

JUNIPER NETWORKS INC

FORM 10-K (Annual Report)

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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, 2013

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

(State or other jurisdiction of incorporation or organization)

77-0422528

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

1194 North Mathilda Avenue

Sunnyvale, California

(Address of principal executive offices)

94089

(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

Common Stock, par value \$0.00001 per share

Name of Each Exchange on Which Registered

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

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 \$6,490,000,000 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 28, 2013). For purposes of this disclosure, shares of common stock held or controlled by executive officers and directors of the registrant and by persons who hold more than 5% of the outstanding shares of common stock have been treated as shares held by affiliates. However, such treatment should not be construed as an admission that any such person is an "affiliate" of the registrant. The registrant has no non-voting common equity.

As of February 21, 2014, there were 501,120,337 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 2014 Annual Meeting of Stockholders, which is expected to be filed not later than 120 days after the registrant's fiscal year ended December 31, 2013.

Juniper Networks, Inc.
Form 10-K

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Forward-Looking Statement

This Annual Report on Form 10-K ("Report"), including "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7, contains forward-looking statements regarding future events and the future results of Juniper Networks, Inc. ("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. 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; however, the absence of these words or similar expressions does not mean that a statement is not forward-looking. 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 United States Securities and Exchange Commission ("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 law.

PART I

ITEM 1. Business

Overview

At Juniper Networks, we design, develop, and sell products and services for high-performance networks, which combine scale and performance with agility and efficiency, so customers can build the best networks for their businesses. Our routing, switching and security products address the high-performance networking requirements of global service providers, enterprises, governments, and research and public sector organizations that view the network as critical to their success. Our software, silicon, and systems represent innovations that transform the experience and economics of networking, helping customers achieve superior performance, greater choice, and flexibility, while reducing overall total cost of ownership.

We do business in three geographic regions: Americas, Europe, Middle East, and Africa ("EMEA"), and Asia Pacific ("APAC"). During 2013, we operated under two business segments: Platform Systems Division ("PSD") and Software Solutions Division ("SSD"). Our PSD segment primarily offers scalable routing and switching products that are used in service provider, enterprise, and public sector networks to control and direct network traffic between data centers, core, edge, aggregation, campus, Wide Area Networks ("WANs"), and consumer and business devices. Our SSD segment offers solutions focused on network security and network services applications for both service providers and enterprise customers. Both segments offer worldwide services, including technical support and professional services, as well as educational 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. During 2013, we consolidated operational oversight and management of all security products within our SSD segment. As a result of this product realignment, security products previously reported in our PSD segment (including the Branch SRX, Branch Firewall, and J Series product families) are now reported in our SSD segment. In addition, we realigned our Contrail products from our PSD segment to our SSD segment. Segment data for prior years has been reclassified to conform to the current year presentation. See Note 13, *Segments*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report, for further information about the realignment and financial information regarding each of our PSD and SSD segments, which is incorporated herein by reference.

During the year ended December 31, 2013, we conducted business in more than 100 countries generating net revenues of \$4,669.1 million and net income attributable to Juniper Networks of \$439.8 million.

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.

Strategy

In February 2014, we announced an integrated operating plan ("IOP") to refocus the Company on innovation that matters most to service providers and enterprises where demand for High-IQ Networks and best-in-class cloud environments are driving growth. The IOP strategy capitalizes upon our engineering expertise across routing, switching, security, control and network management to align our focus to become a leading provider of secure High-IQ Networks while serving the needs of Cloud Builders. Through the execution of the IOP we plan to coalesce our engineering talent, go-to-market teams and R&D around this strategy resulting in streamlined operations and business portfolio and operational efficiencies. As we implement the IOP, it is possible that our segments may change.

We believe many of the core tenets of our historical strategic efforts described below carry forward and form the foundation of our successful implementation of the IOP.

Maintain and Extend Technology Leadership

We are recognized around the world as an innovation leader in networking. Our Junos OS, application-specific integrated circuit ("ASIC") technology, and network-optimized product architecture were key elements to establishing and 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 be 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 hand-in-hand 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 R&D at a level that drives our innovation agenda, enabling us to deliver highly differentiated products and outstanding value to our customers.

Enable New Internet Protocol ("IP")-Based Services

Our platforms have enabled network operators to quickly build and secure networks cost-effectively and deploy new differentiated services to drive new sources of revenue more efficiently than legacy network products. By enabling new IP-based services, we have significantly broadened our service provider business over the last several years, while also significantly expanding our presence in the enterprise market.

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 ("VARs"), and original equipment manufacturer ("OEM") partners to end-users in the service provider and enterprise markets. We believe the network needs for service providers such as carriers—wireless and wireline, cable, and content and Web 2.0 service companies are converging, as are those of large enterprise and national governments, as these customers focus on High-IQ networks and 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 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 high density and highly reliable platforms;
- Creating new or additional revenue opportunities by enabling new services to be offered to new market segments based on our product capabilities;
- Increasing customer satisfaction, while lowering costs, by enabling consumers 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 these strategic developments are made technically possible as operators invest in the build-out of High-IQ 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; and growth in mobile traffic as a result of the increase in mobile device usage including notebooks, netbooks, smartphones, and tablets.

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.

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 end-to-end security across every environment—from the data center to campus and branch environments and to the device itself 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 High-IQ 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, distributed and extended enterprises, and consumer and business devices.

Customers

In 2013 and 2011, no single customer accounted for 10% or more of our net revenues. In 2012, Verizon Communications, Inc. ("Verizon") accounted for 10.3% 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.

In the last seven years, we have expanded our portfolio to address domains in the network: the core, the edge, access and aggregation, data centers, WANs, and campus and branch. We have systematically focused on how we innovate in silicon, systems, and software to provide a range of solutions in high-performance networking that can solve unique problems for customers.

Our focus on high-performance networking leads to a focus on three product areas: routing, switching, and security. In each of the past three fiscal years, routing, switching, security, and services each accounted for more than 10% of our consolidated net revenues. The following is an overview of our major product families within each of our segments in 2013:

PSD

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. Powerful 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. Using our Junos OS and groundbreaking Trio chipset, the MX platforms provide the carrier-class performance, scale, and reliability to enable service providers and enterprises to support large-scale Ethernet deployments.
- *M Series :* Our M Series Edge Routers combine IP/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. M Series provide 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, granular accounting, and a services portfolio that continues to grow with every release of Junos OS.
- *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 Express silicon and a forwarding architecture that is focused on optimizing MPLS and Ethernet. The PTX, now available in two form factors —PTX5000 and PTX3000, 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 leading features and multi-terabit scale that service providers need to handle massive growth in core bandwidth requirements. These features include multi-protocol label switching ("MPLS") Differentiated Services (DiffServ-TE), point-to-multipoint label-switched paths (P2MP LSPs), nonstop routing, unified in-service software upgrades (unified ISSUs), hierarchical MPLS, to name a few. Introduced in 2002, the T series remains the industry's best investment protection story with the introduction of the T4000 in 2012.

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.
- *Wireless Local Area Network ("WLAN") Products:* Our WLAN product family includes wireless controllers, access points, and management tools that deliver wireless LAN and WAN solutions for enterprises of all sizes and types.
- *QFX Series :* Our QFX Series of products offers a revolutionary approach that delivers dramatic improvements in data center performance, operating costs, and business agility for enterprises, high-performance computing systems, and cloud providers. Our QFX family, including the QFabric System (QFabric Nodes, Interconnect and Director) and QFX Series Switches (QFX5100, QFX3600, and QFX3500 Switch implements a single-layer network in the data center, enabling improvements in speed, scale, and efficiency by removing legacy barriers and improving business agility.

SSD

Security Products

- *SRX Series Services Gateways for the Data Center:* Our high-end SRX Series platforms deliver market-leading performance, scalability, and service integration in a chassis-based form factor ideally suited for medium to large enterprise and service provider data centers and large campus environments where scalability, high performance, and concurrent services, are essential. The SRX Series of dynamic services gateways, running our Junos software, 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.
- *Secure Access and Access Control Appliances:* Our Junos Pulse, Junos Pulse Mobile Security Suite, and SA Series SSL VPN appliances, designed for use in companies of all sizes, are used to provide secure access to corporate resources for remote and mobile users from any web-enabled device, regardless of location. Junos Pulse Access Control Service solutions provide identity-based, location-aware, granular access control that protects clouds and networks from unauthorized access by wired, wireless, and remotely connected endpoints. Pulse Access Control allows for increased policy granularity, transparent deployment of Junos Pulse clients, and simplified policy management, which secures and simplifies bring your own device ("BYOD") initiatives.
- *SSG Series, ISG Series, and NetScreen Series:* Our firewall and VPN systems and appliances are designed to provide integrated firewall, VPN, and denial of service protection capabilities for both enterprise environments and service provider network infrastructures. These products range from our SSG Series, which combines LAN/WAN routing capabilities with unified threat management features such as antivirus, anti-spam, and web filtering technologies, to our ISG and NetScreen Series firewall and VPN systems, which are designed to deliver high-performance security in medium/large enterprises, carrier networks, and data centers.

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in Part II of this Report, and Note 13, *Segments*, in Notes to Consolidated Financial Statements in Item 8 Part II of this Report, for an analysis of net product revenues by segment.

Platform Strategy

In addition to our major product families, our software portfolio was 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;
 - One software release train extended through a highly disciplined and firmly scheduled development process; and
 - One common modular software architecture that scales across all Junos-based platforms.

Junos OS is designed to maintain continuous systems and 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 ("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, Service Now, and Service Insight.

Our Contrail network orchestration system offers an open-source, standards-based platform for software-defined networks ("SDN") and network function virtualization. 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 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, and an orchestration system-agnostic approach that provides REST APIs that can be used by customers to work with their own provisioning and management systems.

Significant Product Development Projects

In 2013, we continued to invest in innovation and strengthening our product portfolio, which resulted in new product offerings during 2013, including a series of new products for the enterprise campus and data center infrastructures, including the EX9200 Ethernet Switch, a programmable core switch, to support emerging applications and growing workloads. Additionally, we enhanced our MX Series portfolio with the release of the MX104, MX2010, and the MX2020, service provider edge routers designed for rapid service delivery and application enablement. We also released the world's smallest Supercore, the PTX3000, to address the scale and flexibility challenges facing service providers as they converge their networks to optimize their business. Furthermore, to help enterprise organizations and service providers address the challenges associated with managing multiple, geographically dispersed data centers, we unveiled MetaFabric, a new architecture for next generation data centers. MetaFabric simplifies and accelerates the deployment and delivery of applications within and across multiple data center locations.

We also announced the availability of Juniper Networks Contrail, a standards-based and highly scalable network virtualization and intelligence solution for SDN and introduced OpenContrail, a new initiative that makes the source code library for Contrail available through an open source license, which we believe will help to foster innovation in SDN. We also announced enhancements to the SDN-ready MX Series 3D Universal Edge Router portfolio that significantly expands system capacity, subscriber bandwidth and service performance.

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, 2013, we employed 1,452 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, 2013, we employed 361 people in worldwide manufacturing and operations who primarily manage relationships with our contract manufacturers, manage our supply chain, and monitor and manage product testing and quality.

As of December 31, 2013, we have subcontracted with Celestica Incorporated and Flextronics International Ltd. for the majority of our manufacturing activity. In 2013, we completed the disengagement of Plexus Corporation ("Plexus") as a contract manufacturer as part of our initiative to reduce our contract manufacturers from three to two.

Our manufacturing is primarily conducted through contract manufacturers in the United States ("U.S."), China, Malaysia, Mexico, and Taiwan. Our contract manufacturers in all locations are responsible for all phases of manufacturing from prototypes to full production and assist with activities such as material procurement, final assembly, test, control, shipment to our customers, and repairs. Together with our contract 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 deliver products to customers with turnkey manufacturing and drop-shipment capabilities;
- We gain economies of scale by leveraging our buying power with our contract manufacturers when we purchase large quantities of components;
- We operate with a minimum amount of dedicated space for manufacturing operations; and
- We can reduce our costs by reducing what would normally be fixed overhead expenses.

Our contract 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, and title to the products transferred from the contract manufacturers to us and immediately to our customers upon delivery at a designated shipment location. If the components remain unused or the products remain unsold for a specified period, we may incur carrying charges or obsolete materials charges for components that our contract manufacturers purchased to build products to meet our forecast or customer orders.

Although we have contracts with our contract manufacturers, those contracts merely set forth a framework within which the contract manufacturer may accept purchase orders from us. The contracts do not require them to manufacture our products on a long-term basis.

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

Our application-specific integrated circuits ("ASICs") are manufactured primarily by sole or limited sources, such as International Business Machines Corporation ("IBM"), each of which is responsible for all aspects of ASICs production using our proprietary designs.

By working collaboratively with our suppliers, we have the opportunity to promote socially responsible business practices beyond our company and into 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 ("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.

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, 2013, we employed 4,135 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-IQ 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 \$ 1,043.2 million, \$1,101.6 million, and \$1,026.8 million in 2013, 2012, and 2011, respectively.

Sales and Marketing

As of December 31, 2013, we employed 2,626 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, system engineers, and marketing and channel teams, is generally split between service provider and enterprise customers. 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 major account 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 the United States and Canada, we sell to several service providers directly and sell to other service providers and enterprise customers primarily through distributors and resellers. Almost all of our sales outside the United States and Canada are made through our channel partners.

Direct Sales Structure

Our sales team engages with end-user customers with which we have direct relationships. The terms and conditions of these 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:

- 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 sell our SSD product lines as well as the majority of our PSD product lines, including infrastructure products that are often purchased by our enterprise 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 discounts and other ordinary terms of sale. These agreements do not require our distributors to purchase specified quantities of our products. Further, most of our distributors sell our competitor's products, and some sell their own competing products.
- VARs and Direct value-added resellers ("DVARs"), including our strategic worldwide resellers referenced below, resell our products to end-users around the world. These channel partners either buy our products and services through distributors (VARs), 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 discounts and other ordinary terms of sale. These agreements do not require these channel partners to purchase specified quantities of our products. Increasingly, our service provider customers also resell our products to their customers or purchase our products for the purpose of providing managed or cloud-based services to their customers.
- Strategic worldwide reseller relationships with established historical alliances including Nokia Siemens Networks B.V. ("NSN"), Ericsson Telecom A.B. ("Ericsson"), and IBM. These companies each offer services and products that complement our own product offerings and act as a reseller, and in some instances integration partners for our products. Our arrangements with these partners allow them to resell our products on a worldwide, non-exclusive basis, provide for product discounts, and specify other general terms of sale. These agreements do not require these partners to purchase specified quantities of our products.

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, 2013 and December 31, 2012, our total product backlog was approximately \$470.7 million and \$410.5 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 both 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.

Seasonality

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

Competition

PSD Business

In the network infrastructure business, Cisco Systems, Inc. ("Cisco") has historically been the dominant player in the market. However, our principal competitors also include Alcatel-Lucent, Brocade Communications Systems, Inc. ("Brocade"), Extreme Networks, Inc. ("Extreme Networks"), Hewlett Packard Company ("HP"), and Huawei Technologies Co., Ltd. ("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 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.

SSD Business

In the market for SSD products, Cisco generally is our primary competitor with its broad range of products. In addition, there are a number of other competitors for each of the product lines within SSD, including Check Point Software Technologies, Ltd. ("Check Point"), F5 Networks, Inc. ("F5 Networks"), Fortinet, Inc. ("Fortinet"), and Palo Alto Networks, Inc. ("Palo Alto Networks"), among others. These additional competitors tend to be focused on single product line solutions and, therefore, may be considered specialized compared to our broader product line. In addition, 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.

For both product groups, 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. There continues to be consolidation in this 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 subject to regulations that have been adopted with respect to environmental matters, such as the Waste Electrical and Electronic Equipment ("WEEE"), Restriction of the Use of Certain Hazardous Substances in Electrical and Electronic Equipment ("RoHS"), and Registration, Evaluation, Authorization, and Restriction of Chemicals ("REACH") regulations adopted by the European Union and China. In addition, we participate in the Carbon Disclosure Project ("CDP"). CDP is a global standardized mechanism by which companies report their greenhouse gas emissions to institutional investors. It hosts one of the largest registries of corporate greenhouse gas data in the world at www.cdproject.net. We continue to invest in the infrastructure and systems required to be able 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.

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.

In addition, we are committed to the environment by our effort in improving the energy efficiency of key elements in our high-performance network product offerings. In 2012, we launched a set of carrier-class MPLS switches, the PTX5000 series. In addition to filling the capacity and density requirement for Internet core growth, PTX5000 also features record energy efficiency of 1.5W per Gigabit of throughput. 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.

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. 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. 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.

Our success will depend in part upon our ability to obtain necessary intellectual property rights and protect our intellectual property rights. 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.

As of December 31, 2013, we had over 2,000 patents worldwide. 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.

Employees

As of December 31, 2013, we had 9,483 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.

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
Shaygan Kheradpir	53	Chief Executive Officer
Pradeep Sindhu	61	Chief Technical Officer and Vice Chairman of the Board
Robyn M. Denholm	50	Executive Vice President and Chief Financial and Operations Officer
Vince Molinaro	50	Executive Vice President and Chief Customer Officer
Mitchell Gaynor	54	Executive Vice President, General Counsel and Secretary
Rami Rahim	43	Executive Vice President, Platform Systems Division
Terrance F. Spidell	45	Vice President, Corporate Controller and Chief Accounting Officer

SHAYGAN KHERADPIR joined Juniper on January 1, 2014 as Chief Executive Officer, and was appointed to the Board on December 31, 2013. Mr. Kheradpir joined the Company from Barclays PLC where he had been serving as Chief Operations and Technology Officer since March 2013. Prior to his appointment as Chief Operations and Technology Officer, beginning in January 2011, he was Chief Operating Officer of Barclays global retail business bank. From January 2007 to December 2010, Mr. Kheradpir served as the Executive Vice President and Chief Information & Technical Officer for Verizon Communications, where he was responsible for the information technology initiatives of all of Verizon's business units. Prior to this, Mr. Kheradpir was Senior Vice President and Chief Information Officer for Verizon Telecom, with oversight of all information technology initiatives for the company's wireline communications unit. Mr. Kheradpir began his communications career with GTE in 1987. Mr. Kheradpir was a member of the National Institute of Standards & Technology VCAT (Visiting Committee on Advanced Technology), an adjunct professor of electrical engineering at Northeastern University, and holds several patents. He was named to CIO magazine's Hall of Fame in 2007. Mr. Kheradpir holds a Bachelor's, Master's and Doctorate degree in Electrical Engineering from Cornell University.

PRADEEP SINDHU founded Juniper in February 1996 and served as CEO 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.

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. ("Sun") 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.

VINCE MOLINARO joined Juniper in 2009, 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, Lucent Technologies, Alcatel-Lucent and Internap Network Services. 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.

MITCHELL GAYNOR joined Juniper in February 2004 as Vice President, General Counsel, and Secretary and served as Senior Vice President, General Counsel and Secretary from February 2008 to February 2011 and is currently our Executive Vice President, General Counsel and Secretary. Prior to joining Juniper, Mr. Gaynor was Vice President, General Counsel, and Secretary of Portal Software, Inc., a provider of account management software that was subsequently acquired by Oracle Corporation ("Oracle"), and Sybase, Inc., an enterprise and mobile software company that was subsequently acquired by SAP AG. In private practice, he was an associate with the law firm of Brobeck, Phleger & Harrison. Mr. Gaynor holds a Law degree from University of California's Hastings College of the Law and a Bachelor's degree in History from the University of California, Berkeley.

RAMI RAHIM joined Juniper in January 1997 and in October 2012 became Executive Vice President of our Platform Systems Division, responsible for driving strategy, development, and business growth for Juniper's entire portfolio of routing, switching, branch, and WLAN products, as well as for the ongoing evolution of our silicon technology and the Junos operating system. Prior to his current position, Mr. Rahim served Juniper in a number of roles, including Senior Vice President and GM of the Edge and Aggregation Business Unit and Vice President of Product Management for 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.

TERRANCE F. SPIDELL joined the Company as Vice President, Assistant Corporate Controller, in August 2011, and has served as Vice President, Corporate Controller, since November 2012. On February 27, 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 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 the Investor Relations Department at our corporate offices by calling 1-408-936-5396, or by sending an e-mail message to investorrelations@juniper.net. Such reports and other information are available on our website as soon as reasonably practicable after they are filed electronically with 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 a part of this Report.

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 consolidation, competition, customer concentration, 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, 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 future quarters, our operating results may 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.

Fluctuating economic conditions make it difficult to predict revenues 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, 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 provide accurate forecasts to our contract manufacturers and manage our contract manufacturer relationships and other expenses. In addition, economic uncertainty concerns over the sovereign debt situation in certain countries in the European Union, as well as continued turmoil in the geopolitical environment in many parts of the world, have, and may continue to, put pressure on global economic conditions, which has led, and could continue to lead, to reduced demand for our products, to delays or reductions in network expansions or infrastructure projects, and/or higher costs of production. 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 have a material adverse effect on demand for our products and consequently on our business, financial condition, and results of operations.

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. For example, Verizon accounted for greater than 10% of our net revenues during 2012. Changes in the business requirements, vendor selection, 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, the acquisitions of Global Crossing by Level 3 Communications and Qwest Communications by CenturyLink and Softbank's purchase of a controlling interest in Sprint Nextel) 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 unforeseen consequences could harm our business, financial condition, and results of operations.

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 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.

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 address. The PSD market has historically been dominated by Cisco, with competition coming from other companies such as Alcatel-Lucent, Brocade, Extreme Networks, Hewlett Packard Company, and Huawei. In the SSD market, we face intense competition from the above companies as well as companies such as Check Point, Cisco, F5 Networks, Fortinet, and Palo Alto Networks. 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 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 2013, Oracle acquired Acme Packet, Inc., and Cisco acquired Meraki Networks, Inc. and Sourcefire, Inc., which further consolidated our market. 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. 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.

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

We expect our product 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, increases in material or labor costs, increases in 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 or entry into new markets with different pricing and cost structures. For example, in the third quarter of 2012, our margins declined as a result of an inventory charge resulting from inventory we held in excess of forecasted demand. 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 recently announced an IOP to reduce our operating expenses and to focus on cost controls. We expect that our margins will, accordingly, vary with our ability to achieve the goals of the IOP. We can provide no assurance that we will meet our announced expectations, in whole or in part or that our plans will have the intended effects of improving our margins.

To the extent we receive product orders late in a quarter, we may be unable to recognize revenue for these orders in the same period, which could adversely affect our quarterly revenues.

Generally, our PSD products are not stocked by distributors or resellers due to their cost and complexity and the custom nature of configurations required by our customers; we generally build such products as orders are received. In recent years, the volume of orders received late in any given fiscal quarter has generally continued to increase but 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. 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 growth in our business, IT spending and the economy in general is likely to create greater 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, from single or limited sources. The development of alternate sources for those 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, and NSN. 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. 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, 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.

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, 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 ("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 later in this "Risk Factors" section, beginning in 2012 and we expect, continuing into 2015, we have been implementing major changes to our enterprise resource planning ("ERP") system. Any failure of the new system or interruptions during the transition may impair communications with our manufacturers, and, therefore, adversely affect our ability to build and ship our products.

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 and content 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 and content service provider companies, which comprise a significant portion of our customer base, and other large companies, because of their size, generally have greater purchasing power than smaller entities and, accordingly, often request and receive more favorable terms from suppliers, which often translate into more onerous terms and conditions applicable to us. Recently, 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 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.

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, our proprietary business information and that of our customers, suppliers and business partners on our networks. The secure maintenance of this information is critical to our operations and business strategy. Increasingly, companies, including Juniper Networks, are subject to a wide variety of attacks on their networks on an ongoing basis. Despite our security measures, Juniper Networks' information technology and infrastructure may be vulnerable to penetration or attacks by computer programmers and hackers, or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks, creating system disruptions or slowdowns and exploiting security vulnerabilities of our products, and the information stored on our networks could be accessed, publicly disclosed, lost or stolen, which could subject us to liability to our customers, suppliers, business partners and others, and cause us 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.

If an actual or perceived breach of network security 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 could be harmed. Because the techniques used by computer programmers and hackers, 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. This could impede our sales, manufacturing, distribution or other critical functions. In addition, the economic costs to us to eliminate or alleviate cyber or other security problems, bugs, viruses, worms, malicious software systems and security vulnerabilities could be significant and may be difficult to anticipate or measure because the damage may differ based on the identity and motive of the programmer or hacker, which are often difficult to identify.

Regulation of industry 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 regarding the use of "conflict minerals" mined from the Democratic Republic of Congo and adjoining countries ("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 regulations relevant to electronic equipment manufacturing or operations may impact our business and financial condition adversely. For instance, the European Union and China have adopted WEEE and ROHS regulations, which require producers of electrical and electronic equipment to assume responsibility for collecting, treating, recycling and disposing of products when they have reached the end of their useful life, as well as REACH regulations, which regulate handling of certain chemical substances that may be used in our products.

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 or content providers. Regulations governing the range of services and business models that can be offered by service providers or content providers could adversely affect those customers' needs for products designed to enable a wide range of such services or business models. For instance, the U.S. Federal Communications Commission has issued regulations governing aspects of fixed broadband networks and wireless networks; these

regulations might impact service provider and content 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 such 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 and require us to spend significant time and expense to comply, and we could face 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.

Certain of our products contain or use encryption technology. The United States and various foreign governments have imposed controls, export license requirements, and restrictions on the import or export, among other things, encryption technology. In addition, from time to time, governmental agencies have proposed additional regulation of encryption technology, such as requiring certification, notifications, review of source code, or the escrow and governmental recovery of private encryption keys. For example, Russia and China recently have implemented 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, 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, penalties, costs, and restrictions on import or export privileges or adversely affect sales to government agencies or government-funded projects.

If we do not successfully anticipate technological shifts, market needs and opportunities, and develop products and product enhancements that meet those technological shifts, needs and opportunities, or if those products are not made available 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.

We cannot guarantee that we will be able to anticipate future technological shifts, market needs and opportunities or be able to develop new products or product enhancements to meet such technological shifts, needs or opportunities in a timely manner or at all. For example, the move from traditional network infrastructures towards 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 together. If we fail to anticipate market requirements or fail to develop and introduce new products or product enhancements to meet those needs 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, 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 and enhancements, there can be no assurance that new products or enhancements will achieve widespread market acceptance.

In addition, in the past two years, we announced new products, including the QFX3000-M QFabric System, T4000 Core Router, EX9200 Ethernet Switch, MX Series Routers, PTX 3000 Packet Transport Router, and Juniper Networks Contrail. If these or other new products do not gain market acceptance at a sufficient rate of growth, our ability to meet future financial targets may be adversely affected. In addition, if we fail to achieve market acceptance at a sufficient rate of growth, our ability to meet future financial targets and aspirations may be adversely affected. Finally, if we fail to deliver new or announced products to the market in a timely manner, it could adversely affect the market acceptance of those products and harm our competitive position and our business and financial results.

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. In January 2014, Shaygan Kheradpir became the new CEO of the Company, succeeding Kevin Johnson, who had served as our CEO since September 2008. 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.

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, 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. A description of the securities lawsuits can be found in Note 16, *Commitments and Contingencies*, in Notes to Consolidated Financial Statements of this Report, under the heading “Legal Proceedings.” In addition, as noted under the heading of “Legal Proceedings”, the U.S. Securities and Exchange Commission and the U.S. Department of Justice are conducting investigations into possible violations by the Company of the U.S. Foreign Corrupt Practices Act. Litigation and investigations are inherently uncertain. We therefore cannot predict the duration, scope, outcome or consequences of these matters. There can be no assurance that these or any actions or investigations that have been or may in the future be brought against us, our officers, and our directors will be resolved favorably. In connection with any government investigations, in the event the government takes action against us or the parties enter into an agreement to settle the matter, we may be required to pay substantial fines and/or incur other sanctions. The lawsuits and investigations are likely to be 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.

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. 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 or enter into license agreements, or to 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 by any third-party is successful, if we are required to settle litigation for significant amounts of money, or if we fail to develop non-infringing technology or license required proprietary rights on commercially reasonable terms and conditions, our business, financial condition, and results of operations could be materially and adversely affected.

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 and on an interim basis if an event occurs or there is a change in circumstance that would more likely than not reduce the fair value of reporting units and intangible assets below their carrying values. As of December 31, 2013, our goodwill was \$4,057.7 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 recognized. 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 experienced a reduction of \$1,280.0 million to the carrying value of goodwill on our Consolidated Balance Sheets, primarily due to the decline in our market capitalization that occurred over a period of approximately nine months prior to the impairment review and, to a lesser extent, to a decrease in forecasted future cash flows.

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 or 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.

During the three months ended September 30, 2013, we concluded that there were sufficient indicators to require us to perform an interim goodwill impairment analysis on our SSD segment. Based on our analysis, we determined that our SSD segment's goodwill is not impaired. However, our 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: 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; or changes in tax laws, regulations, accounting principles, or interpretations thereof. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service 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 business, financial condition, and results of operations.

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 and the manufacturers 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 the third quarter of 2012, 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 did in the third quarter of 2010 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 could delay or interrupt manufacturing of our products and result in delays in shipments and deferral or loss of revenues.

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 in other countries. In addition, in 2013, we reduced the number of our contract manufacturers and transitioned the work of one manufacturer to two of our other existing manufacturers. If we do not manage the recent transition effectively, we could experience delays or quality issues. Each of these factors could adversely affect our business, financial condition and results of operations.

Upgrades to key internal systems and processes, and problems with the design or implementation of these systems and processes could interfere with, and therefore harm, our business and operations.

We previously initiated a multi-year project to upgrade certain key internal systems and processes, including our company-wide human resources management system, our customer relationship management ("CRM") system and enterprise resource planning ("ERP") system. In the first quarter of 2010, we implemented a major upgrade of our CRM system. Since 2012, we have been implementing major changes to our ERP system, which activities we expect to continue into 2015. We have invested, and will continue to invest, significant capital and human resources in the design and implementation of these systems and processes. Any

disruptions or delays in the design and implementation of the new systems or processes, particularly any disruptions or delays 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, fulfill contractual obligations, record and transfer information in a timely and accurate manner, file SEC reports in a timely manner, or otherwise run our business. Even if we do not encounter these adverse effects, the design and implementation of these new systems and processes may be much more costly than we anticipated. 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 costly than anticipated, our business, financial condition, and results of operations could be negatively impacted.

We may face difficulties enforcing our proprietary rights.

We generally rely on a combination of patents, copyrights, trademarks, and trade secret laws and 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. 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.

Our success depends upon our ability to effectively plan and manage our resources and restructure our business through rapidly fluctuating economic and market conditions.

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 the third quarter of 2012, to align our cost structure with long-term strategic plans as part of our productivity and efficiency initiatives, we restructured our business, rebalanced our workforce, and reduced our real estate portfolio. Similarly, in connection with our recently announced IOP, we expect to initiate a substantial cost reduction plan accomplished through various restructuring activities across research and development, sales and marketing and general and administrative expenses. Many of our expenses, such as real estate expenses, are fixed costs that cannot be rapidly or easily adjusted in response to fluctuations in our business or numbers of employees. Moreover, rapid changes in the size of our workforce 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 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 are subject to risks arising from our international operations, which may adversely affect our business, financial condition, and results of operations.

We derive a majority 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, 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; 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 United States 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 majority 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, and 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 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 2014, we acquired WANDL, Inc. and in 2012, we acquired Contrail Systems Inc. ("Contrail") and Mykonos. 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.

Acquisitions may also require us 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.

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 continue to 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 errors or malware or do not meet customer quality expectations, our business could be adversely affected, and we may be subject to 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. 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. 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. 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 the 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.

We are required to evaluate the effectiveness of our internal control over financial reporting, and 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 report on, and our independent auditors to attest to, the effectiveness of our internal control over financial reporting. We have an ongoing program to perform the system and process evaluation and testing necessary to comply with these requirements. We have and will continue to incur significant expenses and devote management resources to Section 404 compliance on an ongoing basis. 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 may be adversely affected if our financial statements are not reliable and 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 debt rating agencies routinely evaluate our debt. 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.

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 affect on our stock price.

In February 2014, we announced our intention to implement payment of a quarterly dividend commencing in the third quarter of 2014. 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 affect on our stock price.

In addition, as part of our IOP, the Board of Directors authorized \$2.0 billion in share repurchases to be executed through the end of the first quarter of 2015, including \$1.2 billion through an accelerated share repurchase program to be entered into during the first quarter of 2014. The capital return plan will be funded by a combination of onshore cash and newly issued debt to preserve our financial flexibility to invest in future growth opportunities and maintain our investment grade credit rating. We can provide no assurances that we will be able to consummate the debt offering on terms acceptable to us or at all. Any failure to meet our commitments to return capital to our shareholders could have an material adverse effect on our stock price.

We may be unable to generate the cash flow to service our debt obligations, including the Senior Notes.

In March 2011, we issued senior unsecured notes for an aggregate principle amount of \$1.0 billion (see discussion in Note 10, Long-Term Debt and Financing, in the Notes to Consolidated Financial Statements of this Report). As of December 31, 2013, we had \$999.3 million in outstanding long-term debt. We may not be able to generate sufficient cash flow to enable us to service our

indebtedness, including the notes, or to make anticipated capital expenditures. Our ability to pay our expenses and 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 the foreseeable future to meet our anticipated requirements for working capital, capital expenditures and scheduled payments of principal and interest on our indebtedness, including the Senior Notes. 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 Senior Notes) 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 indenture that governs the Senior Notes also contains 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.

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 Senior Notes and any notes issued in connection with the recently-announced capital return program discussed below.

In addition, in February 2014, we announced a capital return program to be effected over three years. We expect to incur additional indebtedness to fund actions expected to be taken pursuant to that program.

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, 2013, we had \$2,284.0 million in cash and cash equivalents and \$1,813.8 million in short- and long-term investments. We have invested these amounts primarily in asset-backed securities, certificate of deposit, commercial paper, corporate debt securities, foreign government debt securities, government-sponsored enterprise obligations, money market funds, mutual funds, publicly-traded equity securities 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 negative 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.

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 that we began occupying in November 2012 and into the first half of 2013, as part of our phased campus build-out. In addition to our owned facilities, we lease approximately 0.7 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. We lease approximately 2.2 million square feet worldwide, with approximately 54 percent in North America. 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.

Our leases expire at various times through November 30, 2022. 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, which is incorporated by reference herein. For additional information regarding properties by operating segment, see Note 13, *Segment Information* , in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report, which is incorporated by reference herein.

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.

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 (the "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.

	2013		2012	
	High	Low	High	Low
First quarter	\$ 22.98	\$ 18.47	\$ 25.04	\$ 19.67
Second quarter	\$ 19.62	\$ 15.62	\$ 22.89	\$ 15.31
Third quarter	\$ 22.25	\$ 18.71	\$ 20.00	\$ 14.01
Fourth quarter	\$ 22.71	\$ 18.36	\$ 20.67	\$ 15.77

Stockholders

As of February 21, 2014, there were 908 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 have never paid cash dividends on our common stock. In February 2014, we announced our intention of declaring a quarterly cash dividend of \$0.10 per share of common stock beginning in the third quarter of 2014. However, 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.

