JUNIPER NETWORKS INC
Form 10-Q
November 03, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark one)

þ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended September 30, 2005

OR

o **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 0-26339
JUNIPER NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware	77-0422528
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
1194 North Mathilda Avenue Sunnyvale, California 94089	(408) 745-2000
(Address of principal executive offices, including zip code)	(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes þ No o

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

There were approximately 564,736,443 shares of the Company s Common Stock, par value $0.00001, outstanding as of October 28, 2005.

Table of Contents

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Juniper Networks, Inc.
Condensed Consolidated Balance Sheets
(in thousands)

	September 30, 2005 (unaudited)	December 31, 2004 (A)
ASSETS		
Current assets:		
Cash and cash equivalents (B)	$ 888,404	$ 713,182
Short-term investments (B)	497,716	404,659
Accounts receivable, net	240,888	187,306
Prepaid expenses and other current assets	114,435	108,586
Total current assets	1,741,443	1,413,733
Property and equipment, net	296,234	275,612
Long-term investments (B)	598,969	595,234
Restricted cash	38,326	31,226
Goodwill	4,826,579	4,427,930
Purchased intangible assets, net and other long-term assets	316,248	255,979
Total assets	$ 7,817,799	$ 6,999,714
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 149,042	$ 113,890
Other accrued liabilities	225,296	229,197
Deferred revenue	209,200	159,750
Total current liabilities	583,538	502,837
Deferred revenue, net of current portion	34,020	22,700
Convertible senior notes and other long-term liabilities	489,342	481,440
Commitments and contingencies		
Stockholders equity:		
Common stock and additional paid-in capital	6,355,320	5,888,220
Deferred stock compensation	(22,729)	(32,394)
Accumulated other comprehensive loss	(7,818)	(716)
Retained earnings	386,126	137,627
Total stockholders equity	6,710,899	5,992,737
Total liabilities and stockholders equity	$ 7,817,799	$ 6,999,714

(A) The condensed consolidated balance sheet has been derived from the audited consolidated financial statements at December 31, 2004 but does not include all the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

(B) Total cash, cash equivalents, short-term investments, and long-terms investments were $1,985 million and $1,713 million as of September 30, 2005 and December 31, 2004, respectively.

See accompanying Notes to the Condensed Consolidated Financial Statements

Table of Contents

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Net revenues:				
Product	$ 466,427	$ 325,240	$ 1,282,439	$ 783,094
Service	79,926	49,774	206,054	122,872
Total net revenues	546,353	375,014	1,488,493	905,966
Cost of revenues:				
Product	131,915	87,730	365,718	218,182
Service	39,172	25,304	103,784	65,641
Total cost of revenues	171,087	113,034	469,502	283,823
Gross margin	375,266	261,980	1,018,991	622,143
Operating expenses:				
Research and development	90,504	64,881	247,870	169,604
Sales and marketing	116,222	81,953	309,930	201,150
General and administrative	26,801	12,426	57,663	38,662
In-process research and development	3,800		5,700	27,500
Integration costs				5,087
Restructuring costs	(192)	(1,223)	(6,752)	(5,058)
Amortization of purchased intangibles and deferred stock compensation (1)	29,389	33,025	75,282	72,214
Total operating expenses	266,524	191,062	689,693	509,159
Operating income	108,742	70,918	329,298	112,984
Interest and other income	15,567	6,412	40,062	16,707
Interest and other expense	(851)	(987)	(2,726)	(4,967)
Gain (loss) on investments	1,698	(2,939)	1,698	(2,939)
Loss on redemption of convertible subordinated notes				(4,107)
Income before income taxes	125,156	73,404	368,332	117,678
Provision for income taxes	41,103	24,645	119,833	47,933
Net income	$ 84,053	$ 48,759	$ 248,499	$ 69,745
Net income per share:				
Basic	$ 0.15	$ 0.09	$ 0.45	$ 0.15
Diluted*	$ 0.14	$ 0.08	$ 0.42	$ 0.13

Shares used in computing net income per share:				
Basic	561,799	533,447	550,347	478,044
Diluted*	605,413	582,578	595,997	534,770

* 2004 amounts have been restated to include shares issuable upon conversion of the Senior Notes in accordance with EITF 04-8.

(1) Amortization of deferred stock compensation relates to the following cost and expense categories by period:

Cost of revenues Product	$ 355	$ 879	$ 536	$ 2,174
Cost of revenues Service	273		884	
Research and development	3,840	7,155	8,271	16,276
Sales and marketing	1,600	6,107	3,348	13,885
General and administrative	330	437	802	1,544
Total	$ 6,398	$ 14,578	$ 13,841	$ 33,879

See accompanying Notes to the Condensed Consolidated Financial Statements

Table of Contents

Juniper Networks, Inc.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
Operating Activities:		
Net income	$ 248,499	$ 69,745
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	38,161	29,313
Amortization of purchased intangibles, deferred stock compensation and debt issuance costs	76,486	75,945
Loss on disposal of property and equipment	277	
Tax benefit of employee stock option plans	95,376	
In-process research and development	5,700	27,500
(Gain) loss on investments	(1,698)	2,939
Loss on redemption of convertible subordinated notes		4,107
Changes in operating assets and liabilities:		
Accounts receivable, net	(43,481)	(56,132)
Prepaid expenses, other current assets and other long-term assets	(37,271)	(17,851)
Accounts payable	35,452	20,891
Accrued warranty	(1,347)	4,895
Other accrued liabilities	(28,268)	51,791
Deferred revenue	57,547	83,854
Net cash provided by operating activities	445,433	296,997
Investing Activities:		
Purchases of property and equipment, net	(58,873)	(44,689)
Purchases of available-for-sale investments	(639,350)	(583,639)
Maturities and sales of available-for-sale investments	540,938	672,941
Increase in restricted cash	(7,100)	(132)
Minority equity investments	(9,823)	(1,180)
Acquisition of businesses, net of cash and cash equivalents	(199,060)	40,889
Net cash (used in) provided by investing activities	(373,268)	84,190
Financing Activities:		
Proceeds from issuance of common stock	103,057	121,090
Redemption of convertible subordinated notes		(144,967)
Retirement of common stock		(55,202)
Net cash provided by (used in) financing activities	103,057	(79,079)
Net increase in cash and cash equivalents	175,222	302,108
Cash and cash equivalents at beginning of period	713,182	365,606

Cash and cash equivalents at end of period	$ 888,404	$ 667,714
Supplemental Disclosure of Non-Cash Investing Activities		
Common stock issued in connection with acquisitions	$ 221,221	$ 3,651,226
Stock options assumed in connection with acquisitions	$ 65,185	$ 520,503
Deferred stock compensation assumed in connection with acquisitions	$ 19,035	$ 93,558

See accompanying Notes to the Condensed Consolidated Financial Statements

3

Table of Contents

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

Note 1. Description of Business

Juniper Networks, Inc. (Juniper Networks or the Company) was founded in 1996 to develop and sell products that would be able to meet the stringent demands of service providers. Today Juniper Networks enables secure and assured communications over a single IP network. The Company s purpose-built, high performance IP platforms enable customers to support many different services and applications at scale. Service providers, enterprises, governments and research and education institutions worldwide rely on Juniper Networks to deliver products for building networks that are tailored to the specific needs of their users, services and applications. Juniper Networks portfolio of proven networking and security solutions supports the complex scale, security and performance requirements of the world s most demanding networks. The Company sells and markets its products through its direct sales organization, value-added resellers and distributors.

In April 2004, the Company completed its acquisition of NetScreen Technologies, Inc. (NetScreen) in order to expand its customer base and portfolio of products. The Company acquired Kagoor Networks, Inc. (Kagoor) and Redline Networks, Inc. (Redline) in May 2005 and Peribit Networks, Inc. (Peribit) in July 2005 in order to expand its portfolio of products. NetScreen developed, marketed and sold a broad array of integrated network security solutions for enterprises, carriers and government entities. Kagoor developed session border control products to enhance voice-over-Internet Protocol networking for communication carriers. Redline developed application front end platforms for enterprise data centers and public web sites. Peribit developed products that enhance wide-area network (WAN) optimization and application delivery.

The Company offers two categories of products as well as services under three operating segments: Infrastructure, Service Layer Technologies (SLT), and Service. The SLT products include the NetScreen, Kagoor, Redline, and Peribit products. The Service segment is managed as one organization and delivers services to customers of the Infrastructure and SLT segments. The Company has included in its results of operations the results of NetScreen beginning on April 16, 2004, the results of Kagoor and Redline beginning on May 2, 2005, and the results of Peribit beginning on July 1, 2005.

Note 2. Summary of Significant Accounting Policies

Interim Financial Statements

The condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, these interim financial statements do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company s annual report on Form 10-K for the year ended December 31, 2004.

Stock-Based Compensation

The Company s stock option plans are accounted for under the intrinsic value recognition and measurement principles of APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations. As the exercise price of all options granted under these plans was equal to the market price of the underlying common stock on the grant date, no stock-based employee compensation cost, other than acquisition-related compensation, was recognized in net income.

The following table illustrates the effect on net income and earnings per share if the Company had applied the fair value recognition provisions of SFAS No. 123, *Accounting for Stock-Based Compensation*, to employee stock benefits, including shares issued under the stock option plans and under the Company s Stock Purchase Plan. Pro forma information, net of the tax effect, follows (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Net income as reported	$ 84.1	$ 48.8	$ 248.5	$ 69.7
Add: amortization of deferred stock compensation included in reported net income, net of tax	4.0	9.0	8.6	21.0
Deduct: total stock-based employee compensation expense determined under fair value based method, net of tax	(26.4)	(23.8)	(78.4)	(62.8)
Pro forma net income	$ 61.7	$ 34.0	$ 178.7	$ 27.9
Basic net income per share:				
As reported	$ 0.15	$ 0.09	$ 0.45	$ 0.15
Pro forma	$ 0.11	$ 0.06	$ 0.32	$ 0.06
Diluted net income per share:				
As reported*	$ 0.14	$ 0.08	$ 0.42	$ 0.13
Pro forma*	$ 0.10	$ 0.06	$ 0.29	$ 0.05

* 2004 amounts have been restated to include shares issuable upon conversion of the Senior Notes in accordance with EITF 04-8.

In light of the new accounting guidance under SFAS 123R, which addresses option valuation for employee awards, the Company reevaluated its assumptions used in estimating the fair value of employee options granted starting in the three months ended September 30, 2005. The expected weighted average volatility assumptions used in the three and nine months ended September 30, 2005 were 41% and 42%, respectively, and the expected weighted average volatility assumption used in the three and nine months ended September 30, 2004 were 49% and 63%, respectively.

Recent Accounting Pronouncements

In June 2005, the Emerging Issues Task Force (EITF) issued No. 05-06, Determining the Amortization Period for Leasehold Improvements (EITF 05-6). The pronouncement requires that leasehold improvements acquired in a business combination or purchase, subsequent to the inception of the lease, should be amortized over the lesser of the useful life of the asset or the lease term that includes reasonably assured lease renewals as determined on the date of the acquisition of the leasehold improvement. This pronouncement should be applied prospectively effective beginning on January 1, 2006. The Company does not expect the adoption of EITF 05-6 will have material impact on its consolidated results of operations and financial condition.

In June 2005, the FASB issued FSP 143-1 (FSP 143-1), *Accounting for Electronic Equipment Waste Obligations.* FSP 143-1 was issued to address the accounting for obligations associated with Directive 2002/96/EC on Waste

Electrical and Electronic Equipment (the Directive) adopted by the European Union. The Directive obligates a commercial user to incur costs associated with the retirement of a specified asset that qualifies as historical waste equipment effective August 13, 2005. FSP 143-1 requires commercial users to apply the provisions of SFAS 143, *Accounting for Conditional Asset Retirement Obligations,* and the related FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations,* to the obligation associated with historical waste. It is effective the later of the first reporting period ending after June 8, 2005 or the date of the adoption of the law by the applicable European Union-member. The Company does not expect the adoption of FSP 143-1 will have material impact on its consolidated results of operations and financial condition.

Table of Contents

In June 2005, The FASB issued SFAS No. 154 (SFAS 154), *Accounting Changes and Error Corrections,* a replacement of APB Opinion No. 20, *Accounting Changes,* and FASB No. 3, *Reporting Accounting Changes in Interim Financial Statements.* The Statement applies to all voluntary changes in accounting principle and changes the requirements for accounting for and reporting of a change in accounting principle. SFAS 154 requires retrospective application to prior periods financial statements of a voluntary change in accounting principle unless it is impracticable. It is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Earlier application is permitted for accounting changes and corrections of errors made occurring in fiscal years beginning after June 1, 2005. The Company does not expect the adoption of SFAS 154 will have material impact on its consolidated results of operations and financial condition.

In December 2004, the FASB revised SFAS No. 123 (SFAS 123(R)), *Share-Based Payment*, which requires companies to expense the estimated fair value of employee stock options and similar awards. The accounting provisions of SFAS 123(R) will be effective for the Company beginning on January 1, 2006. The Company will adopt the provisions of SFAS 123(R) using a modified prospective application. Under a modified prospective application, SFAS 123(R) will apply to new awards and to awards that are outstanding on the effective date and are subsequently modified or cancelled. Compensation expense for outstanding awards for which the requisite service had not been rendered as of the effective date will be recognized over the remaining service period using the compensation cost calculated for pro forma disclosure purposes under SFAS 123. The Company is in the process of determining how the new method of valuing stock-based compensation as prescribed in SFAS 123(R) will be applied to valuing stock-based awards granted after the effective date and the impact the recognition of compensation expense related to such awards will have on its consolidated results of operations and financial condition.

