

**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): **June 10, 2011**

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 1.01. Entry into a Material Definitive Agreement.

On June 10, 2011, the Nominating and Corporate Governance Committee of the Board of Directors of Sonus Networks, Inc. (the "Company"), acting pursuant to authority delegated by the Board of Directors of the Company, approved, and the Company entered into, an amendment (the "Amendment") to the Rights Agreement by and between the Company and American Stock Transfer & Trust Company, LLC, as Rights Agent (the "Rights Agent"), dated as of June 26, 2008 (the "Rights Agreement"), to extend the expiration date of the rights contained therein to June 26, 2013. The Rights Agreement remains otherwise unmodified.

A copy of the Rights Agreement and a summary of its material terms were filed with the Securities and Exchange Commission on a Form 8-K on June 27, 2008. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed herewith as Exhibit 4.2 and is incorporated herein by reference.

On June 13, 2011, the Company issued a press release announcing the Amendment. A copy of the press release is furnished as Exhibit 99.1 hereto.

Item 3.03. Material Modification to Rights of Security Holders.

Please see the disclosure set forth under "Item 1.01. Entry into a Material Definitive Agreement," which is incorporated by reference into this Item 3.03.

Item 9.01. Financial Statements and Exhibits.

(d)

Exhibit No.	Description
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.

99.1 Press Release issued by Sonus Networks, Inc. on June 13, 2011.

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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.

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

DATED: June 13, 2011

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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.
99.1	Press Release issued by Sonus Networks, Inc. on June 13, 2011.

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SONUS NETWORKS, INC.

and

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

AMENDMENT No. 1

TO

RIGHTS AGREEMENT

Effective as of June 10, 2011

This Amendment No. 1 to the Rights Agreement dated as of June 10, 2011 (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 (the "Rights Agreement");

WHEREAS, the Rights Agreement, under its current terms, will expire on June 26, 2011;

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;

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");

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, 2013;

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, 2011" with "June 26, 2013".

1.2 All references to the date of "June 26, 2011" 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, 2013".

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/ Isaac J. Kagan

Name: Isaac J. Kagan

Title: Vice President

[SIGNATURE PAGE TO AMENDMENT NO. 1 TO RIGHTS AGREEMENT]



SONUS NETWORKS Extends Rights Agreement

June 13, 2011 — Sonus Networks, Inc. (Nasdaq: SONS), a market leader in next generation IP-based network solutions, announced today that the Company has entered into an amendment to its Rights Agreement to extend its expiration date from June 26, 2011 to June 26, 2013. The amendment was not in response to any acquisition proposal and no other amendments were made to the Rights Agreement.

About Sonus Networks

Sonus Networks, Inc. is a leader in IP networking with proven expertise in delivering secure, reliable and scalable next-generation infrastructure and subscriber solutions. With customers in over 50 countries across the globe and over a decade of experience in transforming networks to IP, Sonus has enabled service providers and enterprises to capture and retain users and generate significant ROI. Sonus products include media and signaling gateways, policy/routing servers, session border controllers and subscriber feature servers. Sonus products are supported by a global services team with experience in design, deployment and maintenance of some of the world's largest and most complex IP networks. For more information, visit www.sonusnet.com.

Sonus is a registered trademark of Sonus Networks, Inc. All other company and product names may be trademarks of the respective companies with which they are associated.

For more information please contact:

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