Securities Authorized for Issuance Under Equity Compensation Plans

For information regarding compensation plans under which equity securities are authorized for issuance, see Note 12, *Employee Benefit Plans*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table provides share repurchase activity during the three months ended December 31, 2013 (in millions, except per share amounts):

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽²⁾	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ⁽²⁾
October 1 - October 31, 2013	0.4	\$ 20.23	0.3	\$ 1,232.9
November 1 - November 30, 2013	5.0	\$ 19.84	4.9	\$ 1,135.1
December 1 - December 31, 2013	6.6	\$ 20.96	6.6	\$ 997.7
Total	12.0	\$ 20.47	11.8	

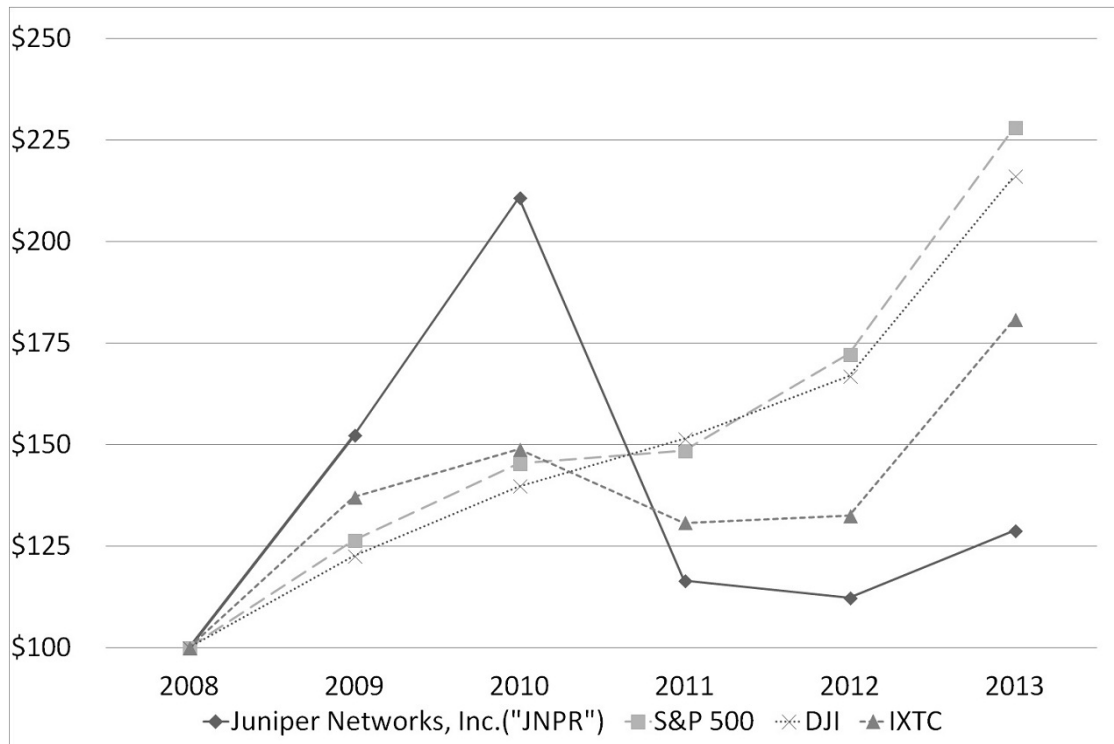
⁽¹⁾ Amounts include repurchases under our stock repurchase program and repurchases of our common stock for our employees in connection with net issuances of shares to satisfy minimum tax withholding obligations for the vesting of certain stock awards. The amount of shares of common stock repurchased from our employees in connection with minimum tax withholdings was not significant during the three months ended December 31, 2013.

⁽²⁾ Shares were repurchased under our stock repurchase program approved by the Board in June 2012 and in July 2013, which authorized us to purchase an aggregate of up to \$2.0 billion of our common stock. Future share repurchases under this program 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.

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, 2008, in each of Juniper Networks' common stock, the Standard & Poor's 500 Stock Index ("S&P 500"), the NYSE Dow Jones Industrial Average ("DJI"), and the NASDAQ Telecommunications Index ("IXTC"). The graph shall not be deemed to be incorporated by reference into other 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,

	2008	2009	2010	2011	2012	2013
JNPR	\$ 100.00	\$ 152.31	\$ 210.85	\$ 116.56	\$ 112.34	\$ 128.90
S&P 500	\$ 100.00	\$ 126.46	\$ 145.51	\$ 148.59	\$ 172.37	\$ 228.19
DJI	\$ 100.00	\$ 122.60	\$ 139.81	\$ 151.47	\$ 166.87	\$ 216.20
IXTC	\$ 100.00	\$ 137.19	\$ 148.93	\$ 130.81	\$ 132.54	\$ 180.87

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, 2013, see “Notes to Consolidated Financial Statements” in Item 8 of Part II of this Report.

Consolidated Statements of Operations Data

	Years Ended December 31,				
	2013(a)	2012(b)	2011(c)	2010(d)	2009(e)
	(In millions, except per share amounts)				
Net revenues	\$ 4,669.1	\$ 4,365.4	\$ 4,448.7	\$ 4,093.3	\$ 3,315.9
Cost of revenues	1,727.7	1,656.6	1,580.1	1,351.5	1,132.7
Gross margin	2,941.4	2,708.8	2,868.6	2,741.8	2,183.2
Operating expenses	2,375.5	2,400.7	2,250.1	1,974.2	1,872.5
Operating income	565.9	308.1	618.5	767.6	310.7
Other (expense) income, net	(40.4)	(16.6)	(46.8)	10.6	1.4
Income before income taxes and noncontrolling interest	525.5	291.5	571.7	778.2	312.1
Income tax provision	85.7	105.0	146.7	158.8	196.9
Consolidated net income	439.8	186.5	425.0	619.4	115.2
Adjust for net loss (income) attributable to noncontrolling interest	—	—	0.1	(1.0)	1.8
Net income attributable to Juniper Networks	\$ 439.8	\$ 186.5	\$ 425.1	\$ 618.4	\$ 117.0
Net income per share attributable to Juniper Networks common stockholders:					
Basic	\$ 0.88	\$ 0.36	\$ 0.80	\$ 1.18	\$ 0.22
Diluted	\$ 0.86	\$ 0.35	\$ 0.79	\$ 1.15	\$ 0.22
Shares used in computing net income per share:					
Basic	501.8	520.9	529.8	522.4	523.6
Diluted	510.3	526.2	541.4	538.8	534.0

- (a) 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 of \$28.3 million related to a change in estimate of the useful lives of certain computers and 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 ("IRS"), and the reinstatement of the U.S. federal R&D tax credit on January 2, 2013 retroactive to January 1, 2012.
- (b) Includes the following significant pre-tax items: restructuring and other charges of \$99.7 million, interest expense on debt (net of amounts capitalized) of \$40.0 million, and a net gain on privately-held investments of \$25.5 million.
- (c) 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.
- (d) Includes pre-tax restructuring charges of \$10.8 million. In addition, includes a non-recurring income tax benefit of \$54.1 million recorded in the first quarter from a change in estimate of unrecognized tax benefits related to share-based compensation.
- (e) Includes the following significant pre-tax items: Litigation settlement charges of \$182.3 million and restructuring charges of \$19.5 million. In addition, includes the following significant tax items: \$61.8 million related to the write-off of certain net deferred tax assets resulting from a change in California income tax law, \$52.1 million related to a change in the tax treatment of stock-based compensation expense in transfer pricing arrangements for certain U.S. multinational companies due to a federal appellate court ruling, and \$4.6 million related to an investigation by the India tax authorities.

Consolidated Balance Sheet Data

	As of December 31,					
	2013	2012	2011	2010	2009	
	(In millions)					
Cash, cash equivalents, and investments	\$ 4,097.8	\$ 3,837.4	\$ 4,292.4	\$ 2,821.6	\$ 2,658.7	
Working capital	2,262.5	2,178.7	2,973.0	1,742.4	1,503.2	
Goodwill	4,057.7	4,057.8	3,928.1	3,927.8	3,658.6	
Total assets	10,326.0	9,832.1	9,983.8	8,467.9	7,590.3	
Long-term debt	999.3	999.2	999.0	—	—	
Total long-term liabilities (excluding long-term debt)	583.1	411.4	428.4	387.1	389.7	
Total Juniper Networks stockholders' equity	\$ 7,302.2	\$ 6,999.0	\$ 7,089.2	\$ 6,608.2	\$ 5,822.1	

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 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 ("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, which combine scale and performance with agility and efficiency, so customers can build the best networks for their businesses. Our routing, switching and security products address the high-performance networking requirements of global service providers, enterprises, governments, and research and public sector organizations that view the network as critical to their success. Our silicon, systems, and software represent innovations that transform the economics and experience of networking, helping customers achieve superior performance, greater choice, and flexibility, while reducing overall total cost of ownership.

We do business in three geographic regions: Americas, EMEA, and APAC. During 2013, we operated under two business segments: Platform Systems Division ("PSD") and Software Solutions Division ("SSD"). Our PSD segment primarily offers scalable routing and switching products that are used in service provider, enterprise, and public sector networks to control and direct network traffic between data centers, core, edge, aggregation, campus, Wide Area Networks ("WANs"), and consumer and business devices. Our SSD segment offers solutions focused on network security and network services applications for both service providers and enterprise customers. Both segments offer worldwide services, including technical support and professional services, as well as educational and training programs to our customers. During 2013, we realigned certain products from our PSD segment to our SSD segment in connection with our acquisition of Contrail Systems Inc ("Contrail"). In addition, we consolidated operational oversight and management of all security products within the SSD segment. As a result of this product realignment, security products previously reported in the PSD segment (including the Branch SRX, Branch Firewall, and J Series product families) are now reported in the SSD segment. We reclassified the segment data for the prior years to conform to the current year presentation. We believe these changes provide investors with increased financial reporting transparency and enable better insight into the market and performance trends driving our business.

During 2013, we saw revenue growth in both our service provider and enterprise markets as well as a shift in product mix towards edge routing, switching and data center solutions. We continue to remain focused on turning around the security business as customers build High-IQ networks and cloud environments. Further, we believe that we are experiencing an improving but still uncertain global macroeconomic environment in which our customers exercise care and conservatism in their investment prioritization and project deployments. We expect that our customers will remain thoughtful with their capital spending. We believe our product gross margins may decline in the future due to competitive pricing pressures, which may be offset by additional operational improvements and cost efficiencies. Nevertheless, we are focused on executing our strategy to address the market trends of mobile Internet and cloud computing and we continue to believe there are positive long-term fundamentals for high-performance networking, including High-IQ networking, as well as cloud environments for data centers.

We continued to invest in innovation and strengthening our product portfolio, which resulted in new product offerings during 2013, including a series of new products for the enterprise campus and data center infrastructures, including the EX9200 Ethernet Switch, a programmable core switch, to support emerging applications and growing workloads. Additionally, we enhanced our MX Series portfolio with the release of the MX104, the MX2010, and the MX2020, service provider edge routers designed for rapid service delivery and application enablement. We also released the world's smallest Supercore, the PTX3000, to address the scale and flexibility challenges facing service providers as they converge their networks to optimize their business. Furthermore, to help enterprise organizations and service providers address the challenges associated with managing multiple, geographically dispersed data centers, we unveiled MetaFabric, a new architecture for next generation data centers. MetaFabric simplifies and accelerates the deployment and delivery of applications within and across multiple data center locations.

We also announced the availability of Juniper Networks Contrail, a standards-based and highly scalable network virtualization and intelligence solution for SDN and introduced OpenContrail, a new initiative that makes the source code library for Contrail available through an open source license, which we believe will help to foster innovation in SDN. We also announced enhancements to the SDN-ready MX Series 3D Universal Edge Router portfolio that significantly expands system capacity, subscriber bandwidth and service performance.

During 2013, we initiated a restructuring plan (the "2013 Restructuring Plan") to continue to improve our cost structure and rationalize our product portfolio and rebalance our investments. The 2013 Restructuring Plan consists of workforce reductions, contract terminations, and project cancellations of which \$28.3 million were recorded in 2013. We were not able to achieve the full benefit of our cost savings goal of \$100.0 million in 2013. 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.

In February 2014, we announced an integrated operating plan ("IOP") to refocus the Company on innovation that matters most to service providers and enterprises where demand for High-IQ Networks and best-in-class cloud environments are driving growth. The IOP strategy capitalizes upon our engineering expertise across routing, switching, security, control and network management to align our focus to become a leading provider of secure High-IQ Networks while serving the needs of Cloud Builders. Through the execution of the IOP, we plan to coalesce our engineering talent, go-to-market teams and R&D around this strategy resulting in streamlined operations and business portfolio and operational efficiencies. As we implement the IOP, it is possible that our segments may change.

Financial Results and Key Performance Metrics Overview

The following table provides an overview of our key financial metrics for the years ended December 31, 2013, 2012, and 2011 (in millions, except per share amounts, percentages, days sales outstanding ("DSO"), and book-to-bill):

	As of and for the Years Ended December 31,									
	2013		2012		2011		2013 vs. 2012		2012 vs. 2011	
							\$ Change	% Change	\$ Change	% Change
Net revenues	\$	4,669.1	\$	4,365.4	\$	4,448.7	\$ 303.7	7%	\$ (83.3)	(2)%
Gross Margin	\$	2,941.4	\$	2,708.8	\$	2,868.6	\$ 232.6	9%	\$ (159.8)	(6)%
Percentage of net revenues		63.0 %		62.1 %		64.5 %				
Operating income	\$	565.9	\$	308.1	\$	618.5	\$ 257.8	84%	\$ (310.4)	(50)%
Percentage of net revenues		12.1 %		7.1 %		13.9 %				
Net income attributable to Juniper Networks	\$	439.8	\$	186.5	\$	425.1	\$ 253.3	136%	\$ (238.6)	(56)%
Percentage of net revenues		9.4 %		4.3 %		9.6 %				
Net income per share attributable to Juniper Networks common stockholders:										
Basic	\$	0.88	\$	0.36	\$	0.80	\$ 0.52	144%	\$ (0.44)	(55)%
Diluted	\$	0.86	\$	0.35	\$	0.79	\$ 0.51	146%	\$ (0.44)	(56)%
Stock repurchase plan activity	\$	570.6	\$	645.6	\$	541.2	\$ (75.0)	(12)%	\$ 104.4	19%
Operating cash flows	\$	842.3	\$	642.4	\$	986.7	\$ 199.9	31%	\$ (344.3)	(35)%
DSO ^(*)		41		35		46	6	17%	(11)	(24)%
Book-to-bill ^(*)		>1		>1		1				
Deferred revenue	\$	1,069.3	\$	923.4	\$	967.0	\$ 145.9	16%	\$ (43.6)	(5)%

^(*) DSO and book-to-bill are for the fourth quarter ended 2013, 2012, and 2011.

- **Net Revenues:** During 2013, compared to 2012, we experienced net revenue growth in the Americas, in both service provider and enterprise, offset by declines in revenue in APAC and EMEA. The year-over-year increase in our net revenues during 2013 was primarily due to increases in edge routing, switching, and services, partially offset by a decline in our security products.
- **Gross Margin:** Our gross margin as a percentage of net revenues increased in 2013, compared to 2012, primarily due to higher restructuring and other charges recorded in 2012, partially offset by higher inventory provisions in 2013 for legacy platforms.
- **Operating Income:** Our operating income as a percentage of revenues increased in 2013, compared to 2012, primarily due to growth in net revenues. Also contributing to the increase in operating income were lower restructuring and other charges of \$52.2 million compared to 2012.
- **Stock Repurchase Plan Activity:** Under our stock repurchase programs, we repurchased approximately 28.9 million shares of our common stock in the open market at an average price of \$19.76 per share for an aggregate purchase of \$570.6 million during the year ended December 31, 2013 .
- **Operating Cash Flows:** Operating cash flows increased in 2013, compared to 2012, primarily due to higher net income, the timing of payments to our vendors, higher deferred revenue, and lower taxes paid, partially offset by the timing of payments for incentive compensation to our employees and the timing of receipts from our customers.

- *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, 2013 increased by 6 days, or 17% compared to the quarter ended December 31, 2012. The increase was primarily due to large multi-year service renewals at the end of the period which increased our outstanding receivables compared to the same period in 2012. DSO for the quarter ended December 31, 2012 decreased 11 days, or 24% compared to the quarter ended December 31, 2011. The decrease was primarily due to shipment linearity, resulting in a greater proportion of the periods shipments converted to cash by the end of the period and an increase in collections on our outstanding receivables.
- *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 both the quarters ended December 31, 2013 and December 31, 2012 indicating strong product demand, and one for the quarter ended December 31, 2011.
- *Deferred Revenue*: Total deferred revenue increased \$145.9 million to \$1,069.3 million as of December 31, 2013, compared to \$923.4 million as of December 31, 2012 , primarily due to an increase in deferred service revenue driven by the execution of several multi-year support agreements, and to a lesser extent an increase in annual agreement renewals, slightly offset by a decrease in deferred product revenue.

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.

We evaluate goodwill on an annual basis as of November 1st or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the 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 fair values of the reporting units are estimated using significant judgment based on a combination of the income and the market approaches. Under the income approach, we estimate fair value of a reporting unit based on the present value of forecasted future cash flows that the reporting unit is expected to generate over its remaining life. Under the market approach, we estimate fair value of our reporting units based on an analysis that compares the value of the reporting units to values of publicly-traded companies in similar lines of business. If the fair value of the reporting unit 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. When the carrying value of a reporting unit's goodwill exceeds its implied fair value, we record an impairment loss equal to the difference. Determining the fair value of a reporting unit is highly judgmental in nature and involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate projected future cash flows, operating trends, risk-adjusted discount rates, future economic and market conditions and determination of appropriate market comparables. We base our fair value estimates on assumptions we believe to be reasonable but that are unpredictable and

inherently uncertain. Actual future results may differ from those 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. As of December 31, 2013, goodwill recorded for our PSD segment and SSD segment was \$1,616.6 million and \$2,441.1 million, respectively. The fair value of our reporting units, in particular SSD, are sensitive to events or changes in circumstances, such as adverse changes in operating results or macro-economic conditions, changes in management's business strategy, or declines in our stock price. A hypothetical 5% decrease in the estimated fair value of our reporting units would result in the fair value of our SSD segment to be equal to its carrying value. See Item 1A of Part I, "Risk Factors," for more 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, 2013 and December 31, 2012, our inventory balances were \$52.7 million and \$57.2 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 into consideration when determining the liability. As of December 31, 2013 and December 31, 2012, our contract manufacturer liabilities were \$22.9 million and \$27.7 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 ("VSOE") if available, third-party evidence ("TPE") if VSOE is not available, or estimated selling price ("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. 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. 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. Revenue from maintenance service contracts is deferred and recognized ratably over the contractual support period, which is generally one to three years. We applied ESP to the majority of our product revenue and VSOE to our service revenue in 2013, 2012, and 2011.

- *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. Significant judgment 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 Internal Revenue Service (“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

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

	Years Ended December 31,							
	2013		2012		2011		2013 vs. 2012	
							\$ Change	% Change
Product	\$	3,519.9	\$	3,262.1	\$	3,478.3	\$ 257.8	8%
<i>Percentage of net revenues</i>		75.4 %		74.7 %		78.2 %		
Service		1,149.2		1,103.3		970.4	45.9	4%
<i>Percentage of net revenues</i>		24.6 %		25.3 %		21.8 %		
Total net revenues	\$	4,669.1	\$	4,365.4	\$	4,448.7	\$ 303.7	7%
							\$ (83.3)	(2)%

2013 Compared to 2012

The increase in product revenues in 2013, compared to 2012, was primarily due to an increase in the volume of sales of our edge routing products and switching products to both service provider and enterprise customers, reflecting customer demand for high-performance networking, such as High-IQ networks, and cloud environments for data centers. Also contributing to the increase in product revenues was new product introductions for the enterprise campus and data center infrastructures, partially offset by a decrease in sales of our security products.

The increase in service revenue in 2013, compared to 2012, was primarily driven by strong contract renewals from our installed base across our routing, switching, and security products.

2012 Compared to 2011

The decrease in product revenues in 2012, compared to 2011, was primarily due to a decline in sales of our core and edge routing, and firewall products, partially offset by an increase in our switching and high-end SRX products.

The increase in service revenues in 2012, compared to 2011, was primarily driven by strong contract renewals for certain edge routing, switching and security products.

Net Revenues by Market and Customer

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

	Years Ended December 31,							
	2013		2012		2011		2013 vs. 2012	
							\$ Change	% Change
	\$		\$		\$		\$	
Service Provider	3,054.2		2,811.2		2,833.0		243.0	9%
<i>Percentage of net revenues</i>	65.4 %		64.4 %		63.7 %			
Enterprise	1,614.9		1,554.2		1,615.7		60.7	4%
<i>Percentage of net revenues</i>	34.6 %		35.6 %		36.3 %			
Total net revenues	<u>4,669.1</u>		<u>4,365.4</u>		<u>4,448.7</u>		<u>303.7</u>	7%

Market

We sell our high-performance network products and service offerings from both our PSD and SSD segments to two primary markets: service provider and enterprise. Determination of which market 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; financial services; and research and education institutions.

2013 Compared to 2012

Net revenues from sales to the service provider market increased in 2013, compared to 2012, primarily due to an increase in sales to content providers and cable providers in the Americas, partially offset by a slight decrease in sales with wireless carriers, while the service provider market in EMEA and APAC was relatively flat. In addition, service provider demand for switching and data center solutions in 2013 was stronger than in 2012.

Net revenues from the enterprise market increased in 2013, compared to 2012, primarily due to broad-based growth in the Americas enterprise market, as well as recognition of a large U.S. federal government contract, partially offset by weaker demand in APAC and EMEA.

2012 Compared to 2011

Net revenues from sales to the service provider market decreased in 2012, compared to 2011, primarily due to reduced routing purchases by some of our international and content service providers, partially offset by strong growth from large service providers in the Americas.

Net revenues generated from the enterprise market decreased in 2012, compared to 2011, primarily due to lower revenue in federal and financial services, offset by our expanding presence in APAC and EMEA.

Customer

No customer accounted for greater than 10% of our net revenues during the year ended December 31, 2013 and 2011. During the year ended December 31, 2012, Verizon accounted for 10.3% of our net revenues.

Net Revenues by Geographic Region

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

	Years Ended December 31,							
	2013		2012		2011		2013 vs. 2012	
							2012 vs. 2011	
							\$ Change	% Change
Americas:								
United States	\$	2,381.5	\$	2,067.5	\$	2,015.8	\$ 314.0	15%
Other		232.0		218.4		222.2	13.6	6%
Total Americas		2,613.5		2,285.9		2,238.0	327.6	14%
Percentage of net revenues		56.0 %		52.4 %		50.3 %		
EMEA		1,256.9		1,266.3		1,339.8	(9.4)	(1)%
Percentage of net revenues		26.9 %		29.0 %		30.1 %		
APAC		798.7		813.2		870.9	(14.5)	(2)%
Percentage of net revenues		17.1 %		18.6 %		19.6 %		
Total net revenues	\$	4,669.1	\$	4,365.4	\$	4,448.7	\$ 303.7	7%

2013 Compared to 2012

Net revenues in the Americas increased in 2013, compared to 2012, primarily due to an increase in revenues from both the service provider and enterprise markets. The increase in service provider revenues was due to an increase in sales to content providers and cable providers, partially offset by a slight decrease in sales to carriers. The increase in enterprise revenues in 2013, compared to 2012, was primarily attributable to a broad-based improvement in customer demand as well as the recognition of a large U.S. federal government contract.

Net revenues in EMEA decreased in 2013, compared to 2012, primarily due to a decline in revenues in the enterprise market attributable to certain large sales in 2012.

Net revenues in APAC decreased in 2013, compared to 2012, primarily due to lower revenues in enterprise resulting from weaker conditions in the China enterprise market. Service provider revenues were relatively flat as a decline in sales with certain large service providers in Japan were offset by higher revenue with certain large carriers in China. Additionally, the recognition of revenue from a large service provider in Singapore was offset by declines in revenues from certain service providers in APAC.

2012 Compared to 2011

Net revenues in the Americas increased in 2012, compared to 2011, primarily due to increased sales in the United States to certain service providers, offset by a decline in the enterprise market particularly among federal and financial services customers.

Net revenues in EMEA decreased in 2012, compared to 2011, primarily due to decreased sales in Western and Southern Europe, which we believe was a result of the challenging economic climate in those areas. The decrease was partially offset by increased revenues in the Middle East and from a top service provider in Eastern Europe, across a broad range of our product portfolio.

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Net revenues in APAC decreased in 2012, compared to 2011, primarily due to a decrease in sales to a certain service provider customer in Japan, following a large product deployment that occurred in 2011.

Gross Margins

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

	Years Ended December 31,						
	2013	2012	2011	2013 vs. 2012		2012 vs. 2011	
				\$ Change	% Change	\$ Change	% Change
Product gross margin	\$ 2,243.3	\$ 2,058.1	\$ 2,323.0	\$ 185.2	9%	\$ (264.9)	(11)%
Percentage of product revenues	63.7 %	63.1 %	66.8 %				
Service gross margin	698.1	650.7	545.6	47.4	7%	105.1	19%
Percentage of service revenues	60.7 %	59.0 %	56.2 %				
Total gross margin	\$ 2,941.4	\$ 2,708.8	\$ 2,868.6	\$ 232.6	9%	\$ (159.8)	(6)%
Percentage of net revenues	63.0 %	62.1 %	64.5 %				

2013 Compared to 2012

Product gross margin percentage increased slightly in 2013, compared to 2012, primarily due to higher restructuring and other charges recorded in 2012, partially offset by higher inventory provisions in 2013 for legacy platforms. Product gross margin benefited from cost reductions in the supply chain in 2013, which more than offset the impact of higher pricing discounts.

Service gross margin increased in 2013, compared to 2012, primarily due to higher service revenues and greater efficiency in the delivery of services.

2012 Compared to 2011

Product gross margin percentage decreased in 2012, compared to 2011, primarily due to a \$44.3 million inventory charge related to component inventory held in excess of forecasted demand and to an intangible asset impairment charge of \$16.1 million related to our 2012 restructuring activities. To a lesser extent, the decrease was due to an increase in the size and number of strategic contracts with lower margins and to a shift in product mix to lower margin products.

Service gross margin increased in 2012, compared to 2011, primarily due to higher service revenues, combined with a continuing focus on operational improvements and cost efficiencies.

Operating Expenses

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

	Years Ended December 31,						
	2013	2012	2011	2013 vs. 2012		2012 vs. 2011	
				\$ Change	% Change	\$ Change	% Change
Research and development	\$ 1,043.2	\$ 1,101.6	\$ 1,026.8	\$ (58.4)	(5)%	\$ 74.8	7%
Percentage of net revenues	22.3 %	25.2 %	23.1 %				
Sales and marketing	1,075.9	1,045.5	1,005.2	30.4	3%	40.3	4%
Percentage of net revenues	23.1 %	24.0 %	22.6 %				
General and administrative	217.3	206.8	187.5	10.5	5%	19.3	10%
Percentage of net revenues	4.7 %	4.7 %	4.2 %				
Restructuring and other charges	39.1	46.8	30.6	(7.7)	(16)%	16.2	53%
Percentage of net revenues	0.8 %	1.1 %	0.7 %				
Total operating expenses	\$ 2,375.5	\$ 2,400.7	\$ 2,250.1	\$ (25.2)	(1)%	\$ 150.6	7%
Percentage of net revenues	50.9 %	55.0 %	50.6 %				

Our operating expenses have historically been driven by personnel-related costs, including wages, commissions, bonuses, vacation, benefits, share-based compensation, and travel, and we expect this trend to continue. Facility and information technology (“IT”) departmental costs are allocated to other departments based on usage and headcount. Facility and IT related headcount was 396, 368, and 375, as of December 31, 2013, 2012, and 2011, respectively. We had a total of 9,483, 9,234, and 9,129 employees as of December 31, 2013, 2012, and 2011, respectively.

We expect to initiate a substantial cost reduction plan in connection with the IOP accomplished through various restructuring activities resulting in annualized operating expense savings of \$160 million across research and development, sales and marketing and general and administrative expenses. We are not able to make a reasonable estimate of future restructuring costs associated with the IOP.

2013 Compared to 2012

Research and development expense decreased in 2013, compared to 2012, primarily due to lower depreciation expense of \$28.3 million attributable to the extended useful lives of computers and equipment in 2013 as well as lower prototype development costs of \$18.6 million. In addition, outside services, facilities, and IT costs decreased related to the cancellation of certain projects and facility closures. The decrease in research and development expense was partially offset by increases in personnel-related expenses primarily attributable to higher share-based compensation expense, and to a lesser extent, higher variable compensation. Research and development headcount increased 1% from 4,081 as of December 31, 2012 to 4,135 as of December 31, 2013. Additionally, we continued to shift headcount to lower cost regions.

Sales and marketing expense increased in 2013, compared to 2012, primarily due to higher personnel-related expenses related to an increase in commission expense driven by improved sales achievement, partially offset by lower share-based compensation expense and lower outside service and travel due to our cost reduction efforts and creating efficiency in our sales activities. Sales and marketing headcount decreased 2% from 2,680 as of December 31, 2012 to 2,626 as of December 31, 2013 as a result of our restructuring activities.

General and administrative expense increased in 2013, compared to 2012, primarily due to higher litigation costs. The increase in general and administrative expense was partially offset by lower personnel-related expenses, primarily share-based compensation expense. General and administrative headcount increased 6% from 486 as of December 31, 2012 to 513 as of December 31, 2013 to support our finance-related initiatives, including our ERP implementation.

Restructuring and other charges decreased in 2013, compared to 2012, due to higher charges recorded in 2012 in connection with our 2012 Restructuring Plan. During 2013, we implemented the 2013 Restructuring Plan and incurred restructuring charges of \$39.1 million related to workforce reductions, contract terminations, project cancellations, and facility closures in connection with our plans. In connection with our 2013 Restructuring Plan, we expect to record aggregate future charges of up to \$2.0 million related to severance 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.

2012 Compared to 2011

Research and development expense increased in 2012, compared to 2011, primarily due to an increase in engineering program costs driven by new product initiatives in the first half of the year in addition to higher variable compensation. Our research and development headcount decreased by 1% as of December 31, 2012, to 4,081 compared to 4,138 as of December 31, 2011, as a result of our restructuring activities in the second half of 2012.

Sales and marketing expense increased slightly in 2012, compared to 2011, primarily due to an increase in personnel-related expenses from a 4% increase in headcount from 2,568 employees as of December 31, 2011 to 2,680 employees as of December 31, 2012, as well as higher demo costs associated with bringing new products to market. These increases were partially offset by lower commissions and a decrease in outside services.

General and administrative expense increased in 2012, compared to 2011, primarily due to an increase in outside professional services, which consists of legal and consulting fees to support our finance-related initiatives, including our ERP implementation. The increase in general and administrative expense was also attributable to the increase in general and administrative headcount which increased 5% from 463 as of December 31, 2011 to 486 as of December 31, 2012.

Restructuring and other charges increased in 2012, compared to 2011, due to the 2012 Restructuring Plan initiated in the third quarter of 2012 to bring our cost structure in line with our desired long-term financial and strategic model. To a lesser extent, we also incurred charges related to a restructuring plan (the "2011 Restructuring Plan") implemented in the third quarter of 2011 to align our business operations with macroeconomic and other market conditions. During 2012, we incurred \$46.8 million of restructuring and other charges related to our restructuring plans primarily for workforce reductions and facility closures.

Share-Based Compensation

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

	Years Ended December 31,						
	2013	2012	2011	2013 vs. 2012		2012 vs. 2011	
				\$ Change	% Change	\$ Change	% Change
Cost of revenues - Product	\$ 4.7	\$ 4.6	\$ 4.6	\$ 0.1	2%	\$ —	—%
Cost of revenues - Service	15.4	17.0	15.7	(1.6)	(9)%	1.3	8%
Research and development	127.6	109.1	97.7	18.5	17%	11.4	12%
Sales and marketing	70.9	81.6	70.9	(10.7)	(13)%	10.7	15%
General and administrative	26.0	31.1	33.3	(5.1)	(16)%	(2.2)	(7)%
Total	\$ 244.6	\$ 243.4	\$ 222.2	\$ 1.2	—%	\$ 21.2	10%

2013 Compared to 2012

Share-based compensation expense remained consistent in 2013, compared to 2012. Offsetting increases in expense related to RSAs assumed in connection with our acquisition of Contrail at the end of 2012 were decreases in actual shares vested and a decline in grant date fair values due to our lower stock prices.

2012 Compared to 2011

Share-based compensation expense increased in 2012, compared to 2011, primarily due to a higher number of RSU awards granted as well as a change in standard vesting terms from four years to three years for those RSU awards granted in 2012. This increase was partially offset by a decrease in stock options grants valued at a lower fair value and a decrease in expense associated with PSAs due to lower achievement of performance targets.

Other Expense, Net and Income Tax Provision

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

	Years Ended December 31,						
	2013	2012	2011	2013 vs. 2012		2012 vs. 2011	
				\$ Change	% Change	\$ Change	% Change
Interest income	\$ 8.7	\$ 11.0	\$ 9.7	\$ (2.3)	(21)%	\$ 1.3	13%
Interest expense	(58.4)	(52.9)	(49.5)	(5.5)	10%	(3.4)	7%
Other	9.3	25.3	(7.0)	(16.0)	(63)%	32.3	(461)%
Total other expense, net	<u>\$ (40.4)</u>	<u>\$ (16.6)</u>	<u>\$ (46.8)</u>	<u>\$ (23.8)</u>	143%	<u>\$ 30.2</u>	(65)%
Percentage of net revenues	(0.9)%	(0.4)%	(1.1)%				
Income tax provision	\$ 85.7	\$ 105.0	\$ 146.7	\$ (19.3)	(18)%	\$ (41.7)	(28)%
Effective tax rate	16.3 %	36.0 %	25.7 %				

Other Expense, Net

Interest income primarily includes interest income from our cash, cash equivalents, and investments. Interest expense primarily includes interest, net of capitalized interest expense from our long-term debt and customer financing arrangements. Other typically consists of investment and foreign exchange gains and losses and other non-operational income and expense items.

2013 Compared to 2012

Interest income decreased in 2013, compared to 2012, due to lower cash balances and interest rates, as well as a shift to certain investments yielding lower interest.

Interest expense increased in 2013, compared to 2012, primarily due to higher capitalized interest in 2012 resulting from our phased campus build-out.

Other expense was lower in 2013, compared to 2012, due to higher net gains recorded in 2012 related to our privately-held investments which included a \$14.7 million gain from the acquisition of our privately-held investment in Contrail.