In March 2005, the SEC staff issued guidance on SFAS 123(R). Staff Accounting Bulletin No. 107 (SAB 107) was issued to assist preparers by simplifying some of the implementation challenges of SFAS 123(R) while enhancing the information that investors receive. SAB 107 creates a framework that is premised on two overarching themes: (a) considerable judgment will be required by preparers to successfully implement SFAS 123(R), specifically when valuing employee stock options; and (b) reasonable individuals, acting in good faith, may conclude differently on the fair value of employee stock options. Key topics covered by SAB 107 include: (a) valuation models SAB 107 reinforces the flexibility allowed by SFAS 123(R) to choose an option-pricing model that meets the standard s fair value measurement objective; (b) expected volatility SAB 107 provides guidance on when it would be appropriate to rely exclusively on either historical or implied volatility in estimating expected volatility; and (c) expected term the new guidance includes examples and some simplified approaches to determining the expected term under certain circumstances. The Company will apply the principles of SAB 107 in conjunction with its adoption of SFAS 123(R).

Note 3. Business Combinations

In July 2005, the Company completed the acquisition of Peribit. In May 2005, the Company completed the acquisitions of Redline and Kagoor. The purchase price for each acquisition consisted of the following (in millions):

	Peribit	Redline	Kagoor
Cash paid	$ 50.3	$ 97.5	$ 58.2
Common stock issued	221.2		
Pre-acquisition loan forgiven		3.0	
Fair value of stock options assumed	36.4	21.1	7.6
Assumed liabilities		1.0	
Acquisition direct costs	4.1	0.5	0.5
Total purchase price	$ 312.0	$ 123.1	$ 66.3

Table of Contents

The total purchase price is likely to increase upon the release of the amounts held in escrow for indemnity obligations.

Peribit Acquisition

In July 2005, the Company completed its acquisition of Peribit. The acquisition enabled the Company to secure and assure the delivery and performance of applications over an IP network through premium traffic processing. The acquisition of Peribit will further expand the Company s customer base and portfolio of products. The acquisition resulted in the issuance of 11.3 million shares of the Company s common stock with a fair value of approximately $256.4 million to the former shareholders of Peribit, of which, approximately 1.6 million shares with a fair value of $35.2 million are being held in escrow for indemnity obligations prescribed by the merger agreement. This escrow amount is excluded from the total purchase price of $312.0 million. One-half of the indemnity obligations expire on the first anniversary of the closing date and the remaining one-half expires 18 months after the closing date of July 1, 2005. The common stock issued in the acquisition was valued using the average closing price of the Company s common stock over a five-day trading period beginning two days before and ending two days after the date the transaction was announced on April 26, 2005. The Company also assumed all of the outstanding Peribit stock options with a fair value of approximately $36.4 million. Such options were valued using Black-Scholes option pricing model with the volatility assumption of 41%, expected life of 1.8 years, risk-free interest rate of 3.6%, and a market value of the Company s common stock of $22.62 per share, which was determined as described above.

Redline Acquisition

Redline was a pioneer in the development of Application Front End (AFE) technology and designed network solutions that improve the performance, flexibility, and scalability of web-enabled enterprise data centers and public web sites. The purchase price for Redline included a cash payment of $97.5 million, a $3.0 million pre-acquisition loan from the Company to Redline which was forgiven, and assumed stock options with an aggregate fair value of $21.1 million. The stock options were valued using the Black-Scholes option pricing model with the inputs of 43% for volatility, 1.56 years for expected life, 3.5% for risk-free interest rate and a market value of Juniper Networks common stock of $22.62 per share, which was determined by using the average closing price of the Company s common stock over a five-day trading period beginning two days before and ending two days after the date the transaction was announced on April 26, 2005. The Company also assumed $1.0 million in net liabilities. Currently excluded from the aggregate purchase price of $123.1 million is an escrow payment of $13.2 million related to Redline s indemnity obligations which will expire on May 2, 2006.

Kagoor Acquisition

Kagoor was a leading provider of session border control products for voice-over-Internet Protocol (VoIP) networking. The purchase price for Kagoor included $58.2 million in cash and assumed stock options with an aggregate fair value of $7.6 million. The stock options were valued using the Black-Scholes option pricing model with the inputs of 43% for volatility, 1.58 years for expected life, 3.5% for risk-free interest rate and a market value of Juniper Networks common stock of $21.64 per share, which was determined by using the average closing price of the Company s common stock over a five-day trading period beginning two days before and ending two days after the date the transaction was announced on March 29, 2005. Currently excluded from the aggregate purchase price of $66.3 million is an escrow payment of $6.8 million related to Kagoor s indemnity obligations which will expire on May 1, 2006.

The Company preliminarily allocated the purchase price to the tangible and intangible assets acquired and liabilities assumed, including in-process research and development, based on their fair values, and deferred stock compensation. The excess purchase price over those fair values is recorded as goodwill. A summary of the asset allocations for each acquisition is as follows (in millions):

	Peribit	Redline	Kagoor
Net tangible assets assumed	$ 3.6	$	$ 1.9
Amortizable intangible assets:			
Existing technology	26.1	17.2	6.9
Maintenance agreements	1.7		0.1
Patents and core technology	6.5	4.9	2.1
End-User relationships	3.8	2.0	1.7
Value-added reseller and distributor relationships	2.5	1.5	0.7
Order backlog	0.2		0.1
Total amortizable intangible assets	40.8	25.6	11.6
In-process research and development	3.8		1.9
Deferred compensation on unvested stock options	13.2	3.8	2.0
Goodwill	250.6	93.7	48.9
Total purchase price	$ 312.0	$ 123.1	$ 66.3

Purchased Intangible Assets

Purchased intangibles with finite lives will be amortized on a straight-line basis over their respective estimated useful lives. The following table presents details of the purchased intangible assets acquired during the nine months ended September 30, 2005 (in millions, except years):

	Technology		Customer & Distributor Relationships		Other		Total
Acquisition	Estimated Useful Life (in years)	Amount	Estimated Useful Life (in years)	Amount	Estimated Useful Life (in years)	Amount	Amount
Peribit	4	$ 32.6	5	$ 6.3	0 8	$ 1.9	$ 40.8
Redline	4	22.1	5	3.5			25.6
Kagoor	6	9.0	7	2.4	0 6	0.2	11.6
Total		$ 63.7		$ 12.2		$ 2.1	$ 78.0

In-Process Research & Development

The Company s methodology for allocating the purchase price for purchase acquisitions to in-process research and development (IPR&D) is determined through established valuation techniques in the high-technology communications equipment industry. Projects that qualify as IPR&D represent those that have not yet reached technological feasibility and have no alternative future use. IPR&D is expensed upon acquisition. Total IPR&D expense was $3.8 million and $5.7 million for the three and nine months ended September 30, 2005, respectively, and was related to the Peribit and Kagoor acquisitions. Estimated future cost to complete these IPR&D projects was $2.3 million and $0.8 million for Peribit and Kagoor, respectively, at the close of the acquisitions. There was no IPR&D expense in connection with the Redline acquisition.

Table of Contents

Deferred Stock-Based Compensation

Deferred stock-based compensation represents the intrinsic value of the unvested portion of any options assumed, or options canceled and replaced with the Company s options, and is amortized as compensation expense over the remaining vesting periods using the graded vesting method. The balance for deferred stock-based compensation is recorded as a reduction to additional paid-in capital.

The following table presents the activity of deferred stock-based compensation for the three and nine months ended September 30, 2005 and 2004 (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Balance at beginning of period	$ 19.2	$ 69.2	$ 32.4	$ 1.2
Acquisitions	13.2		19.0	93.5
Amortization	(6.4)	(14.6)	(13.8)	(33.9)
Canceled unvested options	(3.3)	(9.8)	(14.9)	(16.0)
Balance at end of period	$ 22.7	$ 44.8	$ 22.7	$ 44.8

The Consolidated Financial Statements include the operating results of each business from the date of acquisition. Pro forma results of operations in connection with the Peribit, Redline and Kagoor acquisitions have not been presented because the effects of these acquisitions were not material to the Company s results.

Note 4. Equity Investments

As of September 30, 2005 and December 31, 2004, the carrying values of the Company s minority equity investments in privately held companies were $13.7 million and $3.8 million, respectively. During the three and nine months ended September 30, 2005, the Company invested $10.0 million and $11.0 million, respectively, in privately held companies. During the three months ended September 30, 2005, the Company recognized a gain of $1.7 million as a result of the acquisition of one of its portfolio companies with a cost basis of $1.0 million.

Table of Contents

Note 5. Goodwill and Purchased Intangible Assets

The following table presents details of the Company s purchased intangibles assets with definite lives (in millions):

	Gross	Accumulated Amortization	Net
As of September 30, 2005			
Technology	$ 362.2	$ (135.5)	$ 226.7
Other	66.4	(23.0)	43.4
Total	$ 428.6	$ (158.5)	$ 270.1
As of December 31, 2004			
Technology	$ 286.6	$ (82.4)	$ 204.2
Other	52.1	(14.4)	37.7
Total	$ 338.7	$ (96.8)	$ 241.9

During the nine months ended September 30, 2005, intangible assets increased by $89.9 million, of which $40.8 million was related to the acquisition of Peribit in the three months ended September 30, 2005 and $37.2 million was related to the acquisitions of Redline and Kagoor in the three months ended June 30, 2005. The remainder of the increase pertained to a portfolio of patents the Company purchased during the three months ended March 31, 2005. These patents will be amortized over their useful lives, which average 12.1 years.

Amortization expense of purchased intangible assets of $23.0 million and $18.4 million was included in operating expenses for the three months ended September 30, 2005 and 2004, respectively. Amortization expense of purchased intangible assets of $61.4 million and $38.3 million was included in operating expenses for the nine months ended September 30, 2005 and 2004, respectively. Backlog related amortization of $0.2 million and $0.3 million was included in cost of revenues for the three and nine months ended September 30, 2005, respectively. The estimated future amortization expense of purchased intangible assets with definite lives for the next five years is as follows (in millions):

Year ending December 31,	Amount
2005 (remaining three months)	$ 23.0
2006	91.4
2007	85.9
2008	41.0
2009	13.4
Thereafter	15.4
Total	$ 270.1

The Company tests its goodwill and any other intangibles with indefinite lives annually for impairment and assesses whether there are any indicators of impairment on an interim basis. The Company performed its annual impairment analysis during November 2004 and determined that there was no impairment of goodwill at that time. There were no impairment indicators during the three and nine months ended September 30, 2005. The changes in the carrying amount of goodwill during 2005 are as follows (in millions):

	Amount
Balance as of December 31, 2004	$ 4,427.9

Goodwill acquired during the period	393.2
Net additions to existing goodwill	5.4
Balance as of September 30, 2005	$ 4,826.5

Goodwill acquired during the nine months ended September 30, 2005 was related to the acquisitions of Kagoor, Redline, and Peribit. In addition, during the first nine months of fiscal 2005, the Company recognized net additions to existing goodwill of $5.4 million primarily due to a $6.0 million pre-acquisition contingency related to an earn-out payable to the shareholders of Neoteris, Inc., a company acquired by NetScreen during November 2003, as certain financial milestones were achieved. The $6.0 million was partially offset by $0.4 million of tax adjustments related to the period of October 1, 2003 to April 15, 2004, before the NetScreen acquisition was completed.

Note 6. Warranties

Juniper Networks generally offers a one-year warranty on all of its hardware products and a 90-day warranty on the media that contains the software embedded in the products. The warranty generally includes parts and labor obtained through the Company s 24-hour service center. On occasion, the specific terms and conditions of warranties vary. The Company accrues for warranty costs based on estimates of the costs that may be incurred under its warranty obligations, including material costs, technical support labor costs and associated overhead. The warranty accrual related charges are included in the Company s cost of revenues and is recorded at the time revenue is recognized. Factors that affect the Company s warranty liability include the number of installed units, its estimates of anticipated warranty claim rates, costs per claim, estimated support labor costs, and the associated overhead. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Changes in the Company s warranty reserve during the nine months ended September 30, 2005 and 2004 were as follows (in millions):

	As of September 30,	
	2005	2004
Beginning balance	$ 38.9	$ 35.3
Provisions made during the nine months	22.8	27.3
Changes in estimates	(2.5)	(1.4)
Amount acquired from acquisitions		1.8
Actual costs incurred during the nine months	(21.5)	(22.8)
Ending balance	$ 37.7	$ 40.2

Note 7. Restructuring Charges

The Company has implemented several restructuring plans over the last four years, including a restructuring plan in connection with the discontinuation of CMTS products in September 2003, and restructuring plans in connection with the acquisitions of Unisphere Networks in July 2002 and NetScreen in April 2004.

During the three months ended September 30, 2003, the Company announced that it would no longer develop its G-series CMTS products and recorded a one-time charge that was comprised of workforce reduction costs, non-inventory asset impairment, costs associated with vacating facilities and terminating contracts and other related costs. As of September 30, 2005, $1.6 million related to facility charges remained to be paid through the end of the lease terms, which extend through 2008, of which, $1.0 million is recorded under other long-term liabilities in the Condensed Consolidated Balance Sheet.

In connection with the acquisition of NetScreen, the remaining restructuring charge as of September 30, 2005 consists primarily of facility charges of $3.1 million that will be paid through the end of the lease terms, which extend through 2008, of which, $1.8 million is recorded in other long-term liabilities in the Condensed Consolidated Balance Sheet. In the three months ended June 30, 2005, the Company reversed $6.6 million of the restructuring accrual as a portion of a facility previously included in the restructuring reserve was occupied during the period by the employees of the acquired companies. In the three months ended September 30, 2005, the Company reclassed $0.5 million from the facility accrual to other restructuring accrual.

In connection with the acquisition of Unisphere Networks, the Company initiated plans to eliminate certain duplicative activities, focus on strategic product and customer bases, reduce cost structure and better align product and operating expenses with existing general economic conditions. As of September 30, 2005, the remaining restructuring charge consists primarily of the $1.2 million facility charges that will be paid through the end of the lease terms, which extend through 2014, of which, $0.9 million is recorded under other long-term liabilities in the Condensed Consolidated Balance Sheet.

