

F5 NETWORKS INC

FORM 8-A12G
(Securities Registration (section 12(g)))

Filed 5/11/1999

| | |
|-------------|--|
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| Telephone | 206-272-5555 |
| CIK | 0001048695 |
| Industry | Computer Networks |
| Sector | Technology |
| Fiscal Year | 09/30 |

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

F5 Networks, Inc.

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Washington | 94-1714307 |
| ----- (State of incorporation or organization) | ----- (I.R.S. Employer Identification No.) |
| 200 First Avenue West, Suite 500, Seattle, WA | 98119 |
| ----- (Address of principal executive offices) | ----- (Zip Code) |

Securities Act Registration Statement and Number to which the form relates:
333-75817

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. / /

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. /X/

Securities Act registration statement file number to which this form relates:
333-75817

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be Registered |
|--|--|
| ----- None | ----- N/A |
| ----- | ----- |

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, no par value

(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of the Common Stock to be registered hereunder is contained in the section entitled "Description of Capital Stock," commencing at page 57 of the Prospectus included in the Registrant's Form S-1 Registration Statement, as amended, No. 333-75817 (the "Registration Statement") first filed with the Securities and Exchange Commission (the "Commission") on April 7, 1999 and is incorporated herein by reference.

ITEM 2. EXHIBITS.

| Exhibit Number | Description |
|-------------------|---|
| 3.1 | Amended and Restated Articles of Incorporation of the Registrant, as amended. (1) |
| 3.2 | Form of Second Amended and Restated Articles of Incorporation of the Registrant. (1) |
| 3.3 | Bylaws of the Registrant, as currently in effect. (1) |
| 3.4 | Form of Amended and Restated Bylaws of the Registrant. (1) |
| 4.1 | Specimen Certificate for Registrant's Common Stock. (1) |
| 10.17 | Form of Common Stock Purchase Warrant. (1) |
| 10.18 | Common Stock Warrant, dated March 15, 1997 between Registrant and Britannia Holdings Limited. (1) |
| 10.19 | Common Stock Warrant, dated August 5, 1997, between Registrant and Britannia Holdings Limited. (1) |
| 10.20 | Common Stock Warrant, dated February 25, 1999, between Registrant and PSINet, Inc., as amended. (1) |
| 10.21 | Investor Rights Agreement, dated August 21, 1998, between Registrant and certain holders of the Registrant's Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock. (1) |

(1) Filed as the like-numbered exhibit to the Registration Statement and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

F5 Networks, Inc.
(Registrant)

Date: May 11, 1999

By: /s/ Robert J. Chamberlain

Robert J. Chamberlain
Vice President of Finance, Chief
Financial Officer and Treasurer

End of Filing

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