

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

**FORM 8-K**

**CURRENT REPORT**

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

**May 23, 2012**

Date of Report (Date of earliest event reported)

**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.)

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

(Address of Principal Executive Offices) (Zip Code)

**(978) 614-8100**

(Registrant's telephone number, including area code)

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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Sonus Networks, Inc. (the "Company") held its annual meeting of stockholders on May 23, 2012 (the "Annual Meeting") to consider and vote upon the matters listed below. The proposals are described in detail in the Company's definitive Proxy Statement, which was filed with the United States Securities and Exchange Commission on April 5, 2012 (the "Proxy Statement"). The final voting results from the Annual Meeting are set forth below.

(1) The stockholders elected each of the eight nominees to the Board of Directors of the Company to hold office until the 2013 annual meeting of stockholders by a plurality of votes cast:

| <u>Director</u>     | <u>For</u>  | <u>Withhold Authority</u> | <u>Broker Non-Votes</u> |
|---------------------|-------------|---------------------------|-------------------------|
| James K. Brewington | 177,751,936 | 26,442,948                | 58,415,398              |
| John P. Cunningham  | 189,898,108 | 14,296,776                | 58,415,398              |
| Raymond P. Dolan    | 190,447,433 | 13,747,451                | 58,415,398              |
| Beatriz V. Infante  | 190,428,242 | 13,766,642                | 58,415,398              |
| Howard E. Janzen    | 177,068,538 | 27,126,346                | 58,415,398              |
| John A. Schofield   | 190,443,697 | 13,751,187                | 58,415,398              |
| Scott E. Schubert   | 190,434,023 | 13,760,861                | 58,415,398              |

|                   |             |            |            |
|-------------------|-------------|------------|------------|
| H. Brian Thompson | 176,971,998 | 27,222,886 | 58,415,398 |
|-------------------|-------------|------------|------------|

(2) By the following vote, the stockholders ratified the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012:

|         |             |
|---------|-------------|
| For     | 260,715,527 |
| Against | 1,526,505   |
| Abstain | 368,250     |

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(3) By the following vote, the stockholders approved, on a non-binding advisory basis, the compensation paid to the Company's named executive officers as disclosed in the "Compensation Discussion and Analysis" section and the accompanying compensation tables and related narratives contained in the Proxy Statement:

|                  |             |
|------------------|-------------|
| For              | 201,082,247 |
| Against          | 2,846,938   |
| Abstain          | 265,699     |
| Broker Non-Votes | 58,415,398  |

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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: May 25, 2012

**SONUS NETWORKS, INC.**

By:

/s/ Jeffrey M. Snider

Jeffrey M. Snider

Senior Vice President, General Counsel and Secretary

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