2012 Compared to 2011

Interest income increased in 2012, compared to 2011, primarily due to a higher balance of long-term investments yielding higher interest.

Interest expense increased in 2012, compared to 2011, primarily due to the issuance of \$1.0 billion of our senior notes (the "Notes") near the end of the first quarter of 2011 and related interest expense of \$40.0 million, net of capitalized interest.

In 2012, we recognized gains in Other of \$45.5 million, including a gain of \$14.7 million from the acquisition of our privately-held investment in Contrail, and impairment losses of \$20.0 million included in Other, related to our privately-held investments. In 2011, Other included certain legal expenses unrelated to current or recent operations of approximately \$7.0 million.

Income Tax Provision

The effective rate for 2013 was lower than the federal statutory rate of 35% primarily due to the benefit of the federal research and development ("R&D") credit, a tax settlement with the Internal Revenue Service ("IRS"), recognition of domestic production activities deductions, and earnings in foreign jurisdictions, which are subject to lower tax rates.

The effective tax rate for 2012 was substantially similar to the federal statutory rate of 35%. The increase in the overall effective tax rate for 2012 compared to 2011 was primarily due to the effect of changes in foreign earnings and the exclusion of the benefit for the federal R&D credit which expired on December 31, 2011.

The effective tax rate for 2011 differed from the federal statutory rate of 35% primarily due to the federal R&D credit and the benefit of earnings in foreign jurisdictions, which are subject to lower tax rates.

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. As a result of the expiration of the federal research and development credit on December 31, 2013, we expect our effective tax rate to increase in 2014. See Item 1A of Part I, "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.

Segment Information

For a description of the products and services for each segment, see Item 1, *Business*, in Part I of this Report. A description of the measures included in segment contribution margin can also be found in Note 13, *Segment Information*, in Notes to the Consolidated Financial Statements in Item 8 of Part II of this Report. Select segment financial data for each of the three years in the period ended December 31, 2013 was as follows:

Platform Systems Division Segment

(in millions, except percentages)

	Years Ended December 31,						
	2013	2012	2011	2013 vs. 2012		2012 vs. 2011	
				\$ Change	% Change	\$ Change	% Change
PSD product revenues:							
Routing	\$ 2,243.6	\$ 1,946.8	\$ 2,166.1	\$ 296.8	15%	\$ (219.3)	(10)%
Switching	638.0	554.8	495.8	83.2	15%	59.0	12%
Total PSD product revenues	2,881.6	2,501.6	2,661.9	380.0	15%	(160.3)	(6)%
PSD service revenues	796.6	769.2	645.0	27.4	4%	124.2	19%
Total PSD revenues	\$ 3,678.2	\$ 3,270.8	\$ 3,306.9	\$ 407.4	12%	\$ (36.1)	(1)%
PSD contribution margin ^(*)	\$ 1,621.0	\$ 1,276.4	\$ 1,426.8	\$ 344.6	27%	\$ (150.4)	(11)%
Percentage of PSD revenues	44.1 %	39.0 %	43.1 %				

^(*) A reconciliation of total segment contribution margin to income before income taxes and noncontrolling interest can be found in Note 13, *Segments*, in Notes to Consolidated Financial Statement in Item 8 of this Report.

2013 Compared to 2012

PSD product revenues increased in 2013, compared to 2012, primarily due to higher revenue from edge routing and switching products, specifically due to the growth in MX, PTX, EX, and QFabric product families as result of new products and enhancements for the enterprise campus and data center infrastructures.

A majority of our service revenues are earned from customers that purchase our products and enter into contracts for support services. PSD service revenues increased in 2013, compared to 2012, primarily due to strong contract renewals for support services.

PSD contribution margin as a percent of PSD revenues increased in 2013, compared to 2012, primarily due to a combination of revenue growth and lower operating expenses.

2012 Compared to 2011

PSD product revenues decreased in 2012, compared to 2011, due to the decline in sales of our core and edge routing products. The decline in sales was primarily attributable to lower spending by international customers and by content service provider customers in Americas, partially offset by an increase in sales of our switching products. PSD service revenues increased in 2012, compared to 2011, primarily due to strong contract renewals for support services.

PSD contribution margin as a percent of PSD revenues decreased in 2012, compared to 2011, primarily due to a decline in revenues. The decrease was also attributable to a shift in product mix to lower margin products and higher prototype development costs in 2012. The decrease in contribution margin was partially offset by reduced costs as a result of a continuing focus on operational improvements and cost efficiencies.

Software Solutions Division Segment

(in millions, except percentages)

	Years Ended December 31,						
	2013	2012	2011	2013 vs. 2012		2012 vs. 2011	
				\$ Change	% Change	\$ Change	% Change
SSD product revenues:							
Security	\$ 564.3	\$ 669.9	\$ 698.3	\$ (105.6)	(16)%	\$ (28.4)	(4)%
Routing	74.0	90.6	118.1	(16.6)	(18)%	(27.5)	(23)%
Total SSD product revenues	638.3	760.5	816.4	(122.2)	(16)%	(55.9)	(7)%
SSD service revenues	352.6	334.1	325.4	18.5	6%	8.7	3%
Total SSD revenues	\$ 990.9	\$ 1,094.6	\$ 1,141.8	\$ (103.7)	(9)%	\$ (47.2)	(4)%
SSD contribution margin ^(*)	\$ 398.4	\$ 473.6	\$ 504.4	\$ (75.2)	(16)%	\$ (30.8)	(6)%
Percentage of SSD revenues	40.2 %	43.3 %	44.2 %				

(*) A reconciliation of contribution margin to income before income taxes and noncontrolling interest can be found in Note 13, *Segments*, in Notes to Consolidated Financial Statement in Item 8 of this Report.

2013 Compared to 2012

SSD product revenues decreased in 2013, compared to 2012, primarily due to a decline in sales of security products, driven by lower demand for high-end SRX products by service providers. Revenues from branch SRX security products improved slightly in 2013, compared to 2012. SSD service revenues increased in 2013, compared to 2012, primarily driven by strong contract renewals for support services.

SSD contribution margin as a percentage of SSD revenues decreased in 2013, compared to 2012, due to lower revenue and a decrease in gross margin, partially offset by lower operating expenses.

2012 Compared to 2011

SSD product revenues decreased in 2012, compared to 2011, primarily due to a decline in the sales of our high-end and branch firewall products and routing services products, partially offset by an increase in sales of our high-end SRX products. SSD service revenues increased in 2012, compared to 2011, primarily driven by strong contract renewals for support services.

SSD contribution margin as a percentage of SSD revenues remained relatively stable in 2012, compared to 2011, due to a shift in product mix to lower margin products offset by reduced costs as a result of our continued focus on operational improvements and cost efficiencies.

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,			
	2013	2012	\$ Change	% Change
Working capital	\$ 2,262.5	\$ 2,178.7	\$ 83.8	4%
Cash and cash equivalents	\$ 2,284.0	\$ 2,407.8	\$ (123.8)	(5)%
Short-term investments	561.9	441.5	120.4	27%
Long-term investments	1,251.9	988.1	263.8	27%
Total cash, cash equivalents, and investments	4,097.8	3,837.4	260.4	7%
Long-term debt	999.3	999.2	0.1	—%
Net cash, cash equivalents, and investments	\$ 3,098.5	\$ 2,838.2	\$ 260.3	9%

The significant components of our working capital are cash and cash equivalents, short-term investments, and accounts receivable, reduced by accounts payable, accrued liabilities, and short-term deferred revenue. Working capital increased by \$83.8 million during the year ended December 31, 2013, primarily due to an increase in current assets, primarily accounts receivable and short-term investments, and lower accounts payable, partially offset by a decrease in cash and cash equivalents.

Summary of Cash Flows

As of December 31, 2013, our cash and cash equivalents decreased by \$123.8 million from December 31, 2012 primarily due to cash used in our investing and financing activities related to the repurchase of our common stock, purchase of investments, and capital expenditures.

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

	Years Ended December 31,							
	2013	2012	2011	2013 vs. 2012		2012 vs. 2011		
				\$ Change	% Change	\$ Change	% Change	
Net cash provided by operating activities	\$ 842.3	\$ 642.4	\$ 986.7	\$ 199.9	31%	\$ (344.3)	(35)%	
Net cash used in investing activities	\$ (564.4)	\$ (596.7)	\$ (707.2)	\$ 32.3	(5)%	\$ 110.5	(16)%	
Net cash (used in) provided by financing activities	\$ (401.7)	\$ (548.3)	\$ 819.0	\$ 146.6	(27)%	\$ (1,367.3)	(167)%	

Operating Activities

2013 Compared to 2012

Cash flows from operations increased by \$199.9 million in 2013, compared to 2012, primarily due to higher consolidated net income, the timing of payments to our vendors, higher deferred revenue, and lower taxes paid, partially offset by the timing of payments for incentive compensation to our employees and the timing of collections on our outstanding receivables.

2012 Compared to 2011

Cash flow from operations decreased by \$344.3 million in 2012, compared to 2011, primarily due to lower consolidated net income, higher taxes paid, timing of payments to our vendors, and a decrease in deferred revenue, offset by the timing of collections of our outstanding receivables.

Investing Activities

2013 Compared to 2012

Net cash used in investing activities decreased by \$32.3 million in 2013, compared to 2012, primarily due to lower spending on acquisitions and asset purchases as well as lower capital expenditures as we completed our phased campus build-out, partially offset by higher purchases of investments.

2012 Compared to 2011

Net cash used in investing activities decreased by \$110.5 million in 2012, compared to 2011, primarily due to fewer purchases of investments, offset by higher spending on asset purchases, property and equipment, and acquisitions. During 2011, we invested the proceeds from the issuance of the Notes in available-for-sale securities and purchased property and equipment for the phased campus build-out of our corporate headquarters in Sunnyvale, CA.

Financing Activities

2013 Compared to 2012

Net cash used in financing activities decreased by \$146.6 million in 2013, compared to 2012, primarily due to lower purchases and retirement of our common stock, partially offset by an increase in proceeds from employee stock option exercises as well as proceeds from customer financing arrangements.

2012 Compared to 2011

Net cash used in financing activities was \$548.3 million in 2012 and net cash provided by financing activities was \$819.0 million in 2011. The change from 2011 to 2012 was primarily due to the issuance of the Notes in 2011 and an increase in purchases and retirement of common stock and fewer proceeds from employee stock option exercises in 2012.

Stock Repurchase Activities and Dividends

In July 2013, our Board of Directors (the “Board”) approved a stock repurchase program that authorized us to repurchase up to \$1.0 billion of our common stock from time to time at management's discretion. The authorization was in addition to the \$1.0 billion stock repurchase program approved by our Board and announced in June 2012 and the \$1.0 billion stock repurchase program approved by the Board in February 2010. As of December 31, 2013, there was \$997.7 million of authorized funds remaining under our stock repurchase programs.

As part of our IOP announced in February 2014, we committed to return a minimum of \$3.0 billion to shareholders over the next three years through a combination of share repurchases and dividends. As part of this plan, the Board of Directors has authorized \$2.0 billion in share repurchases to be executed through the end of the first quarter of 2015, including \$1.2 billion through an accelerated share repurchase program to be entered into during the first quarter of 2014. We will also initiate a quarterly cash dividend of \$0.10 per share of common stock beginning in the third quarter of 2014, with the expectation to increase the dividend over time. These activities will be funded by a combination of existing cash balances and debt offerings.

The following table summarizes our repurchases and retirements of common stock under our stock repurchase programs and repurchases associated with minimum tax withholdings (in millions, except per share amounts):

	Shares Repurchased		Average price per share		Amount Repurchased
2013					
Repurchases under stock repurchase programs	28.9	\$	19.76	\$	570.6
Repurchases for tax withholding	0.4	\$	20.23	\$	7.2
2012					
Repurchases under stock repurchase programs	35.8	\$	18.05	\$	645.6
Repurchases for tax withholding	0.2	\$	23.40	\$	5.0
2011					
Repurchases under stock repurchase programs	17.5	\$	30.93	\$	541.2
Repurchases for tax withholding	0.2	\$	35.98	\$	7.4

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,	
	2013	2012
Deferred product revenue:		
Undelivered product commitments and other product deferrals	\$ 184.9	\$ 256.9
Distributor inventory and other sell-through items	118.7	138.4
Deferred gross product revenue	303.6	395.3
Deferred cost of product revenue	(58.6)	(99.4)
Deferred product revenue, net	245.0	295.9
Deferred service revenue	824.3	627.5
Total	\$ 1,069.3	\$ 923.4

As of December 31, 2013, net deferred product revenue decreased \$50.9 million to \$245.0 million, compared to \$295.9 million as of December 31, 2012, primarily due to strong channel sales resulting in lower ending channel inventory and the timing of future feature releases. As of December 31, 2013, the increase in deferred service revenue of \$196.8 million attributed the execution of several multi-year support agreements, and to a lesser extent an increase in annual agreement renewals.

Off-Balance Sheet Arrangements

As of December 31, 2013 and 2012, 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 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.

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, 2013 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 ⁽¹⁾	\$ 225.2	\$ 49.4	\$ 69.5	\$ 49.4	\$ 56.9
Purchase commitments ⁽¹⁾	491.4	491.4	—	—	—
Long-term debt ⁽²⁾	1,000.0	—	300.0	—	700.0
Interest payment on long-term debt ⁽²⁾	779.3	46.9	88.8	75.2	568.4
Other contractual obligations ⁽¹⁾	112.9	87.5	5.4	—	20.0
Total	\$ 2,608.8	\$ 675.2	\$ 463.7	\$ 124.6	\$ 1,345.3

⁽¹⁾ 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.

⁽²⁾ See Note 10, *Long-Term Debt and Financing*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report for additional information regarding our debt.

As of December 31, 2013, we had \$114.4 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.

Legal Proceedings

See Note 16, *Commitments and Contingencies*, in Notes to Consolidated Financial Statements in Item 8 of Part II of this Report, for additional information on liabilities that may arise from litigation and contingencies.

Liquidity and Capital Resource Requirements

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.

In August 2013, we filed an automatic shelf registration statement with the SEC to replace our previous shelf registration statement, which expired pursuant to SEC rules in September 2013. The August 2013 automatic shelf registration statement enables 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. Any offerings of securities under the automatic shelf registration statement will be made pursuant to a prospectus.

We have been focused on managing our annual equity usage as a percentage of our 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. Our intention for 2013 was to target the number of shares underlying equity awards granted on an annual basis at 2.75% 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 achieved the goal for 2013. In 2013, we repurchased 28.9 million at a cost of \$570.6 million, and expect to continue to calibrate our buybacks in future quarters with market conditions at the time. We have also managed our equity compensation programs to reduce the overall number of shares subject to outstanding awards over the past two years. We have reduced the use of stock options in our equity compensation programs. The total number of common shares subject to our outstanding awards in connection with Juniper plans was 43.8 million, 54.2 million, and 58.2 million shares as of December 31, 2013, 2012, and 2011, respectively, reflecting a consecutive decline for the three years ended December 31, 2013.

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 will be sufficient to fund our operations, IOP, 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 and 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;
- 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.

Further, we cannot provide any assurance that additional sources of capital, including debt, will be available to us on terms acceptable to us or at all.

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, 2013, 60% of our cash, cash equivalents, and marketable securities were held outside of the U.S. 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 income. 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, 2013, 2012, and 2011, related to the sales of our investments.

The following tables present hypothetical changes in fair value of our available-for-sale fixed income securities held as of December 31, 2013 and 2012 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, 2013	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	\$ 1,741.6	\$ 1,734.4	\$ 1,727.1	\$ 1,719.9	\$ 1,712.6	\$ 1,705.3	\$ 1,698.1

	Valuation of Securities Given an Interest Rate Decrease of X BPS			Fair Value as of December 31, 2012	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	\$ 1,618.8	\$ 1,611.6	\$ 1,604.4	\$ 1,597.4	\$ 1,590.0	\$ 1,582.8	\$ 1,575.6

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.

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, 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 76% 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 income 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, 2013, 2012, and 2011, respectively, in other expense, 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 approximately an increase of 0.8% and 1.5% and a decrease of 1% in 2013, 2012, and 2011, respectively.

We have performed a sensitivity analysis as of December 31, 2013 and as of December 31, 2012, 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, 2013 and December 31, 2012, 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, 2013 and December 31, 2012 by less than 1%.

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, 2013 and December 31, 2012, our portfolio of publicly-traded equity securities had an estimated fair value of \$114.6 million and \$2.9 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 \$34.5 million and \$0.9 million as of December 31, 2013 and December 31, 2012, 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, 2013 and December 31, 2012, the total investments under our NQDC plan were \$15.4 million and \$12.6 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 \$4.6 million and \$3.8 million as of December 31, 2013 and December 31, 2012, respectively.

We have also invested in privately-held companies. These investments are carried at cost. In 2013, 2012, and 2011 we recorded impairment charges of \$ 2.8 million, \$20.0 million, and \$1.8 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 \$57.2 million and \$32.0 million as of December 31, 2013 and December 31, 2012, respectively.

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, 2013 and 2012 , 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, 2013 . 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 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 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, 2013 and 2012 , and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013 , 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, 2013 , based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) and our report dated February 25, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Jose, California
February 25, 2014

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, 2013 , based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 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, 2013 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, 2013 , and 2012 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, 2013 , of Juniper Networks, Inc. and our report dated February 25, 2014 , expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

San Jose, California
February 25, 2014

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, 2013 , 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 1992 . In May 2013, COSO released a new framework which companies could adopt in 2013. The Company will adopt this framework in 2014. Based on that assessment, management concluded that, as of December 31, 2013 , 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, 2013 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, 2013 .

Juniper Networks, Inc.

Consolidated Statements of Operations
(In millions, except per share amounts)

	Years Ended December 31,		
	2013	2012	2011
Net revenues:			
Product	\$ 3,519.9	\$ 3,262.1	\$ 3,478.3
Service	1,149.2	1,103.3	970.4
Total net revenues	4,669.1	4,365.4	4,448.7
Cost of revenues:			
Product	1,276.6	1,204.0	1,155.3
Service	451.1	452.6	424.8
Total cost of revenues	1,727.7	1,656.6	1,580.1
Gross margin	2,941.4	2,708.8	2,868.6
Operating expenses:			
Research and development	1,043.2	1,101.6	1,026.8
Sales and marketing	1,075.9	1,045.5	1,005.2
General and administrative	217.3	206.8	187.5
Restructuring and other charges	39.1	46.8	30.6
Total operating expenses	2,375.5	2,400.7	2,250.1
Operating income	565.9	308.1	618.5
Other expense, net	(40.4)	(16.6)	(46.8)
Income before income taxes and noncontrolling interest	525.5	291.5	571.7
Income tax provision	85.7	105.0	146.7
Consolidated net income	439.8	186.5	425.0
Adjust for net income attributable to noncontrolling interest	—	—	0.1
Net income attributable to Juniper Networks	\$ 439.8	\$ 186.5	\$ 425.1
Net income per share attributable to Juniper Networks common stockholders:			
Basic	\$ 0.88	\$ 0.36	\$ 0.80
Diluted	\$ 0.86	\$ 0.35	\$ 0.79
Shares used in computing net income per share:			
Basic	501.8	520.9	529.8
Diluted	510.3	526.2	541.4

See accompanying Notes to Consolidated Financial Statements

Juniper Networks, Inc.

Consolidated Statements of Comprehensive Income
(In millions)

	Years Ended December 31,		
	2013	2012	2011
Consolidated net income	\$ 439.8	\$ 186.5	\$ 425.0
Other comprehensive income (loss), net of tax:			
Available-for-sale securities ^(*) :			
Change in unrealized gains on available-for-sale securities, net of tax provision of (\$37.9) and (\$0.6) for 2013 and 2012, respectively	65.1	3.2	2.5
Reclassification adjustment for realized net gains on available-for-sale securities included in net income, net of tax provision of \$0.4 and \$0.2 for 2013 and 2012, respectively	(1.0)	(1.2)	(3.8)
Net change in unrealized gains (losses) on available-for-sale securities, net of taxes	64.1	2.0	(1.3)
Cash flow hedges ^(*) :			
Change in unrealized gains (losses) on cash flow hedges, net of tax benefit of \$1.7 and \$0.2 for 2013 and 2012, respectively	0.7	7.4	(7.9)
Reclassification adjustment for realized (gains) losses included in net income, net of tax benefit of (\$0.8) and (\$1.0) for 2013 and 2012, respectively	(1.5)	6.5	(0.7)
Net change in unrealized (losses) gains on cash flow hedges, net of taxes	(0.8)	13.9	(8.6)
Change in foreign currency translation adjustments	(3.4)	6.4	(6.4)
Other comprehensive income (loss), net of tax	59.9	22.3	(16.3)
Comprehensive income	499.7	208.8	408.7
Comprehensive loss attributable to noncontrolling interest	—	—	0.1
Comprehensive income attributable to Juniper Networks	\$ 499.7	\$ 208.8	\$ 408.8

^(*) Taxes related to available-for-sale securities and cash flow hedges were not material for 2011.

See accompanying Notes to Consolidated Financial Statements

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

	December 31, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,284.0	\$ 2,407.8
Short-term investments	561.9	441.5
Accounts receivable, net of allowance for doubtful accounts of \$5.4 and \$9.5 as of December 31, 2013 and 2012, respectively	578.3	438.4
Deferred tax assets, net	79.8	172.6
Prepaid expenses and other current assets	199.9	140.4
Total current assets	3,703.9	3,600.7
Property and equipment, net	882.3	811.9
Long-term investments	1,251.9	988.1
Restricted cash and investments	89.5	106.4
Purchased intangible assets, net	106.9	128.9
Goodwill	4,057.7	4,057.8
Other long-term assets	233.8	138.3
Total assets	<u>\$ 10,326.0</u>	<u>\$ 9,832.1</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 200.4	\$ 209.3
Accrued compensation	273.9	279.3
Deferred revenue	705.8	693.5
Other accrued liabilities	261.3	239.9
Total current liabilities	1,441.4	1,422.0
Long-term debt	999.3	999.2
Long-term deferred revenue	363.5	229.9
Long-term income tax payable	114.4	112.4
Other long-term liabilities	105.2	69.1
Total liabilities	3,023.8	2,832.6
Commitments and contingencies (Note 16)		
Juniper Networks 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; 495.2 shares and 508.4 shares issued and outstanding as of December 31, 2013 and 2012, respectively	—	—
Additional paid-in capital	9,868.9	9,905.7
Accumulated other comprehensive income	64.6	4.7
Accumulated deficit	(2,631.3)	(2,911.4)
Total Juniper Networks stockholders' equity	7,302.2	6,999.0
Noncontrolling interest	—	0.5
Total stockholders' equity	7,302.2	6,999.5
Total liabilities and stockholders' equity	<u>\$ 10,326.0</u>	<u>\$ 9,832.1</u>

See accompanying Notes to Consolidated Financial Statements

Juniper Networks, Inc.
Consolidated Statements of Cash Flows
(In millions)

	Years Ended December 31,		
	2013	2012	2011
Cash flows from operating activities:			
Consolidated net income	\$ 439.8	\$ 186.5	\$ 425.0
Adjustments to reconcile consolidated net income to net cash provided by operating activities:			
Non-cash share-based compensation expense	244.6	242.7	217.8
Depreciation, amortization, and accretion	189.9	187.9	170.0
Restructuring and other charges	47.5	99.7	30.6
Deferred income taxes	72.2	(18.2)	7.2
(Gain) loss on investments, net	(11.3)	(26.7)	0.3
Excess tax benefits from share-based compensation	(1.9)	(7.2)	(45.0)
Loss on disposal of fixed assets	1.4	0.6	—
Changes in operating assets and liabilities, net of effects from acquisitions:			
Accounts receivable, net	(139.9)	139.1	18.6
Prepaid expenses and other assets	(127.4)	(29.2)	28.5
Accounts payable	(9.5)	(121.2)	33.9
Accrued compensation	(5.4)	54.8	(32.2)
Income taxes payable	(38.5)	(7.5)	53.2
Other accrued liabilities	34.9	(5.3)	(3.4)
Deferred revenue	145.9	(53.6)	82.2
Net cash provided by operating activities	842.3	642.4	986.7
Cash flows from investing activities:			
Purchases of property and equipment	(233.1)	(348.7)	(266.3)
Purchases of available-for-sale investments	(1,776.0)	(1,496.5)	(2,297.3)
Proceeds from sales of available-for-sale investments	1,135.6	894.2	1,281.2
Proceeds from maturities of available-for-sale investments	366.2	559.7	645.4
Purchases of trading investments	(3.7)	(4.1)	(5.2)
Proceeds from sales of privately-held investments	9.4	36.5	2.6
Purchases of privately-held investments	(41.3)	(12.2)	(35.7)
Payments for business acquisitions, net of cash and cash equivalents acquired	(10.0)	(139.4)	(30.7)
Purchase of licensed software	(10.0)	(65.3)	—
Changes in restricted cash	(1.5)	(20.9)	(1.2)
Net cash used in investing activities	(564.4)	(596.7)	(707.2)
Cash flows from financing activities:			
Proceeds from issuance of common stock	141.7	99.1	346.9
Purchases and retirement of common stock	(577.8)	(650.6)	(548.6)
Payment for capital lease obligation	(1.4)	(1.4)	—
Issuance of long-term debt, net	—	—	991.6
Customer financing arrangements	33.9	(2.6)	(15.9)
Excess tax benefits from share-based compensation	1.9	7.2	45.0
Net cash (used in) provided by financing activities	(401.7)	(548.3)	819.0
Net (decrease) increase in cash and cash equivalents	(123.8)	(502.6)	1,098.5
Cash and cash equivalents at beginning of period	2,407.8	2,910.4	1,811.9
Cash and cash equivalents at end of period	\$ 2,284.0	\$ 2,407.8	\$ 2,910.4
Supplemental disclosures of cash flow information:			
Cash paid for interest, net of amounts capitalized	\$ 57.4	\$ 50.1	\$ 34.4
Cash paid (received) for income taxes, net	\$ 105.1	\$ 118.7	\$ (2.1)
Non-cash investing activities:			
Issuance of common stock and equity awards assumed in business acquisitions	\$ —	\$ 16.5	\$ —

Property and equipment acquired under capital lease	\$	—	\$	3.7	\$	—
Licensed software acquired	\$	—	\$	19.0	\$	—

See accompanying Notes to Consolidated Financial Statements

Juniper Networks, Inc.

Consolidated Statements of Changes in Stockholders' Equity
(In millions)

	Juniper Networks						Total Stockholders' Equity
	Shares	Amount	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Noncontrolling Interest	
Balance at December 31, 2010	525.4	\$ —	\$ 9,717.8	\$ (1.3)	\$ (3,108.3)	\$ 0.6	\$ 6,608.8
Consolidated net income (loss)	—	—	—	—	425.1	(0.1)	425.0
Other comprehensive loss, net	—	—	—	(16.3)	—	—	(16.3)
Issuance of common stock	18.7	—	345.5	—	—	—	345.5
Repurchase and retirement of common stock	(17.7)	—	(259.4)	—	(289.2)	—	(548.6)
Share-based compensation expense	—	—	217.8	—	—	—	217.8
Tax benefit from employee stock option plans	—	—	57.5	—	—	—	57.5
Balance at December 31, 2011	526.4	—	10,079.2	(17.6)	(2,972.4)	0.5	7,089.7
Consolidated net income	—	—	—	—	186.5	—	186.5
Other comprehensive income, net	—	—	—	22.3	—	—	22.3
Issuance of common stock	12.2	—	99.2	—	—	—	99.2
Shares assumed in connection with business acquisitions	5.8	—	16.5	—	—	—	16.5
Repurchase and retirement of common stock	(36.0)	—	(525.1)	—	(125.5)	—	(650.6)
Share-based compensation expense	—	—	242.7	—	—	—	242.7
Tax effects from employee stock option plans	—	—	(6.8)	—	—	—	(6.8)
Balance at December 31, 2012	508.4	—	9,905.7	4.7	(2,911.4)	0.5	6,999.5
Consolidated net income	—	—	—	—	439.8	—	439.8
Other comprehensive income, net	—	—	—	59.9	—	—	59.9
Issuance of common stock	16.0	—	142.2	—	—	—	142.2
Dissolution of non-controlling interest	—	—	—	—	—	(0.5)	(0.5)
Repurchase and retirement of common stock	(29.2)	—	(418.1)	—	(159.7)	—	(577.8)
Share-based compensation expense	—	—	244.9	—	—	—	244.9
Tax effects from employee stock option plans	—	—	(5.8)	—	—	—	(5.8)
Balance at December 31, 2013	495.2	\$ —	\$ 9,868.9	\$ 64.6	\$ (2,631.3)	\$ —	\$ 7,302.2

See accompanying Notes to Consolidated Financial Statements

Juniper Networks, Inc.
Notes to Consolidated Financial Statements

Note 1. Description of Business and Basis of Presentation

Description of Business

Juniper Networks, Inc. (the “Company” or “Juniper”) designs, develops, and sells products and services for high-performance networks, which combine scale and performance with agility and efficiency, so customers can build the best networks for their businesses. The Company serves the high-performance networking requirements of global service providers, enterprises, governments, and research and public sector organizations that view the network as critical to their success.

Basis of Presentation

The Consolidated Financial Statements, which include the Company and its wholly-owned subsidiaries, are prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”). All inter-company balances and transactions have been eliminated. Certain amounts in the prior years' Consolidated Financial Statements have been reclassified to conform to the current year presentation.

During 2013, the Company consolidated operational oversight and management of all security products within the Software Solutions Division (“SSD”) segment. As a result of this product realignment, security products previously reported in the Platform Systems Division (“PSD”) segment (including the Branch SRX, Branch Firewall, and J Series product families) are now reported in the SSD segment. In addition, the Company realigned its Contrail products from the PSD segment to the SSD segment. The Company reclassified the segment data for the prior years to conform to the current year presentation. These changes did not impact previously reported consolidated net revenues, operating income, net income, and net income per share. See Note 13, *Segments*, for further discussion of the Company's product realignments.

The Company previously owned a 60 percent interest in a joint venture with Nokia Siemens Networks B.V. (“NSN”). Given the Company's majority ownership interest in the joint venture, the accounts of the joint venture have been consolidated with the accounts of the Company, and a noncontrolling interest was recorded for the noncontrolling investor's interests in the net assets and operations of the joint venture. In July 2011, NSN and the Company entered into an agreement to cease operation of and terminate the joint venture and subsequently NSN assumed the activities of the joint venture. The Company terminated the joint venture in 2013 and the termination did not have a material effect on the Company's financial position or results of operations.

Note 2. Significant Accounting Policies

Cash, Cash Equivalents and Investments

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, demand deposits with banks, highly liquid investments in money market funds, commercial paper, government securities, certificates of deposit, and corporate debt securities, which are readily convertible into cash. All highly liquid investments purchased with original maturities of three months or less are classified as cash and cash equivalents.

Investments in Available-for-Sale and Trading Securities

The Company's investments in publicly-traded debt and equity securities are classified as available-for-sale. Available-for-sale investments are initially recorded at cost and periodically adjusted to fair value in the Consolidated Balance Sheets. Unrealized gains and losses on these investments are reported as a separate component of accumulated other comprehensive income. Realized gains and losses are determined based on the specific identification method and are reported in the Consolidated Statements of Operations.

The Company periodically evaluates its investments to determine if impairment charges are required. The Company considers various factors in determining whether to recognize an impairment charge, including the length of time the investment has been in a loss position, the extent to which the fair value has been less than the Company's cost basis, the investment's financial condition, and near-term prospects of the investee. If the Company determines that the decline in an investment's fair value is other than temporary, the difference is recognized as an impairment loss in its Consolidated Statements of Operations.

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

The Company's non-qualified compensation plan is invested in mutual funds which are classified as trading securities and reported at fair value in the Consolidated Balance Sheets. The realized and unrealized holding gains and losses are reported in the Consolidated Statements of Operations.

Privately-Held Investments

The Company has privately-held investments, which are included in other long-term assets in the Consolidated Balance Sheets. These investments are carried at cost, adjusted for any impairment, as the Company does not have a controlling interest and does not have the ability to exercise significant influence over these companies. These investments are inherently high risk as the market for technologies or products manufactured by these companies are usually in their early stages at the time of the investment by the Company and such markets may never be significant. The Company measures the fair value of privately-held investments using an analysis of the financial conditions and near term prospects of the investees, including recent financing activities and their capital structure. Realized gains and losses, if any, are reported in the Consolidated Statements of Operations.

Fair Value

Fair value is defined as the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which it transacts, and considers assumptions that market participants would use when pricing the asset or liability. The Company applies the following fair value hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. These inputs are valued using market based approaches.

Level 3 – Inputs are unobservable inputs based on the Company's assumptions. These inputs, if any, are valued using internal financial models.

Derivatives

The Company uses derivatives to partially offset its market exposure to fluctuations in certain foreign currencies. The Company does not enter into derivatives for speculative or trading purposes.

The Company uses foreign currency forward or option contracts to hedge certain forecasted foreign currency transactions relating to operating expenses. These derivatives are designated as cash flow hedges. Execution of these cash flow hedge derivatives typically occurs every month with maturities of one year or less. These derivatives are carried at fair value and the effective portion of the derivative's gain or loss is initially reported as a component of accumulated other comprehensive income, and upon occurrence of the forecasted transaction, is subsequently reclassified into the costs of services or operating expense line item to which the hedged transaction relates. The Company records any ineffectiveness of the hedging instruments in other expense, net, on its Consolidated Statements of Operations. Cash flows from such hedges are classified as operating activities. All amounts within other comprehensive income are expected to be reclassified into earnings within the next twelve months.

The Company also uses foreign currency forward contracts to mitigate variability in gains and losses generated from the remeasurement of certain monetary assets and liabilities denominated in foreign currencies. These derivatives do not qualify for special hedge accounting treatment. These derivatives are carried at fair value with changes recorded in other expense, net in the Consolidated Statements of Operations. Changes in the fair value of these derivatives are largely offset by remeasurement of the underlying assets and liabilities. Cash flows from such derivatives are classified as operating activities. These foreign exchange forward contracts have maturities of one year or less.

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

Inventory

Inventory consists primarily of component parts to be used in the manufacturing process and is stated at the lower of cost or market. Cost is computed using standard cost, which approximates actual cost, on a first-in, first-out basis. A charge is recorded to cost of product when inventory is determined to be in excess of anticipated demand or considered obsolete. The point of loss recognition, a new, lower-cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in the newly established cost basis.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Depreciation is calculated using the straight-line method, over the estimated useful lives of the following assets:

	Estimated Useful Life (years)
Computers, equipment, and software	3 to 5
Furniture and fixtures	5
Building and building improvements	7 to 40
Land improvements	10 to 40
Leasehold improvements	Lease term, not to exceed 10 years

Construction in progress is related to the construction or development of property and equipment that have not yet been placed in service for their intended use. Depreciation for equipment commences once it is placed in service and depreciation for buildings and leasehold improvements commences once they are ready for their intended use.

