

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

Date of Report (Date of earliest event reported): **September 17, 2014**

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On September 17, 2014, Sonus Networks, Inc. (the "Company") entered into a further amendment to the Rights Agreement by and between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent, dated as of June 26, 2008, as amended by Amendment No. 1 to Rights Agreement dated June 10, 2011 and Amendment No. 2 to Rights Agreement dated June 21, 2013 (collectively, the "Rights Agreement"). Pursuant to this amendment, the Final Expiration Date (as defined in the Rights Agreement) was advanced from June 26, 2015 to September 17, 2014. As a result of this amendment, effective as of the close of business on September 17, 2014, the Rights (as defined in the Rights Agreement) expired and are no longer outstanding and the Rights Agreement has terminated by its terms. The description herein of the amendment to the Rights Agreement is qualified in its entirety by reference to the amendment, a copy of which is filed as Exhibit 4.4 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 1.02. Termination of a Material Definitive Agreement.

The information set forth under "Item 1.01. Entry into a Material Definitive Agreement" is incorporated by reference into this Item 1.02. A copy of the Rights Agreement and a summary of its material terms were filed with the Securities and Exchange Commission on a Current Report on Form 8-K on June 27, 2008 and are incorporated by reference into this Item 1.02.

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth under "Item 1.01. Entry into a Material Definitive Agreement" is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the adoption of the Rights Agreement, on June 26, 2008, the Company filed a Certificate of Designation of Series A Junior Participating Preferred Stock with the Secretary of State of the State of Delaware setting forth the rights, powers and preferences of the Series A Junior Participating Preferred Stock issuable upon exercise of the Rights (the "Preferred Shares").

Following the expiration of the Rights and the termination of the Rights Agreement, on September 18, 2014, the Company filed a Certificate of Elimination (the "Certificate of Elimination") with the Secretary of State of the State of Delaware eliminating the Preferred Shares and returning them to authorized but undesignated shares of the Company's preferred stock. The description herein of the Certificate of Elimination is qualified in its entirety by reference to the full text of the Certificate of Elimination, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On September 18, 2014, the Company issued a press release announcing the termination of the Rights Agreement. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 3.1 Certificate of Elimination of Series A Junior Participating Preferred Stock of Sonus Networks, Inc., as filed with the Secretary of State of the State of Delaware on September 18, 2014.
- 4.1 Rights Agreement, dated as of June 26, 2008, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC, which includes as Exhibit A thereto a Form of Certificate of Designation for the Series A Junior Participating Preferred Stock, as Exhibit B thereto the Form of Rights Certificate and as Exhibit C thereto a Summary of Rights to Purchase Shares of Preferred Stock (incorporated herein by reference from Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 27, 2008).
- 4.2 Amendment No. 1 dated as of June 10, 2011 to Rights Agreement, dated as of June 26, 2008, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC (incorporated herein by reference from Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 13, 2011).

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- 4.3 Amendment No. 2 dated as of June 21, 2013 to Rights Agreement, first dated as of June 26, 2008 and as amended on June 10, 2011, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC (incorporated herein by reference from Exhibit 4.3 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 24, 2013).
- 4.4 Amendment No. 3 dated as of September 17, 2014 to Rights Agreement, first dated as of June 26, 2008 and as amended on each of June 10, 2011 and June 21, 2013, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC.
- 99.1 Press Release issued by Sonus Networks, Inc. on September 18, 2014.

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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.

SONUS NETWORKS, INC.

By: /s/ Jeffrey M. Snider
Name: Jeffrey M. Snider
Title: Senior Vice President, Chief Administrative Officer, General Counsel and Secretary

DATED: September 18, 2014

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Exhibit Index

Exhibit No.	Description
3.1	Certificate of Elimination of Series A Junior Participating Preferred Stock of Sonus Networks, Inc., as filed with the Secretary of State of the State of Delaware on September 18, 2014.
4.1	Rights Agreement, dated as of June 26, 2008, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC, which includes as Exhibit A thereto a Form of Certificate of Designation for the Series A Junior Participating Preferred Stock, as Exhibit B thereto the Form of Rights Certificate and as Exhibit C thereto a Summary of Rights to Purchase Shares of Preferred Stock (incorporated herein by

reference from Exhibit 4.1 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 27, 2008).

- 4.2 Amendment No. 1 dated as of June 10, 2011 to Rights Agreement, dated as of June 26, 2008, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC (incorporated herein by reference from Exhibit 4.2 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 13, 2011).
- 4.3 Amendment No. 2 dated as of June 21, 2013 to Rights Agreement, first dated as of June 26, 2008 and as amended on June 10, 2011, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC (incorporated herein by reference from Exhibit 4.3 of the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on June 24, 2013).
- 4.4 Amendment No. 3 dated as of September 17, 2014 to Rights Agreement, first dated as of June 26, 2008 and as amended on each of June 10, 2011 and June 21, 2013, between Sonus Networks, Inc. and American Stock Transfer & Trust Company, LLC.
- 99.1 Press Release issued by Sonus Networks, Inc. on September 18, 2014.

