

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

(5) SOLE VOTING POWER

SEE ITEM 5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

(6) SHARED VOTING POWER

SEE ITEM 5

(7) SOLE DISPOSITIVE POWER

SEE ITEM 5

(8) SHARED DISPOSITIVE POWER

SEE ITEM 5

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

[]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

SEE ITEM 5

(12) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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13G

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(1) NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

MATRIX V ENTREPRENEURS FUND, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(A) []

(B) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

(5) SOLE VOTING POWER
SEE ITEM 5

(6) SHARED VOTING POWER
SEE ITEM 5

(7) SOLE DISPOSITIVE POWER
SEE ITEM 5

(8) SHARED DISPOSITIVE POWER
SEE ITEM 5

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
SEE ITEM 5

(12) TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 835916 10 7 13G PAGE 4 OF 9 PAGES

(1) NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
MATRIX V MANAGEMENT CO., L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) []
(B) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH

(5) SOLE VOTING POWER
SEE ITEM 5

(6) SHARED VOTING POWER
SEE ITEM 5

REPORTING
PERSON WITH

(7) SOLE DISPOSITIVE POWER

SEE ITEM 5

(8) SHARED DISPOSITIVE POWER

SEE ITEM 5

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

SEE ITEM 5

(12) TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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13G

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(1) NAMES OF REPORTING PERSONS.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

PAUL J. FERRI

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (A) []
(B) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

(5) SOLE VOTING POWER

SEE ITEM 5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

(6) SHARED VOTING POWER

SEE ITEM 5

(7) SOLE DISPOSITIVE POWER

SEE ITEM 5

(8) SHARED DISPOSITIVE POWER

SEE ITEM 5

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

SEE ITEM 5

(12) TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(a) NAME OF ISSUER:

Sonus Networks, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

5 Carlisle Road
Westford, MA 01886

ITEM 2(a) NAME OF PERSONS FILING:

Matrix Partners V, L.P. ("Matrix V"); Matrix V
Entrepreneurs Fund, L.P. ("Entrepreneurs", and
together with Matrix V, the "Partnerships"); Matrix
V Management Co., L.L.C. ("Management"), the general
partner of each of the Partnerships; and Paul J.
Ferri ("Ferri"), the managing member of Management,
who has sole voting and dispositive authority with
respect to the shares of Sonus Networks, Inc. held
of record by the Partnerships.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,
RESIDENCE:

The address of the reporting persons is:

1000 Winter Street, Suite 4500
Waltham, Massachusetts 02451

ITEM 2(c) CITIZENSHIP:

Matrix V is a limited partnership organized under the
laws of the State of Delaware. Entrepreneurs is a
limited partnership organized under the laws of the
State of Delaware. Management is a limited liability
company organized under the laws of the State of
Delaware. Mr. Ferri is a citizen of the United
States.

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.001 per share (the "Common
Stock").

ITEM 2(e) CUSIP NUMBER:

835916 10 7

ITEM 3 DESCRIPTION OF PERSON FILING:

Not applicable.

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ITEM 4 OWNERSHIP:

(a) AMOUNT BENEFICIALLY OWNED:

See Item 5

(b) PERCENT OF CLASS:

Matrix V:	See Item 5
Entrepreneurs:	See Item 5
Management:	See Item 5
Mr. Ferri:	See Item 5

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(i) sole voting power; (ii) shared voting power; (iii) sole dispositive power; (iv) shared dispositive power:

See Item 5

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10 CERTIFICATION:

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2002

MATRIX PARTNERS V, L.P.

By: Matrix V Management Co., L.L.C.
General Partner

By: /s/ Paul J. Ferri

Paul J. Ferri
Managing Member

MATRIX V ENTREPRENEURS FUND, L.P.

By: Matrix V Management Co., L.L.C.
General Partner

By: /s/ Paul J. Ferri

Paul J. Ferri
Managing Member

MATRIX V MANAGEMENT CO., L.L.C.

By: /s/ Paul J. Ferri

Paul J. Ferri
Managing Member

/s/ Paul J. Ferri

Paul J. Ferri

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Sonus Networks, Inc.

EXECUTED as a sealed instrument this 13th day of February, 2002.

MATRIX PARTNERS V, L.P.

By: Matrix V Management Co., L.L.C.
General Partner

By: /s/ Paul J. Ferri

Paul J. Ferri
Managing Member

MATRIX V ENTREPRENEURS FUND, L.P.

By: Matrix V Management Co., L.L.C.
General Partner

By: /s/ Paul J. Ferri

Paul J. Ferri
Managing Member

MATRIX V MANAGEMENT CO., L.L.C.

By: /s/ Paul J. Ferri

Paul J. Ferri
Managing Member

/s/ Paul J. Ferri

Paul J. Ferri