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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**ARISTA NETWORKS, INC.**  
(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**20-1751121**  
(I.R.S. Employer  
Identification No.)

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**5453 Great America Parkway  
Santa Clara, California 95054  
(408) 547-5500**  
(Address of principal executive offices, including zip code)

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**Arista Networks, Inc. 2014 Employee Stock Purchase Plan  
Arista Networks, Inc. 2014 Equity Incentive Plan  
(Full title of the plan)**

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**Jayshree Ullal  
President and Chief Executive Officer  
Arista Networks, Inc.  
5453 Great America Parkway  
Santa Clara, California 95054  
(408) 547-5500**  
(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*

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**Larry W. Sonsini  
Raj S. Judge  
Mark B. Baudler  
Andrew D. Hoffman  
Wilson Sonsini Goodrich & Rosati, P.C.  
650 Page Mill Road  
Palo Alto, California 94304  
(650) 493-9300**

**Marc Taxay  
Vice President, General Counsel  
Arista Networks, Inc.  
5453 Great America Parkway  
Santa Clara, California 95054  
(408) 547-5500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, par value \$0.0001 per share, reserved for issuance pursuant to the 2014 Employee Stock Purchase Plan	708,111 (2)	\$84.60 (4)	\$59,909,554.13	\$6,944.00
Common Stock, par value \$0.0001 per share, reserved for issuance pursuant to the 2014 Equity Incentive Plan	2,124,333 (3)	\$99.54 (5)	\$211,445,485.16	\$24,507.00
<b>TOTAL:</b>	<b>2,832,444</b>		<b>\$271,355,039.29</b>	<b>\$31,451.00</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this registration statement shall also cover any additional securities that may be necessary to adjust the number of shares reserved for issuance pursuant to the Registrant’s 2014 Employee Stock Purchase Plan (the “**ESPP**”) and 2014 Equity Incentive Plan (the “**2014 Plan**”) by reason of any stock split, stock dividend or similar adjustment effected without the Registrant’s receipt of consideration that results in an increase in the number of outstanding shares of the Registrant’s common stock.
  - (2) Reflects an automatic annual increase of 708,111 on January 1, 2017 to the number of shares of Registrant’s Common Stock reserved for issuance under the ESPP, which annual increase is provided for in the ESPP.
  - (3) Reflects an automatic annual increase of 2,124,333 on January 1, 2017 to the number of shares of Registrant’s Common Stock reserved for issuance under the 2014 Plan, which annual increase is provided for in the 2014 Plan.
  - (4) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act solely for the purpose of calculating the registration fee on the basis of 85% of \$99.54, which represents the average of the high and low price per share of the Registrant’s common stock on February 13, 2017 as reported on the New York Stock Exchange. Pursuant to the 2014 Employee Stock Purchase Plan, the purchase price of the shares of the Registrant’s common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value on (i) the first trading day of the offering period or (ii) the purchase date.
  - (5) Estimated in accordance with Rules 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$99.54 per share, which represents the average of the high and low sale prices of the Registrant’s common stock as reported on the New York Stock Exchange on February 13, 2017.
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**REGISTRATION OF ADDITIONAL SECURITIES  
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the “Registration Statement”) registers additional shares of Common Stock of Arista Networks, Inc. (the “Registrant”) to be issued pursuant to the Registrant’s 2014 Employee Stock Purchase Plan (the “ESPP”) and the Registrant’s 2014 Equity Incentive Plan (the “2014 Plan”). The number of shares of the Registrant’s common stock available for grant and issuance under the ESPP is subject to an annual increase on the first day of each fiscal year starting on January 1, 2015 and each subsequent anniversary, equal to the smallest of (a) 2,500,000, (b) 1% of the number of shares of common stock issued and outstanding on January 1, or (c) an amount determined by our board of directors. The number of shares of the Registrant’s common stock available for grant and issuance under the 2014 Plan is subject to an annual increase on the first day of each fiscal year starting on January 1, 2016 and each subsequent anniversary, equal to the smallest of (a) 12,500,000, (b) 3% of the number of shares of common stock issued and outstanding on December 31 of the immediately preceding year, or (c) an amount determined by our board of directors

