

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of)	
)	
Five9, Inc.)	WC Docket No. 21-_____
Transferor and Licensee,)	
)	File No. ITC-T/C-2021_____
and)	
)	
Zoom Video Communications, Inc.,)	
Transferee,)	
)	
for Authority Pursuant to Section 214 of the)	
Communications Act of 1934, as Amended, and)	
Sections 63.04 and 63.24 of the Commission’s)	
Rules to Transfer Control of a Domestic and)	
International Section 214 Carrier)	

JOINT APPLICATION

I. INTRODUCTION

Five9, Inc. (“Five9”) and Zoom Video Communications, Inc. (“Zoom”) (collectively, “Applicants”) respectfully request authority pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Sections 63.04 and 63.24 of the Rules of the Federal Communications Commission (“Commission” or “FCC”), 47 C.F.R. §§ 63.04, 63.24, to transfer ownership and control of Five9, which holds authority under Section 214 to provide domestic and international telecommunications services on a competitive basis, from Five9 to Zoom (the “Transaction”). The Transaction will result in a change in the ownership of Five9, but no assignment of licenses, assets, or customers will occur as a consequence of the proposed Transaction. Immediately following the Transaction, Five9 will continue to provide service to its existing customers under the same rates, terms, and conditions and without interruption. The Applicants request streamlined processing.

II. DESCRIPTION OF THE APPLICANTS

Zoom provides a video communications platform that connects people through frictionless and secure video and content sharing and enables face-to-face video experiences for thousands of people in a single meeting across disparate devices and locations. The cornerstone of the platform is Zoom Meetings, through which Zoom provides a full suite of products and features designed to give users an easy, reliable, and innovative video communications experience. Many customers also choose to implement Zoom Rooms, a software-based video conference room system, which enables users to experience Zoom Meetings in their physical meeting spaces. In 2019, Zoom launched Zoom Phone, an interconnected voice over IP, cloud-based PBX system provided by its subsidiary Zoom Voice Communications, Inc. Zoom does not provide any telecommunications services in the United States.

Five9 operates a virtual call center platform that enables call center agents from essentially anywhere in the world, including corporate offices, outsourced call centers, and remote agents who generally work from home to use their own computers and broadband service subscriptions to connect with the Five9 platform. The call center agents are employed by Five9's enterprise customers that need to stay connected with their customers through a call center service. In addition to providing a virtual call center service, Five9 resells voice telephony services to its enterprise customers for the transport of both inbound and outbound calls between consumers and the call center agents. Five9 provides resold interstate telecommunications services throughout the United States and internationally. It holds a

blanket Section 214 authorization and an international Section 214 authorization.¹ Five9 provides resold intrastate telecommunications services in California and Georgia.

III. DESCRIPTION OF THE TRANSACTION

(Answer to Question 13.) On July 16, 2021, Zoom, Five9, and Summer Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of Zoom (“Summer”), entered into an Agreement and Plan of Merger (the “Merger Agreement”). Under the Merger Agreement, Summer will merge with and into Five9, with Five9 surviving the merger and continuing as a wholly owned subsidiary of Zoom. The Merger Agreement also provides that each shareholder of Five9 will receive 0.5533 shares of Zoom Class A common stock for each share of Five9 stock, and cash in lieu of any fractional shares of Zoom stock that the Five9 shareholder would have received.

For the Commission’s reference, pre- and post-transaction ownership charts are provided as **Exhibit A**.

IV. PUBLIC INTEREST STATEMENT

This application requests Commission authorization for Zoom to acquire Five9. Zoom and Five9 operate complementary businesses, but are not competitors. Five9 is focused on providing contact center services to businesses, while Zoom is a provider of video communications services.

The Transaction will benefit the public interest by allowing Zoom and Five9 to enhance their platforms to bring a range of new services to their business customers. For Zoom, the Transaction advances its efforts to offer robust and reliable communications technology that

¹ See International Authorizations Granted, *Public Notice*, DA No. 15-690, Rep. No. TEL 01737 (Int’l Bur., June 11, 2015) (providing notice of grant of File No. ITC-214-20130119-00017). In connection with this application, Five9 agreed to a letter of assurance with the United States Department of Justice, dated June 8, 2015. This transaction will not affect Five9’s obligations under that letter.

enables interactions that build greater empathy and trust. Adding contact center capabilities to the broader Zoom portfolio of services will benefit Zoom customers by allowing Zoom to bring the benefits of Five9's technologies to companies of all sizes. Five9 will become part of a well-qualified company with a strong management team and substantial experience and expertise in video communications. This access to the operational and managerial resources of Zoom will improve Five9's ability to innovate and meet customer needs in the highly-competitive contact center service market.

The Transaction will be seamless to Five9's customers. Immediately following the Transaction, Five9 will continue to provide service to its customers at the same rates, terms, and conditions and without interruption. The Transaction will not trigger any federal or state anti-slamming or bulk customer transfer rules because the certificated, customer-facing service provider will be unchanged.

