

**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): **February 11, 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

(Address of Principal Executive Offices)

01886

(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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 11, 2014, the Board of Directors (the "Board") of Sonus Networks, Inc. (the "Company") increased the number of directors constituting the Board from nine to eleven and elected Matthew W. Bross and Richard J. Lynch to the Board to fill the newly created directorships. Messrs. Bross and Lynch will serve until the Company's 2014 annual meeting of stockholders (the "2014 Annual Meeting") or until their respective successor is duly appointed and qualified. Both Messrs. Bross and Lynch will serve on the Corporate Development and Investment Committee and the Technology Strategy and Oversight Committee of the Board.

Additionally, the Board has determined that each of Messrs. Bross and Lynch does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director of the Company and that each of these directors is an "independent director" as defined under Rule 5605(a)(2) of the NASDAQ Stock Market Marketplace Rules.

In connection with Messrs. Bross and Lynch's election to the Board and in accordance with the Company's current compensation practices for non-employee directors, on February 18, 2014 (the "Grant Date"), each new director will be awarded, under the Company's 2007 Stock Incentive Plan, as amended, (i) a grant of shares of restricted stock in an amount equal to \$100,000 divided by the closing price of the Company's common stock on the Grant Date and (ii) a grant of an option to purchase, at the closing price of the Company's common stock on the Grant Date, the number of shares of the Company's common stock as is equal to \$100,000 divided by the grant date fair value of an option to purchase one share of common stock at such exercise price. These equity grants will vest in full and become exercisable on the earlier of the first anniversary of the Grant Date or immediately prior to the 2014 Annual Meeting. In connection with these directors' service on the Board, each of Mr. Bross and Mr. Lynch will be entitled to cash compensation in accordance with the Company's compensation practices for non-employee directors, which currently provide for an annual retainer of \$30,000 per year for Board service, \$5,000 per year for service on the Corporate Development and Investment Committee, and \$5,000 per year for service on the Technology Strategy and Oversight Committee. As part of the non-employee director stock-for-cash election program, Messrs. Bross and Lynch elected to receive their cash compensation in the form of shares of the Company's common stock ("Shares") in lieu of annual retainer and meeting fees of \$40,000. The Shares will be

granted on the Grant Date and the number of Shares will equal \$40,000 divided by the closing price of the Company's common stock on the Grant Date. One half of the Shares will be fully vested as of the Grant Date and the other half of the Shares will vest on July 1, 2014.

There are no understandings or arrangements between either Mr. Bross or Mr. Lynch and any other person pursuant to which each was elected as a director.

A copy of the press release announcing Messrs. Boss and Lynch's appointment is filed as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press release of Sonus Networks, Inc. dated February 18, 2014 announcing the appointment of two new directors to the Board of Directors.

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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: February 18, 2014

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

- 99.1 Press release of Sonus Networks, Inc. dated February 18, 2014 announcing the appointments of two new directors to the Board of Directors.

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Sonus Networks Names Matthew W. Bross and Richard J. Lynch to Board of Directors



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For Immediate Release: February 18, 2014

WESTFORD, Mass., — Sonus Networks, Inc. (Nasdaq: SONS), a global leader in SIP communications, today announced the appointment of Matthew W. Bross and Richard J. Lynch to its board of directors, expanding its base of directors from nine to eleven. Mr. Bross and Mr. Lynch will serve on the Corporate Development and Investment Committee and the Technology Strategy and Oversight Committee of the Board.

Bross is currently the Chairman and CEO of Compass-EOS, a pioneer in next-generation routing and silicon photonics. Prior to joining Compass-EOS, Bross was the global chief technology officer at Huawei Technologies and British Telecom (BT). As the global chief technology officer for Huawei, Bross was responsible for leading the technology and innovation strategy for the company across multiple technology and business domains including carrier, enterprise, devices, applications and services. As chief technology officer of BT, Bross was the driving force behind BT's 21st Century Network transformation program. Bross was also chief executive officer of BT Innovate, responsible for technology strategy, vision and innovation across all BT divisions. Bross was awarded a William Pitt Fellowship by Pembroke College at Cambridge University. In 2010, Bross was listed as one of the most powerful people in wireless by Fierce Wireless, and is currently on the board of directors of the EastWest Institute.

Lynch is currently president of FB Associates, LLC, which provides advisory and consulting services at the intersection of technology, marketing, and business operations. Lynch was the executive vice president and chief technology officer for Verizon Communications and Verizon Wireless. For his leadership in the early years of wireless data, Lynch was honored with the President's Award by the Cellular Telecommunications and Internet Association (CTIA). He has also been inducted into the Wireless History Foundation's Hall of Fame. Lynch currently serves on the boards of Ruckus Wireless (NYSE: RKUS) and BlackBerry (NASDAQ: BBRY). He is a graduate of Lowell Technological Institute (now University of Massachusetts), where he received bachelor's and master's degrees in electrical engineering. Lynch has also completed post graduate work at the Wharton School of the University of Pennsylvania and the Johnson School of Management at Cornell University.

Howard Janzen, chairman of the board of directors, commented, "Matt and Dick are prominent industry leaders who each bring a unique combination of thought leadership and operational experience that will be invaluable to us as the company executes its next phase of growth."

Bross added, "Sonus is taking its reputation as a leading technology innovator to new levels. This is a perfect time to join the board as the company continues its successful transformation and launches into new growth markets."

Lynch added, "The company has done a tremendous job under Ray Dolan's leadership. It's an honor for me to join this world class board and executive team at a time when Sonus is demonstrating that it is becoming increasingly strategic to service providers and enterprises around the world."

Tags:

Sonus Networks, Sonus, SONS, Matthew W. Bross, Matt Bross, Richard J. Lynch, Dick Lynch, Board of Directors, Board, IP-based network solutions, SBC, SBC 1000, SBC 2000, SBC 5100, SBC 5200, SBC 9000, session border controller, VX series, session management, SIP trunking, Cloud VoIP communications, unified communications, UC, VoIP, IP, TDM.

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 session border controllers, policy/routing servers, subscriber feature servers and media and signaling gateways. 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.

Important Information Regarding Forward-Looking Statements

The information in this release may contain certain forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 regarding future events that involve risks and uncertainties. Although Sonus believes that its expectations are based on reasonable assumptions, readers are cautioned that these forward-looking statements are only predictions and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. All statements other than statements of historical facts contained in this report are forward-looking statements. Our actual results may differ materially from those contemplated by the forward-looking statements. For further information regarding risks and uncertainties associated with Sonus' business, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of Sonus' filings with the Securities and Exchange Commission. Any forward-looking statements represent Sonus' views only as of the date on which such statement is made, and should not be relied upon as representing Sonus' views as of any subsequent date. While Sonus may elect to update forward-looking statements at some point, Sonus specifically disclaims any obligation to do so, except as required by law.

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:

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