The activity in the accrued restructuring balances related to all the plans mentioned above was as follows during the nine months ended September 30, 2005 (in millions):

	Balance as of December 31, 2004	Cash Paid	Change in Accrual	Balance as of September 30, 2005
Facilities	$ 16.5	$ (2.5)	$ (7.3)	$ 6.7
Contractual commitments and other charges	1.2	(1.1)	0.5	0.6
Total	$ 17.7	$ (3.6)	$ (6.8)	$ 7.3

Note 8. Other Comprehensive Income

Other comprehensive income is as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Net income	$ 84.1	$ 48.8	$ 248.5	$ 69.7
Change in net unrealized (losses) gains on investments	(2.1)	2.3	4.3	(4.2)
Change in foreign currency translation adjustment	(0.3)		(2.8)	0.5
Total comprehensive income	$ 81.7	$ 51.1	$ 250.0	$ 66.0

Note 9. Net Income per Share

The following table presents the calculation of basic and diluted net income per share (in millions, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Numerator:				
Net income	$ 84.1	$ 48.8	$ 248.5	$ 69.7
Denominator:				
Weighted-average shares of common stock outstanding	561.8	533.9	550.5	478.4
Weighted-average shares subject to repurchase		(0.5)	(0.2)	(0.4)
Denominator for basic net income per share	561.8	533.4	550.3	478.0
Common stock equivalents*	43.6	49.2	45.7	56.8
Denominator for diluted net income per share*	605.4	582.6	596.0	534.8
Consolidated net income applicable to common stockholders per share:				
Basic	$ 0.15	$ 0.09	$ 0.45	$ 0.15

Diluted*	$ 0.14	$ 0.08	$ 0.42	$ 0.13

* 2004 amounts have been restated to include shares issuable upon conversion of the Senior Notes in accordance with EITF 04-8.

Employee stock options to purchase approximately 27.6 million shares and 14.5 million shares in the three months ended September 30, 2005 and 2004, respectively, and 27.9 million shares and 12.9 million shares in the nine months ended September 30, 2005 and 2004, respectively, were outstanding, but were not included in the computation of diluted earnings per share because the exercise prices of the stock options were greater than the average share price of the common shares and, therefore, the effect would have been anti-dilutive.

12

Table of Contents

Shares issuable upon conversion of the Zero Coupon Convertible Senior Notes due June 15, 2008 (the Senior Notes) were included in the calculation of the diluted earnings per share for the three and nine months ended September 30, 2005 and 2004 in accordance with EITF Issue No. 04-8, *The Effect of Contingently Convertible Debt on Diluted Earnings Per Share* (EITF 04-8). EITF 04-8 required retroactive application, therefore the diluted earnings per share for the three and nine months ended September 30, 2004 have been restated.

Note 10. Operating Segments

An operating segment is defined as a component of an enterprise that engages in business activities from which it may earn revenue and incur expenses and about which separate financial information is available. It is evaluated regularly by the chief operating decision maker (CODM) in deciding how to allocate resources and in assessing performance.

During the first three months of fiscal 2005, the Company s CODM and senior management team (together management) began to allocate resources and assess performance based on financial information by categories of products and by service. Accordingly, in the first three months of 2005 the Company reported three operating segments: Infrastructure, Security and Service. Following the acquisitions of Kagoor and Redline in the three months ended June 30, 2005 and Peribit in the three months ended September 30, 2005, the Company combined the products from these acquired companies with the Security segment to create the SLT operating segment. As a result, the Company currently has the following operating segments: Infrastructure, SLT, and Service. The Infrastructure segment includes products from the E-, M- and T-series product families. The SLT segment includes Security products and Application Acceleration products. Security products consist of firewall and virtual private network (VPN) systems and appliances, secure sockets layer VPN appliances, intrusion detection and prevention appliances, session border control products and the J-series product family. Application Acceleration products consist of application front end platforms and wide area network (WAN) optimization platforms. The Service segment is managed as one organization and delivers services to customers of the Infrastructure and SLT segments.

Prior to fiscal 2005, management evaluated the Company s performance by geographic theater and by categories of products based only on revenues. Management did not assess the performance of its geographic theaters or categories of products on other measures of income or expenses; therefore, the Company only had one operating segment.

The change in operating segments was due to a shift in management structure and responsibilities to measure the business based on product and service profitability. Direct costs, such as standard costs, research and development, and product marketing expenses, are applied directly to each operating segment. Indirect costs, such as sales and general and administrative expenses are allocated to each operating segment based on revenue. Prior period information has been included for comparative purposes. Financial information for each operating segment used by management to make financial decisions and allocate resources is as follows (in millions):

	Three Months Ended September 30, 2005	Three Months Ended September 30, 2004	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
Net Revenues:				
Infrastructure	$ 357.2	$ 261.8	$ 991.8	$ 675.8
Service Layer Technologies	109.3	63.4	290.7	107.3
Service	79.9	49.8	206.0	122.9
Total net revenues	$ 546.4	$ 375.0	$ 1,488.5	$ 906.0
Operating income:				
Infrastructure	$ 102.6	$ 74.7	$ 282.7	$ 158.5
Service Layer Technologies	(16.3)	(16.4)	(8.9)	(71.7)
Service	22.4	12.6	55.5	26.2
Total operating income	$ 108.7	$ 70.9	$ 329.3	$ 113.0
Depreciation and amortization of purchased intangible assets and deferred stock compensation included in operating income:				
Infrastructure	$ 12.3	$ 11.0	$ 35.8	$ 33.8
Service Layer Technologies	28.6	31.2	72.3	63.7
Service	2.0	1.4	5.3	4.0
Total depreciation and amortization included in operating income	$ 42.9	$ 43.6	$ 113.4	$ 101.5

The Company attributes sales to geographic theater based on the customer s ship-to location. The following table shows net revenue by geographic theater (in millions):

	Three Months Ended September 30, 2005	Three Months Ended September 30, 2004	Nine Months Ended September 30, 2005	Nine Months Ended September 30, 2004
Americas:				
United States	$ 237.7	$ 183.4	$ 640.7	$ 399.2
Other	0.1	10.1	20.0	41.4
Total Americas	237.8	193.5	660.7	440.6
Europe, Middle East and Africa	175.4	100.3	430.1	247.4
Asia Pacific:				
Japan	53.0	22.0	170.4	84.8
Other	80.2	59.2	227.3	133.2
Total Asia Pacific	133.2	81.2	397.7	218.0
Total	$ 546.4	$ 375.0	$ 1,488.5	$ 906.0

One customer accounted for 12% and 14% of the Company s net revenues for the three and nine months ended September 30, 2005, respectively. The revenue attributed to this significant customer was derived from the sale of products and services in all three operating segments. During the three months ended September 30, 2004, two customers individually accounted for 14% and 10% of net revenues. During the nine months ended September 30, 2004, one customer accounted for 15% of net revenue. Revenue attributed to these significant customers was derived from the sale of products and services in all three operating segments.

The Company tracks assets by physical location. Over 90% of the Company s assets, including property and equipment, as of September 30, 2005 and 2004 were attributable to its U.S. operations.

Table of Contents

Note 11. Income Taxes

The Company recorded tax provisions of $41.1 million and $24.6 million for the three months ended September 30, 2005 and 2004, or effective tax rates of 33% and 34%, respectively. The Company recorded tax provisions of $119.8 million and $47.9 million for the nine months ended September 30, 2005 and 2004, or effective tax rates of 33% and 41%, respectively. The 2004 rates for each period differ from the 2005 rates primarily due to the inability to deduct an IPR&D charge and other charges and losses incurred in 2004. The Company s income taxes currently payable for federal and state purposes have been reduced by the tax benefit from employee stock option transactions. These benefits totaled $30.8 million and $95.4 million for the three months and nine months ended September 30, 2005, respectively, and were reflected as an increase to additional paid-in capital.

The Internal Revenue Service (IRS) has concluded an audit of the Company s federal income tax returns for fiscal years 1999 and 2000. During 2004, the Company received a Notice of Proposed Adjustment (NOPA) from the IRS. While the final resolution of the issues raised in the NOPA is uncertain, the Company believes it has made adequate provisions in the accompanying consolidated financial statements for any adjustments that the IRS has proposed with respect to these tax returns.

In conjunction with the IRS income tax audit, certain of the Company s US payroll tax returns are currently under examination for fiscal years 1999 2001, and the Company received a second NOPA in the amount of $11.7 million for employment tax assessments primarily related to the timing of tax deposits related to employee stock option exercises. The Company responded to this NOPA in February 2005, and intends to dispute this assessment with the IRS and resolve the issue at the Appeals level. The Company currently does not believe that it is probable that any final assessment will be sustained nor does it believe that a liability can be reasonably estimated at this time. In the event that this issue is resolved unfavorably to the Company, there exists the possibility of a material adverse impact on the Company s results of operations for the period in which an unfavorable outcome becomes probable and reasonably estimable.

On October 22, 2004, the American Jobs Creation Act of 2004 (the Jobs Creation Act) was signed into law. The Jobs Creation Act creates a temporary incentive for U.S. corporations to repatriate accumulated income earned abroad by providing an 85 percent dividends received deduction for certain dividends for controlled foreign corporations. Once a decision is made to repatriate the foreign earnings, companies must reflect the deferred tax liabilities attributable to foreign earnings in the period that the decision is made to remit those earnings. The Company will complete an evaluation of the Jobs Creation Act and the effects on tax liabilities by December 31, 2005. Based on the evaluation to date, the Company currently expects that it will take advantage of this provision of the Jobs Creation Act within a range yet to be determined.

Note 12. Commitments and Contingencies

Guarantees

The Company recognizes the fair value of guarantee and indemnification arrangements issued or modified after December 31, 2002 if these arrangements are within the scope of FIN 45, *Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* (FIN 45). In addition, the Company monitors the conditions that are subject to the guarantees and indemnifications, as required under previously existing generally accepted accounting principles, in order to identify if a loss has occurred. If the Company determines it is probable that a loss has occurred then any such estimable loss would be recognized under those guarantees and indemnifications. The Company has entered into agreements with some of its 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. Other examples of the Company s guarantees or indemnification arrangements include guarantees of product performance and standby letters of credits for certain lease facilities. The Company has not recorded a liability related to these indemnification and guarantee provisions and its guarantees and indemnification arrangements have not had any significant impact on the Company s financial position, results of operations or cash flows.

Derivatives

It is the Company s policy to use derivatives to partially offset its market exposure to fluctuations in foreign currencies. The Company does not enter into derivatives for speculative or trading purposes.

The Company uses foreign currency forward contracts to mitigate transaction gains and losses generated by certain foreign currency denominated monetary assets and liabilities. These derivatives are carried at fair value with changes recorded in other income/(expense). Changes in the fair value of these derivatives are largely offset by re-measurement of the underlying assets and liabilities. These foreign exchange contracts have maturities between one and two months.

The Company uses foreign currency forward and/or option contracts to hedge certain forecasted foreign currency transactions relating to operating expenses. These derivatives are designated as cash flow hedges under SFAS No.133, *Accounting for Derivative Instruments and Hedging Activities*, 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 consolidated statement of operations line item to which the hedged transaction relates. The Company records any ineffectiveness of the hedging instruments, which was immaterial during the three and nine months ended September 30, 2005 and 2004, in other income/(expense) on its consolidated statements of operations.

In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, the Company reclassifies the gain or loss on the related cash flow hedge from accumulated other comprehensive income to other income/(expense) on the consolidated statements of operations at that time. For the three and nine months ended September 30, 2005 and 2004, there were no material net gains or losses recognized in other income/(expense) relating to hedges of forecasted transactions that did not occur.

Purchase Commitments

The Company does not have firm purchase commitments with its contract manufacturers. In order to reduce manufacturing lead times and ensure adequate material supply, the contract manufacturers place non-cancelable, non-returnable (NCNR) orders, which were valued at $161.9 million as of September 30, 2005, based on the Company s build forecasts. The Company does not take ownership of the components and the NCNR orders do not represent firm purchase commitments pursuant to our agreements with the contract manufacturers. The components are used by the contract manufacturers to build products based on purchase orders the Company has received from its customers. The Company does not incur a liability for products built by the contract manufacturer until its customer s order has been fulfilled and the order is shipped. However, if the components go unused, the Company may be assessed carrying charges or obsolete charges. As of September 30, 2005, the Company had accrued $18.3 million based on its estimate of such charges.

Note 13. Legal Proceedings

The Company is subject to legal claims and litigation arising in the ordinary course of business, such as employment or intellectual property claims, including the matters described below. The outcome of any such matters is currently not determinable. An adverse result in one or more matters could negatively affect our results in the period in which they occur.

IPO Allocation Case

In December 2001, a class action complaint was filed in the United States District Court for the Southern District of New York against the Goldman Sachs Group, Inc., Credit Suisse First Boston Corporation, FleetBoston Robertson Stephens, Inc., Royal Bank of Canada (Dain Rauscher Wessels), SG Cowen Securities Corporation, UBS Warburg LLC (Warburg Dillon Read LLC), Chase (Hambrecht & Quist LLC), J.P. Morgan Chase & Co., Lehman Brothers, Inc., Salomon Smith Barney, Inc., Merrill Lynch, Pierce, Fenner & Smith, Incorporated (collectively, the Underwriters), the Company and certain of the Company s officers. This action was brought on behalf of purchasers of the Company s common stock in the Company s initial public offering in June 1999 and its secondary offering in September 1999.

Specifically, among other things, this complaint alleged that the prospectus pursuant to which shares of common stock were sold in the Company s initial public offering and its subsequent secondary offering contained certain false and misleading statements or omissions regarding the practices of the Underwriters with respect to their allocation of shares of common stock in these offerings and their receipt of commissions from customers related to such allocations. Various plaintiffs have filed actions asserting similar allegations concerning the initial public offerings of approximately 300 other issuers. These various cases pending in the Southern District of New York have been coordinated for pretrial proceedings as In re Initial Public Offering Securities Litigation, 21 MC 92. In April 2002, plaintiffs filed a consolidated amended complaint in the action against the Company, alleging violations of the Securities Act of 1933 and the Securities Exchange Act of 1934. Defendants in the coordinated proceeding filed motions to dismiss. In October 2002, the Company s officers were dismissed from the case without prejudice pursuant to a stipulation. On February 19, 2003, the Court granted in part and denied in part the motion to dismiss, but declined to dismiss the claims against the Company.