There are no harms to offset these public interest benefits. In particular, the Transaction will have no impact on competition in regulated telecommunications services because it involves the acquisition of a company with a very small presence in the U.S. telecommunication services market by a company that does not provide telecommunications services. Five9 is a nondominant resale carrier with less than one percent market share in the national telecommunications market, while Zoom does not provide any telecommunications services in the United States.

Consequently, grant of this application would be in the public interest. Applicants are seeking to complete the Transaction as soon as possible to ensure that customers can obtain rapidly the benefits of the Transaction. Applicants therefore respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

V. Request for Streamlined Processing

(Answer to Question 20.) Applicants respectfully submit that this Application should be granted streamlined processing pursuant to Sections 63.03 and 63.12 of the Commission's Rules.²

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(i) because Zoom is not a telecommunications provider and under Section 63.03(b)(2) because, immediately following the Transaction:

1. Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; and
2. Applicants and their affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and
3. Neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

This application also is eligible for streamlined processing as to the transfer of control of Five9's international Section 214 authorization under Section 63.12. As described below, Zoom is affiliated with entities that provide voice over IP service that are registered as communications providers in certain foreign countries. However, to the extent the Commission treats those affiliates as foreign carriers, the exclusionary criteria in Section 63.12(c) would not apply because (a) the foreign affiliates own no facilities in the relevant destination markets; and (b) (1) all affiliated destination markets are in WTO Member countries and (2) Zoom qualifies for a presumption of non-dominance because its affiliates hold only *de minimis* market shares in those markets.³ In addition, Zoom is not affiliated with a dominant U.S. carrier whose international switched or private line services it seeks authority to resell. Five9 is not affiliated with any

² 47 C.F.R. §§ 63.03, 63.12.

³ See 47 C.F.R. § 63.12(c)(1)(iii), (iv).

foreign carrier in any destination market or with a dominant U.S. carrier whose international switched or private line services Five9 seeks to resell. Thus, none of the exclusionary criteria in Section 63.12(c) will apply to this Transaction. Moreover, Applicants are not affiliated with any dominant foreign carrier.

VI. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

63.18 (a) Name, address and telephone number of each Applicant

Transferee/Licensee

Five9, Inc.
3001 Bishop Drive, Suite 350
San Ramon, California 94583
Tel: (925) 201-2044

Transferee

Zoom Video Communications, Inc.
55 Almaden Boulevard, 6th Floor
San Jose, California 95113

Tel: (888) 799-9666

63.18 (b) Jurisdiction of Organizations

Zoom is a Delaware corporation.

Five9 is a Delaware corporation.

63.18 (c) (Answer to Question 10) Correspondence concerning this Application should be sent to:

For Five9:

Bruce A. Olcott
Jones Day
51 Louisiana Ave., N.W.
Washington, DC 2001-2113
Tel: (202) 879-3630
bolcott@jonesday.com

For Zoom:

J.G. Harrington
Cooley LLP
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004
Tel: (202) 776-2818
jgharrington@cooley.com

Brita Strandberg
Harris, Wiltshire & Grannis LLP
1919 M Street, NW, 8th Floor
Washington, DC 20036-3537
Tel: (202) 730-1346
bstrandberg@hwglaw.com

63.18 (d) (Answer to Question 10) Section 214 Authorizations

Transferor: Five9 operates pursuant to blanket domestic Section 214 authority and holds international Section 214 authority granted in ITC-214-20130119-00017.

Transferee: Zoom does not hold any Section 214 authorizations.

63.18 (h) (Answer to Questions 11 and 12) Ownership

No persons or entities hold or will hold, directly or indirectly, a 10% or greater interest in Zoom as calculated pursuant to the Commission's ownership attribution rules for wireline and international telecommunications carriers.

Employees of Zoom serve on the directorates of the following companies, which are registered in foreign countries as communications providers. Although the companies provide only voice over IP services, this information is provided in the interest of full disclosure.

Entity	Zoom Personnel	Foreign Locations Served
Zoom Voice Communications, Inc.	Director: Eric S. Yuan Officers: Eric S. Yuan, Kelly Steckelberg, Kari Zeni	Belgium, Canada, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Lithuania, Luxembourg, Netherlands, New Zealand, Portugal,

Entity	Zoom Personnel	Foreign Locations Served
		Spain, Sweden, Switzerland, United Kingdom
ZVC Netherlands B.V.	Directors: Aparna Bawa, Shane Hugh Crehan	Bulgaria, Croatia, Czech Republic, Estonia, Poland, Romania, Slovakia, Slovenia
ZVC Singapore Pte	Directors: Jeffrey Charles True, Shane Hugh Crehan, Lawrence Tan	Singapore
ZVC Norway	(Under ZVC Netherlands) Representative: Shane Hugh Crehan	Norway
ZVC Australia Pty Ltd	Directors: Gordon Douglas Wood, Jeffrey Charles True, Shane Hugh Crehan	Australia
ZVC India Private Limited	Directors: Aparna Bawa, Sameer Padmakar Raje, Shane Crehan	India (pending)
ZVC Japan	Jeffrey Charles True and Shane Hugh Crehan.	Japan (pending)

The entities listed above all are nondominant in the jurisdictions in which they provide service and have *de minimis* market share.

