

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

**FORM 8-A/A**  
(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**SONUS NETWORKS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation or organization)

**04-3387074**  
(I.R.S. Employer Identification No.)

**4 TECHNOLOGY PARK DRIVE,  
WESTFORD, MASSACHUSETTS**  
(Address of principal executive offices)

**01886**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class to be so Registered**  
Preferred Stock Purchase Rights

**Name of Each Exchange on Which Each Class  
is to be Registered**  
The Nasdaq Global Select Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box.

Securities Act registration statement file number to which this form related: **None**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

This Amendment No. 2 on Form 8-A/A is filed to supplement and amend the information set forth in the Registration Statement on Form 8-A filed by Sonus Networks, Inc. (the "Company") on June 27, 2008.

**Item 1. Description of Registrant's Securities to be Registered.**

On June 21, 2013, the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (the "Rights Agent") amended the Rights Agreement, by and between the Company and the Rights Agent, dated as of June 26, 2008 and as amended on June 10, 2011 (the "Rights Agreement"), to extend the expiration date of the rights contained therein to June 26, 2015 (the "Amendment No. 2"). The Rights Agreement remains otherwise unmodified.

A copy of the Rights Agreement and a summary of its material terms, which were filed with the Securities and Exchange Commission on a Form 8-A on June 27, 2008, and a copy of the Amendment No. 1 to Rights Agreement and a summary of its material terms, which were filed with the Securities and Exchange Commission on a Form 8-A/A on June 13, 2011, are incorporated herein by reference. The foregoing description of the Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to the Amendment No. 2, a copy of which is filed herewith as Exhibit 4.3 and is incorporated herein by reference.

**Item 2. Exhibits.**

- 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).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto 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: June 24, 2013

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
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.

SONUS NETWORKS, INC.

and

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

AMENDMENT No. 2

TO

RIGHTS AGREEMENT

Effective as of June 21, 2013

This Amendment No. 2 to the Rights Agreement dated as of June 21, 2013 (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 (the "Rights Agreement"); and

WHEREAS, the Rights Agreement, under its current terms, will expire on June 26, 2013; 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 of the Company has delegated the power and authority to consider and approve an amendment to the Rights Agreement that would provide for an extension thereof to the Nominating and Corporate Governance Committee (the "Committee"); and

WHEREAS, the Committee has determined that it would be in the best interests of the Company and its stockholders to extend the Final Expiration Date (as such term is defined in the Rights Agreement) for a period of two (2) years to June 26, 2015; and

WHEREAS, the Committee 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, 2013" with "June 26, 2015".

1.2 All references to the date of "June 26, 2013" 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 "June 26, 2015".

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/ Micahel A. Nespoli  
Name: Michael A. Nespoli  
Title: Executive Director  
Relationship Management

*[SIGNATURE PAGE TO AMENDMENT NO.2 TO RIGHTS AGREEMENT]*

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