In June 2004, a stipulation for the settlement and release of claims against the issuers, including the Company, was submitted to the Court for approval. The terms of the settlement, if approved, would dismiss and release all claims against participating defendants (including the Company). In exchange for this dismissal, Directors and Officers insurance carriers would agree to guarantee a recovery by the plaintiffs from the underwriter defendants of at least $1.0 billion, and the issuer defendants would agree to an assignment or surrender to the plaintiffs of certain claims the issuer defendants may have against the underwriters. On August 31, 2005, the Court granted preliminary approval of the settlement. The settlement is subject to a number of conditions, including final court approval. If the settlement does not occur, and litigation continues, the Company believes it has meritorious defenses and intends to defend the case vigorously.

Federal Securities Class Action Suit

During the three months ended March 31, 2002, a number of essentially identical shareholder class action lawsuits were filed in the United States District Court for the Northern District of California against the Company and certain of its officers and former officers purportedly on behalf of those stockholders who purchased the Company s publicly traded securities between April 12, 2001 and June 7, 2001. In April 2002, the court granted the defendants motion to consolidate all of these actions into one; in May 2002, the court appointed the lead plaintiffs and approved their selection of lead counsel and a consolidated complaint was filed in August 2002. The plaintiffs allege that the defendants made false and misleading statements, assert claims for violations of the federal securities laws and seek unspecified compensatory damages and other relief. In September 2002, the defendants moved to dismiss the consolidated complaint. In March 2003, the court granted defendants motion to dismiss with leave to amend. The plaintiffs filed their amended complaint in April 2003 and the defendants moved to dismiss the amended complaint in May 2003. The hearing on defendants motion to dismiss was held in September 2003. In March 2004, the court granted defendants motion to dismiss, without leave to amend. In April 2004, the plaintiffs filed a notice of appeal. The appeal has been fully briefed by the parties. Oral argument on the appeal is scheduled for December 2005.

State Derivative Claim Based on the Federal Securities Class Action Suit

In August 2002, a consolidated amended shareholder derivative complaint purportedly filed on behalf of the Company, captioned In re Juniper Networks, Inc. Derivative Litigation, Civil Action No. CV 807146, was filed in the Superior Court of the State of California, County of Santa Clara. The complaint alleges that certain of the Company s officers and directors breached their fiduciary duties to the Company by engaging in alleged wrongful conduct including conduct complained of in the securities litigation described above. The Company is named solely as a nominal defendant against whom the plaintiffs seek no recovery. After having their previous complaints dismissed with leave to amend, Plaintiffs lodged a third amended complaint in August 2004. Defendants demurred to the third amended complaint. On November 18, 2004, the Court sustained defendants demurrer without leave to amend and entered an order of final judgment against plaintiffs. In January 2005, plaintiffs filed a notice of appeal from this ruling. There has not yet been any briefing or argument on appeal. Plaintiffs filed their opening appellate brief on July 28, 2005. Defendants filed their response brief on October 28, 2005. Plaintiffs reply brief is due in mid-November 2005. Oral argument has not yet been scheduled.

Toshiba Patent Infringement Litigation

On November 13, 2003, Toshiba Corporation filed suit in the United States District Court in Delaware against the Company, alleging that certain of the Company s products infringe four Toshiba patents and seeking an injunction and unspecified damages. The Company filed an answer to the complaint in February, 2004. Toshiba amended its complaint to add two patents, and the Company answered the amended complaint in July 2004. The case is in the discovery phase, and trial is scheduled for August 2006.

Note 14. Subsequent Events

Acorn Acquisition

In October 2005, the Company announced that it had signed a definitive agreement to acquire Acorn Packet Solutions, Inc. (Acorn) in a transaction valued at up to approximately $8.7 million. The acquisition closed on October 20, 2005 and will be included in the Company s results of operations for the year ending December 31, 2005.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q (Report), including the Management s Discussion and Analysis of Financial Condition and Results of Operations , contains forward-looking statements regarding future events and the future results of the Company that are based on current expectations, estimates, forecasts, and projections about the industry in which the Company operates and the beliefs and assumptions of the management of the Company. Words such as expects, anticipates, targets, goals, projects, intends, plans, believes, seeks, estimates, forecasts, variations of such words, and similar expressions are intended to identify such forward-looking statements. 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 Factors That May Affect Future Results and elsewhere, and in other reports the Company files with the Securities and Exchange Commission (SEC), specifically the most recent Annual Report on Form 10-K. The Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

The following discussion is based upon our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingencies. On an on-going basis, we evaluate our estimates, including those related to sales returns, warranty costs, allowance for doubtful accounts, impairment of long-term assets including goodwill and intangible assets, contract manufacturer exposures for carrying and obsolete material charges, income tax related accruals and litigation. We base our estimates on historical experience and on various other assumptions that we believe to be 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. Actual results may differ from these estimates under different assumptions or conditions.

Overview of the Results of Operations

To aid in understanding our operating results for the three and nine months ended September 30, 2005 and 2004, we believe an overview of the significant events that affected those periods and a discussion of the nature of our operating expenses is helpful.

Significant Events

In July 2005, we completed our acquisition of Peribit Networks, Inc. (Peribit). In May 2005, we completed our acquisition of Redline Networks, Inc. (Redline) and Kagoor Networks, Inc. (Kagoor). In April 2004, we completed our acquisition of NetScreen Technologies, Inc. (NetScreen). We have included in our results of operations the results of Peribit beginning on July 1, 2005 and the results of Redline and Kagoor beginning on May 2, 2005. The inclusion of these acquisitions in our results of operations has a small impact on the revenues, cost of revenues, and operating expenses for the three months and nine months ended September 30, 2005 when compared to the three and nine months ended September 30, 2004. We have included in our results of operations the results of NetScreen beginning on April 16, 2004; therefore, revenues, cost of revenues and operating expenses are significantly greater during the three and nine months ended September 30, 2005 compared to the three and nine months ended September 30, 2004.

Revenues

Juniper s customers consist of service providers, enterprises, governments and research and education institutions worldwide who purchase products and services for building networks that are tailored to the specific needs of their users, services and applications. Our revenue growth in 2004 and the first nine months of 2005 are primarily as a result of the adoption and expansion of IP networks by our customers in order to reduce total operating costs and to be able to offer multiple services over a single network and as a result of the expansion of our product portfolio through both acquisition and internal development. A substantial majority of our net revenues depend on sales to a limited number of customers and distribution partners. This customer concentration increases the risk of quarterly fluctuations in our revenues and operating results. Any downturn in the business of these customers or potential new customers could significantly decrease sales to such customers, which could adversely affect our net revenues and results of operations. In addition, there has been and continues to be consolidation in the telecommunications industry (for example, the acquisitions of AT&T and MCI). This consolidation may cause our customers who are involved in these acquisitions to suspend or indefinitely reduce their purchases of our products or have other unforeseen consequences. Our revenues and quarterly results are also subject to fluctuations due to a number of other factors, including, but are not limited to, limited visibility into customer spending plans, changes in the mix of products sold, changing market conditions, including some customer and potential customer consolidation, customer concentration, long sales and implementation cycles, regional economic and political conditions and seasonality. For example, many companies experience adverse seasonal fluctuations in customer spending patterns, particularly in the first and third quarters. Moreover, a substantial portion of our business and revenue depends on the growth of 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 and 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 and financial results.

Nature of Expenses

During the three months ended March 31, 2005, our chief operating decision maker and senior management team (together management) began to allocate resources and assess performance based on financial information by categories of products and by services; therefore beginning on January 1, 2005 we had three operating segments: Infrastructure, Security and Service. Following the acquisitions of Kagoor and Redline in the second quarter of 2005 and Peribit in the third quarter of

2005, we combined the products from these acquired companies with the Security segment to create an operating segment known as Service Layer Technologies (SLT). As a result, we currently have the following operating segments: Infrastructure, SLT, and Service. The Infrastructure segment includes products from the E-, M-, and T-series product families. The SLT segment includes Security products and Application Acceleration products. Security products consist of firewall and virtual private network (VPN) systems and appliances, secure sockets layer VPN appliances, intrusion detection and prevention appliances, session border control products and the J-series product family. Application Acceleration products consist of application front end appliances and wide area network (WAN) optimization platforms. The Service segment is managed as one organization and delivers services to customers of the Infrastructure and SLT segments. The change in operating segments was due to a shift in management structure and responsibilities to measure the business on product and service profitability. Direct costs, such as product costs, research and development, and product marketing expenses, are applied directly to each operating segment. Indirect costs, such as sales and general and administrative expenses are allocated to each operating segment based on revenue.

Most of our manufacturing, repair and supply chain operations are outsourced to independent contract manufacturers; accordingly, most of our cost of product revenues consists of payments to our independent contract manufacturers for the agreed product costs. The independent contract manufacturers produce our products using design specifications, quality assurance programs and standards that we establish. Controls around manufacturing, engineering and documentation are conducted at our facilities in Sunnyvale, California and Westford, Massachusetts. Our primary independent contract manufacturers perform manufacturing for us primarily in Canada, China, Malaysia, and the United States. Generally, our contract manufacturers retain title to the underlying components and finished goods inventory until our customers take title to the assembled final product upon shipment from the contract manufacturer s facility.

The contract manufacturers procure components based on our build forecasts and if actual component usage is lower than our forecasts, we may be, and have been in the past, liable for carrying or obsolete material charges. Carrying and obsolete charges have decreased in the past year as the global economy and our product revenue improved.

Employee related costs have historically been the primary driver of our operating expenses, and we expect this trend to continue. Employee related costs include items such as wages, commissions, bonuses, vacation, benefits and travel. We increased our headcount from approximately 2,735 employees as of September 30, 2004 to approximately 3,784 employees as of September 30, 2005. The Peribit acquisition contributed approximately 130 of this headcount increase in the third quarter of 2005; the Redline and Kagoor acquisitions contributed approximately 150 of this headcount increase in the second quarter of 2005.

Facility and information technology departmental costs are allocated to other departments based on headcount. These departmental costs have increased each of the last two years due to increases in headcount and facility leases resulting from acquisitions, additional infrastructure systems and general expansion to support our growth.

Research and development expenses also include:

- the costs of developing our products,
- outside services, such as certifications of new products,
- and equipment used for testing.

Several components of our research and development effort require significant expenditures, such as the development of new components and the purchase of prototype equipment, the timing of which can cause quarterly variability in our expenses. We expense our research and development costs as they are incurred. We have increased our investment in research and development during the first nine months of 2005 compared to prior years to further advance our competitive advantage.

Sales and marketing expenses include costs for promoting our products and services, demonstration equipment and advertisements. These costs vary quarter-to-quarter depending on

Table of Contents

revenues, product launches and marketing initiatives. We plan to further develop our distribution channel and increase our sales and marketing costs in an effort to expand and grow our presence in new markets, serving both private and public networks with a full portfolio of networking, security, and application acceleration products.

General and administrative expenses include professional fees, bad debt provisions and other corporate expenses. Professional fees include legal, audit, tax, accounting and certain corporate strategic services.

Critical Accounting Policies and Estimates

The preparation of the consolidated financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires us to establish accounting policies that contain estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. These policies include:

- revenue recognition;
- estimating future warranty costs and the valuation of exposures associated with the contract manufacturing operations, both of which impact cost of product revenues and gross margins;
- the provision for income taxes, which impacts our income tax expense, and tax related accruals;
- the allowance for doubtful accounts, which impacts general and administrative expenses; and
- the initial and continuing valuation of goodwill and other purchased intangible assets, the impairment of which would impact operating expenses.

We have other important accounting policies and practices; however, once adopted, these other policies either generally do not require us to make significant estimates or assumptions or otherwise only require implementation of the adopted policy and not a judgment as to the policy itself. We base our estimates on our historical experience and also on assumptions that we believe are standard and reasonable. Despite our intention to establish accurate estimates and assumptions, actual results could differ from those estimates for various reasons including those described in Factors That May Affect Future Results.

During the three and nine months end September 30, 2005, management believes there have been no significant changes to the items that we disclosed as our critical accounting policies and estimates in Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2004.

Results of Operations

We have included in our results of operations the results of NetScreen beginning on April 16, 2004; therefore, revenues, cost of revenues and operating expenses are significantly greater during the nine months ended September 30, 2005 compared to the nine months ended September 30, 2004. In addition, we have included in the results of operations the results of Kagoor and Redline beginning on May 2, 2005 and the results of Peribit beginning on July 1, 2005, which contributed partially to the increases in revenues, cost of revenues, and operating expenses for the three and nine months ended September 30, 2005 when compared to the three and nine months ended September 30, 2004.

Net Revenues

The following table shows product and service net revenues for the three and nine months ended September 30, 2005 and 2004 (in millions):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2005	% of Net Revenues	2004	% of Net Revenues	2005	% of Net Revenues	2004	% of Net Revenues
Net revenues:								
Product	$ 466.4	85%	$ 325.2	87%	$ 1,282.4	86%	$ 783.1	86%
Service	79.9	15%	49.8	13%	206.1	14%	122.9	14%
Total net revenues	$ 546.4	100%	$ 375.0	100%	$ 1,488.5	100%	$ 906.0	100%

Net product revenues increased $141.2 million and $499.3 million in the three and nine months ended September 30, 2005 compared to the same periods in 2004 primarily as a result of the adoption and expansion of IP networks by our customers in order to reduce total operating costs and to be able to offer multiple services over a single network and as a result of the expansion of our product portfolio through both acquisition and internal development. An analysis of the change in revenue by Infrastructure and SLT segments, and the change in units, can be found below in the section titled Segment Information.

Net service revenues increased $30.1 million and $83.2 million in the three and nine months ended September 30, 2005 compared to the same periods in 2004 primarily due to the growth in support services and, to a lesser degree, the growth in professional services. The growth in the support services was largely due to improved attach and renewal rates, primarily across the SLT product lines, and to our growing installed base. We recognize revenue from service contracts as the services are completed or ratably over the period of the obligation. A majority of our service revenue is earned from customers who purchase our products and enter into service contracts that are typically for one-year renewable periods and provide for services such as 24-hour customer support, non-specified updates and hardware repairs. In addition to service contracts and professional services, we also provide educational services.

