Amount Repurchased
2015			
Repurchases under stock repurchase programs	45.4	\$25.16	\$1,142.5
Repurchases for tax withholding	400,000.0	\$26.70	\$11.1
2014			
Repurchases under stock repurchase programs	46.8	\$22.42	\$1,050.0
Accelerated share repurchase <sup>(1)</sup>	49.3	\$24.35	\$1,200.0
Repurchases for tax withholding	0.6	\$19.69	\$12.5
2013			
Repurchases under stock repurchase programs	28.9	\$19.76	\$570.6
Repurchases for tax withholding	0.4	\$20.23	\$7.2

As part of the 2014 Stock Repurchase Program, we entered into two separate accelerated share repurchase agreements, or collectively, the ASR, with two financial institutions to repurchase \$1.2 billion of our common stock. We made an up-front payment of \$1.2 billion pursuant to the ASR to repurchase our common stock. The aggregate number of shares ultimately purchased was determined based on a volume weighted average repurchase price, less an agreed upon discount. The shares received with respect to the ASR have been retired. Retired shares return to authorized but unissued shares of common stock.

Future stock repurchases under our stock repurchase program will be subject to a review of the circumstances at that time and will be made from time to time in private transactions or open market purchases as permitted by securities laws and other legal requirements. See Note 18, Subsequent Events, in Notes to Consolidated Financial Statements in Item 8 Part II of this Report for discussion of our stock repurchase activity subsequent to December 31, 2015.

## Dividends

During 2015, we declared four quarterly cash dividends of \$0.10 per share of common stock on January 27, 2015, April 23, 2015, July 23, 2015 and on October 22, 2015, which were paid on March 24, 2015, June 23, 2015, September 22, 2015 and on December 22, 2015, respectively, to stockholders of record as of the close of business on March 3, 2015, June 2, 2015, September 1, 2015, and December 1, 2015, respectively, in the aggregate amount of \$156.3 million.

During 2014, we declared two quarterly cash dividends of \$0.10 per share of common stock, or \$86.0 million, on July 22, 2014 and October 23, 2014, which were paid on September 23, 2014 and December 23, 2014, respectively, to stockholders of record as of the close of business on September 2, 2014 and December 2, 2014, respectively. Any future dividends, and the establishment of record and payment dates, are subject to approval by our Board or an authorized committee thereof. See Note 18, Subsequent Events, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for further discussion on our dividend declaration subsequent to December 31, 2015.

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## Restructuring

As of December 31, 2015, our restructuring liability was \$2.8 million related to facility closures expected to be paid through March 2018. See Note 9, Restructuring and Other Charges, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for further discussion on our restructuring plans.

## Deferred Revenue

Deferred product revenue represents unrecognized revenue related to shipments to distributors that have not sold through to end-users, undelivered product commitments, and other shipments that have not met all revenue recognition criteria. Deferred product revenue is recorded net of the related costs of product revenue. Deferred service revenue represents customer payments made in advance for services, which include technical support, hardware and software maintenance, professional services, and training.

The following table summarizes our deferred product and service revenues (in millions):

	As of December 31,	
	2015	2014
Deferred product revenue:		
Undelivered product commitments and other product deferrals	\$210.1	\$180.3
Distributor inventory and other sell-through items	81.8	103.7
Deferred gross product revenue	291.9	284.0
Deferred cost of product revenue	(51.6	) (58.4
Deferred product revenue, net	240.3	225.6
Deferred service revenue	927.8	850.1
Total	\$1,168.1	\$1,075.7

As of December 31, 2015, net deferred product revenue increased \$14.7 million to \$240.3 million, compared to \$225.6 million as of December 31, 2014, primarily as a result of an increase in channel inventory and subscription deferrals. As of December 31, 2015, the increase in deferred service revenue of \$77.7 million was primarily driven by timing of service contract renewals.

