

**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): **January 29, 2015**

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)

Registrant's telephone number, including area code: **(978) 614-8100**

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 3.03. Material Modification to Rights of Security Holders.

The information regarding the Reverse Split (as defined below) contained in Item 5.03 of this Current Report on Form 8-K is incorporated by reference herein.

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

As previously announced in a press release dated January 8, 2015, the Reverse Stock Split Special Committee of the Board of Directors of Sonus Networks, Inc. (the "Company") approved a one-for-five reverse stock split (the "Reverse Split") of the Company's common stock, par value \$0.001 per share (the "Common Stock").

On January 26, 2015, the Company filed a Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation (the "Amendment") with the Secretary of State of the State of Delaware, which effected the Reverse Split as of 5:00 p.m., Eastern Time, on January 29, 2015.

As a result of the Reverse Split, every five shares of the Company's issued and outstanding Common Stock was converted into one share of Common Stock, reducing the number of issued and outstanding shares of the Company's Common Stock from approximately 250 million to approximately 50 million.

No fractional shares were issued in connection with the Reverse Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-Reverse Split shares of Common Stock not evenly divisible by five, will receive a cash payment (without interest) in lieu thereof equal to such fraction multiplied by the closing price per share of Common Stock on the NASDAQ Global Select Market on January 30, 2015.

The Reverse Split reduced the authorized number of shares of the Company's Common Stock from 600,000,000 to 120,000,000. The par value of the Common Stock remained at \$0.001 per share after the Reverse Split. The Reverse Split did not change the authorized number of shares or the par value of the Company's preferred stock, par value \$0.01 per share. Proportional adjustments will be made to the Company's equity incentive plans, as well as to any outstanding restricted stock awards and stock options granted under such equity incentive plans to maintain the economic value of the awards.

Trading of the Company's Common Stock on the NASDAQ Global Select Market on a Reverse Split-adjusted basis began at the opening of trading on January 30, 2015.

The above description of the Amendment and the Reverse Split is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 3.1 hereto and hereby incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation of Sonus Networks, Inc.

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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: January 30, 2015

SONUS NETWORKS, INC.

By:

/s/ Jeffrey M. Snider

Jeffrey M. Snider

Senior Vice President, Chief Administrative Officer,
General Counsel and Secretary

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Exhibit Index

3.1 Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation of Sonus Networks, Inc.

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**CERTIFICATE OF AMENDMENT OF
FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SONUS NETWORKS, INC.**

Pursuant to Section 242 of the
General Corporation Law of the State of Delaware

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

FIRST: A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Fourth Amended and Restated Certificate of Incorporation of the Corporation, as amended, and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED: That the first sentence of Article IV of the Fourth Amended and Restated Certificate of Incorporation of the Corporation, as amended, be and hereby is deleted in its entirety and the following three paragraphs are inserted in lieu thereof:

"Effective upon the effective time of this Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation pursuant to the General Corporation Law of the State of Delaware (the "Effective Time"), a one-for-five reverse stock split of the Corporation's common stock, par value \$0.001 per share (the "Common Stock"), shall become effective, pursuant to which each five shares of Common Stock issued and outstanding immediately prior to the Effective Time shall be reclassified and combined into one validly issued, fully paid and nonassessable share of Common Stock automatically and without any action by the Corporation or the holder thereof upon the Effective Time and shall represent one share of Common Stock from and after the Effective Time (such reclassification and combination of shares, the "Reverse Stock Split"). The par value of the Common Stock following the Reverse Stock Split shall remain at \$0.001 per share. No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split and, in lieu thereof, upon surrender after the Effective Time of a certificate which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the Reverse

Stock Split, following the Effective Time, shall be entitled to receive a cash payment (without interest) equal to the fraction of a share of Common Stock to which such holder would otherwise be entitled multiplied by the closing price per share of the Common Stock on the NASDAQ Global Select Market on the first trading day that commences after the Reverse Stock Split is effective on the NASDAQ Global Select Market.

Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Effective Time into which the shares formerly represented by such certificate have been reclassified (as well as the right to receive cash in lieu of fractional shares of Common Stock as set forth above); provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, if any, a written confirmation from our transfer agent indicating the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified as well as any cash in lieu of fractional shares to which such holder may be entitled as set forth above.

The total number of shares of capital stock which the Corporation shall have authority to issue is 125,000,000 shares, consisting solely of:

120,000,000 shares of common stock, par value \$0.001 per share; and

5,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock")."

SECOND: This Certificate of Amendment shall be effective at 5:00 p.m., Eastern Time, on January 29, 2015.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on its behalf by its President and Chief Executive Officer this 26th day of January, 2015.

SONUS NETWORKS, INC.

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