Siemens accounted for greater than 10% of our net revenues during the three and nine months ended September 30, 2005 and 2004.

The following table shows the percent of total net revenues by geographic theater:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Americas	44%	51%	44%	49%
Europe, Middle East, and Africa	32%	27%	29%	27%
Asia Pacific	24%	22%	27%	24%

Net revenues attributable to the United States were $237.7 million and $640.7 million for the three and nine months ended September 30, 2005, respectively, and $183.4 million and $399.2 million for the three and nine months ended September 30, 2004, respectively. Japan accounted for $53.0 million and $170.4 million for the three and nine months ended September 30, 2005, respectively, and $22.0 million and $84.8 million for the three and nine months ended September 30, 2004, respectively. We continue to experience a relatively uneven distribution of revenue among our three geographic theaters, and we expect this trend to continue.

Cost of Revenues

The following table shows cost of product and service revenues and the related gross margin (GM) percentages for the three and nine months ended September 30, 2005 and 2004 (in millions):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2005	GM %	2004	GM %	2005	GM %	2004	GM %
Cost of revenues:								
Product	$ 131.9	72%	$ 87.7	73%	$ 365.7	71%	$ 218.2	72%
Service	39.2	51%	25.3	49%	103.8	50%	65.6	47%
Total cost of revenues	$ 171.1	69%	$ 113.0	70%	$ 469.5	68%	$ 283.8	69%

Cost of product revenues increased $44.2 million and $147.5 million in the three and nine months ended September 30, 2005 compared to the same periods in 2004, while the product gross margin decreased by one percentage point in the 2005 periods compared to the 2004 periods.

The increase in absolute dollars was primarily due to the increase in product revenue. As we have expanded our market share and entered more markets, we have begun to experience increased price competition and we expect to see continued price competition and pressure on our product gross margins in the future. Nevertheless, our revenues increased in absolute dollars and our product gross margins have not experienced a significant decline compared to the period a year-ago.

Cost of service revenues increased $13.9 million and $38.2 million in the three and nine months ended September 30, 2005, respectively, compared to the same periods in 2004, and the service gross margin increased two percentage points and three percentage points in the three and nine months ended September 30, 2005, respectively, as compared to the same periods in 2004. The increase in service gross margin is primarily attributable to a larger revenue increase when compared to the increase in headcount and outside services fees, both of which were needed to support the growing installed base. Outside services increased $4.2 million and $13.7 million for the three and nine months ended September 30, 2005, respectively. Employee related expenses increased $4.2 million and $13.6 million for the three and nine months ended September 30, 2005, respectively. Expense associated with spares increased $3.1 million and $4.0 million for the three and nine months ended September 30, 2005, respectively.

Operating Expenses

(in millions):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2005	% of Net Revenues	2004	% of Net Revenues	2005	% of Net Revenues	2004	% of Net Revenues
Research and development	$ 90.5	17%	$ 64.9	17%	$ 247.9	17%	$ 169.6	19%
Sales and marketing	$ 116.2	21%	$ 82.0	22%	$ 309.9	21%	$ 201.2	22%
General and administrative	$ 26.8	5%	$ 12.4	3%	$ 57.7	4%	$ 38.7	4%

Research and development expenses for the three months ended September 30, 2005 increased $25.6 million compared to the same period in 2004 due primarily to increases in personnel related expenses of $13.1 million, engineering and testing expenses of $4.2 million, and equipment related expenses of $1.8 million. Research and development expenses for the nine months ended September 30, 2005 increased $78.3 million compared to the same period in 2004 due primarily to increases in personnel related expenses of $43.3 million, engineering and testing expenses of $6.4 million, equipment related expenses of $6.1 million, and outside services of $5.2 million. The increases in personnel related expenses for both the three and nine month periods were primarily due to additional hires in the engineering organization to support product innovation for existing product lines and to support the development of newly acquired product lines.

Sales and marketing expenses during the three months ended September 30, 2005 increased $34.2 million compared to the same period in 2004 due primarily to increases in personnel related expenses of $17.8 million, increases in marketing related activities of $2.9 million, increases in equipment related expenses of $2.6 million, and increases in outside services of $1.5 million. Sales and marketing expenses for the nine months ended September 30, 2005 increased $108.8 million compared to the same period in 2004 due to increases in personnel related expenses of $62.7 million, increases in marketing related activities of $7.3 million, increases in outside services of $4.3 million, and increases in equipment related expenses of $3.7 million. Personnel related expenses increased in both the three and nine month periods primarily due to additional hires to support the expansion of our distribution channels and customer base, as well as to support the larger portfolio of products. Marketing related activities increased primarily as a result of specific activities designed to expand and improve our distribution channels, and increase awareness of our products to a broader range of customers.

General and administrative expenses for the three months ended September 30, 2005 increased $14.4 million compared to the same period in 2004 due primarily to a $10.0 million patent licensing expense and increases in personnel related expenses of $1.7 million. The total increase in general and administrative expenses of $19.0 million for the nine months ended September 30, 2005 as compared to the same period in 2004 was due primarily to the $10.0 million patent licensing expense and increases in personnel related expenses of $5.9 million. The $10.0 million patent licensing expense pertained to an agreement we entered into with a third-party to avoid future disputes and cover certain licensing rights.

Other Operating Expenses

The following table shows other operating expenses for the three and nine months ended September 30, 2005 and 2004 (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
In-process research and development	$ 3.8	$	$ 5.7	$ 27.5
Integration costs	$	$	$	$ 5.1
Restructuring costs	$ (0.2)	$ (1.2)	$ (6.8)	$ (5.1)
Amortization of purchased intangibles and deferred stock compensation	$ 29.4	$ 33.0	$ 75.3	$ 72.2

Of the total Peribit purchase price, $3.8 million has been allocated to in-process research and development (IPR&D) and was expensed in the three months ended September 30, 2005. None of the Redline purchase price was allocated to IPR&D. Of the total Kagoor purchase price, $1.9 million has been allocated to in-process research and development and was expensed in the three months ended June 30, 2005, compared to the $27.5 million allocated IPR&D from the NetScreen acquisition in the three months ended June 30, 2004. Projects that qualify as IPR&D represent those that have not yet reached technological feasibility and which have no alternative future use. Technological feasibility is defined as being equivalent to a beta-phase working prototype in which there is no remaining risk relating to the development. At the time of acquisition, Peribit, Kagoor and NetScreen had multiple IPR&D efforts under way for certain current and future product lines. For Peribit, these efforts included the development of next versions of software for the Sequence Reducer (SR) family, Sequence Mirror (SM) family, the Central Management System (CMS) products, as well as a hardware program for both the SR and SM families. For Kagoor, these efforts included a variety of signaling protocols and next generation products and operating systems. For NetScreen, these efforts included integrating secure routers with embedded encryption chips, as well as other functions and features such as next generation Internet Protocol (IP), wireless and digital subscriber line connectivity and voice over IP capability. We utilized the discounted cash flow (DCF) method to value the IPR&D, using rates ranging from 18% to 25%, depending on the estimated useful life of the technology. In applying the DCF method, the value of the acquired technology was estimated by discounting to present value the free cash flows expected to be generated by the products with which the technology is associated, over the remaining economic life of the technology. To distinguish between the cash flows attributable to the underlying technology and the cash flows attributable to other assets available for generating product revenues, adjustments were made to provide for a fair

Table of Contents

return to fixed assets, working capital, and other assets that provide value to the product lines. At the time of the Kagoor acquisition, it was estimated that these development efforts would be completed over the next nine to twelve months at an estimated cost of approximately $0.8 million. At the time of the Peribit acquisition, it was estimated that these development efforts would be completed over the next two months at an estimated cost of approximately $2.3 million.

We did not incur material integration expenses in the three and nine months ended September 30, 2005. We incurred integration expenses of $5.1 million in the three and nine months ended September 30, 2004 resulting from our acquisition of NetScreen. Integration expenses are incremental costs directly related to the integration of the two companies, which consisted principally of facility related expenses, workforce related expenses and professional fees. We estimate that the majority of the integration costs related to Peribit, Redline, Kagoor, and NetScreen have been incurred and that there will be a minimal amount of additional integration costs in the foreseeable future.

During the three and nine months ended September 30, 2005, we reduced our restructuring accruals by $0.2 million and $6.8 million, respectively. We adjusted the restructuring accrual due to additional sublease income related to a former Netscreen building in the third quarter of 2005; we re-occupied a portion of the former NetScreen facility previously included in the restructuring reserve as a result of the Redline and Kagoor acquisitions in the second quarter of 2005. During the three and nine months ended September 30, 2004, we decreased our restructuring accruals by a total of $1.2 million and $5.1 million, respectively, primarily due to changes in our facility estimates.

Amortization of purchased intangibles and deferred stock compensation is made up of the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Amortization of purchased intangibles	$ 23.0	$ 18.4	$ 61.5	$ 38.3
Amortization of deferred stock compensation	6.4	14.6	13.8	33.9
Amortization of purchased intangibles and deferred stock compensation	$ 29.4	$ 33.0	$ 75.3	$ 72.2

Amortization of purchased intangibles increased $4.6 million and $23.2 million for the three and nine months ended September 30, 2005 compared to the same periods in 2004. The increases were primarily due to amortization related to the $40.8 million, $25.6 million, and $11.6 million of purchased intangibles acquired in the Peribit, Redline, and Kagoor acquisitions, respectively. Purchased intangibles are being amortized on a straight-line basis over their estimated useful lives of between four and eight years.

Amortization of deferred stock compensation decreased $8.2 million and $20.1 million for the three and nine months ended September 30, 2005 compared to the same periods in 2004. The decreases were due to the use of the graded-vesting method and the termination of NetScreen employees, partially offset by increases in the deferred stock compensation resulting from the Peribit, Redline, and Kagoor acquisitions. The amortization of deferred stock compensation is adjusted quarterly to account for terminated employees.

Other Income and Expenses

The following table shows other income and expenses for the three and nine months ended September 30, 2005 and 2004 (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Interest and other income	$ 15.6	$ 6.4	$ 40.1	$ 16.7
Interest and other expense	$ (0.9)	$ (1.0)	$ (2.7)	$ (5.0)
Gain (loss) on equity investments	$ 1.7	$ (2.9)	$ 1.7	$ (2.9)
Loss on redemption of convertible subordinated notes	$	$	$	$ (4.1)

For the three and nine months ended September 30, 2005, interest and other income increased $9.2 million and $23.4 million compared to the same periods in 2004 as a result of higher cash, cash equivalents and investment balances, and an increase in interest rates.

For the three and nine months ended September 30, 2005, interest and other expenses decreased $0.1 million and $2.3 million as a result of the retirement of the subordinated notes during the second quarter of fiscal year 2004 and favorable foreign exchange fluctuation.

For the three and nine months ended September 30, 2005, we recorded a gain of $1.7 million in connection with an acquisition of a privately held company in our investment portfolio. During the three and nine months ended September 30, 2004, we recorded a charge of $2.9 million related to our investments in privately held companies due to other-than-temporary impairment.

Provision for Income Taxes

We recorded tax provisions of $41.1 million and $24.6 million for the three months ended September 30, 2005 and 2004, or effective tax rates of 33% and 34%, respectively. We recorded tax provisions of $119.8 million and $47.9 million for the nine months ended September 30, 2005 and 2004, or effective tax rates of 33% and 41%, respectively. The 2004 rates for each period differ from the 2005 rates primarily due to the inability to deduct an IPR&D charge and other charges and losses incurred in 2004. Our income taxes currently payable for federal and state purposes have been reduced by the tax benefit from employee stock option transactions. These benefits totaled $30.8 million and $95.4 million for the three months and nine months ended September 30, 2005, respectively, and were reflected as an increase to additional paid-in capital.

The Internal Revenue Service (IRS) has concluded an audit of our federal income tax returns for fiscal years 1999 and 2000. During 2004, we received a Notice of Proposed Adjustment (NOPA) from the IRS. While the final resolution of the issues raised in the NOPA is uncertain, we believe we have made adequate provisions in the accompanying consolidated financial statements for any adjustments that the IRS has proposed with respect to these tax returns.

In conjunction with the IRS income tax audit, certain of our US payroll tax returns are currently under examination for fiscal years 1999 2001, and we received a second NOPA in the amount of $11.7 million for employment tax assessments primarily related to the timing of tax deposits related to employee stock option exercises. We responded to this NOPA in February 2005, and intend to dispute this assessment with the IRS and resolve the issue at the appeals level. We currently do not believe that it is probable that any final assessment will be sustained nor do we believe that a liability can be reasonably estimated at this time. In the event that this issue is resolved unfavorably to us, there exists the possibility of a material adverse impact on our results of operations for the period in which an unfavorable outcome becomes probable and reasonably estimable.

On October 22, 2004, the American Jobs Creation Act of 2004 (the Jobs Creation Act) was signed into law. The Jobs Creation Act creates a temporary incentive for U.S. corporations to repatriate accumulated income earned abroad by providing an 85 percent dividends received deduction for certain dividends for controlled foreign corporations. Once a decision is made to repatriate the foreign earnings, companies must reflect the deferred tax liabilities attributable to foreign

earnings in the period that the decision is made to remit those earnings. We will complete an evaluation of the Jobs Creation Act and its effects on tax liabilities by December 31, 2005. Based on our evaluation to date, we currently expect that we will take advantage of this provision of the Jobs Creation Act within a range yet to be determined.

In July 2005, the Financial Accounting Standards Board (FASB) issued an Exposure Draft of a proposed interpretation Accounting for Uncertain Tax Positions an interpretation of FASB Statement No. 109. Under the proposed Interpretation, a company would recognize in its financial statements its best estimate of the benefit of a tax position, only if the tax position is considered probable of being sustained on audit based solely on the technical merits of the tax position. In evaluating whether the probable recognition threshold has been met, the proposed Interpretation would require the presumption that the tax position will be evaluated during an audit by taxing authorities. The proposed Interpretation is anticipated to be effective no earlier than the first quarter of 2006, with a cumulative effect of a change in accounting principle to be recorded upon the initial adoption. The proposed Interpretation would apply to all tax positions and only benefits from tax positions that meet the probable recognition threshold at or after the effective date would be recognized. We are currently analyzing the proposed Interpretation and have not determined its potential impact on our Consolidated Financial Statements. While we cannot predict with certainty the rules in the final Interpretation, there is risk that the final Interpretation could result in a cumulative effect charge to earnings upon adoption, increases in future effective tax rates, and/or increases in future interperiod effective tax rate volatility.