## Off-Balance Sheet Arrangements

As of December 31, 2015 and 2014, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. It is not our business practice to enter into off-balance sheet arrangements. However, in the normal course of business, we enter into contracts consisting of guarantees of product and service performance, guarantees related to third-party customer-financing arrangements, customs and duties guarantees, and standby letters of credit for certain lease facilities. See Guarantees below and Note 16, Commitments and Contingencies, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for additional information regarding our guarantees.

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## Contractual Obligations

Our principal commitments consist of obligations outstanding under operating leases, purchase commitments, debt, and other contractual obligations. The following table summarizes our principal contractual obligations as of December 31, 2015 and the effect such obligations are expected to have on our liquidity and cash flow in future periods (in millions):

	Payments Due by Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Operating leases <sup>(1)</sup>	\$113.7	\$35.7	\$44.2	\$18.1	\$15.7
Purchase commitments with contract manufacturers and suppliers <sup>(1)</sup>	\$591.2	\$591.2	\$—	\$—	\$—
Short-term debt <sup>(2)</sup>	\$300.0	\$300.0	\$—	\$—	\$—
Long-term debt <sup>(2)</sup>	\$1,650.0	\$—	\$—	\$300.0	\$1,350.0
Interest payment on short-term and long-term debt <sup>(2)</sup>	\$167.6	\$23.0	\$45.9	\$40.5	\$58.2
Other contractual obligations <sup>(1)</sup>	\$73.1	\$28.8	\$11.7	\$3.6	\$29.0
Future minimum lease payment <sup>(3)</sup>	\$118.1	\$2.6	\$13.3	\$26.8	\$75.4
Total	\$3,013.7	\$981.3	\$115.1	\$389.0	\$1,528.3

<sup>(1)</sup> See Note 16, Commitments and Contingencies, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for additional information regarding our contractual commitments.

<sup>(2)</sup> See Note 10, Debt and Financing, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for additional information regarding our debt.

<sup>(3)</sup> The future minimum lease payment is related to the data center lease agreement that we entered in to on July 10, 2015. See Note 16, Commitments and Contingencies, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for further explanation on the data lease agreement.

As of December 31, 2015, we had \$187.3 million included in long-term income taxes payable in the Consolidated Balance Sheets for unrecognized tax positions. At this time, we are unable to make a reasonably reliable estimate of the timing of payments related to this amount due to uncertainties in the timing of tax audit outcomes. As a result, this amount is not included in the table above.

## Revolving Credit Facility

On June 27, 2014, we entered into a Credit Agreement with certain institutional lenders that provides for a five year \$500.0 million unsecured revolving credit facility, with an option to increase the amount of the credit facility by up to an additional \$200.0 million, subject to certain conditions. Proceeds from borrowing made under the Credit Agreement may be used by us for working capital and general corporate purposes. Revolving loans may be borrowed, repaid and reborrowed until June 27, 2019, at which time all amounts borrowed must be repaid.

The Credit Agreement requires us to maintain a leverage ratio no greater than 3.0x and an interest coverage ratio no less than 3.0x during the term of the credit facility. In addition, the Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict the ability of the Company and its subsidiaries to, among other things, grant liens, merge or consolidate, dispose of all or substantially all of its assets, change their accounting or reporting policies, change their business and incur subsidiary indebtedness, in each case subject to customary exceptions for a credit facility of this size and type. As of December 31, 2015, the Company was in compliance with all covenants in the Credit Agreement, and no amounts were outstanding. See Note 10, Debt and Financing, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report.

## Guarantees

We have entered into agreements with customers that contain indemnification provisions relating to potential situations where claims could be alleged that our products solely, or in combination with other third party products, infringe the intellectual property rights of a third-party. As of December 31, 2015, we recorded a \$15.0 million liability for such indemnification obligations in other accrued liabilities in the Consolidated Balance Sheets. We also have financial guarantees consisting of guarantees of product and service performance, guarantees related to third-party customer-financing arrangements, custom and duty guarantees, and standby letters of credit for certain lease facilities. Under certain third-party customer financing arrangements that contain guarantee provisions, which have terms of up to four years, we are liable for the aggregate unpaid payments to the third-party financing company in the event of customer default. As of December 31, 2015, we have not made any payments under these arrangements. As of December 31, 2015 and December 31, 2014, we had \$15.8 million and \$26.2 million, respectively, in financing guarantees,

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bank guarantees, and standby letters of credit related to these financial guarantees of which \$9.9 million in financing guarantees was recorded in other accrued liabilities and other long-term liabilities in the Consolidated Balance Sheets as of December 31, 2015.

