

JUNIPER NETWORKS INC
Form DEFA14A
May 11, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Juniper Networks, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

May 11, 2011

Dear Employees,

If you hold shares of Juniper stock (including stock issued after exercising options or after the vesting of restricted stock units or performance shares), you should have received instructions in the mail or electronically from your bank or broker on how to vote your shares at the 2011 Annual Meeting of Stockholders on May 18. Both telephone and internet voting are available.

We have a number of important proposals being voted on at the annual meeting, including a proposal to amend the 2006 Equity Incentive Plan to increase the number of shares available for issuance under the plan by 30,000,000 shares. Equity-based compensation is a key element in our employee compensation and retention programs. We have requested this increase in shares to help us drive the future growth of Juniper Networks. Juniper Networks Board of Directors and management team recommend that you vote **FOR** the proposal to increase the shares available for issuance under the 2006 Equity Incentive Plan by 30,000,000. Please refer to the proxy statement for details regarding the proposal to increase shares.

Your vote is very important. We encourage you to read the proxy statement and vote your shares as soon as possible.

We thank all of you for your continued support of Juniper Networks.

Thank you,

Robyn