Segment Information

A description of the products and services for each segment can be found in Note 10 to the Condensed Consolidated Financial Statements. We began to track financial information by our three operating segments during 2005 as our management structure and responsibilities began to measure the business based on product and service profitability. We have included segment financial data for the three and nine months ended September 30, 2004 for comparative purposes.

Financial information for each operating segment used by management to make financial decisions and allocate resources is as follows (in millions):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Net Revenues:				
Infrastructure	$ 357.2	$ 261.8	$ 991.8	$ 675.8
Service Layer Technologies	109.3	63.4	290.7	107.3
Service	79.9	49.8	206.0	122.9
Total net revenues	$ 546.4	$ 375.0	$ 1,488.5	$ 906.0
Operating income:				
Infrastructure	$ 102.6	$ 74.7	$ 282.7	$ 158.5
Service Layer Technologies	(16.3)	(16.4)	(8.9)	(71.7)
Service	22.4	12.6	55.5	26.2
Total operating income	$ 108.7	$ 70.9	$ 329.3	$ 113.0
Depreciation and amortization of purchased intangible assets and deferred stock compensation included in operating income:				
Infrastructure	$ 12.3	$ 11.0	$ 35.8	$ 33.8

Service Layer Technologies	28.6	31.2	72.3	63.7
Service	2.0	1.4	5.3	4.0
Total depreciation and amortization included in operating income	$ 42.9	$ 43.6	$ 113.4	$ 101.5

27

Table of Contents

Infrastructure Operating Segment

Infrastructure net revenues increased due to the adoption and expansion of IP networks by our customers in order to reduce total operating costs and to be able to offer multiple services over a single network. The following table shows infrastructure revenue units recognized and ports shipped for the three and nine months ended September 30, 2005 and 2004:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Infrastructure chassis revenue units	2,377	1,985	7,185	4,854
Infrastructure ports shipped	34,797	28,197	112,580	80,349

We track infrastructure revenue units recognized and ports shipped to analyze customer trends and indicate areas of potential network growth. Our infrastructure product platforms are essentially modular, with the chassis serving as the base of the platform. Each chassis has a certain number of slots that are available to be populated with components we refer to as modules or interfaces. The modules are the components through which the router receives incoming packets of data from a variety of transmission media. The physical connection between a transmission medium and a module is referred to as a port. The number of ports on a module varies widely depending on the functionality and throughput offered by the module. Chassis revenue units represent the number of chassis on which revenue was recognized during the period.

The higher operating income in the 2005 periods as compared to the 2004 periods is primarily due to increases in revenue, partially offset by higher personnel related costs primarily related to support product innovation and the expansion of our sales channels.

Service Layer Technologies Operating Segment

The SLT operating segment consists of Security products and Application Acceleration products primarily acquired through the Peribit, Redline, Kagoor, and NetScreen acquisitions. We have included the revenue and operating results of Peribit beginning on July 1, 2005 and Redline and Kagoor beginning on May 2, 2005. Beginning on April 16, 2004, we have included the revenue and operating results of Netscreen. The following table shows SLT revenue units recognized for the three and nine months ended September 30, 2005 and 2004:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2005	2004	2005	2004
Service Layer Technologies revenue units	54,000	21,346	127,000	40,485

Net revenues attributable to the SLT products during the three and nine months ended September 30, 2005 were based on approximately 54,000 units and 127,000 units, respectively. The higher net revenues in the 2005 periods as compared to the 2004 periods is primarily due to the revenue growth in the Security segment. Additionally, the purchase accounting adjustments related to the Netscreen acquisition, which negatively impacted the revenue and operating results in the 2004 periods. The inclusion of the Peribit, Redline, and Kagoor results also contributed to a small increase in revenue during the three and nine months ended September 30, 2005 compared to the same periods in 2004. The higher depreciation and amortization expense attributable to the SLT segment compared to that of the Infrastructure segment is primarily due to the purchased intangible assets and deferred stock compensation that resulted from the Peribit, Redline, Kagoor, and NetScreen acquisitions.

Service Operating Segment

Net service revenues increased in the three and nine months ended September 30, 2005 compared to the same periods in 2004 primarily due to the growth in support services and, to a lesser degree, the growth in professional services. The growth in the support services was largely due to improved attach and renewal rates, primarily across the SLT product lines, and to our growing installed base. We recognize revenue from service contracts as the services are completed or ratably over the period of the obligation. A majority of our service revenue is earned from customers who purchase our products and enter into service contracts that are typically for one-year renewable periods.

Service operating income increased as a result of the revenue growth experienced in the Infrastructure segment and the SLT segment, partially offset by increases in operating costs, primarily due to personnel related costs.

Liquidity and Capital Resources

Overview

We have funded our business by issuing securities and through our operating activities. The following table shows our capital resources (in millions):

	September 30, 2005	December 31, 2004
Cash and cash equivalents	$ 888.4	$ 713.2
Short-term investments	497.7	404.7
Long-term investments	599.0	595.2
Total cash and investments	$ 1,985.1	$ 1,713.1
Restricted cash	$ 38.3	$ 31.2
Working capital	$ 1,157.9	$ 910.9

Working capital increased primarily due to cash provided by operations and the issuance of common stock through employee stock option exercises and employee stock purchase plans. 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 deferred revenue.

Based on past performance and current expectations, we believe that our cash and cash equivalents, short-term and long-term investments, and cash generated from operations will satisfy our working capital needs, capital expenditures, commitments and other liquidity requirements associated with our existing operations through at least the next 12 months. In addition, there are no transactions, arrangements, and other relationships with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of our requirements for capital resources.

Cash Requirements and Contractual Obligations

Our principal commitments as of September 30, 2005 consist of obligations outstanding under operating leases, the Zero Coupon Convertible Senior Notes due June 15, 2008 (Senior Notes). The contractual obligations under operating leases are primarily for our facilities, which extend through May 2014.

The Senior Notes were issued in June 2003 and are senior unsecured obligations, rank on parity in right of payment with all of our existing and future senior unsecured debt, and rank senior to all of our existing and future debt that expressly provides that it is subordinated to the notes. The Senior Notes bear no interest, but are convertible into shares of our common stock, subject to certain conditions, at any time prior to maturity or their prior repurchase by Juniper Networks. The conversion rate is 49.6512 shares per each $1,000 principal amount of convertible notes, subject to adjustment in certain circumstances. The carrying value of the Senior Notes as of September 30, 2005 was $400.0 million.

In July 2005, we paid, net of cash acquired, $43.8 million to acquire Peribit. Excluded from the purchase price are approximately 1.6 million shares of common stock with a fair value of $35.2 million for indemnity obligations prescribed by the merger agreement. One-half of the indemnity obligation will expire in July 2006 and the remaining one-half will expire in January 2007.

In May 2005, we paid, net of cash acquired, $99.8 million and $55.4 million to acquire Redline and Kagoor, respectively. Excluded from the purchase prices are escrow payments of $13.2 million and $6.8 million related to Redline s and Kagoor s indemnity obligations, respectively, which will expire in May 2006.

We do not have firm purchase commitments with our contract manufacturers. In order to reduce manufacturing lead times and ensure adequate material supply, the contract manufacturers place non-cancelable, non-returnable (NCNR) orders, which were valued at $161.9 million as of September 30, 2005, based on our build forecasts. We do not take ownership of the components and the NCNR orders do not represent firm purchase commitments pursuant to our agreements with the contract manufacturers. The components are used by the contract manufacturers to build products based on purchase orders we have received from our customers. We do not incur a liability for products built by the contract manufacturer until it fulfills our customer s order and the order ships. However, if the components go unused, we may be assessed carrying charges or obsolete charges. As of September 30, 2005, we had accrued $18.3 million based on our estimate of such charges.

Operating Activities

Net cash provided by operating activities was $445.4 million for the nine months ended September 30, 2005, and $297.0 million for the nine months ended September 30, 2004. The cash provided by operating activities for each period was due to our net income adjusted by:

recurring non-cash charges of $214.3 million for the nine months ended September 30, 2005, and $139.8 million for the nine months ended September 30, 2004, for the tax benefit of employee stock option plans, depreciation expense and amortization expenses of purchased intangible assets, purchased in-process research and development charges, deferred stock compensation and debt issuance costs; and

changes in operating assets and liabilities of $(17.4) million for the nine months ended September 30, 2005, and $87.4 million for the nine months ended September 30, 2004, were in the normal course of business. Net cash used during the nine months ended September 30, 2005 was primarily attributable to increases in net accounts receivable of $43.5 million, prepaid expenses, other current assets, and other long-term assets of $37.3 million, and decreases in other accrued liabilities of $28.3 million, partially offset by increases in deferred revenue of $57.5 million and accounts payable of $35.5 million. Net cash provided during the nine months ended September 30, 2004 was primarily attributable to increases in deferred revenue of $83.9 million, other accrued liabilities of $51.8 million, and accounts payable of $20.9 million, partially offset by increases in net accounts receivable of $56.1 million, and prepaid expenses, other current assets, and other long-term assets of $17.8 million. Deferred revenue increased during the nine months ended September 30, 2005 primarily due to increases in deferred service revenue as a result of the growth in the Service business, partially offset by revenue recognized from deferred product revenue. Deferred revenue increased during the nine months ended September 30, 2004 primarily due to increases in deferred product revenue, and to a lesser degree, increases in deferred service revenue.

Investing Activities

Net cash used in investing activities was $373.3 million for the nine months ended September 30, 2005, and net cash provided by investing activities was $84.2 million for the nine months ended September 30, 2004. Recurring investing activities included capital expenditures of $58.9 million for the nine months ended September 30, 2005, and $44.7 million for the nine months ended September 30, 2004. We have also made investments in securities classified as available-for-sale and sold investments to fund ongoing operations and the retirement of our subordinated notes during the second quarter of 2004. The net change in our minority equity investments in privately held companies was $9.8 million and $1.2 million during the nine months ended September 30, 2005 and 2004, respectively.

During the nine months ended September 30, 2005, we had an increase in restricted cash due mainly to the establishment of an escrow account in connection with the acquisition of Kagoor.

Financing Activities

Net cash flow from financing activities was an inflow of $103.1 million for the nine months ended 30, 2005, and outflow of $79.1 million for the nine months ended September 30, 2004. The cash provided during these periods was through the issuance of common stock related to employee option exercises and stock purchase plans. We retired our subordinated notes in the second quarter of 2004.

Recent Accounting Pronouncements

In June 2005, the Emerging Issues Task Force (EITF) issued No. 05-06, Determining the Amortization Period for Leasehold Improvements (EITF 05-6). The pronouncement requires that leasehold improvements acquired in a business combination or purchase, subsequent to the inception of the lease, should be amortized over the lesser of the useful life of the asset or the lease term that includes reasonably assured lease renewals as determined on the date of the acquisition of the leasehold improvement. This pronouncement should be applied prospectively effective January 2006. We do not expect the effect of EITF 05-6 will have material impact on our consolidated results of operations and financial condition.

In June 2005, the FASB issued FSP 143-1 (FSP 143-1), *Accounting for Electronic Equipment Waste Obligations.* FSP 143-1 was issued to address the accounting for obligations associated with Directive 2002/96/EC on Waste Electrical and Electronic Equipment (the Directive) adopted by the European Union. The Directive obligates a commercial user to incur costs associated with the retirement of a specified asset that qualifies as historical waste equipment effective August 13, 2005. FSP 143-1 requires the commercial user to apply the provisions of SFAS 143, *Accounting for Conditional Asset Retirement Obligations,* and the related FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations,* to the obligation associated with historical waste. It is effective the later of the first reporting period ending after June 8, 2005 or the date of the adoption of the law by the applicable European Union-member. We do not expect the effect of FSP 143-1 will have material impact on our consolidated results of operations and financial condition.

In June 2005, The FASB issued SFAS No. 154, *Accounting Changes and Error Corrections,* a replacement of APB Opinion No. 20, *Accounting Changes,* and FASB No. 3, *Reporting Accounting Changes in Interim Financial Statements.* The Statement applies to all voluntary changes in accounting principle, and changes the requirements for accounting for and reporting of a change in accounting principle. Statement 154 requires retrospective application to prior periods financial statements of a voluntary change in accounting principle unless it is impracticable. It is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Earlier application is permitted for accounting changes and corrections of errors made occurring in fiscal years beginning after June 1, 2005. We do not expect the effect of SFAS 154 will have material impact on our consolidated results of operations and financial condition.

In December 2004, the FASB revised SFAS No. 123 (SFAS 123(R)), *Share-Based Payment*, which requires companies to expense the estimated fair value of employee stock options and similar awards. The accounting provisions of SFAS 123(R) will be effective for us beginning on January 1, 2006. We will adopt the provisions of SFAS 123(R) using a modified prospective application. Under modified prospective application, SFAS 123(R), which provides certain changes to the method for valuing stock-based compensation among other changes, will apply to new awards and to awards that are outstanding on the effective date and are subsequently modified or cancelled. Compensation expense for outstanding awards for which the requisite service had not been rendered as of the effective date will be recognized over the remaining service period using the compensation cost calculated for pro forma disclosure purposes under SFAS 123 (see Note 2 in the Notes to Consolidated Financial Statements). We are in the process of determining how the new method of valuing stock-based compensation as prescribed in SFAS 123(R) will be applied to valuing stock-based awards granted after the effective date and the impact the recognition of compensation expense related to such awards will have on our consolidated results of operations and financial condition.