### Liquidity and Capital Resources

Liquidity and capital resources may be impacted by our operating activities as well as acquisitions and investments in strategic relationships that we have made or we may make in the future. Additionally, in 2014, we indicated that we intend to return \$4.1 billion to our stockholders in the form of stock repurchases and dividends from February 2014 through the end of 2016. To the extent we repurchase additional shares of our common stock under our stock repurchase program or pay cash dividends on our common stock, our liquidity may be impacted. As of December 31, 2015, 94% of our cash, cash equivalents, and investment balances were held outside of the U.S., which may be subject to U.S. taxes if repatriated.

In August 2013, we filed an automatic shelf registration statement with the SEC enabling us to offer for sale, from time to time, an unspecified amount of securities in one or more offerings and is intended to give us flexibility to take advantage of financing opportunities as needed or deemed desirable in light of market conditions. Our 2020 Notes and 2025 Notes were issued pursuant to a prospectus supplement filed with the SEC on February 26, 2015 to the automatic shelf registration statement and our 2024 Notes were issued under the automatic shelf registration statement pursuant to a prospectus filed with the SEC on February 28, 2014. Any other offerings of securities under the automatic shelf registration statement will be made pursuant to a prospectus. In addition, our Revolving Credit Facility will also provide additional flexibility for future liquidity needs.

We have been focused on managing our annual equity usage as a percentage of the common stock outstanding to align with peer group competitive levels and have made changes in recent years to reduce the number of shares underlying the equity awards we grant. For fiscal year 2015, we intended to target the number of shares underlying equity awards granted on an annual basis at 2.50% or less of our common stock outstanding on a pure share basis (where each option, RSU, RSA or PSA granted is counted as one share). Based upon shares underlying our grants to date of options, RSUs, RSAs, and PSAs, we met this target for 2015.

Based on past performance and current expectations, we believe that our existing cash and cash equivalents, short-term, and long-term investments, together with cash generated from operations and access to capital markets and the revolving credit facility under the Credit Agreement will be sufficient to fund our operations, planned stock repurchases and dividends, and anticipated growth for at least the next twelve months. We believe our working capital is sufficient to meet our liquidity requirements for capital expenditures, commitments, and other liquidity requirements associated with our existing operations during the same period. However, our future liquidity and capital requirements may vary materially from those now planned depending on many factors, including, but not limited to:

- level and mix of our product, sales, and gross profit margins;
- our business, product, capital expenditures and R&D plans;
- repurchases of our common stock;
- payment of dividends;
- incurrence and repayment of debt and related interest obligations;
- litigation expenses, settlements, and judgments, or similar items related to resolution of tax audits;

- volume price discounts and customer rebates;
- accounts receivable levels that we maintain;
- acquisitions and/or funding of other businesses, assets, products, or technologies;
- changes in our compensation policies;
- capital improvements for new and existing facilities;
- technological advances;

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- our competitors' responses to our products and/or pricing;
- our relationships with suppliers, partners, and customers;
- possible future investments in raw material and finished goods inventories;
- expenses related to future restructuring plans;
- tax expense associated with share-based awards;
- issuance of share-based awards and the related payment in cash for withholding taxes in the current year and possibly during future years;
- level of exercises of stock options and stock purchases under our equity incentive plans; and
- general economic conditions and specific conditions in our industry and markets, including the effects of disruptions in global credit and financial markets, international conflicts, and related uncertainties.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

We maintain an investment portfolio of various holdings, types, and maturities. The value of our investments is subject to market price volatility. In addition, as of December 31, 2015, 94% of our cash, cash equivalents, and marketable securities were held outside of the United States, which may be subject to U.S. taxes if repatriated. Our marketable securities are generally classified as available-for-sale and, consequently, are recorded on our Consolidated Balance Sheets at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive loss. These investments are also reviewed to identify and evaluate indications of potential other-than-temporary impairments as discussed in Note 4, Cash Equivalents and Investments, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report.

