

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1 (b) (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2(b)

Amendment No. 1

Sonus Networks, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 par value per share  
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835916 10 7  
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(CUSIP Number)

December 31, 2001  
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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

MATRIX PARTNERS V, 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

(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!

(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

(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!

- (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

- (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!

(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.

- 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.

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