63.18 (i) (Answer to Question 14)

Zoom is affiliated with the companies listed in response to Section 63.18(h), each of which is controlled by Zoom.

63.18 (j) (Answer to Question 15)

Zoom certifies that it does not seek to provide international telecommunications services to any destination country where:

- (1) any Applicant is a foreign carrier in that country;
- (2) any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
- (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

As described above, certain companies controlled by Zoom are registered in foreign countries as communications providers, although they all provide only voice over IP services. Following the Transaction, Five9 will provide international telecommunications services to the countries served by those Zoom affiliates.

63.18 (k)

Not applicable because each of the countries where Zoom will be affiliated with a foreign communications provider following the transaction is a member of the World Trade Organization.

63.18 (l)

Not applicable.

63.18 (m)

Following the Transaction, Five9 will continue to be a non-dominant carrier for international services. To the extent that the Commission treats Zoom's foreign affiliates as carriers, each of them has a *de minimis* market share in the international transport and local access markets on the foreign end of the relevant route. Consequently, and in accordance with Section 63.10(a)(4), Five9 should be presumptively classified as nondominant.

63.18 (n)

Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18 (o)

Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a; see also 47 C.F.R. §§ 1.2001-1.2003.

63.18 (p)

For the reasons described in **Section V**, this Transaction qualifies for streamlined processing.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment, pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b),

Applicants submit the following information in support of their request for domestic Section 214

authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

63.04(a)(6): Description of the Transaction

A description of the proposed Transaction is set forth in **Section III** above.

63.04(a)(7): Geographic Areas Served

The Applicants and their affiliates offer domestic telecommunications services in the U.S. as follows:

Transferor: Five9 provides non-facilities based resold interstate services throughout the United States and internationally. Five9 also provides non-facilities based resold intrastate service in California and Georgia.

Transferee: Zoom provides no telecommunications services in the United States.

63.04(a)(8): Streamlining Categorization

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(i) of the Commission's Rules because Zoom does not provide telecommunications services in the United States and pursuant to Section 63.03(b)(2)(i) because, immediately following the Transaction, (1) Applicants (including their affiliates, as that term is defined in Section 3(1) of the Act) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their affiliates will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by dominant local exchange carriers (none of which is a party to the proposed Transaction); and (3) neither the Applicants nor any of their affiliates are regulated as dominant with respect to any service.

63.04(a)(9): Additional FCC Applications

By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations. (This Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b).) No other applications are being filed.

63.04(a)(10): Special Consideration Requests

Although neither party to the Transaction is facing imminent business failure, prompt completion of the proposed Transaction is important to ensure that Applicants can obtain the benefits described in this Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously.

63.04(a)(11): Waiver Requests

No waiver requests are being filed in conjunction with the Transaction.

63.04(a)(12): Public Interest Statement

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in **Section IV** above.

VII. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

 /s/
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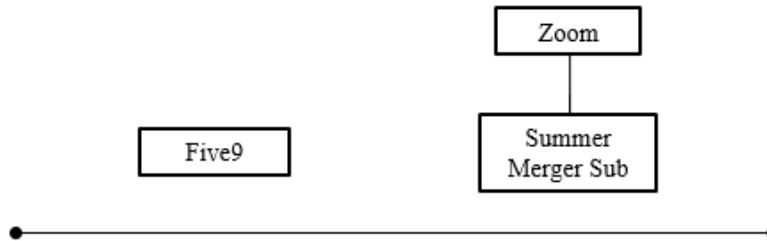
Counsel for Zoom Video Communications, Inc.

Date: July 30, 2021

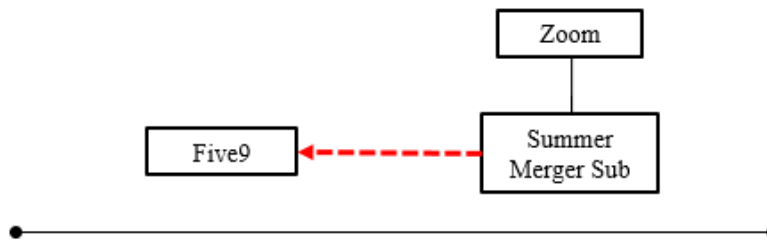
EXHIBIT A

Pre- and Post-Transaction Charts

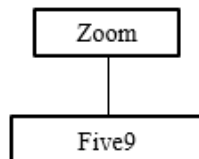
Before Transaction



Merger



After Transaction



VERIFICATION

I, Jeff True, state that I am General Counsel of Zoom Video Communications, Inc.; that I am authorized to make this Verification on behalf of Zoom Video Communications, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of July 2021.

 /s/
Name: Jeff True
Title: General Counsel
Zoom Video Communications, Inc.

VERIFICATION

I, David Hill, state that I am Chief Financial Officer of Five9, Inc.; that I am authorized to make this Verification on behalf of Five9, Inc.; that the foregoing filing was prepared under my direction and supervision; and that the contents thereof and the certifications contained therein are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 30th day of July 2021.

 /s/
Name: David Hill
Title: Chief Financial Officer
Five9, Inc.