At any time, a rise in interest rates could have a material adverse impact on the fair value of our investment portfolio. Conversely, a decline in interest rates could have a material impact on interest income from our investment portfolio. We do not currently hedge these interest rate exposures. We recognized immaterial gains and losses during the years ended December 31, 2015, 2014, and 2013, related to the sales of certain investments.

The following tables present hypothetical changes in fair value of our available-for-sale fixed income securities held as of December 31, 2015 and 2014 that are sensitive to changes in interest rates (in millions):

	Valuation of Securities Given an Interest Rate Decrease of X BPS			Fair Value as of December 31, 2015	Valuation of Securities Given an Interest Rate Increase of X BPS		
	(150 BPS)	(100 BPS)	(50 BPS)		50 BPS	100 BPS	150 BPS
Available-for-sale fixed income securities	\$1,769.0	\$1,762.1	\$1,755.1	\$1,748.2	\$1,741.3	\$1,734.3	\$1,727.4
	Valuation of Securities Given an Interest Rate			Fair Value as of	Valuation of Securities Given an Interest Rate		
	(150 BPS)	(100 BPS)	(50 BPS)		December 31,	50 BPS	100 BPS



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	Decrease of X BPS			December 31, 2014	Increase of X BPS		
	(150 BPS)	(100 BPS)	(50 BPS)		50 BPS	100 BPS	150 BPS
Available-for-sale fixed income securities	\$1,487.2	\$1,481.6	\$1,476.1	\$1,470.6	\$1,465.1	\$1,459.5	\$1,454.0

These instruments are not leveraged and are held for purposes other than trading. The modeling technique used measures the changes in fair value arising from selected potential changes in interest rates. Market changes reflect immediate hypothetical parallel shifts in the yield curve of plus or minus 50 basis points (“BPS”), 100 BPS, and 150 BPS, which are representative of the historical movements in the Federal Funds Rate.

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### Foreign Currency Risk and Foreign Exchange Forward Contracts

Periodically, we use derivatives to hedge against fluctuations in foreign exchange rates. We do not enter into derivatives for speculative or trading purposes.

We use foreign currency forward contracts to mitigate variability in gains and losses generated from the re-measurement of certain monetary assets and liabilities denominated in non-functional currencies. These derivatives are carried at fair value with changes recorded in other (expense) income, net in our Consolidated Statements of Operations in the same period as the changes in the fair value from the re-measurement of the underlying assets and liabilities. These foreign exchange contracts have maturities of one year or less.

Our sales and costs of product revenues are primarily denominated in U.S. Dollars. Our cost of service revenue and operating expenses are denominated in U.S. Dollars as well as other foreign currencies including the British Pound, the Euro, Indian Rupee, and Japanese Yen. Approximately 78% of such costs and operating expenses are denominated in U.S. Dollars. Periodically, we use foreign currency forward and/or option contracts to hedge certain forecasted foreign currency transactions to reduce variability in cost of service revenue and operating expenses caused by non-U.S. Dollar denominated operating expense and costs. In designing a specific hedging approach, we consider several factors, including offsetting exposures, significance of exposures, costs associated with entering into a particular hedge instrument, and potential effectiveness of the hedge. These derivatives are designated as cash flow hedges and have maturities of less than one year. The effective portion of the derivative's gain or loss is initially reported as a component of accumulated other comprehensive loss and, upon occurrence of the forecasted transaction, is subsequently reclassified into the line item in the Consolidated Statements of Operations to which the hedged transaction relates. We record the ineffectiveness of the hedging instruments, which was immaterial during the years ended December 31, 2015, 2014, and 2013, respectively, in other (expense) income, net on our Consolidated Statements of Operations. The change in operating expenses including cost of service revenue, research and development, sales and marketing, and general and administrative expenses, due to foreign currency fluctuations was a reduction to operating expenses of 2.3%, 2.1% and 0.8% in 2015, 2014 and 2013, respectively.

