

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

**SCHEDULE TO**

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. )

**SONUS NETWORKS, INC.**

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

**Options to Purchase Common Stock, \$0.001 par value**

(Title of Class of Securities)

**835916 503**

(CUSIP Number of Class of Securities (Underlying Common Stock))

**Jeffrey M. Snider**

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

**Sonus Networks, Inc.**

**4 Technology Park Drive**

**Westford, Massachusetts 01886**

**(978) 614-8100**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

**Copies to:**

**Jonathan Wolfman**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**60 State Street**

**Boston, MA 02109**

**(617) 526-6833**

**CALCULATION OF FILING FEE**

**Transaction Valuation**

N/A

**Amount of Filing Fee\***

N/A

\* Pursuant to General Instruction D to Schedule TO, a filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Form or Registration No.: N/A

Filing Party: N/A

Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- Rule 14d-1 (Cross-Border Third-Party Tender Offer)

On June 1, 2016, Sonus Networks, Inc. (the “Company”) filed Definitive Additional Materials (the “Definitive Additional Materials”) for the Annual Meeting of Stockholders of the Company to be held on June 9, 2016 (the “Annual Meeting”), including a Supplement (the “Supplement”) to the Definitive Proxy Statement filed by the Company on April 28, 2016 (the “2016 Proxy Statement”) and a form of email (the “Email”), which was sent to certain of the Company’s largest stockholders commencing on June 1, 2016 from Jeffrey M. Snider, Chief Administrative Officer, Senior Vice President and General Counsel of the Company. The Definitive Additional Materials provided additional information regarding the proposal submitted to the Company’s stockholders with the 2016 Proxy Statement to approve a stock option exchange program for the Company’s employees and consultants, other than the Company’s members of the Board of Directors (the “Board”), executive officers, former members of the Board, former executive officers, former employees and former consultants (the “Proposed Stock Option Exchange Program”). In connection with the Proposed Stock Option Exchange Program, the Company is herewith filing the following materials:

1. The Supplement; and
2. The Email.

The stockholder communications attached hereto as Exhibits 99.1 and 99.2 to this Schedule TO do not constitute an offer to holders of the Company’s outstanding stock options to exchange those options. The Proposed Stock Option Exchange Program will only be commenced, if at all, if the Company’s stockholders approve the Proposed Stock Option Exchange Program at the Annual Meeting.

***The Proposed Stock Option Exchange Program has not commenced and is conditioned upon stockholder approval. Even if the requisite stockholder approval is obtained, the Company may still decide later not to implement the Proposed Stock Option Exchange Program. The Company will file a Tender Offer Statement with the Securities and Exchange Commission (the “SEC”) upon the commencement of the Proposed Stock Option Exchange Program, which the Company’s option holders who are eligible to participate in the Proposed Stock Option Exchange Program should read before participating in the program, as it will contain important information. The Company’s option holders will be able to obtain written materials described above and other documents filed by the Company with the SEC free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, the Company’s option holders may obtain free copies of the documents filed by the Company with the SEC by directing a written request to: Sonus Networks, Inc., 4 Technology Park Drive, Westford, Massachusetts 01886, Attention: Investor Relations.***

## Item 12. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Supplement to Proxy Statement for the 2016 Annual Meeting of Stockholders to be held on June 9, 2016 (incorporated by reference to the Company’s Definitive Additional Materials filed with the SEC on June 1, 2016).
99.2	Form of Investor Outreach Email by the Company, dated June 1, 2016 (incorporated by reference to the Company’s Definitive Additional Materials filed with the SEC on June 1, 2016).