**CERTIFICATE OF ELIMINATION OF
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
SONUS NETWORKS, INC.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

Sonus Networks, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. The Fourth Amended and Restated Certificate of Incorporation, as amended (the "Charter"), of the Company authorizes 5,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").
2. The Certificate of Designation of Series A Junior Participating Preferred Stock of the Company, dated June 26, 2008, designated 3,900,000 shares of the Preferred Stock as Series A Junior Participating Preferred Stock (the "Series A Preferred Stock").
3. Pursuant to the provisions of Section 151(g) of the DGCL, the Board of Directors of the Company adopted the following resolutions:

FURTHER RESOLVED, that none of the authorized shares of preferred stock, par value \$0.01, of the Company designated as Series A Junior Participating Preferred Stock (the "Series A Preferred Stock") have been issued or are outstanding, and none of the authorized shares of Series A Preferred Stock will be issued;

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to file with the Secretary of State of the State of Delaware a certificate (the "Certificate of Elimination") containing these resolutions, with the effect under the General Corporation Law of the State of Delaware of eliminating from the Company's Fourth Amended and Restated Certificate of Incorporation, as amended, all matters set forth in the Certificate of Designation of Series A Junior Participating Preferred Stock of the Company filed with the Secretary of State of the State of Delaware on June 26, 2008;

FURTHER RESOLVED, that the Proper Officers hereby are, and each of them acting singly hereby is, authorized and directed, for and on behalf of the Company and in its name, to execute and file the Certificate of Elimination at such time as they deem appropriate, and to take such further actions as they may deem necessary or appropriate to carry out the intent of the foregoing resolutions in accordance with the applicable provisions of the General Corporation Law of the State of Delaware.

4. Pursuant to the provisions of Section 151(g) of the DGCL, all references to the Series A Preferred Stock in the Charter are hereby eliminated, and the shares that were designated to such series are hereby returned to the status of authorized but unissued shares of Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Elimination to be signed on its behalf by its President and Chief Executive Officer this 18th day of September, 2014.

SONUS NETWORKS, INC.

By: /s/ Raymond P. Dolan
Raymond P. Dolan
President and Chief Executive Officer

SONUS NETWORKS, INC.

and

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC,
as Rights Agent

AMENDMENT No. 3

TO

RIGHTS AGREEMENT

Effective as of September 17, 2014

This Amendment No. 3 to the Rights Agreement is dated as of September 17, 2014 (the "Amendment") between Sonus Networks, Inc., a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company, as Rights Agent (the "Rights Agent").

WHEREAS, the Company and the Rights Agent are parties to a Rights Agreement, dated as of June 26, 2008, as amended on June 10, 2011 and June 21, 2013 (the "Rights Agreement"); and

WHEREAS, the Rights Agreement, under its current terms, will expire on June 26, 2015; and

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may amend any provision of the Rights Agreement in accordance with the terms of such Section 27; and

WHEREAS, the Board of Directors ("the Board") of the Company has determined that it would be in the best interests of the Company and its stockholders to accelerate the Final Expiration Date (as such term is defined in the Rights Agreement) from June 26, 2015 to September 17, 2014; and

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders for the Company to enter into this Amendment; and

WHEREAS, for purposes of this Amendment, capitalized terms not otherwise defined herein shall have the respective meanings set forth in the Rights Agreement.

NOW THEREFORE, in consideration of the premises and mutual agreements herein set forth, the parties hereby agree as follows:

1. Amendments.

1.1 Section 7 of the Rights Agreement is amended to replace the reference to "June 26, 2015" with "September 17, 2014".

1.2 All references to the date of "June 26, 2015" in Exhibit B (the Form of Right Certificate) and Exhibit C (the Summary of Rights to Purchase Shares of Preferred Stock of Sonus Networks, Inc.) to the Rights Agreement shall hereby be changed to "September 17, 2014".

2. Benefits. Nothing in this Amendment shall be construed to give to any Person other than the Company, the Rights Agent and the registered holders of the Right Certificates (and, prior to the Distribution Date, the Common Stock) any legal or equitable right, remedy or claim under this Amendment; but this Amendment shall be for the sole and exclusive benefit of the Company, the Rights Agent and the registered holders of the Right Certificates (and, prior to the Distribution Date, the Common Stock).

3. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

4. Descriptive Headings. Descriptive headings of the several Sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

5. Governing Law. This Amendment, the Rights Agreement and each Right Certificate issued thereunder shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

6. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

7. Effect of Amendment. Except as expressly modified by this Amendment, the Rights Agreement and its exhibits shall remain in full force and effect.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed, all as of the day and year first above written.

SONUS NETWORKS, INC.

By: /s/ Jeffrey M. Snider
Name: Jeffrey M. Snider
Title: Senior Vice President

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC
solely as Rights Agent herein under and not within its individual capacity

By: /s/ Jennifer Donovan
Name: Jennifer Donovan
Title: Senior Vice President, Relationship
Management and Regional Manager

[SIGNATURE PAGE TO AMENDMENT NO.3 TO RIGHTS AGREEMENT]



Sonus Terminates Shareholder Rights Plan

For Immediate Release: September 18, 2014

WESTFORD, Mass. - Sonus Networks, Inc. (Nasdaq: SONS), a global leader in securing real-time communications, today announced that its board of directors voted to terminate the company's shareholder rights plan effective September 17, 2014. The shareholder rights plan was originally scheduled to expire on June 26, 2015. Shareholders do not have to take any action as a result of this termination.

Ray Dolan, president and chief executive officer, commented, "Our board concluded that the shareholder rights plan is no longer necessary given the company's shareholder-friendly actions to deploy excess cash in order to accelerate growth through acquisition and also to repurchase shares such that today, no single shareholder owns more than 10 percent of our total outstanding shares. In reaching its decision, the board also took into careful consideration shareholder feedback received as part of our 2014 proxy outreach process."

About Sonus Networks:

Sonus secures real-time communications so the world's leading service providers and enterprises can embrace the next generation of SIP and 4G/LTE solutions including VoIP, video, instant messaging and online collaboration. With customers in more than 50 countries and nearly two decades of experience, Sonus offers a complete portfolio of hardware-based and virtualized Session Border Controllers (SBCs), Diameter Signaling Controllers (DSCs), policy/routing servers and media and signaling gateways. For more information, visit www.sonus.net or call 1-855-GO-SONUS.

For more information:

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