We have performed a sensitivity analysis as of December 31, 2015 and as of December 31, 2014, using a modeling technique that measures the change in the amount of non-U.S. dollar cash, cash equivalents and marketable securities arising from a hypothetical 10% movement in the levels of foreign currency exchange rates relative to the U.S. dollar, with all other variables held constant. The foreign currency exchange rates we used were based on market rates in effect on December 31, 2015 and December 31, 2014, respectively. The sensitivity analysis indicated that a hypothetical 10% movement in foreign currency exchange rates would change the amount of cash, cash equivalents and marketable securities we would report in U.S. Dollars as of December 31, 2015 and December 31, 2014 by less than 1% and by less than 1.2%, respectively.

### Equity Price Risk

Our portfolio of publicly-traded equity securities and our non-qualified deferred compensation (“NQDC”) plan, which may also hold publicly-traded equity securities, are inherently exposed to equity price risk as the stock market fluctuates.

We do not purchase our publicly-traded equity securities, classified as available-for-sale securities on our Consolidated Balance Sheets, for speculative purposes. As of December 31, 2015 and December 31, 2014, our portfolio of publicly-traded equity securities had an estimated fair value of \$8.8 million and \$2.0 million, respectively. A hypothetical 30% adverse change in the stock prices of our publicly-traded equity securities would result in a loss in the fair value of \$2.6 million and \$0.7 million as of December 31, 2015 and December 31, 2014, respectively.

Investments under the NQDC plan are considered trading securities and are also reported at fair value on our Consolidated Balance Sheets. As of December 31, 2015 and December 31, 2014, the total investments under our NQDC plan were \$17.7 million and \$16.3 million, respectively. A hypothetical 30% adverse change on the total investments under the NQDC plan would result in a loss in the fair value of \$5.3 million and \$4.9 million as of December 31, 2015 and December 31, 2014, respectively.

We have also invested in privately-held companies. Depending on the nature of these investments, some can be carried at cost and others can be carried at fair value. In 2015, there were no impairment charges on our investments in privately-held companies and in 2014, and 2013 we recorded impairment charges of \$1.1 million, and \$2.8 million, respectively, on our investments in privately-held companies that we judged to be other than temporary as discussed in Note 5, Fair Value Measurements, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report. The aggregate cost of our investments in privately-held companies was \$102.4 million and \$89.9 million as of December 31, 2015 and December 31, 2014, respectively.

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## ITEM 8. Financial Statements and Supplementary Data

Juniper Network, Inc.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Juniper Networks, Inc.

We have audited the accompanying consolidated balance sheets of Juniper Networks, Inc. as of December 31, 2015 and 2014, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a)2. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above, present fairly, in all material respects, the consolidated financial position of Juniper Networks, Inc., at December 31, 2015 and 2014, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Juniper Networks, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 19, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Jose, California  
February 19, 2016

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Juniper Networks, Inc.

We have audited Juniper Networks, Inc.'s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) (the COSO criteria). Juniper Networks, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Juniper Networks, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015 based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Juniper Networks, Inc. as of December 31, 2015, and 2014 and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2015, of Juniper Networks, Inc. and our report dated February 19, 2016, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Jose, California  
February 19, 2016



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Management's Report on Internal Control Over Financial Reporting

The management of Juniper Networks, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated Financial Statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2015, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control - Integrated Framework as published in 2013. Based on that assessment, management concluded that, as of December 31, 2015, the Company's internal control over financial reporting was effective.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2015 has been audited by Ernst & Young LLP, the independent registered public accounting firm that audits the Company's Consolidated Financial Statements, as stated in their report preceding this report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2015.