Effective April 1, 2013, the Company extended the useful lives of certain computers and equipment based on actual historical usage, which demonstrated longer useful lives, as well as the planned use of these assets. The change was accounted for as a change in estimate and applied prospectively. During the year ended December 31, 2013, this change in accounting estimate decreased depreciation expense by approximately \$28.3 million or \$0.04 per diluted share.

Goodwill and Other Long-Lived Assets

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. Goodwill is tested for impairment annually during the fourth quarter or more frequently if certain indicators are present. Other intangible assets acquired in a business combination and determined to have an indefinite useful life are not amortized but are assessed for potential impairment annually or when events or circumstances indicate that their carrying amounts might be impaired.

The Company performs its annual goodwill impairment analysis at its reporting unit level, which may be one level below its operating segment level during the fourth quarter of each year or more frequently if certain indicators are present. The fair value of the Company's reporting units is determined using both the income and market valuation approaches. Under the income approach, the fair value of the reporting unit is based on the present value of estimated 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, the Company is required to make estimates of future operating trends and judgments on discount rates and other variables. Actual future results related to assumed variables could differ from these estimates.

Long-lived assets, such as property, plant, and equipment, and purchased intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. 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. An impairment charge is recognized by the amount by which the carrying amount of the asset, or asset group, exceeds its fair value.

The Company amortizes intangible assets with estimable useful lives on a straight-line basis over their useful lives.

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

Revenue Recognition

Revenue is recognized when all of the following criteria have been met:

- *Persuasive evidence of an arrangement exists.* The Company generally relies upon sales contracts or agreements, and customer purchase orders to determine the existence of an arrangement.
- *Delivery has occurred.* The Company uses shipping terms and related documents, or written evidence of customer acceptance, when applicable, to verify delivery or performance.
- *Sales price is fixed or determinable.* The Company assesses whether the sales price is fixed or determinable based on the payment terms and whether the sales price is subject to refund or adjustment.
- *Collectability is reasonably assured.* The Company assesses collectability based on creditworthiness of customers as determined by its credit checks, their payment histories, or changes in circumstances that indicate that collectability is not reasonably assured.

When sales arrangements contain multiple elements, including software and non-software components that function together to deliver the tangible products' essential functionality, the Company allocates revenue to each element based on a selling price hierarchy. The selling price for a deliverable is based on either vendor-specific objective evidence ("VSOE") if available, third-party evidence ("TPE") if VSOE is not available, or estimated selling price ("ESP") if neither VSOE nor TPE is available. The Company then recognizes revenue on each deliverable in accordance with its policies for product and service revenue recognition. VSOE of selling price is based on the price charged when the element is sold separately. In determining VSOE, the Company requires that a substantial majority of the selling prices fall within a reasonable range based on historical discounting trends for specific products and services. TPE of selling price is established by evaluating largely interchangeable competitor products or services in stand-alone sales to similarly situated customers. However, as the Company's products contain a significant element of proprietary technology and its solutions offer substantially different features and functionality, the comparable pricing of third-party products with similar functionality typically cannot be obtained. ESP is established considering multiple factors including, but not limited to pricing practices in different geographies and through different sales channels, gross margin objectives, internal costs, competitor pricing strategies, and industry technology lifecycles.

In multiple element arrangements where software deliverables are included, revenue is allocated to each separate unit of accounting for each of the non-software deliverables and to the software deliverables as a group using the relative selling prices of each of the deliverables in the arrangement based on the aforementioned selling price hierarchy. If the arrangement contains more than one software deliverable, the arrangement consideration allocated to the software deliverables as a group is then allocated to each software deliverable using the residual method when VSOE of fair value of the undelivered items exists. Under the residual method, the amount of revenue allocated to delivered elements equals the total arrangement consideration less the aggregate fair value of any undelivered elements. If VSOE of one or more undelivered items does not exist, revenue from the entire arrangement is deferred and recognized at the earlier of: (i) delivery of those elements or (ii) when fair value can be established unless maintenance services is the only undelivered element, in which case, the entire arrangement fee is recognized ratably over the maintenance service period.

The Company limits the amount of revenue recognition for delivered elements to the amount that is not contingent on the future delivery of products or services or subject to customer-specific return or refund privileges.

The Company records reductions to revenue for estimated product returns and pricing adjustments, such as rebates and price protection, in the same period that the related revenue is recorded. The amount of these reductions is based on historical sales returns and price protection credits, specific criteria outlined in rebate agreements, and other factors known at the time.

A portion of the Company's sales is made through distributors under agreements allowing for pricing credits or rights of return. As reliable estimates of these credits or returns cannot be made, product revenue on sales made through these distributors is recognized upon sell-through as reported by the distributors to the Company. Deferred revenue on shipments to distributors reflects the effects of distributor pricing credits given and the amount of gross margin expected to be realized upon sell-through. Deferred revenue is recorded net of the related product costs of revenue.

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

Service revenues include revenue from maintenance, training, and professional services. Maintenance is offered under renewable contracts. Revenue from maintenance service contracts is deferred and recognized ratably over the contractual support period, which is generally one to three years. Revenue from training and professional services is recognized as services are completed or ratably over the contractual period, which is generally one year or less.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is based on the Company's assessment of the collectability of customer accounts. The Company regularly reviews its receivables that remain outstanding past their applicable payment terms and establishes an allowance by considering factors such as historical experience, credit quality, age of the accounts receivable balances, and current economic conditions that may affect a customer's ability to pay.

Warranty Reserves

The Company generally offers a one -year warranty on all of its hardware products, a 90 -day warranty on the media that contains the software embedded in the products. Warranty costs are recognized as part of the Company's cost of sales based on associated material costs, labor costs, and overhead at the time revenue is recognized. Material costs are estimated primarily based upon the historical costs to repair or replace product returns within the warranty period. Labor and overhead costs are estimated primarily based upon historical trends in the cost to support customer cases within the warranty period.

Contract Manufacturer Liabilities

The Company establishes a liability for non-cancelable, non-returnable purchase commitments with its contract manufacturers for carrying charges, quantities in excess of its demand forecasts, or obsolete material charges for components purchased by the contract manufacturers to meet the Company's demand forecast or customer orders. The demand forecasts are based upon historical trends and analysis from the Company's sales and marketing organizations, adjusted for overall market conditions.

Research and Development

Costs to research, design, and develop the Company's products are expensed as incurred.

Software Development Costs

Capitalization of software development costs for software to be sold, leased, or otherwise marketed begins when a product's technological feasibility has been established and ends when a product is available for general release to customers. Generally, the Company's products are released soon after technological feasibility has been established. As a result, costs incurred between achieving technological feasibility and product general availability have not been significant. The Company capitalizes costs associated with internal-use software systems that have reached the application development stage and are primarily attributable to the Company's enterprise resource planning ("ERP") implementation. Such capitalized costs include external direct costs utilized in developing or obtaining the applications and payroll and payroll-related costs for employees, who are directly associated with the development of the applications.

Advertising

Advertising costs are charged to sales and marketing expense as incurred. Advertising expense was \$20.1 million, \$20.0 million, and \$17.2 million, for 2013, 2012, and 2011, respectively.

Foreign Currency

Assets and liabilities of foreign operations with non-U.S. Dollar functional currency are translated to U.S. Dollars using exchange rates in effect at the end of the period. Revenue and expenses are translated to U.S. Dollars using average exchange rates for the period. The resulting translation adjustments are included in the Company's Consolidated Balance Sheets in the stockholders' equity section as a component of accumulated other comprehensive income. For the Company's international subsidiaries in which the functional currency is the U.S. dollar, the Company records foreign exchange gains and losses for assets and liabilities in the Consolidated Statements of Operations. Remeasurement adjustments are recorded in other expense, net in the Consolidated Statements of Operations.

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

Loss Contingencies

The Company is subject to the possibility of various loss contingencies arising in the ordinary course of business. Management considers the likelihood of loss related to an asset, or the incurrence of a liability, as well as its ability to reasonably estimate the amount of loss, 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. The Company regularly evaluates current information available to determine whether such accruals should be adjusted and whether new accruals are required.

Share-Based Compensation

The Company utilizes the Black-Scholes-Merton ("BSM") option-pricing model to estimate the fair value of its stock options and Employee Stock Purchase Plan ("ESPP") shares. The Company determines the fair value of its restricted stock units ("RSUs"), restricted stock awards ("RSAs"), and performance share awards ("PSAs") based on the closing market price of the Company's common stock on the date of grant. Share-based compensation expense is based on the fair value of the underlying awards and amortized on a straight-line basis, net of estimated forfeitures. With respect to PSAs, that generally vest after three years, for the portion of the award attributable to each performance year, the Company recognizes PSA expense on a straight-line basis over the remaining vesting period starting in the period in which the annual performance targets are set for each such performance year, to the extent that the performance target is expected to be met.

The BSM model requires various highly subjective assumptions that represent management's best estimates of volatility, risk-free interest rate, expected life, and dividend yield. The expected volatility is based on the implied volatility of market-traded options on the Company's common stock, adjusted for other relevant factors including historical volatility of the Company's common stock over the most recent period commensurate with the estimated expected life of the Company's stock options. The expected life of a stock option award is based on historical experience.

Provision for Income Taxes

Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. Valuation allowances are recorded to reduce deferred tax assets to the amount that will more likely than not be realized.

The Company accounts for uncertainty in income taxes using a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. The Company classifies the liability for unrecognized tax benefits as current to the extent that the Company anticipates payment (or receipt) of cash within one year. Interest and penalties related to uncertain tax positions are recognized in the provision for income taxes.

Concentrations of Risk

Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, investments, and accounts receivable. The Company invests only in high-quality credit instruments and maintains its cash, cash equivalents and available-for-sale investments in fixed income securities with several high-quality institutions. Deposits held with banks, including those held in foreign branches of global banks, may exceed the amount of insurance provided on such deposits. These deposits may be redeemed upon demand and, therefore, bear minimal credit risk.

The Company's derivatives expose it to credit risk to the extent that counterparties may be unable to meet the terms of the agreement. To mitigate concentration of risk related to its derivatives, the Company establishes counterparty limits to major credit-worthy financial institutions. In addition, the potential risk of loss with any one counterparty resulting from this type of credit risk is monitored and the derivatives transacted with these entities are relatively short in duration. Therefore, the Company does not expect material losses as a result of defaults by counterparties.

Generally, credit risk with respect to accounts receivable is diversified due to the number of entities comprising the Company's customer base and their dispersion across different geographic locations throughout the world. The Company performs ongoing credit evaluations of its customers and generally does not require collateral on accounts receivable. During the years ended

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

December 31, 2013 and December 31, 2011 , no single customer accounted for 10% or more of net revenues. During the year ended December 31, 2012, Verizon Communications, Inc. ("Verizon") accounted for 10.3% of net revenues.

The Company relies on sole suppliers for certain of its components such as application-specific integrated circuits ("ASICs") and custom sheet metal. Additionally, the Company relies primarily on a limited number of significant independent contract manufacturers for the production of its products. The inability of any supplier or manufacturer to fulfill supply requirements of the Company could negatively impact future operating results.

Use of Estimates

The preparation of the financial statements and related disclosures in conformity with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in the Consolidated Financial Statements and the accompanying notes. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances, to determine the carrying values of assets and liabilities that are not readily apparent from other sources. To the extent there are material differences between the Company's estimates and the actual results, the Company's future consolidated results of operation may be affected.

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-11, *Income Taxes (Topic 740)—Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (a consensus of the FASB Emerging Issues Task Force)* ("ASU 2013-11") to provide explicit guidance on the financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. ASU 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 31, 2013. The Company intends to adopt this standard prospectively in the first quarter of 2014 and the adoption will not result in a change to the tax provision. The Company does not expect a significant impact to its presentation of long-term taxes payable or its deferred tax assets.

Note 3. Business Combinations

The Company's Consolidated Financial Statements include the operating results of acquired businesses from the date of each acquisition. Pro forma results of operations for these acquisitions have not been presented as the financial impact to the Company's consolidated results of operations, both individually and in aggregate, is not material. Additional information, if any, existing as of the acquisition dates but unknown to the Company may become known during the remainder of the measurement period, not to exceed 12 months from the acquisition date, which may result in changes to the amounts and allocations recorded.

The Company completed one business combination in 2013 , three business combinations in 2012 , and two business combinations in 2011 for cash consideration including the fair value of vested share-based awards assumed, if any, of approximately \$10.0 million , \$187.3 million , and \$30.5 million , respectively.

The following table presents the purchase consideration allocations for these acquisitions based upon acquisition-date fair values, including cash and cash equivalents acquired (in millions):

	2013 Acquisitions	2012 Acquisitions	2011 Acquisitions
Net tangible assets acquired	\$ 0.1	\$ 3.5	\$ 1.7
Intangible assets acquired	9.9	54.1	28.4
Goodwill	—	129.7	0.4
Total	<u>\$ 10.0</u>	<u>\$ 187.3</u>	<u>\$ 30.5</u>

The Company recognized \$0.9 million , \$2.0 million , and \$9.6 million of acquisition-related costs during the years ended December 31, 2013 , 2012 , and 2011 , respectively. These acquisition-related costs were expensed in the period incurred as general and administrative expenses in the Consolidated Statements of Operations.

The goodwill recognized for the 2012 and 2011 acquisitions was primarily attributable to expected synergies and was not deductible for U.S. federal income tax purposes.

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

2013 Acquisition

During 2013, the Company completed a business combination for approximately \$10.0 million in cash consideration of which \$0.1 million was allocated to net tangible assets acquired and \$9.9 million to intangible assets. Intangible assets acquired consisted of existing technology with a weighted-average estimated useful life of five years .

2012 Acquisitions

Contrail

On December 14, 2012, the Company acquired the remaining ownership interest in Contrail, increasing its ownership from 12% to 100% , in a cash and stock transaction for approximately \$91.7 million . Contrail, a privately-held software networking company, provides software-defined networking solutions technology that augments Juniper's portfolio of products and services.

The aggregate consideration of \$91.7 million was allocated as follows: net tangible assets acquired of \$3.6 million , including cash and cash equivalents of \$8.6 million ; intangible assets of \$17.4 million ; and recognized goodwill of \$70.7 million , which was assigned to the Company's PSD segment. Refer to Note 7, *Goodwill and Purchased Intangible Assets* , for discussion of the reclassification of goodwill from its PSD segment to its SSD segment related to this acquisition.

The Company previously accounted for its investment in Contrail at cost, which was \$3.0 million prior to the acquisition. As of the acquisition date, the fair value of the Company's previous equity interest in Contrail was remeasured to its fair value of \$17.7 million , which was based upon adjustments market participants would consider when estimating the fair value of the previously held interest in Contrail. This resulted in a \$14.7 million gain, which was reported within other expense, net in the Consolidated Statements of Operations.

Mykonos Software, Inc.

On February 13, 2012, the Company acquired 100% of the equity securities of Mykonos Software, Inc. ("Mykonos") for \$82.6 million in cash. The acquisition of Mykonos extended Juniper Networks' security portfolio with an intrusion deception system capable of detecting an attacker before an attack is in process. In connection with this acquisition, the Company acquired net tangible liabilities of \$0.2 million , intangible assets of \$24.3 million , and recognized goodwill of \$58.5 million , which was assigned to the Company's SSD segment.

BitGravity, Inc.

On March 8, 2012, the Company acquired a source code license and patent joint-ownership related to the service management layer of BitGravity, Inc.'s ("BitGravity") Content Delivery Network ("CDN") technology for \$13.0 million in cash. In connection with this acquisition, the Company acquired net tangible assets of \$0.1 million , intangible assets of \$12.4 million , and recognized goodwill of \$0.5 million , which was assigned to the Company's SSD segment.

Intangible Assets Acquired

The following table presents details of the intangible assets acquired for the business combinations completed during 2012 as of their respective acquisition dates (in millions, except years):

	Contrail		Mykonos		BitGravity	
	Weighted Average Estimated Useful Life (In Years)	Amount	Weighted Average Estimated Useful Life (In Years)	Amount	Weighted Average Estimated Useful Life (In Years)	Amount
Existing technology	—	\$ —	6	\$ 19.3	3	\$ 12.4
Trade name and trademarks	—	—	7	1.0	—	—
In-process research and development	N/A	17.4	N/A	4.0	—	—
Total	—	\$ 17.4	6	\$ 24.3	3	\$ 12.4

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

Acquired in-process research and development ("IPR&D") consists of existing research and development projects at the time of the acquisition. Projects that qualify as IPR&D assets represent those that have not yet reached technological feasibility and have no alternative future use. After initial recognition, acquired IPR&D assets are accounted for as indefinite-lived intangible assets. Development costs incurred after acquisition on acquired development projects are expensed as incurred. Upon completion of development, acquired IPR&D assets are considered amortizable intangible assets. If the IPR&D project is abandoned, the Company writes off the related purchased intangible asset in the period it is abandoned.

2011 Acquisitions

OpNext

On February 9, 2011, the Company acquired certain IP assets of OpNext for \$26.0 million in cash, which was accounted for as a business combination. The acquisition of OpNext's ASIC technology furthered Juniper's next-generation development of converged packet optical solutions for the Company's service provider customers. In connection with this acquisition, the Company acquired the fair value of intangible assets of \$25.7 million and recognized goodwill of \$0.3 million .

Brilliant

On February 18, 2011, the Company acquired certain assets of Brilliant, including all the intellectual property ("IP") for \$4.5 million in cash. This IP assisted the Company in extending its market position by delivering solutions that offer greater flexibility for service providers as they deployed 3G and 4G networks. In connection with this acquisition, the Company acquired net tangible assets of \$1.7 million , intangible assets of \$2.7 million , and recognized goodwill of \$0.1 million .

Intangible Assets Acquired

The following table presents details of the intangible assets acquired for the business combinations completed during 2011 as of their respective acquisition dates (in millions, except years):

	OpNext		Brilliant	
	Weighted Average Estimated Useful Life (In Years)	Amount	Weighted Average Estimated Useful Life (In Years)	Amount
Existing or core technology	10	\$ 20.6	5	\$ 1.3
Support agreements and related relationships	4	5.1	—	—
Patents	—	—	5	1.4
Total	9	\$ 25.7	5	\$ 2.7

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

Note 4. Cash Equivalents and Investments
Investments in Available-for-Sale and Trading Securities

The following tables summarize the Company's unrealized gains and losses and fair value of investments designated as available-for-sale and trading securities as of December 31, 2013 and December 31, 2012 (in millions):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
As of December 31, 2013				
Fixed income securities:				
Asset-backed securities	\$ 249.9	\$ 0.1	\$ (0.1)	\$ 249.9
Certificates of deposit	27.6	—	—	27.6
Commercial paper	6.9	—	—	6.9
Corporate debt securities	813.6	2.0	(0.3)	815.3
Foreign government debt securities	10.7	—	—	10.7
Government-sponsored enterprise obligations	306.2	0.1	(0.1)	306.2
U.S. government securities	303.3	0.1	(0.1)	303.3
Total fixed income securities	1,718.2	2.3	(0.6)	1,719.9
Money market funds	1,043.7	—	—	1,043.7
Mutual funds	3.9	0.1	—	4.0
Publicly-traded equity securities	12.0	104.5	(1.9)	114.6
Total available-for-sale securities	2,777.8	106.9	(2.5)	2,882.2
Trading securities in mutual funds ^(*)	15.4	—	—	15.4
Total	\$ 2,793.2	\$ 106.9	\$ (2.5)	\$ 2,897.6
Reported as:				
Cash equivalents	\$ 996.2	\$ —	\$ —	\$ 996.2
Restricted investments	87.5	0.1	—	87.6
Short-term investments	459.0	104.9	(2.0)	561.9
Long-term investments	1,250.5	1.9	(0.5)	1,251.9
Total	\$ 2,793.2	\$ 106.9	\$ (2.5)	\$ 2,897.6

^(*) Balance includes the Company's non-qualified deferred compensation plan assets.

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
As of December 31, 2012				
Fixed income securities:				
Asset-backed securities	\$ 226.2	\$ 0.3	\$ (0.1)	\$ 226.4
Certificates of deposit	42.5	—	—	42.5
Commercial paper	22.4	—	—	22.4
Corporate debt securities	533.4	2.3	(0.1)	535.6
Foreign government debt securities	5.0	—	—	5.0
Government-sponsored enterprise obligations	270.7	0.3	—	271.0
U.S. government securities	494.4	0.1	—	494.5
Total fixed income securities	1,594.6	3.0	(0.2)	1,597.4
Money market funds	1,145.2	—	—	1,145.2
Mutual funds	2.9	0.1	—	3.0
Publicly-traded equity securities	3.0	—	(0.1)	2.9
Total available-for-sale securities	2,745.7	3.1	(0.3)	2,748.5
Trading securities in mutual funds ^(*)	12.6	—	—	12.6
Total	\$ 2,758.3	\$ 3.1	\$ (0.3)	\$ 2,761.1
Reported as:				
Cash equivalents	\$ 1,225.9	\$ —	\$ —	\$ 1,225.9
Restricted investments	105.5	0.1	—	105.6
Short-term investments	441.3	0.3	(0.1)	441.5
Long-term investments	985.6	2.7	(0.2)	988.1
Total	\$ 2,758.3	\$ 3.1	\$ (0.3)	\$ 2,761.1

^(*) Balance includes the Company's non-qualified deferred compensation plan assets.

The following table presents the maturities of the Company's fixed income securities as of December 31, 2013 (in millions):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Due within one year	\$ 467.7	\$ 0.3	\$ —	\$ 468.0
Due between one and five years	1,250.5	2.0	(0.6)	1,251.9
Total	\$ 1,718.2	\$ 2.3	\$ (0.6)	\$ 1,719.9

The Company had 178 and 98 investments in unrealized loss positions as of December 31, 2013 and December 31, 2012, respectively. The gross unrealized losses related to these investments were primarily due to changes in market interest rates and stock prices. The Company reviews its investments to identify and evaluate investments that have an indication of possible impairment. The Company aggregates its investments by category and length of time the securities have been in a continuous unrealized loss position to facilitate its evaluation.

For available-for-sale debt securities that have unrealized losses, the Company evaluates whether (i) it has the intention to sell any of these investments and (ii) whether it is not more likely than not that it will be required to sell any of these investments before recovery of the entire amortized cost basis. As of December 31, 2013, the Company anticipates that it will recover the entire amortized cost basis of such available-for-sale debt securities and has determined that no other-than-temporary impairments associated with credit losses were required to be recognized during the year ended December 31, 2013, 2012, and 2011.

For available-for-sale equity securities that have unrealized losses, the Company evaluates whether there is an indication of other-than-temporary impairments. This determination is based on several factors, including the financial condition and near-term prospects of the issuer and the Company's intent and ability to hold the publicly-traded equity securities for a period of time sufficient to allow for any anticipated recovery in market value. During the years ended December 31, 2013, 2012, and 2011, the Company did not recognize other-than-temporary impairments associated with these investments.

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

There were no material gross realized gains or losses from available-for-sale and trading securities during the years ended December 31, 2013, 2012, and 2011.

The following tables present the Company's available-for-sale securities that were in an unrealized loss position as of December 31, 2013 and December 31, 2012 (in millions):

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
As of December 31, 2013						
Fixed income securities:						
Asset-backed securities ⁽¹⁾	\$ 153.0	\$ (0.1)	\$ 0.6	\$ —	\$ 153.6	\$ (0.1)
Corporate debt securities ⁽¹⁾	156.1	(0.3)	9.7	—	165.8	(0.3)
Foreign government debt securities ⁽²⁾	10.0	—	—	—	10.0	—
Government-sponsored enterprise obligations	123.1	(0.1)	—	—	123.1	(0.1)
U.S. government securities	119.7	(0.1)	—	—	119.7	(0.1)
Total fixed income securities	561.9	(0.6)	10.3	—	572.2	(0.6)
Publicly-traded equity securities	6.8	(1.9)	—	—	6.8	(1.9)
Total available-for sale securities	\$ 568.7	\$ (2.5)	\$ 10.3	\$ —	\$ 579.0	\$ (2.5)

⁽¹⁾ Balance greater than 12 months includes investments that were in an immaterial unrealized loss position as of December 31, 2013.

⁽²⁾ Balance for less than 12 months include investments that were in an immaterial unrealized loss position as of December 31, 2013.

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
As of December 31, 2012						
Fixed income securities:						
Asset-backed securities ⁽¹⁾	\$ 55.1	\$ (0.1)	\$ 0.1	\$ —	\$ 55.2	\$ (0.1)
Certificates of deposit ⁽²⁾	0.3	—	—	—	0.3	—
Commercial paper ⁽²⁾	10.0	—	—	—	10.0	—
Corporate debt securities	116.0	(0.1)	—	—	116.0	(0.1)
Government-sponsored enterprise obligations ⁽²⁾	30.0	—	—	—	30.0	—
U.S. government securities ⁽²⁾	68.2	—	—	—	68.2	—
Total fixed income securities	279.6	(0.2)	0.1	—	279.7	(0.2)
Publicly-traded equity securities	2.9	(0.1)	—	—	2.9	(0.1)
Total available-for-sale securities	\$ 282.5	\$ (0.3)	\$ 0.1	\$ —	\$ 282.6	\$ (0.3)

⁽¹⁾ Balance greater than 12 months includes investments that were in an immaterial unrealized loss position as of December 31, 2012.

⁽²⁾ Balance for less than 12 months include investments that were in an immaterial unrealized loss position as of December 31, 2012.

Restricted Cash and Investments

The Company classifies cash and investments designated as available-for-sale securities as restricted cash and investments on its Consolidated Balance Sheets for: (i) amounts held in escrow accounts, as required in connection with certain acquisitions completed between 2005 and 2013; (ii) the India Gratuity Trust and Israel Retirement Trust, which cover statutory severance obligations in the event of termination of any of the Company's India and Israel employees, respectively; and (iii) the Directors and Officers ("D&O") indemnification trust.

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

Privately-Held Investments

As of December 31, 2013 and December 31, 2012 , the carrying values of the Company's privately-held investments of \$57.2 million and \$32.0 million , respectively, were included in other long-term assets in the Consolidated Balance Sheets. During 2013, certain privately-held investments with carrying values of \$12.2 million became public and were reclassified to short-term investments and resulted in net unrealized gains of \$102.7 million and recorded as a component of accumulated comprehensive income in the Consolidated Balance Sheets.

The Company reviews its investments to identify and evaluate investments that have an indication of possible impairment. The Company adjusts the carrying value for its privately-held investments for any impairment if the fair value is less than the carrying value of the respective assets on an other-than-temporary basis.

During the years ended December 31, 2013 , 2012 , and 2011 , the Company determined that certain privately-held investments were other-than-temporarily impaired, resulting in impairment charges of \$2.8 million , \$20.0 million , and \$1.8 million , respectively, that were recorded within other expense, net in the Consolidated Statements of Operations.

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

Note 5. Fair Value Measurements
Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables provide a summary of assets and liabilities measured at fair value on a recurring basis and as reported in the Consolidated Balance Sheets (in millions):

	Fair Value Measurements at December 31, 2013 Using:			
	Quoted Prices in Active Markets For Identical Assets	Significant Other Observable Remaining Inputs	Significant Other Unobservable Remaining Inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
Assets measured at fair value:				
Available-for-sale securities:				
Asset-backed securities	\$ —	\$ 249.9	\$ —	\$ 249.9
Certificates of deposit	—	27.6	—	27.6
Commercial paper	—	6.9	—	6.9
Corporate debt securities	—	815.3	—	815.3
Foreign government debt securities	—	10.7	—	10.7
Government-sponsored enterprise obligations	—	306.2	—	306.2
Money market funds ⁽¹⁾	1,043.7	—	—	1,043.7
Mutual funds ⁽²⁾	4.0	—	—	4.0
Publicly-traded equity securities	114.6	—	—	114.6
U.S. government securities	197.2	106.1	—	303.3
Total available-for-sale securities	1,359.5	1,522.7	—	2,882.2
Trading securities in mutual funds ⁽³⁾	15.4	—	—	15.4
Derivative assets:				
Foreign exchange contracts	—	3.0	—	3.0
Total assets measured at fair value	\$ 1,374.9	\$ 1,525.7	\$ —	\$ 2,900.6
Liabilities measured at fair value:				
Derivative liabilities:				
Foreign exchange contracts	\$ —	\$ (0.7)	\$ —	\$ (0.7)
Total liabilities measured at fair value	\$ —	\$ (0.7)	\$ —	\$ (0.7)
Total assets measured at fair value, reported as:				
Cash equivalents	\$ 965.1	\$ 31.1	\$ —	\$ 996.2
Restricted investments	87.6	—	—	87.6
Short-term investments	246.5	315.4	—	561.9
Long-term investments	75.7	1,176.2	—	1,251.9
Prepaid expenses and other current assets	—	3.0	—	3.0
Total assets measured at fair value	\$ 1,374.9	\$ 1,525.7	\$ —	\$ 2,900.6
Total liabilities measured at fair value, reported as:				
Other accrued liabilities	\$ —	\$ (0.7)	\$ —	\$ (0.7)
Total liabilities measured at fair value	\$ —	\$ (0.7)	\$ —	\$ (0.7)

⁽¹⁾ Balance includes \$83.6 million of restricted investments measured at fair market value, related to the Company's D&O trust and acquisitions related escrows.

⁽²⁾ Balance relates to the restricted investments measured at fair market value of the Company's India Gratuity Trust.

⁽³⁾ Balance relates to the investments measured at fair value related to the Company's non-qualified deferred compensation plan assets.

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

	Fair Value Measurements at December 31, 2012 Using:			
	Quoted Prices in Active Markets For Identical Assets	Significant Other Observable Remaining Inputs	Significant Other Unobservable Remaining Inputs	
	(Level 1)	(Level 2)	(Level 3)	Total
Assets measured at fair value:				
Available-for-sale securities:				
Asset-backed securities	\$ —	\$ 226.4	\$ —	\$ 226.4
Certificates of deposit	—	42.5	—	42.5
Commercial paper	—	22.4	—	22.4
Corporate debt securities	—	535.6	—	535.6
Foreign government debt securities	—	5.0	—	5.0
Government-sponsored enterprise obligations	254.9	16.1	—	271.0
Money market funds ⁽¹⁾	1,145.2	—	—	1,145.2
Mutual funds ⁽²⁾	1.0	2.0	—	3.0
Publicly-traded equity securities	2.9	—	—	2.9
U.S. government securities	275.9	218.6	—	494.5
Total available-for-sale securities	1,679.9	1,068.6	—	2,748.5
Trading securities in mutual funds ⁽³⁾	12.6	—	—	12.6
Derivative assets:				
Foreign exchange contracts	—	3.5	—	3.5
Total assets measured at fair value	\$ 1,692.5	\$ 1,072.1	\$ —	\$ 2,764.6
Liabilities measured at fair value:				
Derivative liabilities:				
Foreign exchange contracts	\$ —	\$ 0.1	\$ —	\$ 0.1
Total liabilities measured at fair value	\$ —	\$ 0.1	\$ —	\$ 0.1
Total assets measured at fair value, reported as:				
Cash equivalents	\$ 1,048.7	\$ 177.2	\$ —	\$ 1,225.9
Restricted investments	103.6	2.0	—	105.6
Short-term investments	224.4	217.1	—	441.5
Long-term investments	315.8	672.3	—	988.1
Prepaid expenses and other current assets	—	3.5	—	3.5
Total assets measured at fair value	\$ 1,692.5	\$ 1,072.1	\$ —	\$ 2,764.6
Total liabilities measured at fair value, reported as:				
Other accrued liabilities	\$ —	\$ 0.1	\$ —	\$ 0.1
Total liabilities measured at fair value	\$ —	\$ 0.1	\$ —	\$ 0.1

⁽¹⁾ Balance includes \$102.6 million of restricted investments measured at fair market value, related to the Company's D&O trust and acquisition related escrows.

⁽²⁾ Balance relates to the restricted investments measured at fair market value of the Company's India Gratuity Trust.

⁽³⁾ Balance relates to the investments measured at fair value related to the Company's non-qualified deferred compensation plan assets.

The Company's Level 2 available-for-sale fixed income securities are priced using quoted market prices for similar instruments or non-binding market prices that are corroborated by observable market data. The Company uses inputs such as actual trade data, benchmark yields, broker/dealer quotes, or alternative pricing sources with reasonable levels of price transparency which are obtained from quoted market prices, independent pricing vendors, or other sources, to determine the ultimate fair value of these assets. The Company's derivative instruments are classified as Level 2, as they are not actively traded and are valued using pricing models that use observable market inputs. The Company's policy is to recognize asset or liability transfers among Level 1, Level

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

2, and Level 3 at the beginning of the quarter in which a change in circumstances resulted in a transfer. During the year ended December 31, 2013, the Company transferred approximately \$287.4 million of government agency bonds within government sponsored enterprise obligations from Level 1 to Level 2 primarily due to the use of additional valuation inputs more appropriately classified as Level 2 inputs. During the year ended December 31, 2013, the Company had no transfers to Level 3. During the year ended December 31, 2012, the Company had no transfers between levels of the fair value hierarchy of its assets or liabilities measured at fair value.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain of the Company's assets, including intangible assets, goodwill, and privately-held investments, are measured at fair value on a nonrecurring basis if impairment is indicated.

Privately-held investments, which are normally carried at cost, are measured at fair value due to events and circumstances that the Company identified as significantly impacting the fair value of investments. The Company estimates the fair value of its privately-held investments using an analysis of the financial condition and near-term prospects of the investee, including recent financing activities and their capital structure. Purchased intangible assets are measured at fair value primarily using discounted cash flow projections.

The following table presents assets measured at fair value on a nonrecurring basis and the related impairment losses included in the Consolidated Statements of Operations (in millions):

	As of December 31,			
	2013		2012	
	Fair Value	Losses	Fair Value	Losses
Privately-held investments	\$ 2.0	\$ (2.8)	\$ —	\$ (20.0)
Purchased intangible assets, net	\$ —	\$ —	\$ —	\$ (5.4)
Total losses for nonrecurring basis		<u>\$ (2.8)</u>		<u>\$ (25.4)</u>

These assets were classified as Level 3 assets due to the absence of quoted market prices and/or inherent lack of liquidity.

As of December 31, 2013 and 2012, the Company had no liabilities measured at fair value on a nonrecurring basis.

Assets and Liabilities Not Measured at Fair Value

The carrying amounts of the Company's accounts receivable, financing receivables, accounts payable, and other accrued liabilities approximate fair value due to their short maturities. As of December 31, 2013 and December 31, 2012, the estimated fair value of the Company's long-term debt was approximately \$1,023.5 million and \$1,090.7 million, respectively, based on quoted market prices (Level 1).

Note 6. Derivative Instruments

The Company uses derivatives to partially offset its market exposure to fluctuations in certain foreign currencies and does not enter into derivatives for speculative or trading purposes.

