

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**SONUS NETWORKS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

**95-3629339**  
(I.R.S. Employer Identification No.)

**7 Technology Park Drive, Westford, Massachusetts**  
(Address of Principal Executive Offices)

**01886**  
(Zip Code)

**2007 Stock Incentive Plan, As Amended**  
(Full Title of the Plan)

**Jeffrey M. Snider**  
**Senior Vice President and General Counsel**  
**Sonus Networks, Inc.**  
**7 Technology Park Drive**  
**Westford, Massachusetts 01886**  
**(978) 614-8100**

(Name, address, including zip code, telephone number, including area code, of agent for service)

**Copies to:**

**David E. Zeltner**  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8220

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

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock, \$0.001 par value per share	20,000,000	\$ 3.08	\$ 61,600,000	\$ 4,392.08

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional shares of common stock, \$0.001 par value per share (the "Common Stock") of Sonus Networks, Inc. (the "Company" or the "Registrant") that may become issuable under the Company's 2007 Stock Incentive Plan, as amended, by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of outstanding shares of the Common Stock affected without the receipt of consideration.

(2) This estimate is made solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and is based upon the average of the high and low prices of the Common Stock as reported on the NASDAQ Global Select Market on October 29, 2010.

(3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

---

## EXPLANATORY NOTE

This Registration Statement registers additional securities of the same class as that to which the Registration Statement on Form S-8 (File No. 333-150022) of the Registrant relates, and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-150022) are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). The following documents, which are on file with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as amended;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarterly periods ended March 31, 2010, June 30, 2010 and September 30, 2010;
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on January 14, 2010; February 9, 2010; February 19, 2010; February 24, 2010; February 25, 2010; March 5, 2010; May 3, 2010; May 4, 2010; May 20, 2010; June 18, 2010; July 16, 2010; August 3, 2010; August 12, 2010; August 25, 2010; October 12, 2010; October 28, 2010; and November 2, 2010;
- (d) All other reports filed pursuant to Section 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 (a) above; and
- (e) The descriptions of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on April 5, 2000 pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such descriptions.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Unless expressly incorporated into this Registration Statement, a report furnished but not filed on Form 8-K shall not be 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 subsequently filed document which also is deemed to be incorporated by reference herein

2

---

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.

#### Item 8. Exhibits.

The following documents are filed as exhibits to this registration:

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Weil, Gotshal & Manges LLP, counsel to the Registrant.
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page).

3

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Town of Westford, the Commonwealth of Massachusetts, on November 2, 2010.

**SONUS NETWORKS, INC.**

By: /s/ Jeffrey M. Snider

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below constitutes and appoints Richard N. Nottenburg, Wayne Pastore and Jeffrey M. Snider, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, 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 all other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in fact and agents or his substitute and substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement 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/ Raymond P. Dolan</u> Raymond P. Dolan	President and Chief Executive Officer (Principal Executive Officer) and Director	November 2, 2010
<u>/s/ Wayne Pastore</u> Wayne Pastore	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 2, 2010
<u>/s/ Howard E. Janzen</u> Howard E. Janzen	Chairman	November 2, 2010
<u>/s/ James K. Brewington</u> James K. Brewington	Director	November 2, 2010
<u>/s/ John P. Cunningham</u> John P. Cunningham	Director	November 2, 2010
<u>/s/ Beatriz V. Infante</u> Beatriz V. Infante	Director	November 2, 2010
<u>/s/ John A. Schofield</u> John A. Schofield	Director	November 2, 2010
<u>/s/ Scott E. Schubert</u> Scott E. Schubert	Director	November 2, 2010
<u>/s/ Paul J. Severino</u> Paul J. Severino	Director	November 2, 2010
<u>/s/ H. Brian Thompson</u> H. Brian Thompson	Director	November 2, 2010

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Weil, Gotshal & Manges LLP, counsel to the Registrant.
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.
24.1	Power of Attorney (included on the signature page).

767 Fifth Avenue  
New York, NY 10153-0119  
+1 212 310 8000 tel  
+1 212 310 8007 fax

November 2, 2010

Sonus Networks, Inc.  
7 Technology Park Drive  
Westford, Massachusetts 01886

Ladies and Gentlemen,

We have acted as counsel to Sonus Networks, Inc., a Delaware corporation (the "Company"), in connection with the Company's Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended, relating to the registration of an additional 20,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), of the Company that may be issued under the Sonus Network, Inc. 2007 Stock Incentive Plan, as amended (the "Plan").

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Fourth Amended and Restated Certificate of Incorporation of the Company, as amended; (ii) the Amended and Restated By-Laws of the Company; (iii) the Registration Statement; (iv) the Plan; and (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the 20,000,000 shares of Common Stock being registered pursuant to the Registration Statement have been duly authorized and, when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinion expressed herein is limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the filing of a copy of this opinion letter as an exhibit to the Registration Statement.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

Weil, Gotshal & Manges LLP

---

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 25, 2010, relating to the financial statements of Sonus Networks, Inc., and the effectiveness of Sonus Networks, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Sonus Networks, Inc. for the year ended December 31, 2009.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
November 2, 2010

---