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Juniper Networks, Inc.  
 Consolidated Statements of Operations  
 (In millions, except per share amounts)

	Years Ended December 31,			
	2015	2014	2013	
Net revenues:				
Product	\$3,563.1	\$3,408.7	\$3,519.9	
Service	1,294.7	1,218.4	1,149.2	
Total net revenues	4,857.8	4,627.1	4,669.1	
Cost of revenues:				
Product	1,269.6	1,286.8	1,276.6	
Service	509.6	482.1	451.1	
Total cost of revenues	1,779.2	1,768.9	1,727.7	
Gross margin	3,078.6	2,858.2	2,941.4	
Operating expenses:				
Research and development	994.5	1,006.2	1,043.2	
Sales and marketing	943.8	1,023.6	1,075.9	
General and administrative	228.9	231.1	217.3	
Restructuring and other (benefits) charges	(0.6	) 167.0	39.1	
Impairment of goodwill	—	850.0	—	
Total operating expenses	2,166.6	3,277.9	2,375.5	
Operating income (loss)	912.0	(419.7	) 565.9	
Other (expense) income, net	(59.8	) 333.4	(40.4	)
Income (loss) before income taxes	852.2	(86.3	) 525.5	
Income tax provision	218.5	248.0	85.7	
Net income (loss)	\$633.7	\$(334.3	) \$439.8	
Net income (loss) per share:				
Basic	\$1.62	\$(0.73	) \$0.88	
Diluted	\$1.59	\$(0.73	) \$0.86	
Shares used in computing net income (loss) per share:				
Basic	390.6	457.4	501.8	
Diluted	399.4	457.4	510.3	
Cash dividends declared per common stock	\$0.40	\$0.20	\$—	

See accompanying Notes to Consolidated Financial Statements

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Juniper Networks, Inc.

Consolidated Statements of Comprehensive Income

(In millions)

	Years Ended December 31,		
	2015	2014	2013
Net income (loss)	\$633.7	\$(334.3)	) \$439.8
Other comprehensive income (loss), net of tax:			
Available-for-sale securities:			
Unrealized gains on available-for-sale securities, net of tax (provision) of (\$6.5), (\$29.5) and (\$37.9) for 2015, 2014 and 2013, respectively	9.1	48.7	65.1
Reclassification adjustment for realized net gains on available-for-sale securities included in net income (loss), net of tax provision of zero, \$61.8 and \$0.4 for 2015, 2014 and 2013, respectively	(0.5	) (106.5	) (1.0
Net change on available-for-sale securities, net of taxes	8.6	(57.8	) 64.1
Cash flow hedges:			
Unrealized (losses) gain on cash flow hedges, net of tax (provision) benefit of (\$0.4), (\$0.7) and \$1.7 for 2015, 2014 and 2013, respectively	(6.7	) (4.1	) 0.7
Reclassification adjustment for realized loss (gains) on cash flow hedges included in net income (loss), net of tax provision (benefit) of zero, \$1.1 and (\$0.8) for 2015, 2014 and 2013, respectively	9.6	(2.3	) (1.5
Net change on cash flow hedges, net of taxes	2.9	(6.4	) (0.8
Change in foreign currency translation adjustments	(16.9	) (14.2	) (3.4
Other comprehensive (losses) income, net of tax	(5.4	) (78.4	) 59.9
Comprehensive income (loss)	\$628.3	\$(412.7)	) \$499.7

See accompanying Notes to Consolidated Financial Statements

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Juniper Networks, Inc.  
 Consolidated Balance Sheets  
 (In millions, except par values)