The notional amount of the Company's foreign currency derivatives are summarized as follows (in millions):

	As of December 31,	
	2013	2012
Cash flow hedges	\$ 137.6	\$ 85.8
Non-designated derivatives	144.4	112.8
Total	<u>\$ 282.0</u>	<u>\$ 198.6</u>

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

Cash Flow Hedges

The Company uses foreign currency forward or option contracts to hedge the Company's planned cost of services and operating expenses denominated in foreign currencies. These derivatives are designated as cash flow hedges. Execution of these cash flow hedge derivatives typically occurs every month with maturities of one year or less.

See Note 5, *Fair Value Measurements*, for the fair values of the Company's derivative instruments in the Consolidated Balance Sheets.

As of December 31, 2013, the Company recognized a loss of \$1.0 million in accumulated other comprehensive income for the effective portion of its derivative instruments and reclassified a gain of \$0.7 million during the year ended December 31, 2013 from other comprehensive income to operating expense in the Consolidated Statements of Operations. As of December 31, 2012, the Company recognized a gain of \$7.2 million in accumulated other comprehensive income for the effective portion of its derivative instruments and reclassified a loss of \$7.5 million during the year ended December 31, 2012 from other comprehensive income to operating expense in the Consolidated Statements of Operations. As of December 31, 2011, the Company recognized a loss of \$7.9 million in accumulated other comprehensive income for the effective portion of its derivative instruments and reclassified a gain of \$0.7 million during the year ended December 31, 2011 from other comprehensive income to operating expense in the Consolidated Statements of Operations.

The ineffective portion of the Company's derivative instruments recognized in its Consolidated Statements of Operations was not material during the years ended December 31, 2013, 2012, and 2011.

Non-Designated Derivatives

During the years ended December 31, 2013, 2012, and 2011, the Company recognized a net gain of \$0.9 million, a net gain of \$1.0 million, and a gain of \$1.5 million, respectively, on non-designated derivative instruments within other expense, net, in its Consolidated Statements of Operations.

Offsetting of Derivatives

The Company presents its derivative assets and derivative liabilities on a gross basis in the Consolidated Balance Sheets. However, under agreements containing provisions on netting with certain counterparties of foreign exchange contracts, subject to applicable requirements, the Company is allowed to net-settle transactions on the same date in the same currency, with a single net amount payable by one party to the other. As of December 31, 2013 and December 31, 2012, the potential effect of rights of setoff associated with derivative instruments was not material. The Company is neither required to pledge nor entitled to receive cash collateral related to these derivative transactions.

Note 7. Goodwill and Purchased Intangible Assets

Goodwill

The following table presents the goodwill activity allocated to the Company's reportable segments (in millions):

	PSD	SSD	Total
December 31, 2011	\$ 1,795.6	\$ 2,132.5	\$ 3,928.1
Additions due to business combinations	70.7	59.6	130.3
Adjustments to goodwill	—	(0.6)	(0.6)
December 31, 2012	1,866.3	2,191.5	4,057.8
Reclassifications	(249.6)	249.6	—
Foreign currency translation adjustment	(0.1)	—	(0.1)
December 31, 2013	\$ 1,616.6	\$ 2,441.1	\$ 4,057.7

The additions to goodwill in 2012 were based on the purchase price allocations of the acquisitions completed during 2012. The adjustments to goodwill during 2012 were related to adjustments to net tangible assets assumed from certain businesses acquired in 2010 and 2011. The Company also recorded adjustments to net tangible assets assumed related to the acquisitions completed in 2012.

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

During 2013, goodwill of \$179.0 million associated with security products previously reported under the PSD segment was reclassified to the SSD segment in connection with the Company's product realignment of all security products. In addition, the Company realigned its Contrail products from the PSD segment to the SSD segment resulting in a reclassification of goodwill of \$70.6 million. Goodwill was reclassified based on the relative fair value allocation of the reporting units affected.

There were no impairments to goodwill during the years ended December 31, 2013, 2012, and 2011.

Purchased Intangible Assets

The Company's purchased intangible assets were as follows (in millions):

	Gross	Accumulated Amortization	Impairments and Other Charges	Net
As of December 31, 2013				
Intangible assets with finite lives:				
Technologies and patents	\$ 581.4	\$ (453.4)	\$ (30.5)	\$ 97.5
Customer contracts, support agreements, and related relationships	74.3	(62.7)	(2.2)	9.4
Total purchased intangible assets	<u>\$ 655.7</u>	<u>\$ (516.1)</u>	<u>\$ (32.7)</u>	<u>\$ 106.9</u>
As of December 31, 2012				
Intangible assets with finite lives:				
Technologies and patents	\$ 554.1	\$ (425.0)	\$ (30.5)	\$ 98.6
Customer contracts, support agreements, and related relationships	74.3	(59.2)	(2.2)	12.9
Total intangible assets with finite lives	628.4	(484.2)	(32.7)	111.5
IPR&D with indefinite lives	17.4	—	—	17.4
Total purchased intangible assets	<u>\$ 645.8</u>	<u>\$ (484.2)</u>	<u>\$ (32.7)</u>	<u>\$ 128.9</u>

During 2013, research and development efforts were completed and IPR&D accounted for as an indefinite-lived asset was reclassified as an amortizable finite-lived asset.

The following table presents the amortization of intangible assets included in the Consolidated Statements of Operations (in millions):

	Years Ended December 31,		
	2013	2012	2011
Cost of revenues	\$ 27.3	\$ 27.6	\$ 21.7
Operating expenses:			
Sales and marketing	3.4	3.5	4.1
General and administrative	1.2	1.2	1.3
Total operating expenses	4.6	4.7	5.4
Total	<u>\$ 31.9</u>	<u>\$ 32.3</u>	<u>\$ 27.1</u>

In connection with the restructuring plan in 2012 discussed in Note 9, *Restructuring and Other Charges*, the Company assessed the value and remaining useful life of certain intangible assets and determined intangible assets of \$5.4 million were impaired and such assets were written-down to their fair value of zero. These assets were measured at fair value primarily using discounted cash flow projections. Additionally, the Company determined other intangible assets of \$10.7 million were no longer utilized. As a result, the Company recorded \$16.1 million in charges related to these items during the year ended December 31, 2012, which were included in cost of revenues in the Consolidated Statements of Operations. There were no impairment charges to purchased intangible assets during the years ended December 31, 2013 and 2011.

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

As of December 31, 2013 , the estimated future amortization expense of purchased intangible assets with finite lives is as follows (in millions):

<u>Years Ending December 31,</u>	<u>Amount</u>
2014	\$ 36.2
2015	32.6
2016	18.5
2017	10.5
2018	3.7
Thereafter	5.4
Total	<u>\$ 106.9</u>

Note 8. Other Financial Information

Inventories

The Company purchases and holds inventory to provide adequate component supplies over the life of the underlying products. The majority of the Company's inventory is production components. Inventories are reported within prepaid expenses and other current assets and other long-term assets in the Consolidated Balance Sheets and consisted of the following (in millions):

	<u>As of December 31,</u>	
	<u>2013</u>	<u>2012</u>
Production materials	\$ 51.3	\$ 53.1
Finished goods	1.4	4.1
Inventories	<u>\$ 52.7</u>	<u>\$ 57.2</u>

During the year ended December 31, 2012 , the Company recorded charges of \$44.3 million , to cost of revenues, representing inventory held in excess of forecasted demand, of which \$36.3 million was in connection with the restructuring plan in 2012 discussed in Note 9, *Restructuring and Other Charges*.

Property and Equipment, Net

Property and equipment, net, consisted of the following (in millions):

	<u>As of December 31,</u>	
	<u>2013</u>	<u>2012</u>
Computers and equipment	\$ 794.6	\$ 711.8
Software	108.4	106.6
Leasehold improvements	202.6	206.5
Furniture and fixtures	42.5	28.7
Building and building improvements	242.6	206.1
Land and land improvements	238.9	208.2
Construction-in-process	79.5	112.7
Property and equipment, gross	1,709.1	1,580.6
Accumulated depreciation	(826.8)	(768.7)
Property and equipment, net	<u>\$ 882.3</u>	<u>\$ 811.9</u>

Depreciation expense was \$148.2 million , \$154.7 million , and \$142.2 million in 2013 , 2012 , and 2011 , respectively. Property and equipment is periodically reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In 2011, the Company recorded a \$13.5 million asset impairment charge in restructuring and other charges in the Consolidated Statement of Operations related to an abandoned in-process internal use software project.

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

Other Long-Term Assets

Other long-term assets consisted of the following (in millions):

	As of December 31,	
	2013	2012
Privately-held investments	\$ 57.2	\$ 32.0
Licensed software	90.4	84.4
Federal income tax receivable	20.0	—
Financed customer receivable	19.9	—
Inventory	15.2	—
Prepaid costs, deposits, and other	31.1	21.9
Other long-term assets	<u>\$ 233.8</u>	<u>\$ 138.3</u>

Warranties

The Company accrues for warranty costs based on associated material, labor for customer support, and overhead at the time revenue is recognized. This accrual is reported as accrued warranty within current liabilities in the Consolidated Balance Sheets. Changes in the Company's warranty reserve were as follows (in millions):

	As of December 31,	
	2013	2012
Beginning balance	\$ 29.7	\$ 28.3
Provisions made during the period, net	28.8	31.9
Adjustments related to pre-existing warranties	(2.1)	—
Actual costs incurred during the period	(28.4)	(30.5)
Ending balance	<u>\$ 28.0</u>	<u>\$ 29.7</u>

Deferred Revenue

Details of the Company's deferred revenue, as reported in the Consolidated Balance Sheets, were as follows (in millions):

	As of December 31,	
	2013	2012
Deferred product revenue:		
Undelivered product commitments and other product deferrals	\$ 184.9	\$ 256.9
Distributor inventory and other sell-through items	118.7	138.4
Deferred gross product revenue	303.6	395.3
Deferred cost of product revenue	(58.6)	(99.4)
Deferred product revenue, net	245.0	295.9
Deferred service revenue	824.3	627.5
Total	<u>\$ 1,069.3</u>	<u>\$ 923.4</u>
Reported as:		
Current	\$ 705.8	\$ 693.5
Long-term	363.5	229.9
Total	<u>\$ 1,069.3</u>	<u>\$ 923.4</u>

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 billable amounts for service contracts, which include technical support, hardware and software maintenance, professional services, and training, for which services have not been rendered.

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

Other Expense, Net

Other expense, net consisted of the following (in millions):

	Years Ended December 31,		
	2013	2012	2011
Interest income	\$ 8.7	\$ 11.0	\$ 9.7
Interest expense	(58.4)	(52.9)	(49.5)
Other	9.3	25.3	(7.0)
Other expense, net	<u>\$ (40.4)</u>	<u>\$ (16.6)</u>	<u>\$ (46.8)</u>

Interest income primarily includes interest earned on the Company's cash, cash equivalents, and investments. Interest expense primarily includes interest, net of capitalized interest expense from long-term debt and customer financing arrangements. Other typically consists of investment and foreign exchange gains and losses and other non-operational income and expense items.

For the years ended December 31, 2013, 2012 and 2011, interest expense included \$45.2 million , net of \$1.9 million capitalized, \$40.0 million , net of \$7.1 million capitalized, and \$37.7 million , net of \$1.2 million capitalized, respectively, related to the Company's outstanding long-term debt issued in March 2011 (Refer to Note 10, *Long-Term Debt and Financing*).

In 2013, Other was primarily comprised of net gains of \$7.1 million , related to its privately-held investments and publicly-traded equity investments. In 2012, Other included recognized gains of \$45.5 million , including a \$14.7 million gain from the acquisition of its privately-held investment in Contrail, and impairment losses of \$20.0 million related to its privately-held investments. In 2011, Other included certain legal expenses unrelated to current or recent operations of approximately \$7.0 million .

Note 9. Restructuring and Other Charges

The following table presents restructuring and other charges included in cost of revenues and restructuring and other charges in the Consolidated Statements of Operations under the Company's restructuring plans (in millions):

	Years Ended December 31,		
	2013	2012	2011
Severance	\$ 22.9	\$ 36.7	\$ 15.3
Facilities	10.0	5.8	0.2
Contract terminations and other	14.6	57.2	15.1
Total	<u>\$ 47.5</u>	<u>\$ 99.7</u>	<u>\$ 30.6</u>
Reported as:			
Cost of revenues	\$ 8.4	\$ 52.9	\$ —
Restructuring and other charges	39.1	46.8	30.6
Total	<u>\$ 47.5</u>	<u>\$ 99.7</u>	<u>\$ 30.6</u>

Restructuring charges are based on the Company's restructuring plans that were committed to by management. Any changes in the estimates of executing the approved plans are reflected in the Company's results of operations.

2013 Restructuring Plan

During 2013, the Company initiated a restructuring plan (the "2013 Restructuring Plan") to continue to improve its cost structure and rationalize its product portfolio and rebalance its investments. The 2013 Restructuring Plan consists of workforce reductions, contract terminations, and project cancellations. The Company recorded \$18.3 million in severance costs and \$10.0 million of contract termination and project cancellation charges related to the 2013 Restructuring Plan during the year ended December 31, 2013 . Under the 2013 Restructuring Plan, total costs incurred through December 31, 2013 were \$28.3 million , of which \$3.3 million was recorded within cost of revenues and \$25.0 million was recorded within restructuring and other charges in the Consolidated Statements of Operations. In connection with the 2013 Restructuring Plan, the Company expects to record aggregate future charges of up to \$2.0 million related to severance charges.

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

2012 Restructuring Plan

During 2012, the Company initiated a restructuring plan (the "2012 Restructuring Plan") to bring its cost structure more in line with its desired long-term financial and strategic model. The 2012 Restructuring Plan consists of workforce reductions, facility consolidations or closures, and supply chain and procurement efficiencies. During the year ended December 31, 2013, the Company continued to implement restructuring activities under the 2012 Restructuring Plan and recorded \$19.3 million in charges for severance costs, facility consolidations or closures, and contract terminations. Under the 2012 Restructuring Plan, total costs incurred through December 31, 2013 were \$112.6 million, of which \$58.0 million was recorded within cost of revenues, primarily related to certain inventory and intangible asset impairment charges, and \$54.6 million was recorded within restructuring and other charges in the Consolidated Statements of Operations. The restructuring activities related to this plan are substantially complete.

2011 Restructuring Plan

During 2011, the Company implemented a restructuring plan (the "2011 Restructuring Plan") in an effort to better align its business operations with the current market and macroeconomic conditions. The 2011 Restructuring Plan consisted of certain workforce reductions, facility closures and to a lesser extent, contract terminations. The Company recorded the majority of the restructuring charges associated with the 2011 Restructuring Plan during the years ended 2012 and 2011 and recorded a severance-related reversal of \$0.1 million during 2013. As of December 31, 2013, the remaining restructuring liability under this plan relates to facility charges, which are expected to be completed by March 2018.

Restructuring liabilities are reported within other accrued liabilities and other long-term liabilities on the Consolidated Balance Sheets. The following table provides a summary of changes in the restructuring liability related to the Company's plans as of December 31, 2013 (in millions):

	December 31, 2012	Charges	Cash Payments	Non-cash Settlements and Other	December 31, 2013
Severance	\$ 10.6	\$ 22.9	\$ (27.8)	\$ (0.1)	\$ 5.6
Facilities	5.2	10.0	(6.0)	(4.1)	5.1
Contract terminations and other	2.4	14.6	(9.3)	(0.6)	7.1
Total	<u>\$ 18.2</u>	<u>\$ 47.5</u>	<u>\$ (43.1)</u>	<u>\$ (4.8)</u>	<u>\$ 17.8</u>

Note 10. Long-Term Debt and Financing

Long-Term Debt

In March 2011, the Company issued \$300.0 million aggregate principal amount of 3.10% senior notes due 2016 ("2016 Notes"), \$300.0 million aggregate principal amount of 4.60% senior notes due 2021 ("2021 Notes"), and \$400.0 million aggregate principal amount of 5.95% senior notes due 2041 ("2041 Notes" and, collectively the "Notes"). Interest on the Notes is payable in cash semiannually. The Company may redeem the Notes, at any time in whole or from time to time in part, subject to a make-whole premium, and, in the event of a change in control, the holders of the Notes may require the Company to repurchase for cash all or part of the Notes at a purchase price equal to 101% of the aggregate principle amount, plus accrued and unpaid interest, if any. The indenture that governs the Notes also contains various covenants, including limitations on the Company's ability to incur liens or enter into sale-leaseback transactions over certain dollar thresholds. As of December 31, 2013, the Company was in compliance with all of its debt covenants.

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

The following table summarizes the Company's long-term debt (in millions, except percentages):

	As of December 31, 2013	
	Amount	Effective Interest Rates
Senior notes:		
3.10% fixed-rate notes, due 2016	\$ 300.0	3.12%
4.60% fixed-rate notes, due 2021	300.0	4.63%
5.95% fixed-rate notes, due 2041	400.0	6.01%
Total senior notes	1,000.0	
Unaccreted discount	(0.7)	
Total	<u>\$ 999.3</u>	

The effective interest rates for the Notes include the interest, accretion of the discount, and amortization of issuance costs.

Customer Financing Arrangements

The Company provides distribution partners access to extended financing arrangements for certain end-user customers that require longer payment terms than those typically provided by the Company through factoring accounts receivable to third -party financing providers. The program does not and is not intended to affect the timing of the Company's revenue recognition. Under the financing arrangements, proceeds from the financing provider are due to the Company 30 days from the sale of the receivable. In these transactions with the financing provider, the Company surrenders control over the transferred assets. The factored accounts receivable are isolated from the Company and put beyond the reach of creditors, even in the event of bankruptcy. The Company does not maintain effective control over the transferred assets through obligations or rights to redeem, transfer, or repurchase the receivables after they have been transferred.

Pursuant to the financing arrangements for the sale of receivables, the Company sold net receivables of \$898.4 million , \$677.8 million and \$738.2 million during the years ended December 31, 2013 , 2012 , and 2011 , respectively.

The Company received cash proceeds from the financing provider of \$843.9 million , \$679.8 million , and \$686.5 million during the years ended December 31, 2013 , 2012 , and 2011 , respectively. As of December 31, 2013 and December 31, 2012 , the amounts owed by the financing provider were \$189.8 million and \$147.6 million , respectively, and were recorded in accounts receivable on the Company's Consolidated Balance Sheets.

In 2013, the Company provided guarantees for third-party financing arrangements extended to end-user customers, which have terms up to four years. The Company is liable for the aggregate unpaid payments to the third-party financing company in the event of customer default. As of December 31, 2013 , the Company has not made any payments under these arrangements. Pursuant to these arrangements, the Company has guarantees for third-party financing arrangements of \$30.2 million as of December 31, 2013 .

The portion of the receivable financed that has not been recognized as revenue is accounted for as a financing arrangement and is included in other accrued liabilities and other long-term liabilities in the Consolidated Balance Sheets . As of December 31, 2013 and 2012, the estimated cash received from the financing provider not recognized as revenue from distributors was \$62.3 million and \$30.7 million , respectively.

Note 11. Equity

Stock Repurchase Activities

In July 2013, the Company's Board of Directors (the "Board") approved a stock repurchase program that authorized the Company to repurchase up to \$1.0 billion of its common stock from time to time at management's discretion. The authorization was in addition to the \$1.0 billion stock repurchase program approved by the Board and announced in June 2012 and the \$1.0 billion stock repurchase program approved by the Board in February 2010. As of December 31, 2013 , there was \$997.7 million of authorized funds remaining under the Company's stock repurchase programs. In addition to repurchases under the Company's stock repurchase programs, the Company also repurchases common stock from its employees in connection with the net issuance of shares to satisfy minimum tax withholding obligations for the vesting of certain stock awards.

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

The following table summarizes the Company's repurchases and retirements of its common stock under its stock repurchase programs and repurchases associated with minimum tax withholdings (in millions, except per share amounts):

	Shares Repurchased		Average price per share		Amount Repurchased
2013					
Repurchases under stock repurchase programs	28.9	\$	19.76	\$	570.6
Repurchases for tax withholding	0.4	\$	20.23	\$	7.2
2012					
Repurchases under stock repurchase programs	35.8	\$	18.05	\$	645.6
Repurchases for tax withholding	0.2	\$	23.40	\$	5.0
2011					
Repurchases under stock repurchase programs	17.5	\$	30.93	\$	541.2
Repurchases for tax withholding	0.2	\$	35.98	\$	7.4

Future share repurchases under the Company's stock repurchase programs 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. The Company's stock programs may be discontinued at any time. The Company's stock repurchase activity subsequent to 2013 was not material.

Accumulated Other Comprehensive Income, Net of Tax

The components of accumulated other comprehensive income, net of related taxes, as of December 31, 2013 and December 31, 2012 were as follows (in millions):

	Unrealized Gains (Losses) on Available-for- Sale Securities ⁽¹⁾	Unrealized Gains (Losses) on Cash Flow Hedges ⁽²⁾	Foreign Currency Translation Adjustments	Total
Balance as of December 31, 2011	\$ 0.1	\$ (10.9)	\$ (6.8)	\$ (17.6)
Other comprehensive gain before reclassifications	3.2	7.4	6.4	17.0
Amount reclassified from accumulated other comprehensive income	(1.2)	6.5	—	5.3
Other comprehensive gain	2.0	13.9	6.4	22.3
Balance as of December 31, 2012	\$ 2.1	\$ 3.0	\$ (0.4)	\$ 4.7
Other comprehensive gain (loss) before reclassifications	65.1	0.7	(3.4)	62.4
Amount reclassified from accumulated other comprehensive income	(1.0)	(1.5)	—	(2.5)
Other comprehensive gain (loss)	64.1	(0.8)	(3.4)	59.9
Balance as of December 31, 2013	\$ 66.2	\$ 2.2	\$ (3.8)	\$ 64.6

⁽¹⁾ The reclassifications out of accumulated other comprehensive income during the years ended December 31, 2013 and December 31, 2012 for realized gains on available-for-sale securities of \$1.0 million and \$1.2 million, respectively, are included in other expense, net, in the Consolidated Statements of Operations.

⁽²⁾ The reclassifications out of accumulated other comprehensive income during the year ended December 31, 2013 for realized gains on cash flow hedges are included within cost of revenues of \$1.1 million and sales and marketing of \$4.3 million and for realized losses within research and development of \$3.4 million and general and administrative of \$0.5 million for which the hedged transactions relate in the Consolidated Statements of Operations. The reclassifications out of accumulated other comprehensive income during the year ended December 31, 2012 for realized losses on cash flow hedges are included within cost of revenues of \$0.9 million, research and development of \$2.3 million, sales and marketing of \$2.0 million, and general and administrative of \$1.3 million for which the hedged transactions relate in the Consolidated Statements of Operations.

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

Note 12. Employee Benefit Plans***Equity Incentive Plans***

The Company's equity incentive plans include the 2006 Equity Incentive Plan (the "2006 Plan"), the 2000 Nonstatutory Stock Option Plan (the "2000 Plan"), the Amended and Restated 1996 Stock Plan (the "1996 Plan"), various equity incentive plans assumed through acquisitions, and the 2008 Employee Stock Purchase Plan (the "ESPP"). Under these plans, the Company has granted (or, in the case of acquired, plans assumed) stock options, restricted stock units ("RSUs"), restricted stock awards ("RSAs"), and performance share awards ("PSAs").

As of December 31, 2013, a total of approximately 103.8 million shares of common stock were reserved for future issuance upon exercise of stock options and vesting of RSUs, RSAs, and PSAs, and for the future grant of share-based compensation awards under the Company's equity incentive plans.

The 2006 Plan was adopted and approved by the Company's stockholders in May 2006. To date, the Company's stockholders have approved a share reserve of 149.5 million shares of common stock plus the addition of any shares subject to options under the 2000 Plan and the 1996 Plan that were outstanding as of May 18, 2006, and that subsequently expire unexercised, up to a maximum of an additional 75.0 million shares. As of December 31, 2013, the 2006 Plan had 43.8 million shares subject to currently outstanding equity awards and 49.1 million shares available for future issuance. Options granted under the 2006 Plan have a maximum term of seven years from the date of grant, and generally vest and become exercisable over a four-year period. Subject to the terms of change of control severance agreements, and except for a limited number of shares allowed under the 2006 Plan, RSUs or PSAs that vest solely based on continuing employment or provision of services will vest in full no earlier than three years from the grant date, or in the event vesting is based on factors other than continued future provision of services, such awards will vest in full no earlier than one year from the grant date.

During the year ended December 31, 2012, the Company completed the acquisitions of Mykonos and Contrail and assumed their respective plans: Mykonos Software, Inc. 2010 Stock Plan and Contrail Systems Inc. 2012 Stock Plan. In connection with these plans, the Company assumed stock options, RSUs, and RSAs and exchanged the assumed awards for Juniper Networks' stock options, RSUs, and RSAs, respectively. No additional awards can be granted under these plans. The Company assumed an aggregate of 7.0 million shares of stock options, RSUs, and RSAs in connection with the acquisitions of Mykonos and Contrail, of which 5.8 million shares were exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), in reliance upon Section 4(2) of the Securities Act as transactions by an issuer not involving any public offering and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated under the Securities Act. As of December 31, 2013 stock options, RSUs, and RSAs representing approximately 4.7 million shares of common stock were outstanding under all awards assumed through the Company's acquisitions.

The ESPP was adopted in May 2008. To date, the Company's stockholders have approved a share reserve of 19.0 million shares of the Company's common stock for issuance under the ESPP. The ESPP permits eligible employees to acquire shares of the Company's common stock at a 15% discount to the offering price (as determined in the ESPP) through periodic payroll deductions of up to 10% of base compensation, subject to individual purchase limits of 6,000 shares in any twelve-month period or \$25,000 worth of stock, determined at the fair market value of the shares at the time the stock purchase option is granted, in one calendar year. As of December 31, 2013, approximately 12.8 million shares have been issued and 6.2 million shares remain available for future issuance under the ESPP.

Stock Option Activities

Since 2006, the Company has granted stock option awards that have a maximum contractual life of seven years from the date of grant. Prior to 2006, stock option awards generally had a ten-year contractual life from the date of grant.

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

The following table summarizes the Company's stock option activity and related information as of and for the three years ended December 31, 2013 (in millions, except for per share amounts and years):

	Outstanding Options			
	Number of Shares	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value
Balance as of December 31, 2010	49.4	\$ 21.90	4.1	\$ 744.5
Granted	5.6	37.17		
Canceled	(1.9)	26.76		
Exercised	(13.9)	21.13		
Expired	(0.6)	34.32		
Balance as of December 31, 2011	38.6	\$ 23.98	3.7	\$ 75.3
Granted	3.1	22.81		
Assumed ^(*)	0.9	0.57		
Canceled	(2.8)	26.64		
Exercised	(3.6)	11.71		
Expired	(2.1)	26.97		
Balance as of December 31, 2012	34.1	\$ 24.13	3.1	\$ 52.5
Granted	—	—		
Canceled	(1.3)	29.56		
Exercised	(5.6)	15.58		
Expired	(4.1)	28.35		
Balance as of December 31, 2013	23.1	\$ 25.15	2.4	\$ 44.6
As of December 31, 2013:				
Vested and expected-to-vest options	22.8	\$ 25.24	2.4	\$ 42.0
Exercisable options	20.5	\$ 25.40	2.0	\$ 30.0

^(*) Stock options assumed in connection with the acquisition of Contrail.

Aggregate intrinsic value represents the difference between the Company's closing stock price on the last trading day of the period, which was \$22.57 per share as of December 31, 2013 and the exercise price, multiplied by the number of related options. The pre-tax intrinsic value of options exercised, representing the difference between the fair market value of the Company's common stock on the date of the exercise and the exercise price of each option, was \$29.4 million, \$27.9 million, and \$249.8 million for 2013, 2012, and 2011, respectively. Total fair value of options vested during 2013, 2012, and 2011 was \$45.2 million, \$70.9 million, and \$80.7 million, respectively.

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

The following table summarizes additional information regarding outstanding and exercisable options as of December 31, 2013 :

Range of Exercise Price (In dollars)	Options Outstanding			Options Exercisable	
	Number Outstanding (In millions)	Weighted Average Remaining Contractual Life (In years)	Weighted Average Exercise Price (In dollars)	Number Exercisable (In millions)	Weighted Average Exercise Price (In dollars)
\$0.03 - \$15.09	2.9	3.9	\$ 10.89	2.3	\$ 13.76
\$16.00 - \$21.12	2.4	1.4	18.41	2.3	18.33
\$21.43 - \$23.84	2.4	2.2	22.46	2.1	22.60
\$23.89 - \$24.20	2.6	2.3	24.16	2.1	24.15
\$24.25 - \$25.49	2.3	1.3	25.07	2.3	25.07
\$25.50 - \$26.90	3.2	1.8	26.55	3.2	26.55
\$26.97 - \$29.89	3.1	2.6	28.54	2.9	28.52
\$29.93 - \$38.93	2.2	2.2	33.31	1.9	33.16
\$40.26 - \$40.26	1.1	4.0	40.26	0.8	40.26
\$44.00 - \$44.00	0.9	4.1	44.00	0.6	44.00
\$0.03 - \$44.00	<u>23.1</u>	2.4	\$ 25.15	<u>20.5</u>	\$ 25.40

Restricted Stock Unit, Restricted Stock Award, and Performance Share Award Activities

RSUs and RSAs generally vest over a period of three to four years from the date of grant and PSAs generally vest after three years provided that certain annual performance targets and other vesting criteria are met. Until vested, RSUs and PSAs do not have the voting and dividend participation rights of common stock and the shares underlying the awards are not considered issued and outstanding.

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

The following table summarizes the Company's RSU, RSA, and PSA activity and related information as of and for the three years ended December 31, 2013 (in millions, except per share amounts and years):

	Outstanding RSUs, RSAs, and PSAs			
	Number of Shares	Weighted Average Grant-Date Fair Value per Share	Weighted Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value
Balance as of December 31, 2010	14.2	\$ 25.94	1.7	\$ 522.9
RSUs granted	7.3	31.75		
PSAs granted ⁽¹⁾	4.5	38.64		
RSUs vested ⁽⁶⁾	(1.7)	23.26		
PSAs vested ⁽⁶⁾	(0.8)	24.76		
RSUs canceled	(1.0)	31.57		
PSAs canceled	(2.9)	30.72		
Balance as of December 31, 2011	19.6	\$ 30.27	1.5	\$ 400.5
RSUs granted	9.9	20.79		
RSUs assumed ⁽³⁾⁽⁴⁾	0.2	22.21		
PSAs granted ⁽²⁾	2.2	23.07		
RSAs assumed ⁽⁴⁾	5.8	19.59		
RSUs vested ⁽⁶⁾	(3.1)	27.04		
PSAs vested ⁽⁶⁾	(1.9)	18.21		
RSAs vested ⁽⁶⁾	(0.7)	19.59		
RSUs canceled	(2.9)	27.77		
PSAs canceled	(2.3)	29.71		
Balance as of December 31, 2012	26.8	\$ 27.76	1.7	\$ 565.0
RSUs granted	10.3	20.32		
PSAs granted ⁽⁵⁾	2.2	21.27		
RSUs vested ⁽⁶⁾	(6.1)	26.15		
PSAs vested ⁽⁶⁾	(1.1)	28.52		
RSAs vested ⁽⁶⁾	(1.6)	19.59		
RSUs canceled	(3.4)	22.99		
PSAs canceled	(1.7)	29.10		
Balance at December 31, 2013	25.4	\$ 23.44	1.1	\$ 573.5
As of December 31, 2013:				
Vested and expected-to-vest RSUs, RSAs and PSAs	20.8	\$ 23.77	1.0	\$ 469.2

⁽¹⁾ The number of shares subject to PSAs granted represents the aggregate maximum number of shares that may be issued pursuant to the award over its full term. The aggregate number of shares subject to these PSAs that would be issued if performance goals determined by the Compensation Committee are achieved is estimated at 1.9 million shares. Depending on achievement of such performance goals, the range of shares that could be issued under these awards is 0 to 4.5 million shares.

⁽²⁾ The number of shares subject to PSAs granted represents the aggregate maximum number of shares that may be issued pursuant to the award over its full term. The aggregate number of shares subject to these PSAs that would be issued if performance goals determined by the Compensation Committee are achieved at target is 0.9 million shares. Depending on achievement of such performance goals, the range of shares that could be issued under these awards is 0 to 2.2 million shares.

⁽³⁾ RSUs assumed in connection with the acquisition of Mykonos.

⁽⁴⁾ RSUs and RSAs assumed in connection with the acquisition of Contrail.

⁽⁵⁾ The number of shares subject to PSAs granted represents the aggregate maximum number of shares that may be issued pursuant to the award over its full term. The aggregate number of shares subject to these PSAs that would be issued if performance goals determined by the Compensation Committee are achieved at target is 1.1 million shares. Depending on achievement of such performance goals, the range of shares that could be issued under these awards is 0 to 2.2 million shares.

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

(6) Total fair value of RSUs, RSAs, and PSAs vested during 2013, 2012, and 2011 was \$221.5 million , \$132.0 million , and \$57.7 million , respectively.

Shares Available for Grant

The following table presents the stock activity and the total number of shares available for grant under the 2006 Plan as of December 31, 2013 (in millions):

	Number of Shares
Balance as of December 31, 2012	57.3
RSUs and PSAs granted ⁽¹⁾	(26.1)
RSUs and PSAs canceled ⁽¹⁾	12.6
Options canceled ⁽²⁾	1.2
Options expired ⁽²⁾	4.1
Balance as of December 31, 2013	49.1

(1) RSUs and PSAs with a per share or unit purchase price lower than 100% of the fair market value of the Company's common stock on the day of the grant under the 2006 Plan are counted against shares authorized under the plan as two and one-tenth shares of common stock for each share subject to such award. The number of shares subject to PSAs granted represents the maximum number of shares that may be issued pursuant to the award over its full term.

(2) Includes canceled or expired options under the 1996 Plan and the 2000 Plan that expired after May 18, 2006, which become available for grant under the 2006 Plan according to its terms.

Employee Stock Purchase Plan

The Company's ESPP is implemented in a series of offering periods, each six months in duration, or a shorter period as determined by the Board. Employees purchased approximately 3.3 million , 3.5 million , and 2.4 million shares of common stock through the ESPP at an average exercise price of \$16.53 , \$16.26 , and \$21.53 per share during 2013 , 2012 , and 2011 , respectively.