In March 2005, the SEC staff issued guidance on SFAS 123(R). Staff Accounting Bulletin No. 107 (SAB 107) was issued to assist preparers by simplifying some of the implementation challenges of SFAS 123(R) while enhancing the information that investors receive. SAB 107 creates a framework that is premised on two overarching themes: (a) considerable judgment will be required by preparers to successfully implement SFAS 123(R), specifically when valuing employee stock options; and (b) reasonable individuals, acting in good faith, may conclude differently on the fair value of employee stock options. Key topics covered by SAB 107 include: (a) valuation models SAB 107 reinforces the flexibility allowed by SFAS 123(R) to choose an option-pricing model that meets the standard s fair value measurement objective; (b) expected volatility SAB 107 provides guidance on when it would be appropriate to rely exclusively on either historical or implied volatility in estimating expected volatility; and (c) expected term the new guidance includes examples and some simplified approaches to determining the expected term under certain circumstances. We will apply the principles of SAB 107 in conjunction with our adoption of SFAS 123(R).

Factors That May Affect Future Results

Investments in equity securities of publicly traded companies involve significant risks. The market price of our stock reflects a higher multiple of expected future earnings than many other companies. Accordingly, 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 significant fluctuations in the market price of our common stock. Investors in our securities should carefully consider all of the relevant factors, including but not limited to the following factors, that could affect our stock price.

Fluctuating economic conditions make it difficult to predict revenues for a particular period and a shortfall in revenues may harm our operating results.

Our revenues 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 has previously resulted (for example, in 2001 and 2002), and may in the future, result in decreased revenues and earnings and could also negatively impact our ability to forecast and manage our contract manufacturer relationships. Economic downturns may also lead to restructuring initiatives and associated expenses and impairment of investments. In addition, our operating expenses are largely based on anticipated revenue trends and a high percentage of our expenses are, and will continue to be, fixed in the short-term. Uncertainty about future economic conditions makes it difficult to forecast operating results and to make decisions about future investments. Future economic weakness, customer financial difficulties and reductions in spending on network expansion could have a material adverse effect on demand for our products and consequently on our results of operations and stock price.

Our quarterly results are inherently unpredictable and subject to substantial fluctuations and, 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 affect the unpredictability of our quarterly results include, but are not limited to, limited visibility into customer spending plans, changes in the mix of products sold, changing market conditions, including some customer and potential customer consolidation, customer concentration, long sales and implementation cycles, regional economic and political conditions and seasonality. For example, many companies experience adverse seasonal fluctuations in customer spending patterns, particularly in the first and third quarters.

As a result, 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 one or more of the expectations of securities analysts and 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 revenue and/or earnings guidance.

A limited number of our customers comprise a significant portion of our revenues and any decrease in revenue from these customers 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. Siemens accounted for greater than 10% of our net revenues during the three and nine months ended September 30, 2005 and 2004, respectively. This customer concentration increases the risk of quarterly fluctuations in our revenues and operating results. Any downturn in the business of these customers or potential new customers could significantly decrease sales to such customers, which could adversely affect our net revenues and results of operations. In addition, there has been and continues to be consolidation in the telecommunications industry (for example, the acquisitions of AT&T and MCI). This consolidation may cause our customers who are involved in these acquisitions to suspend or indefinitely reduce their purchases of our products or have other unforeseen consequences.

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

Competition is intense in the markets that we address. The IP infrastructure market has historically been dominated by Cisco Systems, Inc., with other companies such as Alcatel S.A., Nortel Networks Corporation and Huawei Technologies providing products to a smaller segment of the market. In addition, a number of other small public or private companies have products or have announced plans for new products to address the same challenges that our products address.

In the service layer technologies market, we face intense competition from a broader group of companies including appliance vendors such as Cisco Systems, Inc and software vendors such as CheckPoint Software Technologies. In addition, a number of other small public or private companies have products or have announced plans for new products to address the same challenges that our products address.

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, operating results and financial condition.

We sell our products to customers that use those products to build networks and IP infrastructure and, if the network and IP systems do not continue to grow, then our business, operating results and financial condition will be adversely affected.

A substantial portion of our business and revenue depends on the growth of 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 and 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 and financial results.

We rely on value-added resellers and 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 reseller and distribution partners. The majority of our revenues are derived through value-added resellers and distributors, most of which also sell competitors products. Our revenues depend in part on the performance of these distributors and value-added resellers. The loss of or reduction in sales to these value-added resellers or distributors could materially reduce our revenues. Our competitors may in some cases be effective in incentivizing resellers or potential resellers to favor their products or to prevent or reduce sales of our products. If we fail to maintain relationships with these distribution partners, fail to develop new relationships with value-added resellers and distributors in new markets or expand the number of 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 operating results would suffer.

In addition, we recognize a portion of our revenue 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 scale and improve our processes and procedures that support it, and those processes and procedures may become increasingly complex and inherently difficult to manage. Our failure to successfully manage and develop 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.

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 involves a significant commitment of its resources and a lengthy evaluation and product qualification process. As a result, the sales cycle may be lengthy. 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 software 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, may cause revenues and operating results to vary significantly and unexpectedly from quarter to quarter.

Integration of past acquisitions and future 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. We recently completed the acquisitions of Kagoor, Redline, Peribit, and Acorn. Acquisitions involve numerous risks, including problems combining the purchased operations, technologies or products, unanticipated costs, 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 successfully integrate any businesses, products, technologies or personnel that we might acquire. The integration of businesses that we have acquired has been, and will continue to be, a complex, time consuming and expensive process. For example, although we completed the acquisition of NetScreen in April 2004, integration of the products, operations, and personnel is a continuing activity and will be for the foreseeable future. Acquisitions may also require us to issue common stock that dilutes the ownership of our current stockholders, assume liabilities, record goodwill and non-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 operating results and financial condition.

Table of Contents

In addition, if we fail in our 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 and financial condition may be adversely affected.

We expect gross margin to vary over time and our recent level of product gross margin may not be sustainable.

Our product gross margins will vary from quarter to quarter and the recent level of gross margins may not be sustainable and may be adversely affected in the future by numerous factors, including product mix shifts, increased price competition in one or more of the markets in which we compete, increases in material or labor costs, excess inventory or obsolescence charges from our contract manufacturers, increased costs due to changes in component pricing or charges incurred due to inventory holding periods if our forecasts do not accurately anticipate product demand, or our introduction of new products or entry into new markets with different pricing and cost structures.

Recent rulemaking by the Financial Accounting Standards Board will require us to expense equity compensation given to our employees and will significantly harm our operating results and may reduce our ability to effectively utilize equity compensation to attract and retain employees.

We historically have used stock options as a significant component of our employee compensation program in order to align employees interests with the interests of our stockholders, encourage employee retention, and provide competitive compensation packages. The Financial Accounting Standards Board has adopted changes that will require companies to record a charge to earnings for employee stock option grants and other equity incentives no later than the beginning of the first fiscal year beginning after June 15, 2005. By causing us to incur significantly increased compensation costs, such accounting changes will reduce our reported earnings and will require us to reduce the availability and amount of equity incentives provided to employees, which may make it more difficult for us to attract, retain and motivate key personnel. Each of these results could materially and adversely affect our business.

Our ability to process orders and ship product is dependent in part on our business systems and upon interfaces with the systems of third parties such as our suppliers or other partners. If our systems, the systems of those third parties or the interfaces between them fail, our business processes could be impacted and our financial results could be harmed.

Some of our business processes depend upon our information technology systems and on interfaces 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, 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.

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.

With the current demand for electronic products, component shortages are possible and the predictability of the availability of such components may be limited. Growth in our business and the economy is likely to create greater pressures on us and our suppliers to accurately project overall component demand and to establish optimal component levels. 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. We currently purchase numerous key components, including application-specific integrated circuits (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. 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, as a result, 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 product to our customers, which would seriously impact present and future sales, which would, in turn, adversely affect our business.

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.

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. If we overestimate our requirements, the contract manufacturers may assess charges or we may have liabilities for excess inventory, each of which could negatively affect our gross margins. 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, if we underestimate our requirements, the contract manufacturers may have inadequate time or materials and components required to produce our products, which 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 revenue and damage our customer relationships.

We depend primarily on independent contract manufacturers (each of whom is a third party manufacturer for numerous companies) to manufacture our products. Although we have contracts with our contract manufacturers, those 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 should fail to effectively manage our contract manufacturer relationships or if one or more of them should experience delays, disruptions or quality control problems in our manufacturing operations, or 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. Each of these factors could adversely affect our business and financial results.

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

We are required to annually test, and review on an interim basis, our goodwill and intangible assets with indefinite lives, including the goodwill associated with the Peribit, Redline, Kagoor, and NetScreen acquisitions, other completed acquisitions and any future acquisitions, to determine if impairment has occurred. If such assets are deemed impaired, an impairment loss equal to the amount by which the carrying amount exceeds the fair value of the assets would be recognized. This 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. For example, such impairment could occur if the market value of our common stock falls below certain levels or if the portions of our business related to companies we have acquired fail to grow at expected rates or decline. We cannot accurately predict the amount and timing of any impairment of assets.

Our products are highly technical and if they contain undetected software or hardware errors, our business could be adversely affected and we might have to defend lawsuits or 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 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 or security vulnerabilities discovered in our products after commercial release could result in loss of revenues or delay in revenue recognition, loss of customers and increased service and warranty cost, any of which could adversely affect our business and results of operations. In addition, we could face claims for product liability, tort or breach of warranty. Defending a lawsuit, regardless of its merit, is costly and may divert management s attention. In addition, if our business liability insurance coverage is inadequate or future coverage is unavailable on acceptable terms or at all, our financial condition could be harmed.

A breach of network security could harm public perception of our security products, which could cause us to lose revenues.

If an actual or perceived breach of network security occurs in the network of a customer of our security products, regardless of whether the breach is attributable to our products, the market perception of the effectiveness of our products could be harmed. This could cause us to lose current and potential end customers or cause us to lose current and potential value-added resellers and distributors. Because the techniques used by computer hackers to access or sabotage networks change frequently and generally are not recognized until launched against a target, we may be unable to anticipate these techniques.

If we do not successfully anticipate market needs and develop products and product enhancements that meet those needs, or if those products 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 market needs or be able to develop new products or product enhancements to meet such needs or to meet them in a timely manner. If we fail to anticipate the market requirements or to develop new products or product enhancements to meet those needs, such failure could substantially decrease market acceptance and sales of our present and future products, which would significantly harm our business and financial results. Even if we are able to anticipate and develop and commercially introduce new products and enhancements, there can be no assurance that new products or enhancements will achieve widespread market acceptance. Any failure of our products to achieve market acceptance could adversely affect our business and financial results.

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 will be required to 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 have 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 negatively impact our operating results. In addition, if our products do not interoperate with those of our customers networks, orders for our products could be cancelled or our products could be returned. This could hurt our operating results, damage our reputation and seriously harm our business and prospects.

Litigation or claims regarding intellectual property rights may be time consuming, expensive and require a significant amount of resources to prosecute, defend or make our products non-infringing.

Third parties have asserted and may in the future assert claims or initiate litigation related to exclusive patent, copyright, trademark and other intellectual property rights to technologies and related standards that are relevant to our products. For example, in 2003, Toshiba Corporation filed a lawsuit against us, alleging that our products infringe certain Toshiba patents. The asserted claims and/or initiated litigation may include claims against us or our manufacturers, suppliers or customers, alleging infringement of their proprietary rights with respect to our products. Regardless of the merit of these claims, they can be time-consuming, result in costly litigation and may require us to develop non-infringing technologies or enter into license agreements. 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, operating results and financial condition could be materially and adversely affected.

We are a party to lawsuits, which, if determined adversely to us, could require us to pay damages which could harm our business and financial condition.

We and certain of our current and former officers and current and former members of our board of directors are subject to various lawsuits. There can be no assurance that actions that have been brought against us or may be brought against us will be resolved in our favor. Regardless of whether they are in our favor, these lawsuits are, and any future lawsuits to which we may become a party will likely be, expensive and time consuming to defend or resolve. Such costs of defense and any losses resulting from these claims could adversely affect our profitability and cash flow.

Due to the global nature of our operations, economic or social conditions or changes in a particular country or region could adversely affect our sales or increase our costs and expenses, which would have a material adverse impact on our financial condition.

We conduct significant sales and customer support operations directly and indirectly through our distributors and value-added resellers in countries throughout the world and also depend on the operations of our contract manufacturers and suppliers that are located inside and outside of the United States. Accordingly, our future results could be materially adversely affected by a variety of uncontrollable and changing factors including, among others, political or social unrest, natural disasters, epidemic disease, war, or economic instability in a specific country or region, trade protection measures and other regulatory requirements which may affect our ability to import or export our products from various countries, service provider and government spending patterns affected by political considerations and difficulties in staffing and managing international operations. Any or all of these factors could have a material adverse impact on our revenue, costs, expenses and financial condition.

We are exposed to fluctuations in currency exchange rates which could negatively affect our financial results and cash flows.

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

The majority of our revenues and expenses are transacted in US Dollars. We also have some transactions that are denominated in foreign currencies, primarily the Japanese Yen, Hong Kong Dollar, British Pound and the Euro, related to our sales and service operations outside of the United States. An increase in the value of the US Dollar could increase the real cost to our customers of our products in those markets outside the United States where we sell in US Dollars, and a weakened 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 will 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. If our attempts to hedge against these risks are not successful, our net income could be adversely impacted.

Traditional telecommunications companies and other large companies generally require more onerous terms and conditions of their vendors. As we seek to sell more products to such customers, we may be required to agree to terms and conditions that may have an adverse effect on our business.

Traditional telecommunications companies and other large companies, because of their size, generally have had greater purchasing power and, accordingly, have requested and received more favorable terms, which often translate into more onerous terms and conditions for their vendors. 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 our ability to recognize revenue and have an adverse effect on our business and financial condition.

For example, many customers in this class have purchased products from other vendors who promised certain functionality and failed to deliver such functionality and/or had products that caused problems and outages in the networks of these customers. As a result, this class of 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 affect our ability to recognize the revenues from such sales, which may negatively affect our business and our financial condition.