	December 31, 2015	December 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$1,420.9	\$1,639.6
Short-term investments	527.1	332.2
Accounts receivable, net of allowance for doubtful accounts of \$9.3 and \$4.7 as of December 31, 2015 and 2014, respectively	780.7	598.9
Prepaid expenses and other current assets	183.7	239.9
Total current assets	2,912.4	2,810.6
Property and equipment, net	1,021.0	904.3
Long-term investments	1,244.2	1,133.1
Restricted cash and investments	36.2	46.0
Purchased intangible assets, net	33.9	62.4
Goodwill	2,981.3	2,981.5
Other long-term assets	390.2	343.5
Total assets	\$8,619.2	\$8,281.4
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term debt	\$299.9	\$—
Accounts payable	159.3	234.6
Accrued compensation	269.5	225.0
Deferred revenue	822.9	780.8
Other accrued liabilities	250.3	273.0
Total current liabilities	1,801.9	1,513.4
Long-term debt	1,648.8	1,349.0
Long-term deferred revenue	345.2	294.9
Long-term income tax payable	187.3	177.5
Other long-term liabilities	61.6	27.5
Total liabilities	4,044.8	3,362.3
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Convertible preferred stock, \$0.00001 par value; 10.0 shares authorized; none issued and outstanding	—	—
Common stock, \$0.00001 par value; 1,000.0 shares authorized; 384.0 shares and 416.2 shares issued and outstanding as of December 31, 2015 and 2014, respectively	—	—
Additional paid-in capital	8,334.8	8,794.0
Accumulated other comprehensive loss	(19.2	) (13.8
Accumulated deficit	(3,741.2	) (3,861.1
Total stockholders' equity	4,574.4	4,919.1
Total liabilities and stockholders' equity	\$8,619.2	\$8,281.4

See accompanying Notes to Consolidated Financial Statements



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Juniper Networks, Inc.

Consolidated Statements of Cash Flows

(In millions)

	Years Ended December 31,		
	2015	2014	2013
Cash flows from operating activities:			
Net income (loss)	\$633.7	\$(334.3	) \$439.8
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Share-based compensation expense	217.3	240.0	244.6
Depreciation, amortization, and accretion	176.5	186.1	189.9
Restructuring and other (benefits) charges	(4.1	) 208.5	47.5
Deferred income taxes	(14.6	) (16.9	) 72.2
Impairment of goodwill	—	850.0	—
Gain on sale of Junos Pulse	—	(19.6	) —
Gain on investments, net	(6.8	) (167.9	) (11.3
Gain on legal settlement, net	—	(121.1	) —
Excess tax benefits from share-based compensation	(12.3	) (9.4	) (1.9
Loss on disposal of fixed assets	0.4	1.7	1.4
Changes in operating assets and liabilities, net of effects from acquisitions:			
Accounts receivable, net	(218.9	) (16.8	) (139.9
Prepaid expenses and other assets	(43.5	) (10.1	) (126.0
Accounts payable	(80.2	) 38.3	(8.9
Accrued compensation	46.6	(46.0	) (5.4
Income taxes payable	104.3	51.0	(38.5
Other accrued liabilities	1.8	(115.2	) 36.5
Deferred revenue	92.3	45.1	145.9
Net cash provided by operating activities	892.5	763.4	845.9
Cash flows from investing activities:			
Purchases of property and equipment	(210.3	) (192.9	) (230.0
Proceeds from sale of Junos Pulse	—	105.7	—
Purchases of available-for-sale investments	(1,486.4	) (2,440.7	) (1,776.0
Proceeds from sales of available-for-sale investments	861.6	2,627.7	1,167.2
Proceeds from maturities of available-for-sale investments	319.8	337.6	334.6
Purchases of trading investments	(4.4	) (4.1	) (3.7
Proceeds from sales of privately-held investments	10.6	4.9	9.4
Purchases of privately-held investments	(5.4	) (21.7	) (41.3
Payments for business acquisitions, net of cash and cash equivalents acquired	(3.5	) (27.1	) (10.0
Purchase of licensed software	—	—	(10.0
Changes in restricted cash	9.3	44.6	(1.2
Net cash (used in) provided by investing activities	(508.7	) 434.0	