Valuation Assumptions

The weighted-average assumptions used and the resulting estimates of fair value for stock options and ESPP were as follows:

	Years Ended December 31,		
	2013	2012	2011
Stock Options:			
Volatility	—	45%	43%
Risk-free interest rate	—	0.7%	1.5%
Expected life (years)	0 years	4.2	4.1
Dividend yield	—	—	—
Weighted-average fair value per share	—	\$8.47	\$13.17
ESPP:			
Volatility	36%	47%	41%
Risk-free interest rate	0.1%	0.1%	0.2%
Expected life (years)	0.5	0.5	0.5
Dividend yield	—	—	—
Weighted-average fair value per share	\$5.54	\$5.53	\$7.48

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

Share-Based Compensation Expense

Share-based compensation expense associated with stock options, RSUs, RSAs, PSAs, and ESPP was recorded in the following cost and expense categories in the Company's Consolidated Statements of Operations (in millions):

	Years Ended December 31,		
	2013	2012	2011
Cost of revenues - Product	\$ 4.7	\$ 4.6	\$ 4.6
Cost of revenues - Service	15.4	17.0	15.7
Research and development	127.6	109.1	97.7
Sales and marketing	70.9	81.6	70.9
General and administrative	26.0	31.1	33.3
Total	<u>\$ 244.6</u>	<u>\$ 243.4</u>	<u>\$ 222.2</u>

The following table summarizes share-based compensation expense by award type (in millions):

	Years Ended December 31,		
	2013	2012	2011
Stock options	\$ 31.5	\$ 58.9	\$ 76.2
RSUs, RSAs, and PSAs	196.8	163.7	127.5
ESPP	16.3	20.8	18.5
Total	<u>\$ 244.6</u>	<u>\$ 243.4</u>	<u>\$ 222.2</u>

The following table presents unrecognized compensation cost, adjusted for estimated forfeitures, recognized over a weighted-average period related to unvested stock options, RSUs, RSAs, and PSAs as of December 31, 2013 (in millions, except years):

	Unrecognized Compensation Cost	Weighted Average Period (In Years)
Stock options	\$ 33.6	1.8
RSUs, RSAs, and PSAs	\$ 279.1	1.8

401(k) Plan

The Company maintains a savings and retirement plan qualified under Section 401(k) of the Internal Revenue Code of 1986, as amended (the "IRC"). Employees meeting the eligibility requirements, as defined under the IRC, may contribute up to the statutory limits each year. The Company currently matches 30% of all eligible employee contributions which vest immediately. The Company's matching contributions to the plan totaled \$20.7 million, \$20.2 million, and \$16.3 million during the years ended December 31, 2013, 2012, and 2011, respectively.

Deferred Compensation Plan

The Company's non-qualified deferred compensation ("NQDC") plan is an unfunded and unsecured deferred compensation arrangement. Under the NQDC plan, officers and other senior employees may elect to defer a portion of their compensation and contribute such amounts to one or more investment funds. The NQDC plan assets are included within short-term investments and offsetting obligations are included within accrued compensation in the Consolidated Balance Sheets. The investments are considered trading securities and are reported at fair value. The realized and unrealized holding gains and losses related to these investments are recorded in other expense, net, and the offsetting compensation expense is recorded as operating expenses in the Consolidated Statements of Operations. The deferred compensation liability under the NQDC plan was approximately \$15.4 million and \$12.6 million as of December 31, 2013 and December 31, 2012, respectively.

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

Note 13. Segments

The Company's chief operating decision maker ("CODM") allocates resources and assesses performance based on financial information of the Company's divisions. During 2013, the Company consolidated operational oversight and management of all security products within the SSD segment. As a result of this product realignment, security products previously reported in the PSD segment (including the Branch SRX, Branch Firewall, and J Series product families) are now reported in the SSD segment. In addition, the Company realigned its Contrail products from the PSD segment to the SSD segment. The Company reclassified the segment data for the prior years to conform to the current year presentation.

The Company's PSD segment primarily offers scalable routing and switching products that are used in service provider, enterprise, and public sector networks to control and direct network traffic from data centers, core, edge, aggregation, campus, Wide Area Networks ("WANs"), and customer premise equipment level. The Company's PSD segment consists of routing and switching products and services. Routing products and services include the ACX, E, M, MX, PTX, and T Series product families. Switching products and services primarily consist of the EX Series and wireless local area network solutions, as well as the QFabric™ system.

The Company's SSD segment offers solutions that meet a broad array of our customers' priorities, from protecting the users, applications and data on the network to providing network services across a distributed infrastructure. The SSD segment primarily consists of security, software, management, virtualization, routing products and services. Security includes firewalls (both JUNOS-based SRX and Screen OS-based firewalls), Firefly, virtual private network systems and appliances, secure socket layer virtual private network appliances, intrusion detection and prevention appliances, wide area network optimization platforms, Junos Pulse, and J Series. Software and services for the mobile and wireline network edge include traffic flow monitoring, dynamic application and subscriber awareness, and next generation network addressing. Management and virtualization products include Junosphere, Junos SDK, JunosV App Engine and the network management platform, Junos Space. In fiscal 2013, the Company announced the availability of Juniper Networks Contrail, a standards-based and highly scalable network virtualization and intelligence solution for software-defined networks for enterprises and service providers.

The CODM does not allocate to the Company's business segments certain operating expenses managed separately at the corporate level. Direct costs and operating expenses, such as standard cost of goods sold, research and development, and product marketing expenses, are generally applied to each segment. Indirect costs, such as manufacturing overhead and other cost of revenues, are allocated based on factors including headcount, usage, and revenue. Segment contribution margin provides supplemental data on operational performance and is comprised of these direct costs and operating expenses, as well as these indirect costs. Corporate unallocated expenses include: sales, marketing, general and administrative costs, share-based compensation, amortization of purchased intangible assets, restructuring and other charges, gains or losses on equity investments, other expense, net, income taxes, and certain other charges. Segment contribution margin excludes these corporate unallocated expenses.

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

The following table summarizes financial information for each segment used by the CODM (in millions):

	Years Ended December 31,		
	2013	2012	2011
PSD product revenues:			
Routing	\$ 2,243.6	\$ 1,946.8	\$ 2,166.1
Switching	638.0	554.8	495.8
Total PSD product revenues	2,881.6	2,501.6	2,661.9
PSD service revenues	796.6	769.2	645.0
Total PSD revenues	3,678.2	3,270.8	3,306.9
SSD product revenues:			
Security	564.3	669.9	698.3
Routing	74.0	90.6	118.1
Total SSD product revenues	638.3	760.5	816.4
SSD service revenues	352.6	334.1	325.4
Total SSD revenues	990.9	1,094.6	1,141.8
Total net revenues	\$ 4,669.1	\$ 4,365.4	\$ 4,448.7
Segment contribution margin:			
PSD	\$ 1,621.0	\$ 1,276.4	\$ 1,426.8
SSD	398.4	473.6	504.4
Total segment contribution margin	2,019.4	1,750.0	1,931.2
Corporate unallocated expenses ⁽¹⁾	(1,123.5)	(1,068.7)	(1,013.9)
Amortization of purchased intangible assets ⁽²⁾	(31.9)	(32.3)	(27.1)
Share-based compensation expense	(244.6)	(243.4)	(222.2)
Share-based payroll tax expense	(5.1)	(1.1)	(9.3)
Restructuring and other charges ⁽³⁾	(47.5)	(99.7)	(30.6)
Acquisition-related charges ⁽⁴⁾	(0.9)	(2.0)	(9.6)
Other unallocated expense	—	5.3	—
Total operating income	565.9	308.1	618.5
Other expense, net	(40.4)	(16.6)	(46.8)
Income before income taxes and noncontrolling interest	\$ 525.5	\$ 291.5	\$ 571.7

⁽¹⁾ Amount includes unallocated costs for global functions such as sales, marketing, and general and administrative.

⁽²⁾ Amount includes amortization expense of purchased intangible assets reported in cost of revenues and operating expenses.

⁽³⁾ Amount includes restructuring and other charges reported in cost of revenues and operating expenses.

⁽⁴⁾ Amount includes acquisition-related costs reported in cost of revenues and operating expenses.

Depreciation expense allocated to the PSD segment was \$117.3 million , \$116.9 million , and \$104.9 million for the years ended December 31, 2013 , 2012 , and 2011 , respectively. The depreciation expense allocated to the SSD segment was \$30.9 million , \$37.8 million , and \$37.3 million for the years ended December 31, 2013 , 2012 , and 2011 , respectively.

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

The Company attributes revenues to geographic region based on the customer's ship-to location. The following table presents net revenues by geographic region (in millions):

	Years Ended December 31,		
	2013	2012	2011
Americas:			
United States	\$ 2,381.5	\$ 2,067.5	\$ 2,015.8
Other	232.0	218.4	222.2
Total Americas	2,613.5	2,285.9	2,238.0
Europe, Middle East, and Africa	1,256.9	1,266.3	1,339.8
Asia Pacific	798.7	813.2	870.9
Total	<u>\$ 4,669.1</u>	<u>\$ 4,365.4</u>	<u>\$ 4,448.7</u>

During the years ended December 31, 2013 and 2011, no customer accounted for greater than 10% of the Company's net revenues. During the year ended December 31, 2012, Verizon accounted for 10.3% of the Company's net revenues across both of its segments.

The following table presents geographic information for property and equipment, net (in millions):

	As of December 31,	
	2013	2012
United States	\$ 801.3	\$ 725.5
International	81.0	86.4
Property and equipment, net	<u>\$ 882.3</u>	<u>\$ 811.9</u>

The Company tracks assets by physical location. The majority of the Company's assets, excluding cash and cash equivalents and investments, as of December 31, 2013 and December 31, 2012, were attributable to U.S. operations. Although management reviews asset information on a corporate level and allocates depreciation expense by segment, the CODM does not review asset information on a segment basis.

Note 14. Income Taxes

The components of income before the provision for income taxes and noncontrolling interest are summarized as follows (in millions):

	Years Ended December 31,		
	2013	2012	2011
Domestic	\$ 248.7	\$ 114.1	\$ 218.4
Foreign	276.8	177.4	353.3
Total income before provision for income taxes and noncontrolling interest	<u>\$ 525.5</u>	<u>\$ 291.5</u>	<u>\$ 571.7</u>

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

The provision for income taxes is summarized as follows (in millions):

	Years Ended December 31,		
	2013	2012	2011
Current provision:			
Federal	\$ (12.9)	\$ 94.3	\$ 19.5
States	(5.0)	8.4	0.9
Foreign	32.5	37.1	47.8
Total current provision	14.6	139.8	68.2
Deferred provision (benefit):			
Federal	51.2	(28.8)	23.0
States	(2.7)	(1.5)	0.6
Foreign	22.6	3.5	(3.6)
Total deferred provision (benefit)	71.1	(26.8)	20.0
Income tax benefits attributable to employee stock plan activity	—	(8.0)	58.5
Total provision for income taxes	<u>\$ 85.7</u>	<u>\$ 105.0</u>	<u>\$ 146.7</u>

The provision for income taxes differs from the amount computed by applying the federal statutory rate to income before provision for income taxes as follows (in millions):

	Years Ended December 31,		
	2013	2012	2011
Expected provision at 35% rate	\$ 184.0	\$ 102.0	\$ 200.1
State taxes (benefit), net of federal benefit	(3.6)	2.0	2.0
Foreign income at different tax rates	(37.7)	(11.6)	(50.4)
Research and development credits	(32.5)	(0.5)	(21.3)
Share-based compensation	25.6	22.4	16.7
Settlement with tax authorities	(28.3)	—	—
Domestic production activities	(26.3)	—	—
Equity investment gain on acquisition	—	(5.3)	—
Other	4.5	(4.0)	(0.4)
Total provision for income taxes	<u>\$ 85.7</u>	<u>\$ 105.0</u>	<u>\$ 146.7</u>

In 2013, the Company recorded \$64.2 million of net income tax benefit related to items unique to the year. These amounts included \$19.7 million for a multi-year claim related to the U.S. production activities deduction, \$28.3 million for a tax settlement with the Internal Revenue Service (“IRS”), and \$16.2 million of U.S. federal R&D tax credit resulting from the American Taxpayer Relief Act of 2012 signed on January 2, 2013, which retroactively reinstated the U.S. federal R&D tax credit from January 1, 2012 to December 31, 2013.

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

Deferred income taxes reflect the net tax effects of tax carry-forward items and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows (in millions):

	As of December 31,	
	2013	2012
Deferred tax assets:		
Net operating loss carry-forwards	\$ 1.1	\$ 10.0
Foreign tax credit carry-forwards	63.4	58.0
Research and other credit carry-forwards	106.6	95.3
Deferred revenue	71.0	98.6
Stock-based compensation	86.1	97.5
Reserves and accruals not currently deductible	153.9	175.2
Other	13.7	13.6
Total deferred tax assets	495.8	548.2
Valuation allowance	(155.7)	(141.0)
Deferred tax assets, net of valuation allowance	340.1	407.2
Deferred tax liabilities:		
Property and equipment basis differences	(3.1)	(1.0)
Purchased intangibles	(10.1)	(40.8)
Unremitted foreign earnings	(258.9)	(229.1)
Deferred compensation and other	(38.7)	—
Other	(0.4)	(1.2)
Total deferred tax liabilities	(311.2)	(272.1)
Net deferred tax assets	\$ 28.9	\$ 135.1

The breakdown between current and long-term deferred tax assets and deferred tax liabilities are as follows (in millions):

	As of December 31,	
	2013	2012
Current deferred tax assets	\$ 79.8	\$ 172.6
Current deferred tax liabilities	—	—
Long-term deferred tax assets	2.4	—
Long-term deferred tax liabilities	(53.3)	(37.5)
Total net deferred tax assets	\$ 28.9	\$ 135.1

As of December 31, 2013, and 2012, the Company had a valuation allowance on its U.S. domestic deferred tax assets of approximately \$155.7 million and \$141.0 million, respectively. The balance at December 31, 2013 consisted of approximately \$109.2 million and \$9.7 million against the Company's California and Massachusetts deferred tax assets, respectively, which the Company believes are not more likely than not to be utilized in future years. The remaining deferred tax assets on which the Company recorded a valuation allowance are approximately \$36.8 million related to losses that are capital in nature and may carry forward to offset future capital gains only. The valuation allowance increased \$14.7 million in 2013 related to the increase in the California research and development credit and decreased \$4.2 million in 2012 related to the utilization of losses that are capital in nature.

As of December 31, 2013, the Company had federal and California net operating loss carry-forwards of approximately \$1.2 million and \$40.6 million, respectively. The Company also had California tax credit carry-forwards of approximately \$208.1 million. Approximately \$20.1 million of the benefit from the California tax credit carry-forwards will be credited to additional paid-in capital when realized on the Company's income tax returns. Unused net operating loss carry-forwards will expire at various dates beginning in the year 2014. The California tax credit carry-forwards will carry forward indefinitely.

The Company provides U.S. income taxes on the earnings of foreign subsidiaries unless the subsidiaries' earnings are considered indefinitely reinvested outside of the United States. The Company has made no provision for U.S. income taxes on approximately

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

\$1.5 billion of cumulative undistributed earnings of certain foreign subsidiaries through December 31, 2013 . These earnings are considered indefinitely invested in operations outside of the U.S., as the Company intends to utilize these amounts to fund future expansion of its international operations. If these earnings were distributed to the United States in the form of dividends or otherwise, or if the shares of the relevant foreign subsidiaries were sold or otherwise transferred, the Company would be subject to additional U.S. income taxes (subject to an adjustment for foreign tax credits) and foreign withholding taxes. Determination of the amount of unrecognized deferred income tax liability related to these earnings is not practicable.

As of December 31, 2013 , 2012 , and 2011 the total amount of gross unrecognized tax benefits was \$137.6 million , \$136.1 million , and \$132.2 million , respectively. As of December 31, 2013 , approximately \$128.8 million of the \$137.6 million gross unrecognized tax benefits, if recognized, would affect the effective tax rate.

A reconciliation of the beginning and ending amount of the Company's total gross unrecognized tax benefits was as follows (in millions):

	Years Ended December 31,		
	2013	2012	2011
Balance at beginning of year	\$ 136.1	\$ 132.2	\$ 116.4
Tax positions related to current year:			
Additions	15.8	8.8	17.6
Tax positions related to prior years:			
Additions	22.6	0.9	6.4
Reductions	(2.2)	—	—
Settlements	(31.1)	(1.2)	(5.4)
Lapses in statutes of limitations	(3.6)	(4.6)	(2.8)
Balance at end of year	<u>\$ 137.6</u>	<u>\$ 136.1</u>	<u>\$ 132.2</u>

As of December 31, 2013 , 2012 , and 2011 the Company had accrued interest and penalties related to unrecognized tax benefits of \$18.4 million , \$16.7 million , and \$17.3 million , respectively, within other long-term liabilities in the Consolidated Balance Sheets. The Company recognized an expense for net interest and penalties of \$0.6 million and a benefit of \$0.6 million and \$1.6 million in its Consolidated Statements of Operations during the years ended December 31, 2013 , 2012 , and 2011 , respectively.

The Company engages in continuous discussions and negotiations with tax authorities regarding tax matters in various jurisdictions. There is a greater than remote likelihood that the balance of the gross unrecognized tax benefits will decrease by approximately \$1.6 million within the next twelve months due to lapses of applicable statutes of limitation and the completion of tax review cycles in various tax jurisdictions.

In 2013, the Company executed a closing agreement with the Appeals Division of the IRS related to its intercompany R&D cost sharing arrangement for the license of intangibles acquired in 2004, 2005, and 2006. The Company reached a final resolution with the IRS on all proposed adjustments for all tax years through 2006, which resulted in a settlement of approximately \$19.6 million , including interest.

During the fourth quarter of 2011, the Company resolved an audit by a state tax authority for the years from 2002 through 2004. As a result of the settlement, the Company recorded a tax benefit of approximately \$7.0 million including interest and penalties.

The Company conducts business globally and, as a result, Juniper Networks or one or more of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business the Company is subject to examination by taxing authorities throughout the world, including such major jurisdictions as the Netherlands, U.K., France, Germany, Japan, China, Australia, India, and the U.S. With few exceptions, the Company is no longer subject to U.S. federal, state and local, and non-U.S. income tax examinations for years before 2004.

The Company is currently under examination by the IRS for the 2007 through 2009 tax years. The Company is also subject to separate ongoing examinations by the India tax authorities for the 2004 tax year, 2004 through 2008 tax years, and the 2008 through 2010 tax years. The Company is not aware of any other examinations by tax authorities in any other major jurisdictions in which it files income tax returns as of December 31, 2013 .

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

In 2008, the Company received a proposed adjustment from the India tax authorities related to the 2004 tax year. In 2009, the India tax authorities commenced a separate investigation of our 2004 through 2008 tax returns and are disputing the Company's determination of taxable income due to the cost basis of certain fixed assets. The Company accrued \$4.6 million in penalties and interest in 2009 related to this matter. The Company understands that in accordance with the administrative and judicial process in India, the Company may be required to make payments that are substantially higher than the amount accrued in order to ultimately settle this issue. The Company strongly believes that any assessment it may receive in excess of the amount accrued would be inconsistent with applicable India tax laws and intends to defend this position vigorously.

The Company is pursuing all available administrative remedies relative to these matters. The Company believes that it has adequately provided for any reasonably foreseeable outcomes related to these proposed adjustments and the ultimate resolution of these matters is unlikely to have a material effect on its consolidated financial condition or results of operations; however there is still a possibility that an adverse outcome of these matters could have a material effect on its consolidated financial condition and results of operations.

Note 15. Net Income per Share

The Company computed basic and diluted net income per share attributable to Juniper Networks common stockholders as follows (in millions, except per share amounts):

	Years Ended December 31,		
	2013	2012	2011
Numerator:			
Net income attributable to Juniper Networks	\$ 439.8	\$ 186.5	\$ 425.1
Denominator:			
Weighted-average shares used to compute basic net income per share	501.8	520.9	529.8
Dilutive effect of employee stock awards	8.5	5.3	11.6
Weighted-average shares used to compute diluted net income per share	510.3	526.2	541.4
Net income per share attributable to Juniper Networks common stockholders:			
Basic	\$ 0.88	\$ 0.36	\$ 0.80
Diluted	\$ 0.86	\$ 0.35	\$ 0.79

Basic net income per share is computed using net income available to common stockholders and the weighted-average number of common shares outstanding for the period. Diluted net income per share is computed using net income available to common stockholders and the weighted-average number of common shares outstanding plus potentially dilutive common shares outstanding during the period. Dilutive potential common shares consist of common shares issuable upon exercise of stock options, issuances of ESPP, and vesting of RSUs, RSAs, and PSAs. The Company includes the common shares underlying PSAs in the calculation of diluted net income per share when they become contingently issuable and excludes such shares when they are not contingently issuable.

Potentially dilutive common shares of approximately 13.2 million , 32.3 million , and 17.4 million shares for the years ended December 31, 2013 , 2012 , and 2011 , respectively, were excluded from the computation of diluted net income because their effect would be anti-dilutive.

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

Note 16. Commitments and Contingencies*Operating Leases*

The following table summarizes the Company's future minimum payments under non-cancelable operating leases for each of the next five years and thereafter as of December 31, 2013 (in millions):

<u>Years Ending December 31,</u>	<u>Amount</u>
2014	\$ 49.4
2015	38.4
2016	31.1
2017	26.8
2018	22.6
Thereafter	56.9
Total	<u>\$ 225.2</u>

The Company leases its facilities and certain equipment under non-cancelable operating leases that expire at various dates through November 30, 2022 . Certain leases require the Company to pay variable costs such as taxes, maintenance, and insurance and include renewal options and escalation clauses. Rent expense for 2013 , 2012 , and 2011 was approximately \$52.8 million , \$63.2 million , and \$65.7 million , respectively.

Purchase Commitments with Contract Manufacturers and Suppliers

In order to reduce manufacturing lead times and ensure adequate component supply, the Company enters into agreements with contract manufacturers and certain suppliers to procure inventory based on the Company's requirements. A significant portion of the Company's purchase commitments arising from these agreements consists of firm and non-cancelable commitments. These purchase commitments totaled \$491.4 million as of December 31, 2013 .

The Company establishes a liability in connection with purchase commitments related to quantities in excess of its demand forecasts or obsolete materials charges for components purchased by the contract manufacturers based on the Company's demand forecast or customer orders. As of December 31, 2013 , the Company had accrued \$22.9 million based on its estimate of such charges.

Long-Term Debt and Interest Payment on Long-Term Debt

As of December 31, 2013 , the Company held long-term debt consisting of senior notes with a carrying value of \$999.3 million . Of these Notes, \$300.0 million will mature in 2016 and bears interest at a fixed rate of 3.10% , \$300.0 million will mature in 2021 and bears interest at a fixed rate of 4.60% , and \$400.0 million will mature in 2041 and bears interest at a fixed rate of 5.95% . Interest on the Notes is payable semiannually. See Note 10, *Long-Term Debt and Financing* , for further discussion of the Company's long-term debt.

Other Contractual Obligations

As of December 31, 2013 , other contractual obligations primarily consisted of \$89.5 million in indemnity-related and service related escrows, as required in connection with certain asset purchases and acquisitions completed between 2005 and 2013, campus build-out obligations of \$13.1 million , and \$10.3 million of agreements that are firm, non-cancelable and specify terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of payment.

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

Guarantees

The Company enters into agreements with customers that contain indemnification provisions relating to potential situations where claims could be alleged that the Company's products infringe the intellectual property rights of a third-party. The Company also has 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. As of December 31, 2013 and December 31, 2012, the Company had \$40.1 million and \$12.6 million, respectively, in financing arrangements, bank guarantees, and standby letters of credit related to these financial guarantees, of which \$30.2 million in financing guarantees was recorded in other accrued liabilities and other long-term liabilities in the Consolidated Balance Sheets as of December 31, 2013. See Note 10, *Long-Term Debt and Financing*, for further discussion of the Company's third-party customer financing arrangements that contain guarantee provisions.

Legal Proceedings

The Company is involved in disputes, litigation, and other legal actions, including, but not limited to, the matters described below. The Company is aggressively defending its current litigation matters, and while there can be no assurances and the outcome of these matters is currently not determinable, the Company currently believes that there are no existing claims or proceedings that are likely to have a material adverse effect on its financial position. There are many uncertainties associated with any litigation and these actions or other third-party claims against the Company may cause the Company to incur costly litigation and/or substantial settlement charges. In addition, the resolution of any intellectual property litigation may require the Company to make royalty payments, which could adversely affect gross margins in future periods. If any of those events were to occur, the Company's business, financial condition, results of operations, and cash flows could be adversely affected. The actual liability in any such matters may be materially different from the Company's estimates, if any, which could result in the need to adjust the liability and record additional expenses. Unless otherwise noted below, during the period presented, we have not recorded any accrual for loss contingencies associated with such legal proceedings; determined that an unfavorable outcome is probable or reasonably possible; or determined that the amount or range of any possible loss is reasonably estimable.

2013 Federal Securities Class Action

On August 12, 2013, a purported securities class action lawsuit, captioned Warren Avery v. Juniper Networks, Inc., et al., Case No. 13-cv-3733-WHO, was filed in the United States District Court for the Northern District of California naming the Company and certain of its officers and directors as defendants. The complaint alleged that the defendants made false and misleading statements regarding the Company's revenues, business practices, and internal controls. The complaint purported to assert claims for violations of Sections 10 (b) and 20(a) of the Securities Exchange Act of 1934 and SEC Rule 10b-5 on behalf of those who purchased Juniper Networks' securities between April 24, 2012 and August 8, 2013, inclusive. Plaintiff sought an unspecified amount of monetary damages on behalf of the purported class. On November 12, 2013, the court issued an order appointing Warren Avery as lead plaintiff. On January 9, 2014, lead plaintiff filed a notice of voluntary dismissal of the action without prejudice. On January 23, 2014, the court entered an order of dismissal without prejudice.

2013 Shareholder Derivative Lawsuit

On August 28, 2013, a purported shareholder derivative action captioned Washtenaw County Employees' Retirement System v. Kriens, et al., Case No. 1-13-CV-252083, was filed in the Superior Court of the State of California, County of Santa Clara, naming certain of the Company's officers and directors as defendants. On October 17, 2013, the action was removed to the United States District Court for the Northern District of California, and is now Case No. 13-cv-04829-WHO. The Company is named only as a nominal defendant in the action. The complaint alleges that the defendants failed to implement adequate internal controls and compliance programs to prevent violations of the Foreign Corrupt Practices Act. The complaint purports to assert claims against the defendants for breach of fiduciary duties, abuse of control, and waste of corporate assets. The complaint seeks, among other relief, damages in an unspecified amount, restitution, and attorneys' fees and costs. On January 22, 2014, the Company filed a motion to dismiss the action. A hearing on the motion is scheduled for April 23, 2014.

Investigations

The U.S. Securities and Exchange Commission and the U.S. Department of Justice are conducting investigations into possible violations by the Company of the U.S. Foreign Corrupt Practices Act. The Company is cooperating with these agencies regarding these matters. The Company is unable to predict the duration, scope or outcome of these investigations.

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

Note 17. Selected Quarterly Financial Data (Unaudited)

The tables below set forth selected unaudited financial data for each quarter of the two years ended December 31, 2013 (in millions, except per share amounts):

<u>Year Ended December 31, 2013</u>	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>
Net revenues:				
Product	\$ 781.8	\$ 863.8	\$ 900.8	\$ 973.5
Service	277.4	286.9	284.8	300.1
Total net revenues	1,059.2	1,150.7	1,185.6	1,273.6
Cost of revenues:				
Product	278.2	321.3	325.5	351.6
Service	110.2	108.9	113.6	118.4
Total cost of revenues ⁽²⁾	388.4	430.2	439.1	470.0
Gross margin	670.8	720.5	746.5	803.6
Operating expenses:				
Research and development ⁽¹⁾	262.2	257.7	264.6	258.7
Sales and marketing ⁽⁴⁾	256.1	267.1	269.5	283.2
General and administrative ⁽⁴⁾	58.5	49.2	61.4	48.2
Restructuring and other charges ⁽²⁾	7.0	8.0	6.0	18.1
Total operating expenses	583.8	582.0	601.5	608.2
Operating income	87.0	138.5	145.0	195.4
Other expense, net	(10.1)	(12.6)	(7.5)	(10.2)
Income before income taxes	76.9	125.9	137.5	185.2
Income tax (benefit) provision	(14.1)	28.0	38.4	33.4
Net income	\$ 91.0	\$ 97.9	\$ 99.1	\$ 151.8
Net income per share: ⁽³⁾				
Basic	\$ 0.18	\$ 0.19	\$ 0.20	\$ 0.30
Diluted	\$ 0.18	\$ 0.19	\$ 0.19	\$ 0.30

⁽¹⁾ In the second quarter of 2013, the Company extended the useful lives of certain computers and equipment based on actual historical usage, which demonstrated longer useful lives, as well as the planned use of these assets. The change was accounted for as a change in estimate and applied prospectively. This change in accounting estimate decreased depreciation expense within research and development expense by approximately \$11.0 million or \$0.01 per diluted share for the second quarter of 2013, \$9.4 million or \$0.01 for the third quarter of 2013, and \$7.9 million or \$0.01 for the fourth quarter of 2013.

⁽²⁾ In the third quarter of 2013, the Company implemented the 2013 Restructuring Plan for workforce reductions, contract terminations, and project cancellations and recorded restructuring charges of \$7.4 million and \$3.7 million to operating expenses and cost of revenues, respectively. In the fourth quarter of 2013, the Company continued to implement restructuring activities under the 2013 Restructuring Plan and primarily recorded charges to operating expenses of \$17.6 million.

⁽³⁾ Net income per share is computed independently. Therefore, the sum of the quarterly net income per share may not equal the total computed for the year or any cumulative interim period.

⁽⁴⁾ Certain amounts in the prior quarters' Condensed Consolidated Statements of Operations have been reclassified to conform to the current year presentation.

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

Year Ended December 31, 2012	First Quarter	Second Quarter	Third Quarter ⁽¹⁾	Fourth Quarter
Net revenues:				
Product	\$ 771.9	\$ 804.7	\$ 838.2	\$ 847.3
Service	260.6	269.1	280.1	293.5
Total net revenues	1,032.5	1,073.8	1,118.3	1,140.8
Cost of revenues:				
Product	280.6	292.6	334.7	296.1
Service	117.8	113.3	109.8	111.7
Total cost of revenues ⁽²⁾	398.4	405.9	444.5	407.8
Gross margin	634.1	667.9	673.8	733.0
Operating expenses:				
Research and development	269.6	268.7	288.2	275.1
Sales and marketing ⁽⁴⁾	258.6	260.4	261.8	264.7
General and administrative ⁽⁴⁾	56.2	48.9	50.0	51.7
Restructuring and other charges ⁽²⁾	2.0	3.2	31.0	10.6
Total operating expenses	586.4	581.2	631.0	602.1
Operating income	47.7	86.7	42.8	130.9
Other (expense) income, net	(24.4)	2.8	(4.0)	9.0
Income before income taxes	23.3	89.5	38.8	139.9
Income tax provision	7.0	31.8	22.0	44.2
Net income	\$ 16.3	\$ 57.7	\$ 16.8	\$ 95.7
Net income per share ⁽³⁾				
Basic	\$ 0.03	\$ 0.11	\$ 0.03	\$ 0.19
Diluted	\$ 0.03	\$ 0.11	\$ 0.03	\$ 0.19

⁽¹⁾ During the third quarter of 2012, the Company recorded net out of period adjustments reducing income before income taxes and noncontrolling interest by \$8.2 million. These net adjustments resulted in increased research and development expense by \$18.6 million related to prototype development costs, partially offset by increased net revenues of \$6.2 million related to the reversal of certain revenue obligations and reduced cost of revenues by \$4.2 million related to inventory purchases. The Company assessed the materiality of these adjustments, using relevant quantitative and qualitative factors, and determined that these adjustments, both individually and in the aggregate, were not material to any previously reported period.

⁽²⁾ In the third quarter of 2012, the Company implemented the 2012 Restructuring Plan for workforce reductions, facility consolidations or closures, and supply chain and procurement efficiencies and recorded restructuring charges of \$29.5 million. In connection with its restructuring activities, the Company also recorded certain inventory and intangible asset impairment charges totaling \$52.4 million to cost of revenues. In the fourth quarter of 2012, the Company continued to implement restructuring activities under the 2012 Restructuring Plan.

⁽³⁾ Net income per share is computed independently. Therefore, the sum of the quarterly net income per share may not equal the total computed for the year or any cumulative interim period.

⁽⁴⁾ Certain amounts in the prior quarters' Condensed Consolidated Statements of Operations have been reclassified to conform to the current year presentation.

Note 18. Subsequent Events

Integrated Operating Plan

In February 2014, the Company announced an integrated operating plan ("IOP") focused on innovation that matters most to service providers and enterprises where demand for High-IQ Networks and best-in-class cloud environments are driving growth. Through the execution of the IOP the Company will coalesce its engineering talent, go-to-market teams and R&D around this strategy resulting in streamlined operations and business portfolio and operational efficiencies.

The Company expects to initiate a substantial cost reduction plan in connection with the IOP accomplished through various restructuring activities. The Company is not able to make a reasonable estimate of future restructuring costs associated with the IOP.

As part of the IOP, the Company announced a commitment to return a minimum of \$3.0 billion to shareholders over the next three years through a combination of share repurchases and dividends. As part of this plan, the Board of Directors has authorized \$2.0 billion in share repurchases to be executed through the end of the first quarter of 2015, including \$1.2 billion through an accelerated share repurchase program to be entered into during the first quarter of 2014. The Company will also initiate a quarterly cash dividend of \$0.10 per share of common stock beginning in the third quarter of 2014. These activities will be funded by a combination of existing cash balances and debt offerings.

Business Combination

Subsequent to December 31, 2013, the Company acquired WANDL, Inc. ("WANDL"), a provider of software solutions for advanced planning, management, design and optimization of next-generation multi-layer networks for cash and stock consideration of approximately \$30.0 million . This acquisition provides the Company with technology and experience in traffic engineering, multi-layer optimization and path computation, to help service provider customers optimize the performance and cost of their networks. The initial purchase accounting for this transaction was not yet complete at the filing of this Report.

ITEM 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

Not applicable.

Item 9A. *Controls and Procedures*

(a) *Management's Annual Report on Internal Control Over Financial Reporting:* See "Management's Annual Report on Internal Control over Financial Reporting" under Item 8 of Part II of this Report, which is incorporated herein by reference.

(b) For the "Report of Independent Registered Public Accounting Firm," see the report under Item 8 of Part II of this Report, which is incorporated herein by reference.

Evaluation of Disclosure Controls and Procedures

Attached, as exhibits to this Report are certifications of our principal executive officer and principal financial officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This "Controls and Procedures" section includes information concerning the controls and related evaluations referred to in the certifications and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15 (e) and 15d-15(e) under the Exchange Act. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fourth quarter of 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. *Other Information*

Not applicable.

PART III

ITEM 10. *Directors, Executive Officers and Corporate Governance*

For information with respect to our Executive Officers, see Part I, Item 1 of this Annual Report on Form 10-K, under “Executive Officers of the Registrant.”

Information concerning our directors, including director nominations, and our audit committee and audit committee financial expert, appearing in our definitive Proxy Statement to be filed with the SEC in connection with the 2014 Annual Meeting of Stockholders (the “Proxy Statement”) under “Corporate Governance Principles and Board Matters,” “Director Compensation” and “Election of Directors” is incorporated herein by reference.

Information concerning Section 16(a) beneficial ownership reporting compliance appearing in the Proxy Statement under “Section 16(a) Beneficial Ownership Reporting Compliance,” is incorporated herein by reference.