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 become very expensive, 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. 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

Table of Contents

performance standards or at a greater cost, any of which could harm our business, financial condition and results of operations.

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 key executive, engineering, sales, marketing and support personnel. The supply of highly qualified individuals, in particular engineers in very specialized technical areas, is limited and competition for such individuals is intense. None of our officers or key employees is bound by an employment agreement for any specific term. The loss of the services of any of our key employees, the inability to attract or retain key personnel in the future or delays in hiring required personnel, particularly engineers, could delay the development and introduction of new products, and negatively impact our ability to market, sell, or support our products.

Our success depends upon our ability to effectively plan and manage our resources and restructure our business through rapidly fluctuating economic and market conditions. Past restructuring efforts may prove to be inadequate or may impair our ability to realize our current or future business objectives.

Our ability to successfully offer our products and services in a rapidly evolving market requires an effective planning and management process to enable us to effectively scale our business 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 research and development and other parts of our business. Conversely, during 2001 and 2002, in response to downward trending industry and market conditions, we restructured our business and reduced our workforce. In addition, we expect that we will have to change our facilities in certain locations and we may face difficulties and significant expenses identifying and moving into suitable office space and subleasing or assigning any surplus space. These changes and other similar actions taken to respond to fluctuating market and economic conditions have placed, and our anticipated future operations will continue to place, significant demands on our management resources. This may increase the potential likelihood of other risks, and our business may suffer if we fail to effectively manage changes in the size and scope of our operations.

We may not be able to successfully implement the initiatives we have undertaken in restructuring our business in the past and, even if successfully implemented, these initiatives may not be sufficient to meet the changes in industry and market conditions. Furthermore, our workforce reductions may impair our ability to realize our current or future business objectives. Lastly, costs actually incurred in connection with restructuring actions may be higher than the estimated costs of such actions and/or may not lead to the anticipated cost savings, all of which could harm our results of operations and financial condition.

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 and results of operations may be negatively affected.

We are subject to risks arising from our international 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. As a result of our international operations, we are affected by economic, regulatory and political conditions in foreign countries, including changes in IT spending generally, the imposition of government controls, changes or limitations in trade protection laws, unfavorable changes in tax treaties or laws, natural disasters, labor unrest, earnings expatriation restrictions, misappropriation of intellectual property, acts of terrorism and continued unrest in many regions and other factors, which could have a material impact on our international revenues and operations. In particular, in some countries we may experience reduced intellectual property protection. Moreover, local laws and customs in many countries differ significantly from those in the United States. 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. Although we implement policies and procedures designed to ensure compliance with these laws and policies, there can be no assurance that all of our employees, contractors and agents will not take actions in violations of them. Violations of laws or key control policies by our employees, contractors or agents could result in financial reporting problems, fines, penalties, prohibition on the importation or exportation of our products and could have a material adverse effect on our business.

While we believe that we currently have adequate internal controls over financial reporting, we are exposed to risks from recent legislation requiring companies to evaluate those internal controls.

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 structure and procedures for 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 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 and could cause a decline in the market price of our stock.

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

The United States and various foreign governments have imposed controls, export license requirements and restrictions on the import or export of some technologies, especially encryption technology. In addition, from time to time, governmental agencies have proposed additional regulation of encryption technology, such as requiring the escrow and governmental recovery of private encryption keys. Governmental regulation of encryption technology and regulation of imports or exports, or our failure to obtain required export approval of encryption technologies could harm our international and domestic sales and adversely affect our revenues.

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

The telecommunications industry is highly regulated and our business and financial condition could be adversely affected by the changes in the regulations relating to the telecommunications industry. Currently, there are few laws or regulations that apply directly to access to or commerce on IP networks. We could be adversely affected by regulation of IP networks and commerce in any country where we operate. Such regulations could include matters such as voice over the Internet or using Internet Protocol, encryption technology, and access charges for service providers. In addition, regulations have been adopted with respect to environmental matters, such as the Waste Electrical and Electronic regulations adopted by the European Union, and regulations prohibiting government entities from purchasing security products that do not meet specified local certification criteria. The adoption of such regulations could decrease demand for our products, and at the same time increase the cost of selling our products, which could have a material adverse effect on our business, operating result and financial condition.

Table of Contents

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 adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws 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 operating results and financial condition.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We maintain an investment portfolio of various holdings, types and maturities. These securities are generally classified as available-for-sale and, consequently, are recorded on the consolidated balance sheet at fair value with unrealized gains or losses reported as a separate component of accumulated other comprehensive income (loss).

At any time, a rise in interest rates could have a material adverse impact on the fair value of our investment portfolio. Conversely, declines in interest rates could have a material impact on interest earnings of our investment portfolio. We do not currently hedge these interest rate exposures.

The following table presents hypothetical changes in fair value of the financial instruments held at September 30, 2005 that are sensitive to changes in interest rates (in millions):

	Valuation of Securities Given an Interest Rate Decrease of X Basis Points (BPS)			Fair Value as of September	Valuation of Securities Given an Interest Rate Increase of X BPS		
	(150 BPS)	(100 BPS)	(50 BPS)	30, 2005	50 BPS	100 BPS	150 BPS
Government treasury and agencies	$ 256.6	$ 255.1	$ 253.6	$ 252.1	$ 250.6	$ 249.1	$ 247.6
Corporate bonds and notes	642.6	639.2	635.8	632.5	629.1	625.7	622.3
Asset backed securities and other	362.9	362.4	361.9	361.4	361.0	360.5	360.0
Total	$ 1,262.1	$ 1,256.7	$ 1,251.3	$ 1,246.0	$ 1,240.7	$ 1,235.3	$ 1,229.9

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

It is our policy to use derivatives to partially offset our market exposure to fluctuations in foreign currencies. We do not enter into derivatives for speculative or trading purposes.

We use foreign currency forward contracts to mitigate transaction gains and losses generated by certain foreign currency denominated monetary assets and liabilities. These derivatives are carried at fair value with changes recorded in other income/(expense). Changes in the fair value of these derivatives are largely offset by re-measurement of the underlying assets and liabilities. These foreign exchange contracts have maturities between one and two months.

We use foreign currency forward and/or option contracts to hedge certain forecasted foreign currency transactions relating to operating expenses. These derivatives are designated as cash flow hedges under SFAS No.133, *Accounting for Derivative Instruments and Hedging Activities*, and have maturities of less than one year. The effective portion of the derivative s gain or loss is initially reported

Table of Contents

as a component of accumulated other comprehensive income, and upon occurrence of the forecasted transaction, is subsequently reclassified into the consolidated statement of operations line item to which the hedged transaction relates. We record any ineffectiveness of the hedging instruments, which was immaterial during the three months and nine months ended September 30, 2005 and 2004, in other income/(expense) on its consolidated statements of operations.

In the event the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, we reclassify the gain or loss on the related cash flow hedge from accumulated other comprehensive income to other income/(expense) on the consolidated statements of operations at that time. For the three and nine months ended September 30, 2005 and 2004, there were no material net gains or losses recognized in other income/(expense) relating to hedges of forecasted transactions that did not occur.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We conducted an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered in this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that it files under the Securities Exchange Act of 1934 accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure, and that such information is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Changes in Internal Controls Over Financial Reporting

There has been no significant change in our internal controls over the financial reporting that occurred during the three months ended September 30, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II OTHER INFORMATION

Item 1. Legal Proceedings

The Company is subject to legal claims and litigation arising in the ordinary course of business, such as employment or intellectual property claims, including the matters described below. The outcome of any such matters is currently not determinable. An adverse result in one or more matters could negatively affect our results in the period in which they occur.

IPO Allocation Case

In December 2001, a class action complaint was filed in the United States District Court for the Southern District of New York against the Goldman Sachs Group, Inc., Credit Suisse First Boston Corporation, FleetBoston Robertson Stephens, Inc., Royal Bank of Canada (Dain Rauscher Wessels), SG Cowen Securities Corporation, UBS Warburg LLC (Warburg Dillon Read LLC), Chase (Hambrecht & Quist LLC), J.P. Morgan Chase & Co., Lehman Brothers, Inc., Salomon Smith Barney, Inc., Merrill Lynch, Pierce, Fenner & Smith, Incorporated (collectively, the Underwriters), the Company and certain of the Company s officers. This action was brought on behalf of purchasers of the Company s common stock in the Company s initial public offering in June 1999 and its secondary offering in September 1999.

Specifically, among other things, this complaint alleged that the prospectus pursuant to which shares of common stock were sold in the Company s initial public offering and its subsequent secondary offering contained certain false and misleading statements or omissions regarding the practices of the Underwriters with respect to their allocation of shares of common stock in these offerings and their receipt of commissions from customers related to such allocations. Various plaintiffs have filed actions asserting similar allegations concerning the initial public offerings of approximately 300 other issuers. These various cases pending in the Southern District of New York have been coordinated for pretrial proceedings as In re Initial Public Offering Securities Litigation, 21 MC 92. In April 2002, plaintiffs filed a consolidated amended complaint in the action against the Company, alleging violations of the Securities Act of 1933 and the Securities Exchange Act of 1934. Defendants in the coordinated proceeding filed motions to dismiss. In October 2002, the Company s officers were dismissed from the case without prejudice pursuant to a stipulation. On February 19, 2003, the Court granted in part and denied in part the motion to dismiss, but declined to dismiss the claims against the Company.

In June 2004, a stipulation for the settlement and release of claims against the issuers, including the Company, was submitted to the Court for approval. The terms of the settlement, if approved, would dismiss and release all claims against participating defendants (including the Company). In exchange for this dismissal, Directors and Officers insurance carriers would agree to guarantee a recovery by the plaintiffs from the underwriter defendants of at least $1.0 billion, and the issuer defendants would agree to an assignment or surrender to the plaintiffs of certain claims the issuer defendants may have against the underwriters. On August 31, 2005, the Court granted preliminary approval of the settlement. The settlement is subject to a number of conditions, including final court approval. If the settlement does not occur, and litigation continues, the Company believes it has meritorious defenses and intends to defend the case vigorously.

Federal Securities Class Action Suit

During the quarter ended March 31, 2002, a number of essentially identical shareholder class action lawsuits were filed in the United States District Court for the Northern District of California against the Company and certain of its officers and former officers purportedly on behalf of those stockholders who purchased the Company s publicly traded securities between April 12, 2001 and June 7, 2001. In April 2002, the court granted the defendants motion to consolidate all of these actions into one; in May 2002, the court appointed the lead plaintiffs and approved their selection of lead counsel and a consolidated complaint was filed in August 2002. The plaintiffs allege that the defendants made false and misleading statements, assert claims for violations of the federal securities laws and seek unspecified compensatory damages and other relief. In September 2002, the

Table of Contents

defendants moved to dismiss the consolidated complaint. In March 2003, the court granted defendants motion to dismiss with leave to amend. The plaintiffs filed their amended complaint in April 2003 and the defendants moved to dismiss the amended complaint in May 2003. The hearing on defendants motion to dismiss was held in September 2003. In March 2004, the court granted defendants motion to dismiss, without leave to amend. In April 2004, the plaintiffs filed a notice of appeal. The appeal has been fully briefed by the parties. Oral argument on the appeal is scheduled for December 2005.

State Derivative Claim Based on the Federal Securities Class Action Suit

In August 2002, a consolidated amended shareholder derivative complaint purportedly filed on behalf of the Company, captioned In re Juniper Networks, Inc. Derivative Litigation, Civil Action No. CV 807146, was filed in the Superior Court of the State of California, County of Santa Clara. The complaint alleges that certain of the Company s officers and directors breached their fiduciary duties to the Company by engaging in alleged wrongful conduct including conduct complained of in the securities litigation described above. The Company is named solely as a nominal defendant against whom the plaintiffs seek no recovery. After having their previous complaints dismissed with leave to amend, Plaintiffs lodged a third amended complaint in August 2004. Defendants demurred to the third amended complaint. On November 18, 2004, the Court sustained defendants demurrer without leave to amend and entered an order of final judgment against plaintiffs. In January 2005, plaintiffs filed a notice of appeal from this ruling. Defendants filed their response brief on October 28, 2005. Plaintiffs reply brief is due in mid-November 2005. Oral argument has not yet been scheduled.

Toshiba Patent Infringement Litigation

On November 13, 2003, Toshiba Corporation filed suit in the United States District Court in Delaware against the Company, alleging that certain of the Company s products infringe four Toshiba patents and seeking an injunction and unspecified damages. The Company filed an answer to the complaint in February 2004. Toshiba amended its complaint to add two patents, and the Company answered the amended complaint in July, 2004. The case is in the discovery phase, and trial is scheduled for August 2006.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(2)
February 1 28, 2005	2,994	$ 0.52		$ 186,390,054
April 1 30, 2005	44	$ 7.83		$ 186,390,054
July 1 31, 2005		$		$ 186,390,054
August 1 31, 2005	3,479	$ 0.36		$ 186,390,054
September 1 30, 2005		$		$ 186,390,054
Total	6,517	$ 0.33		$ 186,390,054

(1) During the nine months ended

September 30, 2005, the Company repurchased 6,517 shares of common stock at an average price of $0.33 per share. These shares were repurchased from former employees pursuant to the terms of restricted stock agreements that enable the Company to repurchase unvested shares upon the applicable employees termination of employment. As of September 30, 2005, there were a total of 74,903 shares of restricted common stock repurchasable by the Company.

(2) In July 2004, Company s Board of Directors authorized a stock repurchase program. This program authorizes repurchases up to $250 million. The program does not have a specified

expiration

44

Table of Contents

date. No repurchases occurred in the nine months ended September 30, 2005. As of September 30, 2005, the Company had total authorization of future repurchases of approximately $186.4 million remaining in the program. No repurchase programs have expired or been terminated during the period covered by the above table.

Item 6. Exhibits

Exhibit Number	Description of Document
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

Table of Contents

SIGNATURES

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

Juniper Networks, Inc.
November 3, 2005

By: /s/ Robert R.B. Dykes

Robert R.B. Dykes
Chief Financial Officer
(Duly Authorized Officer and Principal
Financial and Accounting Officer)

Exhibit Index

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