

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Empire Capital Management, L.L.C.</u> (Last) (First) (Middle) 1 GORHAM ISLAND SUITE 201 (Street) WESTPORT CT 06880 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SONUS NETWORKS INC [SONS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/27/2012		J ⁽¹⁾		105,344	D	\$0.00 ⁽¹⁾	38,039,656	I	See footnotes ⁽²⁾⁽³⁾
Common Stock	12/27/2012		P		25,344	A	\$1.69	38,065,000	I	See footnotes ⁽²⁾⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Empire Capital Management, L.L.C.
 (Last) (First) (Middle)
 1 GORHAM ISLAND
 SUITE 201
 (Street)
 WESTPORT CT 06880
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Fine Scott A
 (Last) (First) (Middle)
 C/O EMPIRE CAPITAL MANAGEMENT LLC
 1 GORHAM ISLAND, SUITE 201
 (Street)
 WESTPORT CT 06880
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Richards Peter J

(Last)	(First)	(Middle)
C/O EMPIRE CAPITAL MANAGEMENT LLC		
1 GORHAM ISLAND, SUITE 201		
<hr/>		
(Street)		
WESTPORT	CT	06880
<hr/>		
(City)	(State)	(Zip)

Explanation of Responses:

1. This statement is being filed to reflect that the Common Stock that has been and continues to be held by one of the prior Empire Sub-Advised Funds (as defined below) is no longer advised by Empire Capital Management, LLC, a Delaware limited liability company ("Empire Management").
2. This statement is filed by (i) Empire Management with respect to the shares of Common Stock directly held by Empire Capital Partners, LP ("Empire Onshore"), Empire Capital Partners, LTD ("Empire Offshore"), Empire Capital Partners Enhanced Master Fund, LTD ("Empire Enhanced Master", and together with Empire Onshore and Empire Offshore, the "Empire Investment Funds") and Charter Oak Partners LP and Charter Oak Partners II LP which are discretionally managed by Empire Management (together, the "Empire Sub-Advised Funds"), (ii) Mr. Scott A. Fine ("Mr. Fine") with respect to the shares of Common Stock directly held by the Empire Investment Funds and the Empire Sub-Advised Funds and (iii) Mr. Peter J. Richards ("Mr. Richards") with respect to the shares of Common Stock directly held by the Empire Investment Funds and the Empire Sub-Advised Funds.
3. Empire Management serves as the investment manager to, and has investment discretion over the securities held by, the Empire Investment Funds and the Empire Sub-Advised Funds. Empire GP, LLC serves as general partner to Empire Onshore. Empire GP, LLC has retained Empire Management to serve as investment manager to Empire Onshore. Mr. Fine and Mr. Richards are the only managing members of Empire Management and the only two managing partners of Empire GP, LLC. Each of Mr. Fine and Mr. Richards disclaims beneficial ownership of the securities reflected in this filing, except with respect to any pecuniary interest in such securities.

Remarks:

<u>/s/ Scott A. Fine, as Managing Member of Empire Capital Management LLC /s/ Peter J. Richards, as Managing Member of Empire Capital Management LLC</u>	<u>12/31/2012</u>
<u>Scott A Fine</u>	<u>12/31/2012</u>
<u>Peter J Richards</u>	<u>12/31/2012</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.