Information concerning our Worldwide Code of Business Conduct and Ethics that applies to our principal executive officer and all other employees appearing in the Proxy Statement under “Corporate Governance Principles and Board Matters,” is incorporated herein by reference.

ITEM 11. *Executive Compensation*

Information concerning executive compensation appearing in the Proxy Statement under “Executive Compensation” is incorporated herein by reference.

Information concerning compensation committee interlocks and insider participation appearing in the Proxy Statement under “Compensation Committee Interlocks and Insider Participation” is incorporated herein by reference.

Information concerning the compensation committee report appearing in the Proxy Statement under “Compensation Committee Report” is incorporated herein by reference.

ITEM 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

Information concerning the security ownership of certain beneficial owners and management appearing in the Proxy Statement, under “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters,” is incorporated herein by reference.

Information concerning our equity compensation plan information appearing in the Proxy Statement, under “Equity Compensation Plan Information,” is incorporated herein by reference.

ITEM 13. *Certain Relationships and Related Transactions, and Director Independence*

The information appearing in the Proxy Statement under the heading “Certain Relationships and Related Transactions” is incorporated herein by reference.

The information appearing in the Proxy Statement under the heading “Board Independence” is incorporated herein by reference.

ITEM 14. *Principal Accounting Fees and Services*

Information concerning principal accountant fees and services and the audit committee's preapproval policies and procedures appearing in the Proxy Statement under the headings “Principal Accountant Fees and Services” is incorporated herein by reference.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this Report:

1. Consolidated Financial Statements

See Index to Consolidated Financial Statements at Item 8 herein.

2. Financial Statement Schedules

The following financial statement schedule is included as part of this Report:

Schedule	Page
Schedule II - Valuation and Qualifying Account	109

All other schedules have been omitted as the required information is not applicable or the information is presented in the Consolidated Financial Statements or notes thereto under Item 8 herein.

3. Exhibits

See Exhibit Index in this Report.

(b) Exhibits

See Exhibit Index in this Report.

(c) None

Juniper, Juniper Networks, Junos, Mykonos, and QFabric are registered trademarks of Juniper Networks, Inc. in the United States and other countries.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Juniper Networks, Inc.

February 25, 2014 By: /s/ Robyn M. Denholm

Robyn M. Denholm
Executive Vice President and Chief Financial and Operations Officer
 (Duly Authorized Officer and Principal Financial Officer)

February 25, 2014 By: /s/ Terrance F. Spidell

Terrance F. Spidell
Vice President, Corporate Controller and Chief Accounting Officer
 (Duly Authorized Officer and Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Mitchell L. Gaynor and Robyn M. Denholm, and each of them individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities to sign any and all amendments to this Annual Report on Form 10-K, and to file the same with, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Shaygan Kheradpir Shaygan Kheradpir	Chief Executive Officer and Director (Principal Executive Officer)	February 25, 2014
/s/ Robyn M. Denholm Robyn M. Denholm	Executive Vice President and Chief Financial and Operations Officer (Principal Financial Officer)	February 25, 2014
/s/ Terrance F. Spidell Terrance F. Spidell	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	February 25, 2014
/s/ Scott Kriens Scott Kriens	Chairman of the Board	February 25, 2014
/s/ Pradeep Sindhu Pradeep Sindhu	Vice Chairman of the Board and Chief Technical Officer	February 25, 2014
/s/ Robert M. Calderoni Robert M. Calderoni	Director	February 25, 2014

Signature	Title	Date
<div>/s/ Mary B. Cranston</div> <div>Mary B. Cranston</div>	Director	February 25, 2014
<div>/s/ Mercedes Johnson</div> <div>Mercedes Johnson</div>	Director	February 25, 2014
<div>/s/ Michael Lawrie</div> <div>Michael Lawrie</div>	Director	February 25, 2014
<div>/s/ William F. Meehan</div> <div>William F. Meehan</div>	Director	February 25, 2014
<div>/s/ David Schlotterbeck</div> <div>David Schlotterbeck</div>	Director	February 25, 2014
<div>/s/ William R. Stensrud</div> <div>William R. Stensrud</div>	Director	February 25, 2014
<div>/s/ Kevin R. Johnson</div> <div>Kevin R. Johnson</div>	Director	February 25, 2014

Juniper Networks, Inc.

**Schedule II - Valuation and Qualifying Account
Years Ended December 31, 2013, 2012, and 2011
(In millions)**

Allowance for Doubtful Accounts	Balance at Beginning of Year	Charged to (Reversed from) Costs and Expenses	Write-offs, Net of Recoveries	Balance at End of Year
2013	\$ 9.5	\$ (3.8)	\$ (0.3)	\$ 5.4
2012	\$ 9.5	\$ 0.1	\$ (0.1)	\$ 9.5
2011	\$ 10.1	\$ (0.2)	\$ (0.4)	\$ 9.5

Sales Return Reserve	Balance at Beginning of Year	Additions		Used	Balance at End of Year
		Charged as a Reduction in Revenues	Charged to Other Accounts		
2013	\$ 52.7	\$ 35.0	\$ 61.5	\$ (100.2)	\$ 49.0
2012	\$ 52.0	\$ 40.0	\$ 48.6	\$ (87.9)	\$ 52.7
2011	\$ 52.8	\$ 44.9	\$ 64.6	\$ (110.3)	\$ 52.0

Exhibit Index

Exhibit No.	Exhibit	Incorporated by Reference			
		Filing	Exhibit No.	File No.	File Date
3.1	Restated Certificate of Incorporation of Juniper Networks, Inc.*				
3.2	Amended and Restated Bylaws of Juniper Networks, Inc.	8-K	3.2	001-34501	12/31/2013
4.1	Indenture, dated March 3, 2011, by and between Juniper Networks, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee	8-K	4.1	001-34501	3/4/2011
4.8	First Supplemental Indenture, dated March 3, 2011, by and between Juniper Networks, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee	10-Q	4.8	001-34501	3/4/2011
4.9	Form of Note for Juniper Networks, Inc.'s 3.100% Senior Notes due 2016 (incorporated by reference to Exhibit 4.8 hereto)	10-Q	4.9	001-34501	3/4/2011
4.10	Form of Note for Juniper Networks, Inc.'s 4.600% Senior Notes due 2021 (incorporated by reference to Exhibit 4.8 hereto)	10-Q	4.10	001-34501	3/4/2011
4.11	Form of Note for Juniper Networks, Inc.'s 5.950% Senior Notes due 2041 (incorporated by reference to Exhibit 4.8 hereto)	10-Q	4.11	001-34501	3/4/2011
10.1	Form of Indemnification Agreement entered into by the Registrant with each of its directors, officers and certain employees	10-Q	10.1	000-26339	11/14/2003
10.2	Amended and Restated 1996 Stock Plan++	8-K	10.1	000-26339	11/9/2005
10.3	Form of Stock Option Agreement for the Juniper Networks, Inc. Amended and Restated 1996 Stock Plan++	10-Q	10.16	000-26339	11/2/2004
10.4	Form of Notice of Grant and Restricted Stock Unit Agreement for the Juniper Networks, Inc. Amended and Restated 1996 Stock Plan++	8-K	10.2	000-26339	11/9/2005
10.5	Juniper Networks 2000 Nonstatutory Stock Option Plan++	S-8	10.1	333-92086	7/9/2002
10.6	Form of Option Agreement for the Juniper Networks 2000 Nonstatutory Stock Option Plan++	10-K	10.6	000-26339	3/4/2005
10.7	Juniper Networks, Inc. 2006 Equity Incentive Plan, as amended February 14, 2014*++				
10.8	Form of Stock Option Agreement for the Juniper Networks, Inc. 2006 Equity Incentive Plan++	8-K	10.2	000-26339	5/24/2006
10.9	Form of Non-Employee Director Stock Option Agreement for the Juniper Networks, Inc. 2006 Equity Incentive Plan++	8-K	10.3	000-26339	5/24/2006
10.10	Form of Notice of Grant and Restricted Stock Unit Agreement for the Juniper Networks, Inc. 2006 Equity Incentive Plan++	10-K	10.20	000-26339	2/29/2008
10.11	Form of Notice of Grant and Performance Share Agreement for the Juniper Networks, Inc. 2006 Equity Incentive Plan++	10-K	10.21	000-26339	2/29/2008
10.12	Form of India Stock Option Agreement under the Juniper Networks, Inc. 2006 Equity Incentive Plan++	10-Q	10.2	000-26339	5/9/2008
10.13	Form of India Restricted Stock Unit Agreement under the Juniper Networks, Inc. 2006 Equity Incentive Plan++	10-Q	10.3	000-26339	5/9/2008
10.14	Unisphere Networks, Inc. Second Amended and Restated 1999 Stock Incentive Plan++	S-8	10.1	333-92090	7/9/2002
10.15	NetScreen Technologies, Inc. 1997 Equity Incentive Plan++	S-1+	10.2	333-71048	10/5/2001
10.16	NetScreen Technologies, Inc. 2001 Equity Incentive Plan++	S-1+	10.3	333-71048	12/10/2001
10.17	NetScreen Technologies, Inc. 2002 Stock Option Plan++	S-8	4.7	333-114688	4/21/2004
10.18	Neoteris 2001 Stock Plan++	S-8+	4.1	333-110709	11/24/2003
10.19	Kagoor Networks, Inc. 2003 General Stock Option Plan++	S-8	4.1	333-124572	5/3/2005
10.20	Kagoor Networks, Inc. 2003 Israel Stock Option Plan++	S-8	4.2	333-124572	5/3/2005
10.21	Redline Networks 2000 Stock Plan++	S-8	4.1	333-124610	5/4/2005
10.22	Peribit Networks 2000 Stock Plan++	S-8	99.1	333-126404	7/6/2005
10.23	Amended and Restated Juniper Networks 1999 Employee Stock Purchase Plan++	10-Q	10.2	000-26339	8/9/2007

Exhibit No.	Exhibit	Incorporated by Reference			
		Filing	Exhibit No.	File No.	File Date
10.24	Juniper Networks, Inc. 2008 Employee Stock Purchase Plan, as amended++	8-K	10.2	001-34501	5/24/2012
10.25	Sub-plan to the Juniper Networks, Inc. 2008 Employee Stock Purchase Plan For Employees Located in the European Economic Area	10-K	10.25	000-26339	3/2/2009
10.26	Juniper Networks, Inc. Deferred Compensation Plan++	S-8	4.4	333-151669	6/16/2008
10.27	Form of Executive Officer Change of Control Agreement, as amended++	10-K	10.27	000-26339	3/2/2009
10.28	Form of Executive Officer Severance Agreement, as amended++	10-Q	10.4	000-26339	11/10/2008
10.29	Option Amendment Agreement by and between the Registrant and Kim Perdikou++	8-K	99.2	000-26339	5/2/2007
10.30	Severance Agreement by and between the Registrant and Robyn M. Denholm++	10-K	10.33	000-26339	3/2/2009
10.31	Offer Letter by and between Juniper Networks, Inc. and John Morris++	10-Q	10.1	000-26339	11/10/2008
10.32	Employment Agreement by and between Juniper Networks, Inc. and Kevin Johnson++	10-Q	10.2	000-26339	11/10/2008
10.33	Offer Letter by and between Juniper Networks, Inc. and Michael J. Rose++	10-K	10.38	000-26339	3/2/2009
10.34	Tolling Agreement by and between Juniper Networks, Inc. and Scott Kriens++	10-Q	10.3	000-26339	11/10/2008
10.35	Agreement for ASIC Design and Purchase of Products between IBM Microelectronics and the Registrant dated August 26, 1997	S-1	10.8	333-76681	6/18/1999
10.36	Lease between Mathilda Associates LLC and the Registrant dated June 18, 1999	S-1	10.10	333-76681	6/23/1999
10.37	Lease between Mathilda Associates LLC and the Registrant dated February 1, 2000	10-K	10.9	000-26339	3/27/2001
10.38	Lease between Mathilda Associates II LLC and the Registrant dated August 15, 2000	10-Q	10.15	000-26339	11/2/2004
10.39	First Amendment to Lease between Sunnyvale Office Park, L.P. and the Registrant dated January 24, 2002	10-K	10.47	000-34501	2/26/2010
10.40	First Amendment to Lease between Sunnyvale Office Park, L.P. and the Registrant dated February 28, 2000	10-K	10.48	000-34501	2/26/2010
10.41	First Amendment to Lease between Sunnyvale Office Park, L.P. and the Registrant dated October 14, 2009	10-K	10.49	000-34501	2/26/2010
10.42	Second Amendment to Lease between Sunnyvale Office Park, L.P. and the Registrant dated October 14, 2009	10-K	10.50	000-34501	2/26/2010
10.43	Amendment No. 2 to Lease between Sunnyvale Office Park, L.P. and the Registrant dated October 14, 2009	10-K	10.51	000-34501	2/26/2010
10.44	Ankeena Networks, Inc. 2008 Stock Plan++	S-8	4.3	333-166248	4/23/2010
10.45	Altor Networks, Inc. 2007 Stock Plan and 2009 Israeli Equity Incentive Sub Plan++	S-8	10.1	333-171299	12/21/2010
10.46	Australian Addendum to the Juniper Networks, Inc. 2006 Equity Incentive Plan, as amended++	10-Q	10.2	000-34501	11/5/2010
10.47	Australian Addendum to the Juniper Networks, Inc. 2008 Employee Stock Purchase Plan, as amended++	10-Q	10.3	000-34501	11/5/2010
10.48	Employee Agreement between Juniper Networks, Inc. and Robert Muglia++	10-Q	10.3	001-34501	11/4/2011
10.49	Description of 2012 Annual Incentive Plan++	8-K	Item 5.02	001-34501	2/21/2012
10.50	Form of Severance Agreement for Certain Officers first used in April 2012++	10-Q	10.2	001-34501	5/9/2012

Exhibit No.	Exhibit	Incorporated by Reference			
		Filing	Exhibit No.	File No.	File Date
10.51	Form of Change of Control Agreement for Certain Officers first used in April 2012++	10-Q	10.3	001-34501	5/9/2012
10.52	Juniper Networks, Inc. Performance Bonus Plan++	8-K	10.56	001-34501	5/23/2011
10.53	Employment Agreement by and between Juniper Networks, Inc. and Rami Rahim++	10-Q	10.1	001-34501	11/8/2012
10.54	Consulting Agreement by and between Juniper Networks, Inc. and Stefan Dyckerhoff++	10-Q	10.2	001-34501	11/8/2012
10.55	Service Agreement by and between Juniper Networks, Inc. and Stefan Dyckerhoff++	10-K	10.55	001-34501	2/26/2013
10.56	Amended and Restated Contrail Systems Inc. 2012 Stock Plan dated December 2, 2012++	10-K	10.56	001-34501	2/26/2013
10.57	Employment Offer Letter between Juniper Networks, Inc. and Shaygan Kheradpir++	8-K	10.1	001-34501	11/13/2013
10.58	Amended and Restated Severance Agreement between Juniper Networks, Inc., and Robyn Denholm++	8-K		001-34501	7/25/2013
10.59	WANDL, Inc. 2013 Restricted Stock Unit Plan++	S-8	4.4	333-193906	2/12/2014
10.60	Form of Change of Control Agreement for Certain Officers first used in November 2013++	10-Q	10.2	001-34501	11/8/2013
12.1	Computation of Ratio of Earnings to Fixed Charges*				
21.1	Subsidiaries of the Company*				
23.1	Consent of Independent Registered Public Accounting Firm*				
24.1	Power of Attorney (included on the signature page to the Report)				
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934*				
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934*				
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**				
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**				
101	The following materials from Juniper Networks Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Operations, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows, and (v) Consolidated Statements of Changes in Stockholders' Equity, and (iv) Notes to Consolidated Financial Statements, tagged as blocks of text				
101.INS	XBRL Instance Document				
101.SCH	XBRL Taxonomy Extension Schema Document				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				

* Filed herewith

** Furnished herewith

+ Filed by NetScreen Technologies, Inc.

++ Indicates management contract or compensatory plan, contract or arrangement.

**RESTATED CERTIFICATE OF INCORPORATION
OF
JUNIPER NETWORKS, INC.**

Juniper Networks, Inc. (the “ **Corporation** ”), a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Juniper Networks, Inc.

2. The original Certificate of Incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on September 10, 1997.

3. This Restated Certificate of Incorporation was duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware. This Restated Certificate of Incorporation merely restates and integrates and does not further amend the provisions of the Certificate of Incorporation of the Corporation, as theretofore amended or supplemented. There is no discrepancy between the provisions of this Restated Certificate of Incorporation and the provisions of the Certificate of Incorporation of the Corporation as theretofore amended or supplemented.

4. The text of the Certificate of Incorporation of the Corporation is hereby restated in its entirety as follows:

FIRST : The name of this Corporation is Juniper Networks, Inc.

SECOND : The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH : This Corporation is authorized to issue two classes of shares to be designated, respectively, Common Stock and Preferred Stock. The total number of shares of Common Stock that this corporation is authorized to issue is 1,000,000,000, with a par value of \$0.00001, and the total number of shares of Preferred stock which this corporation is authorized to issue is 10,000,000, with a par value of \$0.00001.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board). The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, to fix the number of shares of any such series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors is authorized, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares then outstanding) the number of shares of any such series subsequent to the issue of shares of that series, to determine the designation of any series, and to fix the number of shares of any series.

FIFTH : The Corporation is to have perpetual existence.

SIXTH: Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

SEVENTH : The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be designated in the Bylaws of the Corporation.

Each director shall be elected to hold office for a one-year term expiring at the next annual meeting of stockholders; provided, however, no terms in effect prior to the effective date of this amendment shall be shortened.

Notwithstanding the foregoing, however, subject to the rights of the holders of any series of Preferred Stock then outstanding, (i) at the 2013 annual meeting of stockholders, the directors whose terms expire at that meeting shall be elected to hold office for a one-year term expiring at the 2014 annual meeting of stockholders, (ii) at the 2014 annual meeting of stockholders, the directors whose terms expire at that meeting shall be elected to hold office for a one-year term expiring at the 2015 annual meeting of stockholders, and (iii) at the 2015 annual meeting of stockholders and each annual meeting of stockholders thereafter, all directors shall be elected to hold office for a one-year term expiring at the next annual meeting of stockholders.

Notwithstanding the foregoing provisions of this Article, each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation, or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal, or other causes shall be filled by either (i) the affirmative vote of the holders of a majority of the voting power of the then-outstanding shares of voting stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock") voting together as a single class; or (ii) by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Newly created directorships resulting from any increase in the number of directors shall, unless the Board of Directors determines by resolution that any such newly created directorship shall be filled by the stockholders, be filled only by the affirmative vote of the directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified.

The affirmative vote of sixty-six and two-thirds percent (66-2/3%) of the voting power of the then outstanding shares of Voting Stock, voting together as a single class, shall be required for the adoption, amendment or repeal of the following sections of the Corporation's Bylaws by the stockholders of the Corporation: 2.2 (Annual Meeting) and 2.3 (Special Meeting).

No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of the stockholders called in accordance with the Bylaws.

Any director, or the entire Board of Directors, may be removed from office at any time (i) with cause by the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the Voting Stock, voting together as a single class; or (ii) without cause by the affirmative vote of the holders of at least sixty-six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the Voting Stock.

EIGHTH : A. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Corporation or any subsidiary of the Corporation shall not be personally liable to the Corporation or its stockholders and shall otherwise be indemnified by the Corporation for monetary damages for breach of fiduciary duty as a director of the Corporation, any predecessor of the Corporation or any subsidiary of the Corporation.

B. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation, any predecessor of the Corporation or any subsidiary of the Corporation or serves or served at any other enterprise as a director or officer at the request of the Corporation, any predecessor to the Corporation or any subsidiary of the Corporation.

C. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

NINTH : Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any rights of designation of Preferred Stock conferred on the Board of Directors pursuant to Article FOURTH, the affirmative vote of the holders of at least sixty six and two-thirds percent (66-2/3%) of the voting power of all of the then-outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal Article SEVENTH or this Article NINTH.

TENTH : The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in Article NINTH of this Certificate, and all rights conferred upon the stockholders herein are granted subject to this right.

ELEVENTH : In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

TWELFTH : Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

THIRTEENTH : Advance written notice of new business and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

FOURTEENTH : Stockholders shall not be entitled to cumulative voting rights for the election of directors.

* * *

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be executed on its behalf by its duly authorized officer on this 24th day of February, 2014.

JUNIPER NETWORKS, INC.

By: /s/ Shaygan Kheradpir
Shaygan Kheradpir
Chief Executive Officer

JUNIPER NETWORKS, INC.

2006 EQUITY INCENTIVE PLAN

As amended February 14, 2014

1. Purposes of the Plan. The purposes of this Equity Incentive Plan are to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentive to Service Providers and Outside Directors and to promote the success of the Company's business.

Awards to Service Providers granted hereunder may be Incentive Stock Options, Nonstatutory Stock Options, Restricted Stock, Restricted Stock Units, Stock Appreciation Rights, Performance Shares, Performance Units, Deferred Stock Units or Dividend Equivalents, at the discretion of the Administrator and as reflected in the terms of the written option agreement. This Equity Incentive Plan also provides for the automatic, non-discretionary award of certain Awards to Outside Directors as further specified herein.

2. Definitions. As used herein, the following definitions shall apply:

(a) “Administrator” shall mean the Board or any of its Committees as shall be administering the Plan, in accordance with Section 4 of the Plan.

(b) “Annual Revenue” shall mean the Company's or a business unit's net sales for the Fiscal Year, determined in accordance with generally accepted accounting principles.

(c) “Applicable Laws” shall mean the legal requirements relating to the administration of equity incentive plans under California corporate and securities laws and the Code.

(d) “Award” shall mean, individually or collectively, a grant under the Plan of Incentive Stock Options, Nonstatutory Stock Options, Restricted Stock, Restricted Stock Units, Stock Appreciation Rights, Performance Shares, Performance Units, Deferred Stock Units or Dividend Equivalents.

(e) “Award Agreement” shall mean the written or electronic agreement setting forth the terms and provisions applicable to each Award granted under the Plan. The Award Agreement is subject to the terms and conditions of the Plan.

(f) “Awarded Stock” shall mean the Common Stock subject to an Award.

(g) “Board” shall mean the Board of Directors of the Company.

(h) “Cash Position” shall mean the Company's level of cash and cash equivalents.

(i) “Code” shall mean the Internal Revenue Code of 1986, as amended.

(j) “Common Stock” shall mean the Common Stock of the Company.

(k) “Committee” shall mean the Committee appointed by the Board of Directors or a sub-committee appointed by the Board's designated committee in accordance with Section 4(a) of the Plan, if one is appointed.

(l) “ Company ” shall mean Juniper Networks, Inc.

(m) “ Consultant ” shall mean any person, including an advisor, engaged by the Company or a Parent or Subsidiary to render services and who is compensated for such services; provided, however, that the term “Consultant” shall not include Outside Directors, unless such Outside Directors are compensated for services to the Company other than through payment of director's fees and Award grants under Section 11 hereof.

(n) “ Continuous Status as a Director ” means that the Director relationship is not interrupted or terminated.

(o) “ Deferred Stock Unit ” means a deferred stock unit Award granted to a Participant pursuant to Section 16.

(p) “ Director ” shall mean a member of the Board.

(q) “ Disability ” means total and permanent disability as defined in Section 22(e)(3) of the Code.

(r) “ Dividend Equivalent ” shall mean a credit, payable in cash, made at the discretion of the Administrator, to the account of a Participant in an amount equal to the cash dividends paid on one Share for each Share represented by an Award held by such Participant. Dividend Equivalents may be subject to the same vesting restrictions as the related Shares subject to an Award, at the discretion of the Administrator.

(s) “ Employee ” shall mean any person, including Officers and Directors, employed by the Company or any Parent or Subsidiary of the Company. An Employee shall not cease to be an Employee in the case of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, its Parent, any Subsidiary, or any successor. For purposes of Incentive Stock Options, no such leave may exceed ninety days, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company is not so guaranteed, then three (3) months following the 91st day of such leave any Incentive Stock Option held by the Participant shall cease to be treated as an Incentive Stock Option and shall be treated for tax purposes as a Nonstatutory Stock Option.

(t) “ Exchange Act ” shall mean the Securities Exchange Act of 1934, as amended.

(u) “ Fair Market Value ” shall mean, as of any date, the value of Common Stock determined as follows:

(i) If the Common Stock is listed on a stock exchange, the fair market value per Share shall be the closing price on such exchange, as reported in the Wall Street Journal on the date of determination or, if the date of determination is not a trading day, the immediately preceding trading day;

(ii) If there is a public market for the Common Stock, the fair market value per Share shall be the mean of the bid and asked prices, or closing price in the event quotations for the Common Stock are reported on the National Market System, of the Common Stock on the date of determination, as reported in the Wall Street Journal (or, if not so reported, as otherwise reported by the National Association of Securities Dealers Automated Quotation (NASDAQ) System); or

(iii) In the absence of an established market for the Common Stock, the Fair Market Value shall be determined in good faith by the Administrator.

(v) “ Fiscal Year ” shall mean a fiscal year of the Company.

(w) “ Full Value Award ” shall mean a grant of Restricted Stock, a Restricted Stock Unit, a Performance Share or a Deferred Stock Unit hereunder.

(x) “ Incentive Stock Option ” shall mean an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code.

(y) “ Nonstatutory Stock Option ” shall mean an Option not intended to qualify as an Incentive Stock Option.

(z) “ Officer ” shall mean a person who is an officer of the Company within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.

(aa) “ Option ” shall mean a stock option granted pursuant to the Plan.

(bb) “ Optioned Stock ” shall mean the Common Stock subject to an Option.

(cc) “ Outside Director ” means a Director who is not an Employee or Consultant.

(dd) “ Parent ” shall mean a “parent corporation”, whether now or hereafter existing, as defined in Section 424(e) of the Code.

(ee) “ Participant ” shall mean an Employee or Consultant who receives an Award.

(ff) “ Performance Goals ” shall mean the goal(s) (or combined goal(s)) determined by the Administrator (in its discretion) to be applicable to a Participant with respect to an Award. As determined by the Administrator, the performance measures for any performance period will be any one or more of the following objective performance criteria, applied to either the Company as a whole or, except with respect to stockholder return metrics, to a region, business unit, affiliate or business segment, and measured either on an absolute basis or relative to a pre-established target, to a previous period's results or to a designated comparison group, and, with respect to financial metrics, which may be determined in accordance with United States Generally Accepted Accounting Principles (“ GAAP ”), in accordance with accounting principles established by the International Accounting Standards Board (“ IASB Principles ”) or which may be adjusted when established to exclude any items otherwise includable under GAAP or under IASB Principles: (i) cash flow (including operating cash flow or free cash flow), (ii) cash position, (iii) revenue (on an absolute basis or adjusted for currency effects), (iv) revenue growth, (v) contribution margin, (vi) gross margin, (vii) operating margin (viii) operating expenses or operating expenses as a percentage of revenue, (ix) earnings (which may include earnings before interest and taxes, earnings before taxes and net earnings), (x) earnings per share, (xi) operating income, (xii) net income, (xiii) stock price, (xiv) return on equity, (xv) total stockholder return, (xvi) growth in stockholder value relative to a specified publicly reported index (such as the S&P 500 Index), (xvii) return on capital, (xviii) return on assets or net assets, (xix) return on investment, (xx) economic value added, (xxi) operating profit or net operating profit, (xxii) operating margin, (xxiii) market share, (xxiv) contract awards or backlog, (xxv) overhead or other expense reduction, (xxvi) credit rating, (xxvii) objective customer indicators, (xxviii) new product invention or innovation, (xxix) attainment of research and development milestones, (xxx) improvements in productivity, (xxxi) attainment of objective operating goals, and (xxxii) objective employee metrics. The Performance Goals may differ from Participant to Participant and from Award to Award. In particular, the Administrator may appropriately adjust any evaluation of performance under a Performance Goal to exclude (a) any extraordinary non-recurring items, (b) the affect of any merger, acquisition, or other business combination or divestiture or (ii) the effect of any changes in accounting principles affecting the Company's or a business units', region's, affiliate's or business segment's reported results.

(gg) “ Performance Share ” shall mean a performance share Award granted to a Participant pursuant to Section 14.

(hh) “ Performance Unit ” means a performance unit Award granted to a Participant pursuant to Section 15.

(ii) “ Plan ” shall mean this 2006 Equity Incentive Plan, as amended.

(jj) “ Plan Minimum Vesting Requirements ” shall mean the minimum vesting requirements for Full Value Awards under Plan Section 4(b) (vi) hereunder.

(kk) “ Restricted Stock ” shall mean a restricted stock Award granted to a Participant pursuant to Section 12.

(ll) “ Restricted Stock Unit ” shall mean a bookkeeping entry representing an amount equal to the Fair Market Value of one Share, granted pursuant to Section 13. Each Restricted Stock Unit represents an unfunded and unsecured obligation of the Company.

(mm) “ Rule 16b-3 ” shall mean Rule 16b-3 of the Exchange Act or any successor to Rule 16b-3, as in effect when discretion is being exercised with respect to the Plan.

(nn) “ Section 16(b) ” shall mean Section 16(b) of the Exchange Act.

(oo) “ Service Provider ” means an Employee or Consultant.

(pp) “ Share ” shall mean a share of the Common Stock, as adjusted in accordance with Section 21 of the Plan.

(qq) “ Stock Appreciation Right ” or “ SAR ” shall mean a stock appreciation right granted pursuant to Section 9 below.

(rr) “ Subsidiary ” shall mean a “subsidiary corporation”, whether now or hereafter existing, as defined in Section 424(f) of the Code.

3. Stock Subject to the Plan. Subject to the provisions of Section 21 of the Plan, the maximum aggregate number of shares which may be optioned and sold under the Plan is 149,500,000 shares of Common Stock plus any Shares subject to any options under the Company's 2000 Nonstatutory Stock Option Plan and 1996 Stock Incentive Plan that are outstanding on the date this Plan becomes effective and that subsequently expire unexercised, up to a maximum of an additional 75,000,000 Shares. All of the shares issuable under the Plan may be authorized, but unissued, or reacquired Common Stock.

Any Shares subject to Options or SARs shall be counted against the numerical limits of this Section 3 as one Share for every Share subject thereto. Any Shares subject to Performance Shares, Restricted Stock or Restricted Stock Units with a per share or unit purchase price lower than 100% of Fair Market Value on the date of grant shall be counted against the numerical limits of this Section 3 as two and one-tenth Shares for every one Share subject thereto. To the extent that a Share that was subject to an Award that counted as two and one-tenth Shares against the Plan reserve pursuant to the preceding sentence is recycled back into the Plan under the next paragraph of this Section 3, the Plan shall be credited with two and one-tenth Shares.

If an Award expires or becomes unexercisable without having been exercised in full, or, with respect to Restricted Stock, Performance Shares or Restricted Stock Units, is forfeited to or repurchased by the Company at its original purchase price due to such Award failing to vest, the unpurchased Shares (or for Awards other than Options and SARs, the forfeited or repurchased shares) which were subject thereto shall become available for future grant or sale under the Plan (unless the Plan has terminated). With respect to SARs, when an SAR is exercised, the shares subject to a SAR grant agreement shall be counted against the numerical limits of Section 3 above, as one share for every share subject thereto, regardless of the number of shares used to settle the SAR upon exercise (i.e., shares withheld to satisfy the exercise price of an SAR shall not remain available for issuance under the Plan). Shares that have actually been issued under the Plan under any Award shall not be returned to the Plan and shall not become available for future distribution under the Plan; provided, however, that if Shares of Restricted Stock, Performance Shares or Restricted Stock Units are repurchased by the Company at their original purchase price or are forfeited to the Company due to such Awards failing to vest, such Shares shall become available for future grant under the Plan. Shares used to pay the exercise price of an Option shall not become available for future grant or sale under the Plan. Shares used to satisfy tax withholding

obligations shall not become available for future grant or sale under the Plan. To the extent an Award under the Plan is paid out in cash rather than stock, such cash payment shall not reduce the number of Shares available for issuance under the Plan. Any payout of Dividend Equivalents or Performance Units, because they are payable only in cash, shall not reduce the number of Shares available for issuance under the Plan. Conversely, any forfeiture of Dividend Equivalents or Performance Units shall not increase the number of Shares available for issuance under the Plan.

4. Administration of the Plan.

(a) Procedure.

(i) Multiple Administrative Bodies. If permitted by Applicable Laws, the Plan may be administered by different bodies with respect to Directors, Officers who are not Directors, and Employees who are neither Directors nor Officers.

(ii) Section 162(m). To the extent that the Administrator determines it to be desirable to qualify Awards granted hereunder as “performance-based compensation” within the meaning of Section 162(m) of the Code, the Plan shall be administered by a Committee consisting solely of two or more “outside directors” within the meaning of Section 162(m) of the Code.

(iii) Administration With Respect to Officers Subject to Section 16(b). With respect to Option grants made to Employees who are also Officers subject to Section 16(b) of the Exchange Act, the Plan shall be administered by (A) the Board, if the Board may administer the Plan in compliance with Rule 16b-3, or (B) a committee designated by the Board to administer the Plan, which committee shall be constituted to comply with Rule 16b-3. Once appointed, such Committee shall continue to serve in its designated capacity until otherwise directed by the Board. From time to time the Board may increase the size of the Committee and appoint additional members, remove members (with or without cause) and substitute new members, fill vacancies (however caused), and remove all members of the Committee and thereafter directly administer the Plan, all to the extent permitted by Rule 16b-3.

(iv) Administration With Respect to Other Persons. With respect to Award grants made to Employees or Consultants who are not Officers of the Company, the Plan shall be administered by (A) the Board, (B) a committee designated by the Board, or (C) a sub-committee designated by the designated committee, which committee or sub-committee shall be constituted to satisfy Applicable Laws. Once appointed, such Committee shall serve in its designated capacity until otherwise directed by the Board. The Board may increase the size of the Committee and appoint additional members, remove members (with or without cause) and substitute new members, fill vacancies (however caused), and remove all members of the Committee and thereafter directly administer the Plan, all to the extent permitted by Applicable Laws.

(v) Administration With Respect to Automatic Grants to Outside Directors. Automatic grants to Outside Directors shall be pursuant to Section 11 hereof and therefore shall not be subject to any discretionary administration.

