

F5 NETWORKS INC

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 9/30/1999

Address	401 ELLIOT AVE WEST STE 500 SEATTLE, Washington 98119
Telephone	206-272-5555
CIK	0001048695
Industry	Computer Networks
Sector	Technology
Fiscal Year	09/30

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

F5 NETWORKS, INC.

(Exact name of registrant as specified in its charter)

WASHINGTON	3570	91-1714307
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

200 FIRST AVENUE WEST, SUITE 500
SEATTLE, WASHINGTON 98119
(206) 505-0800

(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

JOANN REITER
GENERAL COUNSEL AND SECRETARY
F5 NETWORKS, INC.
200 FIRST AVENUE WEST, SUITE 500
SEATTLE, WASHINGTON 98119
(206) 505-0800

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

DAVID R. WILSON, ESQ.
HELLER EHRMAN WHITE & MCAULIFFE
6100 COLUMBIA CENTER
701 FIFTH AVENUE
SEATTLE, WA 98104
(206) 447-0900

BROOKS STOUGH, ESQ.
GUNDERSON DETTMER STOUGH
VILLENEUVE FRANKLIN & HACHIGIAN, LLP
155 CONSTITUTION DRIVE
MENLO PARK, CALIFORNIA 94025
(650) 321-2400

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. //

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /X/ 333-86767

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering. //

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. //

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. //

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE (3)
Common Stock, no par value.....	230,000	\$67.00	\$15,410,000	\$4,284

(1) Includes 30,000 shares which the underwriters have the option to purchase to cover over-allotments, if any.

(2) Calculated pursuant to Rule 457(a).

(3) Pursuant to Rule 429(b), the registrant registered 2,300,000 shares of common stock on a Registration Statement on Form S-1 (333-86767) at a proposed maximum aggregate offering price of \$150,650,000.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

This registration statement is filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act") by F5 Networks, Inc. (the "Company"). In accordance with Rule 429 under the Securities Act, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-1 (Registration No. 333-86767) which was declared effective by the Commission on September 29, 1999 relating to the offering of 2,300,000 shares of Common Stock.

CERTIFICATION

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business on September 30, 1999), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during the bank's regular business hours no later than September 30, 1999.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Seattle, State of Washington, on the 29th day of September, 1999.

F5 NETWORKS, INC.

By: /s/ JEFFREY S. HUSSEY

 Jeffrey S. Hussey
 CHIEF EXECUTIVE OFFICER AND PRESIDENT

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

SIGNATURE	TITLE	DATE
-----	-----	-----
/s/ JEFFREY S. HUSSEY ----- Jeffrey S. Hussey	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	September 29, 1999
* ----- Robert J. Chamberlain	Vice President of Finance, Chief Financial Officer and Treasurer (Principal Finance and Accounting Officer)	September 29, 1999
* ----- Carlton G. Amdahl	Director	September 29, 1999
* ----- Karl D. Guelich	Director	September 29, 1999
* ----- Alan J. Higginson	Director	September 29, 1999
* ----- Sonja L. Hoel	Director	September 29, 1999
* ----- Kent L. Johnson	Director	September 29, 1999

*By: /s/ JEFFREY S. HUSSEY

 Jeffrey S. Hussey
 ATTORNEY-IN-FACT

EXHIBIT INDEX

- 5.1 Opinion of Heller Ehrman White & McAuliffe.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 23.2 Consent of Counsel (included in Exhibit 5.1).

EXHIBIT 5.1

[LETTERHEAD OF HELLER EHRMAN WHITE & McAULIFFE]

September 29, 1999

F5 Networks, Inc.
200 First Avenue West, Suite 500
Seattle, Washington 98119

**Re: LEGALITY OF SECURITIES TO BE REGISTERED UNDER REGISTRATION STATEMENT ON
FORM S-1**

Dear Ladies and Gentlemen:

This opinion is delivered in our capacity as counsel to F5 Networks, Inc., a Washington corporation (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-1 pursuant to Rule 462(b) relating to the sale of 230,000 shares of the Company's common stock, no par value (the "Selling Shareholder Shares") by certain shareholders of the Company (the "Selling Shareholders") which Registration Statement incorporates by reference a Registration Statement on Form S-1 (Reg. No. 333-86767) filed with the Commission under the Securities Act of 1933, as amended (together, the "Registration Statement").

I.

We have assumed the authenticity of all records, documents and instruments submitted to us as originals, the genuineness of all signatures, the legal capacity of natural persons and the conformity to the originals of all records, documents and instruments submitted to us as copies. We have based our opinion upon our review of the following records, documents, instruments and certificates:

- (a) The Registration Statement;
- (b) The Articles of Incorporation (including all amendments thereto and restatements thereof) of the Company certified by the Washington Secretary of State as of September 8, 1999, and certified to us by an officer of the Company as being complete and in full force and effect as of the date of this opinion;
- (c) The Bylaws of the Company (and all amendments thereto) certified to us by an officer of the Company as being complete and in full force and effect as of the date of this opinion;
- (d) A Certificate of Existence/Authorization relating to the Company issued by the Washington Secretary of State dated September 8, 1999;
- (e) Records of the corporate proceedings of the Company certified to us by an officer of the Company constituting all records of proceedings and actions of the Company's board of directors relating to the transactions contemplated by the Underwriting Agreement and the issuance of the Selling Shareholder Shares by the Company to the Selling Shareholders; and
- (f) Certificates of officers of the Company as to certain factual matters.

We have also assumed that the Registration Statement will have been declared effective by the Securities and Exchange Commission prior to, and will continue to be effective at the time of, the issuance of the Issuer Shares.

II.

This opinion is limited to the federal laws of the United States of America and the corporate law of the State of Washington, and we disclaim any opinion as to the laws of any other jurisdiction. We further disclaim any opinion as to any statute, rule, regulation, ordinance, order or other promulgation of any regional or local governmental body or as to any related judicial or administrative opinion.

III.

Based upon the foregoing and our examination of such questions of law as we have deemed necessary or appropriate for the purpose of our opinion, and subject to the limitations and qualifications expressed below, it is our opinion that the Selling Shareholder Shares are validly issued and nonassessable.

IV.

We hereby consent to the filing of this opinion as an exhibit to, and to the use of this opinion in connection with, the Registration Statement and to the reference to this firm under the heading "Legal Matters" in the prospectus constituting a part of the Registration Statement.

This opinion is rendered to you and to purchasers of the Securities offered by the Selling Shareholders pursuant to the Registration Statement and is solely for the benefit of you and such purchasers. This opinion may not be relied upon by any other person, firm, corporation or other entity without our prior written consent. We disclaim any obligation to advise you of any change of law that occurs, or any facts of which we become aware, after the date of this opinion.

Very truly yours,

/s/ HELLER EHRMAN WHITE & McAULIFFE

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our reports dated September 2, 1999, relating to the financial statements and financial statement schedule of F5 Networks, Inc., which appear in F5 Networks, Inc.'s Form S-1 registration statement (File No. 333-86767). We also consent to the references to us under the headings "Experts" and "Selected Financial Data" in F5 Networks, Inc.'s Form S-1 registration statement (File No. 333-86767).

/s/ PricewaterhouseCoopers LLP

Seattle, Washington

September 29, 1999

End of Filing

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