

**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 April 28, 2016, Sonus Networks, Inc. (the “Company”) filed a Definitive Proxy Statement (the “2016 Proxy Statement”) for the Annual Meeting of Stockholders of the Company to be held on June 9, 2016 (the “Annual Meeting”), which among other things contained a proposal submitted to the Company’s stockholders 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 a form of email to certain of the Company’s largest stockholders, to be sent commencing on or around May 23, 2016, from Jeffrey M. Snider, Chief Administrative Officer, Senior Vice President and General Counsel of the Company, regarding the 2016 Proxy Statement, Annual Meeting and details about the Proposed Stock Option Exchange Program.

The form of stockholder communication attached hereto as Exhibit 99.1 to this Schedule TO does 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. 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	Form of Investor Outreach Email by Sonus Networks, Inc., dated May 23, 2016

Dear [Stockholder],

My name is Jeff Snider and I'm the Chief Administrative Officer of Sonus Networks, Inc. (NASDAQ: SONS). By now, you should have received our 2015 annual report, which includes our 2016 Proxy Statement, and details about our annual meeting of stockholders to be held on June 9, 2016. I am reaching out in case you have questions about our proposals.

At this year's annual meeting, in addition to three annually recurring proposals:

Proposal 1: Election of directors;
Proposal 4: Appointment of independent auditors; and
Proposal 5: Say-on-Pay advisory vote;

we have submitted two proposals relating to equity compensation:

Proposal 2: An amendment of our stock plan, which would, among other things, increase by 800,000 the aggregate number of shares available for grant, from 15,676,713 shares to 16,476,713 shares; and

Proposal 3: A stock option exchange program, which would allow our non-executive employees to exchange their "underwater" options for a smaller number of unvested restricted shares or RSUs. Features of the proposed exchange program include:

- Our executive officers and board of directors will not be eligible to participate;
- The exchange ratios will be designed so that the aggregate value of the restricted shares or RSUs issued is less than the value of the options exchanged;
- Additional time-based vesting will apply to the newly issued restricted shares or RSUs; and
- Eligible options must be at least one year old and must have strike prices above the 52-week high.

We believe that a significant net number of shares will be returned to the plan through this exchange program, which would then be available for future issuance to employees. Together with the request for an increase in the number of shares authorized for issuance, we believe this exchange program will permit us to appropriately retain and motivate our key employees.

As one of our largest stockholders, we want to make sure you have an opportunity to ask any questions you may have, and to discuss any feedback you might want to share regarding our governance plans and practices.

Please let me know if you'd like to arrange a call.

Thank you for your continued support of Sonus.

Sincerely,

Jeff