(b) Powers of the Administrator. Subject to the provisions of the Plan (including the non-discretionary automatic grant to Outside Director provisions of Section 11), and in the case of a Committee, subject to the specific duties delegated by the Board to such Committee, the Administrator shall have the authority, in its discretion:

(i) to determine the Fair Market Value in accordance with Section 2(v) of the Plan;

(ii) to select the Service Providers to whom Awards may be granted hereunder;

(iii) to determine whether and to what extent Awards are granted hereunder;

(iv) to determine the number of shares of Common Stock to be covered by each Award granted hereunder;

(v) to approve forms of agreement for use under the Plan;

(vi) to determine the terms and conditions, not inconsistent with the terms of the Plan, of any Award granted hereunder. Such terms and conditions include, but are not limited to, the exercise price, the time or times when Awards vest or may be exercised (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions (subject to compliance with applicable laws, including Code Section 409A), and any restriction or limitation regarding any Award or the shares of Common Stock relating thereto, based in each case on such factors as the Administrator, in its sole discretion, shall determine; provided, however, that with respect to Full Value Awards vesting solely based on continuing as a Service Provider, they will vest in full no earlier (except if accelerated pursuant to Section 21 hereof or pursuant to change of control severance agreements entered into by and between the Company and any Service Provider) than the three (3) year anniversary of the grant date; provided, further, that if vesting is not solely based on continuing as a Service Provider, they will vest in full no earlier (except if accelerated pursuant to Section 21 hereof or pursuant to change of control severance agreements entered into by and between the Company and any Service Provider) than the one (1) year anniversary of the grant date;

(vii) to construe and interpret the terms of the Plan and Awards granted pursuant to the Plan;

(viii) to prescribe, amend and rescind rules and regulations relating to the Plan;

(ix) to modify or amend each Award (subject to Section 7 and Section 24(c) of the Plan);

(x) to authorize any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously granted by the Administrator;

(xi) to determine the terms and restrictions applicable to Awards;

(xii) to determine whether Awards will be adjusted for Dividend Equivalents and whether such Dividend Equivalents shall be subject to vesting; and

(xiii) to make all other determinations deemed necessary or advisable for administering the Plan.

(c) Effect of Administrator's Decision. All decisions, determinations and interpretations of the Administrator shall be final and binding on all Participants and any other holders of any Awards granted under the Plan.

(d) Exception to Plan Minimum Vesting Requirements.

(i) Full Value Awards that result in issuing up to 5% of the maximum aggregate number of shares of Stock authorized for issuance under the Plan (the “5% Limit”) may be granted to any one or more Service Providers or Outside Directors without respect to the Plan Minimum Vesting Requirements.

(ii) All Full Value Awards that have their vesting discretionarily accelerated, and all Options and SARs that have their vesting discretionarily accelerated 100%, other than, in either case, pursuant to (A) a merger or asset sale transaction described in Section 21(c) hereof (including vesting acceleration in connection with employment termination following such event), (B) a Participant's death, or (C) a Participant's Disability, are subject to the 5% Limit.

(iii) Notwithstanding the foregoing, the Administrator may accelerate the vesting of Full Value Awards such that the Plan Minimum Vesting Requirements are still satisfied, without such vesting acceleration counting toward the 5% Limit.

(iv) The 5% Limit applies in the aggregate to Full Value Award grants that do not satisfy Plan minimum vesting requirements and to the discretionary vesting acceleration of Awards.

5. Eligibility. Awards may be granted only to Service Providers. Incentive Stock Options may be granted only to Employees. A Service Provider who has been granted an Award may, if he or she is otherwise eligible, be granted an additional Award or Awards. Outside Directors may only be granted Awards as specified in Section 11 hereof.

6. Code Section 162(m) Provisions.

(a) Option and SAR Annual Share Limit. Subject to Section 7 below, no Participant shall be granted, in any Fiscal Year, Options and Stock Appreciation Rights to purchase more than 2,000,000 Shares; provided, however, that such limit shall be 4,000,000 Shares in the Participant's first Fiscal Year of Company service.

(b) Restricted Stock, Performance Share and Restricted Stock Unit Annual Limit. No Participant shall be granted, in any Fiscal Year, more than 1,000,000 Shares in the aggregate of the following: (i) Restricted Stock, (ii) Performance Shares, or (iii) Restricted Stock Units; provided, however, that such limit shall be 2,000,000 Shares in the Participant's first Fiscal Year of Company service.

(c) Performance Units Annual Limit. No Participant shall receive Performance Units, in any Fiscal Year, having an initial value greater than \$2,000,000, provided, however, that such limit shall be \$4,000,000 in the Participant's first Fiscal Year of Company service.

(d) Section 162(m) Performance Restrictions. For purposes of qualifying grants of Restricted Stock, Performance Shares, Performance Units or Restricted Stock Units as "performance-based compensation" under Section 162(m) of the Code, the Administrator, in its discretion, may set restrictions based upon the achievement of Performance Goals. The Performance Goals shall be set by the Administrator on or before the latest date permissible to enable the Restricted Stock, Performance Shares, Performance Units or Restricted Stock Units to qualify as "performance-based compensation" under Section 162(m) of the Code. In granting Restricted Stock, Performance Shares, Performance Units or Restricted Stock Units which are intended to qualify under Section 162(m) of the Code, the Administrator shall follow any procedures determined by it from time to time to be necessary or appropriate to ensure qualification of the Award under Section 162(m) of the Code (e.g., in determining the Performance Goals).

(e) Changes in Capitalization. The numerical limitations in Sections 6(a) and (b) shall be adjusted proportionately in connection with any change in the Company's capitalization as described in Section 16(a).

7. No Repricing. The exercise price for an Option or SAR may not be reduced without the consent of the Company's stockholders. This shall include, without limitation, a repricing of the Option or SAR as well as an Option or SAR exchange program whereby the Participant agrees to cancel an existing Option in exchange for an Option, SAR or other Award. If an Option or SAR is cancelled in the same Fiscal Year in which it was granted (other than in connection with a transaction described in Section 14), the cancelled Option or SAR as well as any replacement Option or SAR will be counted against the limits set forth in section 6(a) above. Moreover, if the exercise price of an Option or SAR is reduced, the transaction will be treated as a cancellation of the Option or SAR and the grant of a new Option or SAR.

8. Stock Options.

(a) Type of Option. Each Option shall be designated in the Award Agreement as either an Incentive Stock Option or a Nonstatutory Stock Option. However, notwithstanding such designations, to the extent that the aggregate Fair Market Value of Shares subject to a Participant's incentive stock options granted by the Company, any Parent or Subsidiary, that become exercisable for the first time during any calendar year (under all plans of the Company or any Parent or Subsidiary) exceeds \$100,000, such excess Options shall be treated as Nonstatutory Stock Options. For purposes of this Section 8(a), incentive stock options shall be taken into account in the order in which they were granted, and the Fair Market Value of the Shares shall be determined as of the time of grant.

(b) Term of Option. The term of each Option shall be stated in the Notice of Grant; provided, however, that the term shall be seven (7) years from the date of grant or such shorter term as may be provided in the Notice of Grant. Moreover, in the case of an Incentive Stock Option granted to a Participant who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the Incentive Stock Option shall be five (5) years from the date of grant or such shorter term as may be provided in the Notice of Grant.

(c) Exercise Price and Consideration.

(i) The per Share exercise price for the Shares to be issued pursuant to exercise of an Option shall be such price as is determined by the Administrator, but shall be subject to the following:

(A) In the case of an Incentive Stock Option

(1) granted to an Employee who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the per Share exercise price shall be no less than 110% of the Fair Market Value per Share on the date of grant.

(2) granted to any Employee, the per Share exercise price shall be no less than 100% of the Fair Market Value per Share on the date of grant.

(B) In the case of a Nonstatutory Stock Option, the per Share exercise price shall be no less than 100% of the Fair Market Value per Share on the date of grant.

(ii) The consideration to be paid for the Shares to be issued upon exercise of an Option, including the method of payment, shall be determined by the Administrator and may consist entirely of cash; check; delivery of a properly executed exercise notice together with such other documentation as the Committee and the broker, if applicable, shall require to effect an exercise of the option and delivery to the Company of the sale proceeds required; or any combination of such methods of payment, or such other consideration and method of payment for the issuance of Shares to the extent permitted under Applicable Law. Consideration to be paid for the Shares purchased by the exercise of an automatic stock option grant to an Outside Director will be limited to those methods set forth in Section 11.

9. Stock Appreciation Rights.

(a) Grant of SARs. Subject to the terms and conditions of the Plan, SARs may be granted to Participants at any time and from time to time as shall be determined by the Administrator, in its sole discretion. Subject to Section 6(a) hereof, the Administrator shall have complete discretion to determine the number of SARs granted to any Participant.

(b) Exercise Price and other Terms. The per share exercise price for the Shares to be issued pursuant to exercise of an SAR shall be determined by the Administrator and shall be no less than 100% of the Fair Market Value per share on the date of grant. Otherwise, subject to Section 6(a) of the Plan, the Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of SARs granted under the Plan; provided, however, that no SAR may have a term of more than seven (7) years from the date of grant.

(c) Payment of SAR Amount. Upon exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount determined by multiplying:

(i) The difference between the Fair Market Value of a Share on the date of exercise over the exercise price; times

(ii) The number of Shares with respect to which the SAR is exercised.

(d) Payment upon Exercise of SAR. At the discretion of the Administrator, but only as specified in the Award Agreement, payment for a SAR may be in cash, Shares or a combination thereof. If the Award Agreement is silent as to the form of payment, payment of the SAR may only be in Shares.

(e) SAR Agreement. Each SAR grant shall be evidenced by an Award Agreement that shall specify the exercise price, the term of the SAR, the conditions of exercise, whether it may be settled in cash, Shares or a combination thereof, and such other terms and conditions as the Administrator, in its sole discretion, shall determine.

(f) Expiration of SARs. A SAR granted under the Plan shall expire upon the date determined by the Administrator, in its sole discretion, and set forth in the Award Agreement.

10. Exercise of Option or SAR.

(a) Procedure for Exercise; Rights as a Shareholder. Any Option or SAR granted hereunder shall be exercisable at such times and under such conditions as determined by the Administrator, including performance criteria with respect to the Company and/or the Participant, and as shall be permissible under the terms of the Plan.

An Option or SAR may not be exercised for a fraction of a Share.

An Option or SAR shall be deemed to be exercised when written notice of such exercise has been given to the Company in accordance with the terms of the Option or SAR by the person entitled to exercise the Option or SAR and, with respect to Options only, full payment for the Shares with respect to which the Option is exercised has been received by the Company. With respect to Options only, full payment may, as authorized by the Administrator, consist of any consideration and method of payment allowable under Section 8(d) of the Plan. Until the issuance (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company) of the stock certificate evidencing such Shares, no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to the Optioned Stock, notwithstanding the exercise of the Option. No adjustment will be made for a dividend or other right for which the record date is prior to the date the stock certificate is issued, except as provided in Section 21 of the Plan.

(b) Termination of Status as a Service Provider. If an Employee or Consultant ceases to serve as a Service Provider, he or she may, but only within 90 days (or such other period of time as is determined by the Administrator and as set forth in the Option or SAR Agreement) after the date he or she ceases to be a Service Provider, exercise his or her Option or SAR to the extent that he or she was entitled to exercise it at the date of such termination. To the extent that he or she was not entitled to exercise the Option or SAR at the date of such termination, or if he or she does not exercise such Option or SAR (which he or she was entitled to exercise) within the time specified herein, the Option or SAR shall terminate.

(c) Disability. If a Participant ceases to be a Service Provider as a result of the Participant's Disability, the Participant may exercise his or her Option or SAR within such period of time as is specified in the Award Agreement to the extent the Option or SAR is vested on the date of termination (but in no event later than the expiration of the term of such Option or SAR as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, the Option or SAR shall remain exercisable for twelve (12) months following the Participant's termination. If, on the date of termination, the Participant is not vested as to his or her entire Option or SAR, the Shares covered by the unvested portion of the Option or SAR shall revert to the Plan. If, after termination, the Participant does not exercise his or her Option or SAR within the time specified herein, the Option shall terminate, and the Shares covered by such Option or SAR shall revert to the Plan.

(d) Death of Participant. If a Participant dies while a Service Provider, the Option or SAR may be exercised following the Participant's death within such period of time as is specified in the Award Agreement (but in no event may the option be exercised later than the expiration of the term set forth in the Award Agreement), by the Participant's designated beneficiary, provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator. If no such beneficiary has been designated by the Participant, then such Option or SAR may be exercised by the personal representative of the Participant's estate or by the person(s) to whom the Option or SAR is transferred pursuant to the Participant's will or in accordance with the laws of descent and distribution. In the absence of a specified time in the Award Agreement, the Option or SAR shall remain exercisable for twelve (12) months following Participant's death. If the Option or SAR is not so exercised within the time specified herein, the Option or SAR shall terminate, and the Shares covered by such Option or SAR shall revert to the Plan.

11. Automatic Grants to Outside Directors.

(a) Procedure for Grants. All grants of Awards to Outside Directors under this Plan shall be automatic and non-discretionary and shall be made strictly in accordance with the provisions in this Section 11:

(i) No person shall have any discretion to select which Outside Directors shall be granted Awards or to determine the number of Shares to be covered by Awards granted to Outside Directors.

(ii) At each of the Company's annual stockholder meetings (A) each Outside Director who was an Outside Director on the date of the prior year's annual stockholder meeting shall be automatically granted Restricted Stock Units for a number of Shares equal to the Annual Value (rounded down to the nearest whole share), and (B) each Outside Director who was not an Outside Director on the date of the prior year's annual stockholder meeting shall receive a Restricted Stock Unit for a number of Shares equal to the lesser of (x) the Annual Value or (y) a number determined by multiplying the Annual Value by a fraction, the numerator of which is either (I) in the case of an individual that first became an Outside Director after the date of such annual stockholder meeting, the number of days the individual has served as a Director or (II) in the case of a Director who has transitioned from an employee director to an Outside Director, the number of days served as a Director since the date the Director ceased to be an employee, and the denominator of which is 365, rounded down to the nearest whole Share. Each award specified in A and B are generically referred to as an “Annual Award”. The “Annual Value” means the number equal to \$225,000 divided by the average daily closing price over the six month period ending on the last day of the fiscal year preceding the date of grant.

(iii) Notwithstanding the provisions of subsection (ii) hereof, in the event that an automatic grant hereunder would cause the number of Shares subject to outstanding Awards plus the number of Shares previously purchased upon exercise of Options or issued upon vesting of Restricted Stock Units or other full-value Awards to exceed the number of Shares available for issuance under the Plan, then each such automatic grant shall be for that number of Shares determined by dividing the total number of Shares remaining available for grant by the number of Outside Directors on the automatic grant date. Any further grants shall then be deferred until such time, if any, as additional Shares become available for grant under the Plan.

(iv) Each Annual Award shall become 100% vested on the one year anniversary of the grant date, subject to the Participant maintaining Continuous Status as a Director through the vesting date.

(b) Prior Automatic Stock Option Grants. Any Stock Options previously granted under this Section 11 shall continue to be governed by the terms of the Plan as in effect when such Stock Options were granted and the terms of the applicable Stock Option agreements, provided, however, that the section entitled “Consideration for Exercising Outside Director Stock Options” applicable to Stock Options previously granted under this Section 11 shall be amended and restated in its entirety as follows:

Consideration for Exercising Outside Director Stock Options. The consideration to be paid for the Shares to be issued upon exercise of an automatic Outside Director Option shall consist entirely of cash, check, delivery of other Shares with an aggregate Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which such Option will be exercised, withholding by the Company of Shares with an aggregate Fair Market Value on the date of exercise equal to the exercise price otherwise due upon the exercise of the Option, or to the extent permitted by Applicable Laws, delivery of a properly executed exercise notice together with such other documentation as the Administrator and the broker, if applicable, shall require to effect an exercise of the Option and delivery to the Company of the sale proceeds required to pay the exercise price, or any combination of such methods of payment.

(c) Reservation of Rights. The Board reserves the right to amend this Section 11 to again provide for the automatic grant of Stock Options or other Awards to Outside Directors.

12. Restricted Stock.

(a) Grant of Restricted Stock. Subject to the terms and conditions of the Plan, Restricted Stock may be granted to Participants at any time as shall be determined by the Administrator, in its sole discretion. Subject to Section 6(b) hereof as well as the Plan Minimum Vesting Requirements set forth in Sections 4(b)(vi) and 4(d) hereof, the Administrator shall have complete discretion to determine (i) the number of Shares subject to a Restricted Stock award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on continued provision of services but may include a performance-based component, upon which is conditioned the grant, vesting or issuance of Restricted Stock.

(b) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Restricted Stock granted under the Plan; provided that Restricted Stock may only be issued in the form of Shares. Restricted Stock grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the stock or the restricted stock unit is awarded. The Administrator may require the recipient to sign a Restricted Stock Award agreement as a condition of the award. Any certificates representing the Shares of stock awarded shall bear such legends as shall be determined by the Administrator.

(c) Restricted Stock Award Agreement. Each Restricted Stock grant shall be evidenced by an agreement that shall specify the purchase price (if any) and such other terms and conditions as the Administrator, in its sole discretion, shall determine; provided; however, that if the Restricted Stock grant has a purchase price, such purchase price must be paid no more than seven (7) years following the date of grant.

13. Restricted Stock Units.

(a) Grant. Restricted Stock Units may be granted at any time and from time to time as determined by the Administrator. After the Administrator determines that it will grant Restricted Stock Units under the Plan, it shall advise the Participant in writing or electronically of the terms, conditions, and restrictions related to the grant, including the number of Restricted Stock Units and the form of payout, which, subject to Section 6(b) hereof, may be left to the discretion of the Administrator.

(b) Vesting Criteria and Other Terms. Subject to the Plan Minimum Vesting Requirements set forth in Sections 4(b)(vi) and 4(d) hereof, the Administrator shall set vesting criteria in its discretion, which, depending on the extent to which the criteria are met, will determine the number of Restricted Stock Units that will be paid out to the Participant. The Administrator may set vesting criteria based upon the achievement of Company-wide, business unit, or individual goals (including, but not limited to, continued employment), or any other basis determined by the Administrator in its discretion.

(c) Earning Restricted Stock Units. Upon meeting the applicable vesting criteria, the Participant shall be entitled to receive a payout as specified in the Restricted Stock Unit Award Agreement. Notwithstanding the foregoing, at any time after the grant of Restricted Stock Units, the Administrator, in its sole discretion, may reduce or waive any vesting criteria that must be met to receive a payout.

(d) Form and Timing of Payment. Payment of earned Restricted Stock Units shall be made as soon as practicable after the date(s) set forth in the Restricted Stock Unit Award Agreement. The Administrator, in its sole discretion, but only as specified in the Award Agreement, may pay earned Restricted Stock Units in cash, Shares, or a combination thereof. If the Award Agreement is silent as to the form of payment, payment of the Restricted Stock Units may only be in Shares.

(e) Cancellation. On the date set forth in the Restricted Stock Unit Award Agreement, all unearned Restricted Stock Units shall be forfeited to the Company.

14. Performance Shares.

(a) Grant of Performance Shares. Subject to the terms and conditions of the Plan, Performance Shares may be granted to Participants at any time as shall be determined by the Administrator, in its sole discretion. Subject to Section 6(b) hereof as well as the Plan Minimum Vesting Requirements set forth in Sections 4(b)(vi) and 4(d) hereof, the Administrator shall have complete discretion to determine (i) the number of Shares subject to a Performance Share award granted to any Participant, and (ii) the conditions that must be satisfied, which typically will be based principally or solely on achievement of performance milestones but may include a service-based component, upon which is conditioned the grant or vesting of Performance Shares. Performance Shares shall be granted in the form of units to acquire Shares. Each such unit shall be the equivalent of one Share for purposes of determining the number of Shares subject to an Award. Until the Shares are issued, no right to vote or receive dividends or any other rights as a stockholder shall exist with respect to the units to acquire Shares.

(b) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Performance Shares granted under the Plan. Performance Share grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the stock is awarded, which may include such performance-based milestones as are determined appropriate by the Administrator. The Administrator may require the recipient to sign a Performance Shares Award Agreement as a condition of the award. Any certificates representing the Shares of stock awarded shall bear such legends as shall be determined by the Administrator.

(c) Performance Share Award Agreement. Each Performance Share grant shall be evidenced by an Award Agreement that shall specify such other terms and conditions as the Administrator, in its sole discretion, shall determine.

15. Performance Units.

(a) Grant of Performance Units. Performance Units are similar to Performance Shares, except that they shall be settled in a cash equivalent to the Fair Market Value of the underlying Shares, determined as of the vesting date. Subject to the terms and conditions of the Plan, Performance Units may be granted to Participants at any time and from time to time as shall be determined by the Administrator, in its sole discretion. The Administrator shall have complete discretion to determine the conditions that

must be satisfied, which typically will be based principally or solely on achievement of performance milestones but may include a service-based component, upon which is conditioned the grant or vesting of Performance Units. Performance Units shall be granted in the form of units to acquire Shares. Each such unit shall be the cash equivalent of one Share of Common Stock. No right to vote or receive dividends or any other rights as a stockholder shall exist with respect to Performance Units or the cash payable thereunder.

(b) Number of Performance Units. Subject to Section 6(c) hereof, the Administrator will have complete discretion in determining the number of Performance Units granted to any Participant.

(c) Other Terms. The Administrator, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of Performance Units granted under the Plan. Performance Unit grants shall be subject to the terms, conditions, and restrictions determined by the Administrator at the time the grant is awarded, which may include such performance-based milestones as are determined appropriate by the Administrator. The Administrator may require the recipient to sign a Performance Unit agreement as a condition of the award. Any certificates representing the units awarded shall bear such legends as shall be determined by the Administrator.

(d) Performance Unit Award Agreement. Each Performance Unit grant shall be evidenced by an agreement that shall specify such terms and conditions as the Administrator, in its sole discretion, shall determine.

16. Deferred Stock Units.

(a) Description. Deferred Stock Units shall consist of a Restricted Stock, Restricted Stock Unit, Performance Share or Performance Unit Award that the Administrator, in its sole discretion permits to be paid out in installments or on a deferred basis, in accordance with rules and procedures established by the Administrator, subject to the Plan Minimum Vesting Requirements set forth in Sections 4(b)(vi) and 4(d) hereof. Deferred Stock Units shall remain subject to the claims of the Company's general creditors until distributed to the Participant.

(b) 162(m) Limits. Deferred Stock Units shall be subject to the annual 162(m) limits applicable to the underlying Restricted Stock, Restricted Stock Unit, Performance Share or Performance Unit Award as set forth in Section 6 hereof.

17. Leaves of Absence. If as a condition to be granted an unpaid leave of absence by the Company, a Participant agrees that vesting shall be suspended during all or a portion of such leave of absence, (except as otherwise required by Applicable Laws) vesting of Awards granted hereunder shall cease during such agreed upon portion of the unpaid leave of absence and shall only recommence upon return to active service.

18. Part-Time Service. Unless otherwise required by Applicable Laws, if as a condition to being permitted to work on a less than full-time basis, the Participant agrees that any service-based vesting of Awards granted hereunder shall be extended on a proportionate basis in connection with such transition to a less than a full-time basis, vesting shall be adjusted in accordance with such agreement. Such vesting shall be proportionately re-adjusted prospectively in the event that the Employee subsequently becomes regularly scheduled to work additional hours of service.

19. Non-Transferability of Awards. Except as determined otherwise by the Administrator in its sole discretion (but never a transfer in exchange for value), Awards may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the Participant, only by the Participant, without the prior written consent of the Administrator.

20. Stock Withholding to Satisfy Withholding Tax Obligations. When a Participant incurs tax liability in connection with the exercise, vesting or payout, as applicable, of an Award, which tax liability is subject to tax withholding under applicable tax laws, and the Participant is obligated to pay the Company an amount required to be withheld under applicable tax laws, the Participant may satisfy the withholding tax obligation by electing to have the Company withhold from the Shares to be issued upon exercise of the Option or SAR or the Shares to be issued upon payout or vesting of the other Award, if any, that number of Shares having a Fair Market Value equal to the amount required to be withheld. The Fair Market Value of the Shares to be withheld shall be determined on the date that the amount of tax to be withheld is to be determined (the “Tax Date”).

All elections by a Participant to have Shares withheld for this purpose shall be made in writing in a form acceptable to the Administrator and shall be subject to the following restrictions:

- (a) the election must be made on or prior to the applicable Tax Date; and
- (b) all elections shall be subject to the consent or disapproval of the Administrator.

In the event the election to have Shares subject to an Award withheld is made by a Participant and the Tax Date is deferred under Section 83 of the Code because no election is filed under Section 83(b) of the Code, the Participant shall receive the full number of Shares with respect to which the Option or SAR is exercised or other Award is vested but such Participant shall be unconditionally obligated to tender back to the Company the proper number of Shares on the Tax Date.

21. Adjustments Upon Changes in Capitalization, Dissolution, Merger or Asset Sale.

(a) Changes in Capitalization. Subject to any required action by the shareholders of the Company, the number of shares of Common Stock covered by each outstanding Award, and the number of shares of Common Stock which have been authorized for issuance under the Plan but as to which no Awards have yet been granted or which have been returned to the Plan upon cancellation or expiration of an Award, as well as the price per share of Common Stock covered by each such outstanding Award, the annual share limitations under Sections 6(a) and (b) hereof, and the number of Shares subject to Annual Award grants to Outside Directors under Section 11 hereof shall be proportionately adjusted for any increase or decrease in the number of issued shares of Common Stock resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Common Stock, or any other increase or decrease in the number of issued shares of Common Stock effected without receipt of consideration by the Company; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been “effected without receipt of consideration.” Such adjustment shall be made by the Board, whose determination in that respect shall be final, binding and conclusive. Except as expressly provided herein, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Common Stock subject to an Award.

(b) Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Administrator shall notify each Participant as soon as practicable prior to the effective date of such proposed transaction. The Administrator in its discretion (but not with respect to Options granted to Outside Directors) may provide for a Participant to have the right to exercise his or her Option or SAR until ten (10) days prior to such transaction as to all of the Awarded Stock covered thereby, including Shares as to which the Award would not otherwise be exercisable. In addition, the Administrator may provide that any Company repurchase option or forfeiture rights applicable to any Award shall lapse 100%, and that any Award vesting shall accelerate 100%, provided the proposed dissolution or liquidation takes place at the time and in the manner contemplated. To the extent it has not been previously exercised (with respect to Options and SARs) or vested (with respect to other Awards), an Award will terminate immediately prior to the consummation of such proposed action.

(c) Merger or Asset Sale.

(i) Stock Options and SARs. In the event of a merger of the Company with or into another corporation, or the sale of substantially all of the assets of the Company, each outstanding Option and SAR shall be assumed or an equivalent option or SAR substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Option or SAR, the Participant shall fully vest in and have the right to exercise the Option or SAR as to all of the Awarded Stock, including Shares as to which it would not otherwise be vested or exercisable. If an Option or SAR becomes fully vested and exercisable in lieu of assumption or substitution in the event of a merger or asset sale, the Administrator shall notify the Participant in writing or electronically that the Option or SAR shall be fully vested and exercisable for a period of thirty (30) days from the date of such notice, and the Option or SAR shall terminate upon the expiration of such period. With respect to Options granted to Outside Directors, in the event that the Outside Director is required to terminate his or her position as an Outside Director at the request of the acquiring entity within 12 months following such merger or asset sale, each outstanding Option held by such Outside Director shall become fully vested and exercisable, including as to Shares as to which it would not otherwise be exercisable, unless the Board, in its discretion, determines otherwise.

(ii) Restricted Stock, Restricted Stock Units, Performance Shares, Performance Units, Deferred Stock Units and Dividend Equivalents. In the event of a merger of the Company with or into another corporation, or the sale of substantially all of the assets of the Company, each outstanding Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit, Dividend Equivalent and Deferred Stock Unit award (and any related Dividend Equivalent) shall be assumed or an equivalent Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit, Dividend Equivalent and Deferred Stock Unit award (and any related Dividend Equivalent) substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit, Dividend Equivalent and Deferred Stock Unit award (and any related Dividend Equivalent), the Participant shall fully vest in the Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit, Dividend Equivalent and Deferred Stock Unit award (and any related Dividend Equivalent), including as to Shares (or with respect to Dividend Equivalents and Performance Units, the cash equivalent thereof) which would not otherwise be vested. For the purposes of this paragraph, a Restricted Stock, Restricted Stock Unit, Performance Share, Performance Unit, Dividend Equivalent and Deferred Stock Unit award (and any related Dividend Equivalent) shall be considered assumed if, following the merger or asset sale, the award confers the right to purchase or receive, for each Share (or with respect to Dividend Equivalents and Performance Units, the cash equivalent thereof) subject to the Award immediately prior to the merger or asset sale, the consideration (whether stock, cash, or other securities or property) received in the merger or asset sale by holders of the Company's common stock for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Shares); provided, however, that if such consideration received in the merger or asset sale is not solely common stock of the successor corporation or its Parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received, for each Share and each unit/right to acquire a Share subject to the Award (other than Dividend Equivalents and Performance Units) to be solely common stock of the successor corporation or its Parent equal in fair market value to the per share consideration received by holders of the Company's common stock in the merger or asset sale.

22. Time of Granting Awards. The date of grant of an Award shall, for all purposes, be the date on which the Administrator makes the determination granting such Award. Notice of the determination shall be given to each Employee or Consultant to whom an Award is so granted within a reasonable time after the date of such grant.

23. Term of Plan. The Plan shall continue in effect until March 1, 2016 .

24. Amendment and Termination of the Plan.

(a) Amendment and Termination. The Board may at any time amend, alter, suspend or terminate the Plan.

(b) Shareholder Approval. The Company shall obtain shareholder approval of any Plan amendment to the extent necessary and desirable to comply with Rule 16b-3 or with Section 422 of the Code (or any successor rule or statute or other applicable law, rule or regulation, including the requirements of any exchange or quotation system on which the Common Stock is listed or quoted). Such shareholder approval, if required, shall be obtained in such a manner and to such a degree as is required by the applicable law, rule or regulation.

(c) Effect of Amendment or Termination. No amendment, alteration, suspension or termination of the Plan shall impair the rights of any Participant, unless mutually agreed otherwise between the Participant and the Administrator, which agreement must be in writing and signed by the Participant and the Company.

25. Conditions Upon Issuance of Shares. Shares shall not be issued pursuant to the exercise of an Option unless the exercise of such Option and the issuance and delivery of such Shares pursuant thereto shall comply with all relevant provisions of law, including, without limitation, the Securities Act, the Exchange Act, the rules and regulations promulgated thereunder, state securities laws, and the requirements of any stock exchange upon which the Shares may then be listed, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

As a condition to the exercise or payout, as applicable, of an Award, the Company may require the person exercising such Option or SAR, or in the case of another Award (other than a Dividend Equivalent or Performance Unit), the person receiving the Shares upon vesting, to render to the Company a written statement containing such representations and warranties as, in the opinion of counsel for the Company, may be required to ensure compliance with any of the aforementioned relevant provisions of law, including a representation that the Shares are being purchased only for investment and without any present intention to sell or distribute such Shares, if, in the opinion of counsel for the Company, such a representation is required.

26. Reservation of Shares. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as shall be sufficient to satisfy the requirements of the Plan. Inability of the Company to obtain authority from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder, shall relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority shall not have been obtained.

Juniper Networks, Inc.
Statements of Computation of Ratio of Earnings to Fixed Charges
(In millions, except ratios)

	Years Ended December 31,				
	2013 ^(*)	2012 ^(*)	2011 ^(*)	2010 ^(*)	2009 ^(*)
Earnings for computation of ratio:					
Pre-tax income from continuing operations before adjustment for noncontrolling interests in consolidated subsidiaries or income from equity investees	\$ 518.4	\$ 266.0	\$ 572.0	\$ 769.5	\$ 317.6
Fixed charges	76.1	72.0	69.2	16.8	17.0
Amortization of capitalized interest	0.4	—	—	—	—
Less:					
Interest capitalized	(1.9)	(7.1)	(1.2)	—	—
Noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges	—	—	—	(1.3)	—
Total earnings	<u>\$ 593.0</u>	<u>\$ 330.9</u>	<u>\$ 640.0</u>	<u>\$ 785.0</u>	<u>\$ 334.6</u>
Fixed charges:					
Interest expense	\$ 58.1	\$ 52.2	\$ 48.9	\$ —	\$ —
Amortized premiums, discounts, and capitalized expenses relating to indebtedness	0.3	0.8	0.6	—	—
Interest capitalized	1.9				
Estimate of interest within rental expense	15.8	19.0	19.7	16.8	17.0
Total fixed charges	<u>\$ 76.1</u>	<u>\$ 72.0</u>	<u>\$ 69.2</u>	<u>\$ 16.8</u>	<u>\$ 17.0</u>
Ratio of earnings to fixed charges	7.8	4.6	9.2	46.8	19.7

^(*) For these ratios, "earnings" represents income before taxes before adjustment for noncontrolling interests in equity investments and fixed charges, adjusted for interest capitalized and noncontrolling interest in pre-tax income of subsidiaries that have not incurred fixed charges.

SUBSIDIARIES OF THE COMPANY AS OF DECEMBER 31, 2013*

<u>NAME</u>	<u>JURISDICTION OF INCORPORATION</u>
Juniper Networks International C.V.	The Netherlands
Juniper Networks International B.V.	The Netherlands
Juniper Networks (US), Inc.	California, USA

* All other subsidiaries would not in the aggregate constitute a “significant subsidiary” as defined in Regulation S-X.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements (Form S-8 Nos. 333-183165, 333-180634, 333-151669, 333-176171, 333-171299, 333-168734, 333-166248, 333-151669, 333-141211, 333-132260, 333-126404, 333-124610, 333-124572, 333-118340, 333-114688, 333-92086, 333-92088, 333-92090, 333-85387, 333-32412, 333-44148, 333-52258, 333-57860, 333-57862, 333-186884, 333-193906, 333-57864, and 333-75770 and Form S-3 No. 333-190491) of Juniper Networks, Inc. of our reports dated February 25, 2014 , with respect to the consolidated financial statements and schedule of Juniper Networks, Inc., and the effectiveness of internal control over financial reporting of Juniper Networks, Inc., included in this Annual Report on Form 10-K of Juniper Networks, Inc., for the year ended December 31, 2013.

/ s / Ernst & Young LLP

San Jose, California
February 25, 2014

**Certification of Chief Executive Officer
Pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002**

I, Shaygan Kheradpir, certify that:

1. I have reviewed this Annual Report on Form 10-K of Juniper Networks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2014

/s/ Shaygan Kheradpir
Shaygan Kheradpir
Chief Executive Officer

Certification of Chief Financial Officer
Pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a),
As Adopted Pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Robyn M. Denholm, certify that:

1. I have reviewed this Annual Report on Form 10-K of Juniper Networks, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 25, 2014

/s/ Robyn M. Denholm

Robyn M. Denholm

Executive Vice President, Chief Financial and Operations Officer

**Certification of Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350 As Adopted
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Shaygan Kheradpir, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Juniper Networks, Inc. on Form 10-K for the fiscal year ended December 31, 2013 , fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Juniper Networks, Inc.

/s/ Shaygan Kheradpir

Shaygan Kheradpir

Chief Executive Officer

February 25, 2014

**Certification of Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350 As Adopted
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Robyn M. Denholm, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Juniper Networks, Inc. on Form 10-K for the fiscal year ended December 31, 2013 , fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and results of operations of Juniper Networks, Inc.

/s/ Robyn M. Denholm

Robyn M. Denholm

Executive Vice President, Chief Financial and Operations Officer

February 25, 2014