

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

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**FORM 8-K**

**CURRENT REPORT**

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

August 12, 2009

**Date of Report (Date of earliest event reported)**

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**SONUS NETWORKS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State or Other Jurisdiction  
of Incorporation)

**001-34115**  
(Commission File Number)

**04-3387074**  
(IRS Employer  
Identification No.)

**7 TECHNOLOGY PARK DRIVE, WESTFORD, MASSACHUSETTS 01886**

(Address of Principal Executive Offices) (Zip Code)

**(978) 614-8100**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.05. Costs Associated with Exit or Disposal Activities.**

On August 12, 2009, Sonus Networks, Inc. (the "Company") committed to a restructuring initiative to further reduce its workforce by approximately 93 people, or 10% of employees worldwide. On August 13, 2009, the Company issued a press release announcing this initiative.

The Company expects to incur approximately \$1.4 million to \$1.9 million in cash expenditures for severance and related costs, which the Company expects to record in the third quarter of fiscal 2009 and anticipates annual compensation-related cash savings of approximately \$9.4 million to \$10.3 million as a result of this restructuring initiative.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Forward-Looking Statements**

Statements in this Current Report on Form 8-K that use the words "will," "estimates," "expects," or similar words that describe the Company's or its management's future expectations, plans, objectives or goals are "forward-looking statements" and are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995, and, as such, may involve known and unknown risks, uncertainties and assumptions. These forward-looking statements relate to the Company's current expectations and are subject to the limitations and qualifications set forth in this Current Report on Form 8-K, the press release furnished herewith as well as in the Company's other documents filed with the SEC, including, without limitation, that actual events and/or results may differ materially from those projected in such forward-looking statements.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are filed herewith:

(d) Exhibits

The following exhibit relating to Item 2.05 shall be deemed to be furnished, and not filed:

99.1 Press release of Sonus Networks, Inc. dated August 13, 2009 reporting restructuring costs.

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**SIGNATURE**

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.

Date: August 13, 2009

**SONUS NETWORKS, INC.**

By:

/s/ Richard J. Gaynor  
Richard J. Gaynor  
Chief Financial Officer

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**Exhibit Index**

99.1 Press release of Sonus Networks, Inc. dated August 13, 2009 reporting restructuring costs.

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**SONUS NETWORKS ANNOUNCES CONCLUSION OF RESTRUCTURING ACTIVITY  
RELATED TO THE COMPANY'S RIGHTSIZING AND REALIGNMENT INITIATIVES**

**WESTFORD, Mass., August 13, 2009** - Sonus Networks, Inc. (Nasdaq: SONS), a provider of network transformation through IP communications technology, today announced a restructuring initiative to reduce its workforce by approximately 93 people, or 10% of employees worldwide.

The Company expects to incur restructuring charges for severance and related costs of approximately \$1.4 million to \$1.9 million on a pre-tax basis in the third quarter of fiscal 2009 in connection with this action and anticipates annual compensation-related cash savings of approximately \$9.4 million to \$10.3 million as a result of this restructuring initiative.

This action brings the total expected restructuring charges for severance and related costs to approximately \$3.4 million to \$3.9 million on a pre-tax basis for restructuring actions initiated during 2009. The Company anticipates annual compensation-related cash savings of approximately \$19.7 million to \$21.6 million as a result of these reductions.

"This is the final phase of the restructuring initiative we began at the end of last year with the goal of re-aligning our business to market needs and opportunities," commented Richard Nottenburg, president and chief executive officer of Sonus Networks. "The successful conclusion of this effort has enhanced our ability to invest in our innovative, market-leading technology and to deliver new product and service offerings to our customers. We believe the Company is now better positioned for future profitable growth and to deliver greater value to all our stakeholders."

The actions related to this restructuring initiative are expected to be completed in the third quarter of 2009.

**About Sonus Networks**

Sonus Networks, Inc., providing network transformation through IP communications technology, is leading the evolution of communications networks to support the multi-media, multi-device demands of today's digital lifestyle. Sonus solutions and services enable fixed, mobile and cable operators to gain network awareness and new multi-media capabilities essential to retaining and expanding their subscriber base. Through standards-based interoperable solutions and services, Sonus extends the investments made in traditional networks by enabling operators to seamlessly migrate to next generation technology and deliver the secure, reliable, scalable and cost-effective network needed to grow their business. For more information visit [www.sonusnet.com](http://www.sonusnet.com).

This release may contain forward-looking statements regarding future events that involve risks and uncertainties. Readers are cautioned that these forward-looking statements are only predictions and may differ materially from actual future events or results. For a discussion of the risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and subsequent Quarterly Reports on Form 10-Q. Risk factors include, among others: our ability to align our cost structure with market conditions; our internal control over financial reporting and our ability to report our financial results timely and accurately; the unpredictability of our quarterly financial results; risks and uncertainties associated with the Company's previous restatement of its historical stock option granting practices and accounting including regulatory actions; actions that may be taken by significant shareholders; risks associated with the right-sizing and re-alignment of our business; and the impact the current global financial market conditions may have on the telecommunications industry. Any forward-looking statements represent Sonus' views only as of today and should not be relied upon as representing Sonus' views as of any subsequent date. While Sonus may elect to update forward-looking statements at some point, Sonus specifically disclaims any obligation to do so, except as required by law.

*Sonus is a registered trademark of Sonus Networks, Inc. All other company and product names may be trademarks of the respective companies with which they are associated.*

**For more information, please contact:**

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