

F5 NETWORKS INC

FORM 8-K

(Unscheduled Material Events)

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Address	401 ELLIOT AVE WEST STE 500 SEATTLE, Washington 98119
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CIK	0001048695
Industry	Computer Networks
Sector	Technology
Fiscal Year	09/30

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 30, 2003

F5 Networks, Inc.

(Exact name of registrant as specified in its charter)

Washington

000-26041

91-1714307

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

401 Elliott Avenue West
Seattle, WA 98119

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 206-272-5555

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Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits

- (a) Financial Statements of Business Acquired.

Not Applicable.

- (b) Pro Forma Financial Information.

Not Applicable.

- (c) Exhibits:

99.1 Press release of F5 Networks, Inc. announcing a public offering of 4,500,000 shares of common stock.

Item 9. Regulation FD Disclosure

On October 30, 2003, F5 Networks, Inc. announced a public offering of 4,500,000 shares of common stock. The press release is attached hereto as Exhibit 99.1.

SIGNATURES

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

Dated: October 30, 2003

F5 NETWORKS, INC.

By: /s/ John McAdam

John McAdam
Chief Executive Officer & President

INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press release of F5 Networks, Inc. announcing a public offering of 4,500,000 shares of common stock dated October 30, 2003.

FOR IMMEDIATE RELEASE

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**F5 Networks Announces Public Offering of
4,500,000 Shares of Common Stock**

SEATTLE, WA—October 30, 2003— F5 Networks, Inc. (NASDAQ: FFIV) announced today that it plans to offer 4,500,000 shares of its common stock in a public offering. F5 Networks intends to grant the underwriters a 30-day option to purchase 675,000 additional shares to cover over-allotments, if any. The proposed offering is expected to commence on or about November 3, 2003.

The offering is being made through an underwriting syndicate led by Citigroup Global Markets Inc., as the sole bookrunner and joint lead manager. Lehman Brothers Inc. is a joint lead manager and Merrill Lynch, Pierce, Fenner & Smith Incorporated will act as co-manager. Printed copies of the preliminary prospectus supplement relating to the offering may be obtained from Citigroup Global Markets Inc., 388 Greenwich Street, New York, NY 10013.

This announcement shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any offer of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About F5 Networks

F5 Networks is the industry leader in Application Traffic Management, enabling enterprises and service providers to optimize any mission-critical application or web service, providing secure and predictable delivery of application traffic in an unpredictable environment. F5 Networks is headquartered in Seattle, Washington, and has offices throughout North America, Europe, Japan and Asia Pacific

F5 Networks Announces Public Offering of 4,500,000 Shares of Common Stock

Forward Looking Statements

Statements in this press release contain “forward-looking” information within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve a number of risks and uncertainties, including investor response to the proposed offering, the trading prices for the F5 Networks’ common stock during the offering period, other conditions in the financial markets and customary closing conditions. Please see the F5 Networks’ filings with the Securities and Exchange Commission for a discussion of other factors that may affect forward-looking information.

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End of Filing

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