On January 1, 2017, the number of shares of the Registrant’s common stock available for grant and issuance under the ESPP increased by 708,111 shares. These additional shares of Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provision of the ESPP. On January 1, 2017, the number of shares of the Registrant’s common stock available for grant and issuance under the 2014 Plan increased by 2,124,333 shares. These additional shares of Common Stock have become reserved for issuance as a result of the operation of the “evergreen” provision of the 2014 Plan. Accordingly, the contents of (i) the Registration Statement on Form S-8 (No. 333-196550) filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on June 6, 2014, and (ii) the Registration Statement on Form S-8 (No. 333-202919) filed by the Registrant with the Commission on March 23, 2015, and (iii) the Registration Statement on Form S-8 (No. 333-209723) filed by the Registrant with the Commission on February 25, 2016 are incorporated herein by reference pursuant to General Instruction E of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The Registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed with the Commission on February 17, 2017 pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”);
- (2) All other reports filed by the Registrant with the Commission pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (1) above; and
- (3) The description of the Registrant’s common stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-36468) filed with the Commission on May 27, 2014, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicate that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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**Item 8. Exhibits**

Exhibit Number	Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
4.1	Form of Common Stock certificate of the Registrant	S-1/A		4.1	April 21, 2014	
4.2	2014 Equity Incentive Plan	S-1/A		10.4	May 27, 2014	
4.3	2014 Employee Stock Purchase Plan	10-K		10.5	March 12, 2015	
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation					✓
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm					✓
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1)					✓
24.1	Power of Attorney (contained on signature page hereto)					✓

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## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Santa Clara, State of California, on this 17th day of February, 2017.

**Arista Networks, Inc.**

(Registrant)

By: /s/ JAYSHREE ULLAL

Jayshree Ullal

President, Chief Executive Officer and Director

(Principal Executive Officer)

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## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jayshree Ullal and Ita Brennan, and each of them, as their true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act, this registration statement and the Power of Attorney has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JAYSHREE ULLAL</u> Jayshree Ullal	President, Chief Executive Officer and Director (Principal Executive Officer)	February 17, 2017
<u>/s/ ITA BRENNAN</u> Ita Brennan	Chief Financial Officer (Principal Accounting and Financial Officer)	February 17, 2017
<u>/s/ ANDY BECHTOLSHEIM</u> Andy Bechtolsheim	Founder, Chief Development Officer and Director	February 17, 2017
<u>/s/ CHARLES GIANCARLO</u> Charles Giancarlo	Director	February 17, 2017
<u>/s/ ANN MATHER</u> Ann Mather	Director	February 17, 2017
<u>/s/ DAN SCHEINMAN</u> Dan Scheinman	Director	February 17, 2017
<u>/s/ MARC STOLL</u> Marc Stoll	Director	February 17, 2017
<u>/s/ NIKOS THEODOSOPOULOS</u> Nikos Theodosopoulos	Director	February 17, 2017

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## EXHIBIT INDEX

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23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1)					✓
24.1	Power of Attorney (contained on signature page hereto)					✓

February 17, 2017

Arista Networks, Inc.  
5453 Great America Parkway  
Santa Clara, California 95054

**Re: Registration Statement on Form S-8**

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the “ **Registration Statement** ”) to be filed by Arista Networks, Inc., a Delaware corporation, with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 708,111 shares (the “ **Shares** ”) of your common stock, par value \$0.0001 per share (the “ **Common Stock** ”) reserved for issuance pursuant to the 2014 Employee Stock Purchase Plan (the “ **ESPP** ”) and an aggregate of 2,124,333 shares of your Common Stock reserved for issuance pursuant to the 2014 Equity Incentive Plan (the “ **2014 Plan** ”, and with the ESPP, the “ **Plans** ” and which shares of Common Stock are collectively referred to herein as the “ **Shares** ”). As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the Plans.

It is our opinion that the Shares, when issued and sold in the manner referred to in the Plans and pursuant to the agreements which accompany the Plans, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements (Form S-8) pertaining to the 2014 Employee Stock Purchase Plan and the 2014 Equity Incentive Plan of Arista Networks, Inc. of our reports dated February 17, 2017, with respect to the consolidated financial statements of Arista Networks, Inc. and the effectiveness of internal control over financial reporting of Arista Networks, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

San Jose, California  
February 17, 2017